

BYLAWS
OF
ILLINOIS CENTER FOR JUSTICE AND EQUALITY

ARTICLE I

Name, Offices and Registered Agent; Books and Records

SECTION 1. Corporate Name. The name of the corporation, as incorporated and existing under and by virtue of the Illinois General Not For Profit Corporation Act of 1986, as from time to time amended (hereinafter referred to as the “Act”), is and shall be “Illinois Center for Justice and Equality” (hereinafter referred to as the “Corporation”).

SECTION 2. Principal Office. The Corporation shall have and continuously maintain a principal office at such location in the State of Illinois or elsewhere as the Board of Directors of the Corporation (hereinafter called the “Board of Directors” or “Board”) shall determine from time to time. The Corporation may have such other offices, in the State of Illinois or elsewhere, as the Board of Directors shall determine from time to time.

SECTION 3. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

SECTION 4. Books and Records. The books and records of the Corporation shall be kept at its principal office or at such other place or places as the Board of Directors shall determine from time to time.

ARTICLE II

Membership

SECTION 1. Designation, Qualifications and Rights. The Corporation shall have one class of members, designated as the “Charter Members.” The qualifications and rights of Charter Members shall be as follows:

(a) **Initial Charter Member.** Effective from the adoption of these Bylaws, Robert M. Stephenson shall be the Charter Member because of his special contribution to the Corporation and its purposes. Robert M. Stephenson may not be removed as Charter Member.

(b) **Other Charter Members.** While Robert M. Stephenson is alive, Robert M. Stephenson from time to time may appoint other persons to be Charter Members and may subsequently remove such other persons from membership by written notice given to the person so appointed or removed and to the Corporation. During his life, Robert M. Stephenson also may designate by written instrument filed with the Secretary of the Corporation one or more

persons to become Charter Members effective as of Robert M. Stephenson's death. After Robert M. Stephenson's death, any Charter Members appointed during Robert M. Stephenson's life or designated at his death, and any subsequently elected Charter members jointly from time to time may appoint other persons to be Charter Members and may subsequently remove such other persons from membership by written notice given to the person so appointed or removed and to the Corporation. If at any time after Robert M. Stephenson's death there are no Charter Members acting, the Board of Directors may, but need not, elect one or more individuals who have shown special commitment to the Corporation as Charter Members.

(c) Voting. Each Charter Member shall have one vote on each matter submitted to the vote of the Charter Members of the Corporation.

(d) Not Transferable. Memberships in the Corporation may not be assigned or otherwise transferred.

(e) Resignation. Any Charter Member may resign membership in the Corporation by filing a written resignation with the Secretary of the Corporation.

SECTION 2. No Membership Certificate. No membership certificates of the Corporation shall be required.

SECTION 3. Dues and Assessments. Charter Members shall not be required to pay any dues or assessments as a condition to or incident of membership.

SECTION 4. Annual Meeting of Charter Members. An annual meeting of the Charter Members shall be held on the second Monday in December of each year, beginning with the year 2009, at 10 o'clock A.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting, provided that if the day fixed for such annual meeting shall be a legal holiday at the place where the meeting is to be held, such meeting shall be held on the next succeeding business day. Failure to hold an annual meeting of the Charter Members at the time designated herein shall not work a forfeiture or dissolution of the Corporation. However, if the election of directors shall not be held on the day designated herein for any annual meeting of the Charter Members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Charter Members as soon thereafter as conveniently may be. The Charter Members may provide by resolution the time and place for the holding of additional regular meetings of the Charter Members without other notice than such resolution.

SECTION 5. Special Meetings. Special meetings of the Charter Members may be called by or at the request of the President, a majority of the Charter Members or a majority of the directors. The person or persons authorized to call special meetings of the Charter Members may fix the place for holding any special meeting of the Charter Members called by them.

SECTION 6. Notice. Notice of any special meeting of the Charter Members shall be given at least five days previously thereto by written notice to each Charter Member at his or her address as it appears in the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed,

with postage thereon prepaid. Notice of any special meeting of the Charter Members or of any regular meeting (if notice thereof is required by law or these Bylaws to be given) may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Charter Member at any meeting shall constitute a waiver of notice of such meeting except where a Charter Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Charter Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

SECTION 7. Informal Action by Charter Members. Any action required to be taken, or which may be taken, at a meeting of the Charter Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Charter Members.

