

AMENDED AND RESTATED  
BYLAWS  
OF  
PUMPING STATION: ONE, NFP

ARTICLE I  
PURPOSES

1. Purposes. Pumping Station: One, NFP, is organized as an Illinois not for profit corporation (the “Corporation”) is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. The specific and primary purposes and mission for which the Corporation is organized shall be to foster a collaborative environment wherein people can explore and create intersections between technology, science, art, and culture. The purposes of the Corporation, as stated in the Articles of Incorporation and Article I of these Bylaws, may be altered or amended at the annual meeting of the Board of Directors by the unanimous vote of all of the Directors.
2. Specific Goals. The Corporation shall conduct itself in furtherance of the following goals.
  1. Acquire and maintain a collaborative workspace for communal use by all Members (“Workspace”).
  2. Foster a creative, collaborative environment for experimentation and development in technology, science, culture, and art.
  3. Interact with the local community in which the Workspace is situated in through education and cultural participation.
  4. Share developments and ideas with the world at large.
  5. Facilitate communication with other spaces and colleagues locally, nationally and internationally.
  6. Invite experts and other creative individuals to share their ideas and projects.

ARTICLE II  
POWERS AND LIMITATIONS

1. Powers. Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the Corporation shall have all powers which a not for profit