SECTION 8. Quorum. A majority of the Charter Members of the Corporation in office, or if there is only one Charter Member, then that Charter Member, shall constitute a quorum for the transaction of business at any meeting of the Charter Members, provided that if less than such a majority is present at said meeting, a majority of the Charter Members present may adjourn the meeting to another time without further notice.

SECTION 9. Manner of Acting. The act of a majority of the Charter Members present at a meeting at which a quorum is present, or if there is only one Charter Member, then the act of that Charter Member, shall be the act of the Charter Members, unless the act of a greater number is required by law or these Bylaws.

SECTION 10. Officers of the Meetings. At meetings of the Charter Members, the President, if present, otherwise a person chosen by a majority vote of the Charter Members present at the meeting, shall act as chairman of the meeting. The Secretary, if present, otherwise a person appointed by the chairman of the meeting, shall act as secretary of the meeting. The chairman of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

SECTION 11. Presumption of Assent. A Charter Member who is present at a meeting of the Charter Members at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Charter Member who voted in favor of such action.

SECTION 12. Mode of Meetings. Charter Members may participate in a meeting of the Charter Members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

SECTION 13. Powers of the Charter Members. The Charter Members shall have the following powers, to the exclusion of the Board of Directors, each exercisable pursuant to applicable Illinois law and the provisions of these Bylaws:

- (a) to elect and remove directors of the Corporation;
- (b) to repeal, modify, or amend the Corporation's Articles of Incorporation or Bylaws;
- (c) to determine whether the Corporation shall merge or consolidate with any other Corporation and to approve any plan of merger or consolidation of the Corporation;
- (d) to determine whether the Corporation shall dissolve and to approve any plan for the dissolution of the Corporation; and
- (e) to approve any sale, lease, exchange, mortgage or other disposition of all or substantially all of the property or assets of the Corporation.

ARTICLE III

Board of Directors

SECTION 1. General Powers and Duties. The property, business and affairs of the Corporation shall be managed by the Board of Directors, which shall have exclusive responsibility for the determination and implementation of policy for the Corporation. The Board may exercise all powers, rights and privileges of the Corporation (whether expressed or implied in the Articles of Incorporation of the Corporation or conferred by law or otherwise) and do all acts and things which may be done by the Corporation, as are not by statute, the Articles of Incorporation or these Bylaws directed or required to be exercised or done by the Members. Each director shall be entitled to one full vote on each matter.

SECTION 2. Number, Election and Term of Office. The initial Board of Directors of the Corporation shall consist of three directors, as provided in the Articles of Incorporation. Directors need not be residents of the State of Illinois. The Board of Directors may at any time, by resolution, increase or decrease the number of directors; provided, however, that (i) the number of directors shall not be decreased to a number less than three (3) or increased to a number greater than eight (8); and (ii) no decrease in the number of directors shall have the effect of shortening the term of an incumbent director. Directors shall hold office until the next annual election of directors and until their successors shall have been elected and qualified, or until their earlier death, resignation or removal.

SECTION 3. Resignation and Removal. Any director may resign at any time by giving written notice to the Board of Directors or the President or Secretary of the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The pending vacancy may be filled pursuant to Section 4 of this Article before the effective date. Any director may be removed, with or without cause, by the

affirmative vote of a majority of all the Charter Members, or, if none, by the affirmative vote of a majority of the directors (in either case, other than the director whose removal is under consideration) then in office.

SECTION 4. Vacancies. Any vacancy occurring in the Board of Directors, or, any directorship to be filled by reason of an increase in the number of directors, may be filled by the Charter Members at the annual meeting of the Charter Members, or at a special meeting of the Charter Members called for that purpose, or, if there are no Charter Members, by the directors at the annual meeting of the Board of Directors, or at a special meeting of the directors called for that purpose. Each director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

SECTION 5. Annual Meeting. An annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the Charter Members, or, if at the time there are no Charter Members or if there is no annual meeting of the Charter Members, at such time and on such day as there would have been a meeting of the Charter Members under Article II of these Bylaws and at such place, within or without the State of Illinois, as may be fixed by resolution of the Board of Directors, except that the President of the Corporation may alter the date, time, and place of any such annual meeting to take place within one month of the date set for such meeting by this Section or by resolution of the Board of Directors. No notice other than these Bylaws or resolution of the Board of Directors need be given, except that if the President alters the date, time, and place of an annual meeting, notice shall be provided to all directors at least two weeks before the date fixed by the President for such meeting and at least one week before the date that such meeting would otherwise have been held. Failure to hold an annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Corporation.

SECTION 6. Regular Meetings. The Board of Directors may hold regular meetings at such place, either within or without the State of Illinois, and at such times as may be designated by resolution of the Board of Directors, without other notice than such resolution. The President of the Corporation may alter the date, time, and place of any such regular meeting to take place within one month of the date set for such meeting in such resolution, in which case notice shall be provided to all directors at least two weeks before the date fixed by the President for such meeting and at least one week before the date that such meeting would otherwise have been held.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any two (2) directors. Special meetings of the Board of Directors may be held at such place, either within or without the State of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof.

SECTION 8. Notice of Meetings; Waiver of Notice. Notice of each special meeting shall be delivered by or at the direction of the Secretary to each director at least three (3) days before the day on which the meeting is to be held. Any notice required by law or by these Bylaws for any meeting of the Board of Directors may be waived in a writing signed by a director, either before or after the meeting. Attendance of a director at any meeting shall

constitute a waiver of notice of such meeting except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

SECTION 9. Quorum. A majority of the whole Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation or these Bylaws.

SECTION 10. Participation at Meetings by Conference Telephone. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 11. Officers of the Meetings. At meetings of the Board, the President, if present, otherwise a person chosen by a majority vote of the directors present at the meeting, shall act as chair of the meeting. The Secretary, if present, otherwise a person appointed by the chair of the meeting, shall act as secretary of the meeting. The chair of the meeting shall, without relinquishing the chair, have full power of discussion and right to vote in respect of any matter before the meeting. The chair of the meeting shall have the right to decide, without appeal, the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged.

SECTION 12. Presumption of Assent. A director who is present at a meeting of the Board at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 13. Informal Action. Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors. Any consent may be signed in counterparts with the same force and effect as if all directors had signed the same copy. All signed copies of any such written consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. Any such consent signed by all of the directors shall have the same effect as a unanimous vote.

ARTICLE IV

Officers

SECTION 1. Designation, Election and Term of Office. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may authorize. The officers shall be elected by the

Board of Directors at its annual meeting, to hold office for one year and until their successors have been duly elected and qualified, or until their earlier death, resignation or removal. Any two or more offices may be held by the same person.

SECTION 2. Control by Board of Directors. The powers and duties of officers of the Corporation as prescribed by this Article IV or elsewhere in these Bylaws are subject to alteration or suspension by the Board, in specific instances or for specific purposes, as set forth in a resolution of the Board effecting such alteration or suspension.

SECTION 3. Bonds. The Board of Directors may require persons serving as officers, agents or employees of the Corporation to give bond to the Corporation, in such form and amount and with such surety as the Board may determine, conditioned upon the faithful performance of their duties and upon the restoration to the Corporation when their service terminates of all books, records, money and other things in their possession or control belonging to the Corporation. The cost of procuring such bonds shall be borne by the Corporation.

SECTION 4. Employment Contracts. Every employment for personal services to be rendered to the Corporation shall be at the pleasure of the Corporation unless the employment is for a specified term pursuant to a written contract authorized or ratified by the Board of Directors.

SECTION 5. The President. The President shall be the chief executive officer of the Corporation and, subject to the direction and control of the Board, shall have general charge of the affairs of the Corporation. In general, the powers and duties of the President shall be those ordinarily exercised or performed by the chief executive officer of a corporation and such other powers and duties as may be assigned to the President by the Board. Without limiting the preceding sentence by this specification, the President shall attend all meetings of the Board of Directors and shall act as the President of such meetings; unless otherwise directed by the Board, shall have full power to vote in the name of the Corporation, in person or by general or limited proxy, all shares of stock and other voting securities owned by the Corporation; shall see that the resolutions and directions of the Board of Directors are carried into effect; and may hire such agents and employees as the President deems to be necessary or convenient in the conduct of the affairs of the Corporation and may fix their compensation, prescribe their powers and duties and terminate their service at any time. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board or these Bylaws, the President may execute for the Corporation such documents as needed for the conduct of the Corporation's affairs in the ordinary course, as well as any deeds, mortgages, leases, bonds, contracts, checks, notes or other documents which the Board has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board, according to the requirements of the form of the document. The President, in conjunction with the Treasurer, shall annually (or at such more frequent intervals as the Board may direct) prepare a budget for the Corporation and shall present such budget to the Board for its approval.

SECTION 6. The Secretary. In general, the powers and duties of the Secretary shall be those ordinarily incident to the office of secretary of a corporation and such other powers

and duties as may be assigned to the Secretary by the Board or by the President. Without limiting the preceding sentence by this specification, the Secretary shall give or cause to be given all notices provided for or required by law or the Articles of Incorporation of the Corporation or these Bylaws; shall be custodian of the seal, if any, of the Corporation and shall cause the seal to be affixed to and attested on all documents executed on behalf of the Corporation if a corporate seal is necessary or appropriate, unless another person has been authorized to do so by resolution of the Board; shall have charge of all books, records and papers of the Corporation relating to its organization and existence as a corporation; and shall have the duty to keep and file all reports, statements and other documents required by law except where the duty is expressly imposed on some other officer, agent or employee.

SECTION 7. The Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation, and, in general, the powers and duties of the Treasurer shall be those ordinarily incident to the office of treasurer of a corporation and such other powers and duties as may be assigned to the Treasurer by the Board or by the President. Without limiting the preceding sentence by this specification, the Treasurer shall be responsible for the collection, receipt, custody and disbursement of all corporate funds and securities; shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks or other depositories as may be designated by the Board or by an officer of the Corporation pursuant to any delegation of such authority by the Board; shall be responsible for carrying out the policies of the Corporation relating to the approval, grant or extension of credit by the Corporation and for the procurement and maintenance of adequate insurance for the Corporation; shall have custody of the accounting and financial records of the Corporation; and shall render such reports with respect to accounting and financial matters to the President and to the Board on a quarterly basis or at such other intervals as they may require.

SECTION 8. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 9. Removal. Any of the officers designated in Section 1 of this Article may be removed by the Board of Directors, whenever in its judgment the best interest of the Corporation will be served thereby, by the vote of a majority of the whole Board of Directors. Any subordinate officer elected or appointed in accordance with Section 1 of this Article may be removed by the Board of Directors for like reason by a majority vote of the directors present at any meeting, a quorum being present, or by any superior officer upon whom such power of removal has been conferred by resolution of the Board of Directors.

SECTION 10. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors at an annual or regular meeting or at a special meeting called for such purpose.

ARTICLE V

Committees

SECTION 1. Special Committees. The Board of Directors from time to time may establish by resolution special committees of the Corporation. Except as otherwise provided in these Bylaws, special committees shall have such designations and functions as shall be set forth by resolution of the Board. All committees appointed pursuant to this Section shall have advisory and administrative functions only. No committee appointed pursuant to this Section shall have or exercise any of the powers of the Board. Committees appointed pursuant to this Section shall consist of such number of members as determined by the Board. All committees appointed pursuant to this Section shall report to and be subject to the direction and control of the Board and shall provide regularly to the Board written summaries of all committee meetings, deliberations and proposed actions.

SECTION 2. Tenure. Members of committees appointed pursuant to this Article shall serve for one year and until their successors have been appointed and qualified, unless prior thereto the committee is dissolved by the Board of Directors or a member's service is sooner terminated by death, resignation, inability or unwillingness to serve or removal by the Board. Vacancies on any committee shall be filled by the Board for the unexpired portion of the term.

SECTION 3. Meetings. The Board of Directors shall designate one of the members of each committee as its chair. For all committees, the chair shall preside at meetings of the committee. In the absence of the chair, the committee members present shall appoint one of their number as a temporary chair. Notice of the time and place of all meetings of committees shall be given to its members at least two days in advance of the meeting, but such notice may be waived in writing or by attendance at the meeting.

SECTION 4. Quorum. A majority of the voting members of a committee appointed pursuant to this Article shall constitute a quorum. If a quorum is not present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 5. Manner of Acting. The act of a majority of the members of a committee appointed pursuant to this Article present at a meeting at which a quorum exists shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing setting forth such action shall be signed by all the members of the committee.

ARTICLE VI

Federal Tax Provisions

SECTION 1. Purpose of Corporation. The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, providing resources to fight injustice

in criminal as well as civil legal cases of significance, including assembling research and educating the public and professionals.

SECTION 2. Inurement of Benefits. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reasonable reimbursement for expenses and to make payments and distributions in furtherance of the purposes set forth above.

SECTION 3. Lobbying and Prohibited Activities Generally. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

SECTION 4. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, assets of the Corporation remaining after the satisfaction of liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of the Code Section 501(c)(3), or shall be distributed to the federal government or to a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes, as said court shall determine.

SECTION 5. Private Foundation Requirements. The Corporation is intended to qualify as a public charity as defined in Section 509(a) of the Code. During any period in which the Corporation is determined to be a private foundation, however, the following provisions shall apply:

(a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax law;

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent Federal tax law;

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax law;

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax law; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax law.

ARTICLE VII

Indemnification

SECTION 1. Indemnification of Directors, Officers, Employees and Agents;
Insurance.

(a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, did not have reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraph (a) or paragraph (b) of this Section or in defense of any claim, issue or

matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under paragraph (a) or paragraph (b) of this Section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (a) or paragraph (b) of this Section. Such determination shall be made (i) by the majority vote of the Board of Directors who are not parties to such action, suit or proceeding, even though less than a quorum, (ii) by a committee of the directors designated by a majority vote of the directors, even though less than a quorum, or (iii) if there are no such directors, or if the directors so direct, by independent legal counsel in a written opinion.

SECTION 2. Contract with the Corporation. The provisions of this Article VII shall be deemed to be a contract between the Corporation and each director or officer who serves in any capacity at any time while this Article VII is in effect, and any repeal or modification of this Article VII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

SECTION 3. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized in this Article VII.

SECTION 4. Indemnification Not Exclusive. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 5. Insurance Against Liability. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article VII.

ARTICLE VIII

Miscellaneous Provisions

SECTION 1. Depositories. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may designate.

SECTION 2. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. Gifts. The Board of Directors, the President, the Treasurer, and any standing or special committee designated by the Board to have such authority may accept on behalf of the Corporation any grant, contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

SECTION 4. Fiscal Year. For accounting and related purposes, the fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year. The Board of Directors may, by resolution, change the beginning and ending dates of the fiscal year, and any such change shall be effective upon the date set in the resolution, but only upon approval by the Internal Revenue Service, if such approval is required by law.

SECTION 5. Delivery of Notice. Any notices required to be delivered pursuant to these Bylaws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person at his or her address as it appears on the records of the Corporation, with sufficient first-class postage prepaid thereon. Any notice required by these Bylaws may be delivered electronically to the recipient's email address or its equivalent as it appears in the records of the Corporation.

SECTION 6. Investment. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, and subject to Section 5 of Article VI of these Bylaws, the funds of the Corporation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous without regard to restrictions applicable to trustees or trust funds.

SECTION 7. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 8. Leases. No leases of land, buildings or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee, unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 9. Contracts. The Board of Directors may authorize any one or more officers of the Corporation, or any one or more agents, to enter into any contract or execute and

deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 10. Reimbursement and Compensation. The Board shall determine the compensation, if any, to be paid to directors and officers for their services as directors. Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as directors.

SECTION 11. Compensation for Services. A director or officer of the Corporation, or any firm or corporation in which such director or officer is a member, director, officer or otherwise interested, may be engaged by the Corporation to render services on behalf of the Corporation, even though such director or officer shall make or participate in the decision to so engage himself or herself or such firm or corporation. A member, director or officer or any firm or corporation so engaged shall be entitled to receive his, her or its customary and reasonable compensation for such services.

ARTICLE IX

Amendments

SECTION 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted at any time or from time to time by the vote of a majority of the Charter Members, or, if none, by a vote of a majority of the directors then in office.

SECTION 2. Amendment of Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended or restated at any time or from time to time (i) upon the proposal of the Board of Directors and the affirmative vote of a majority of the Charter Members, or, if there are no Charter Members, (ii) by a vote of a majority of the directors then in office.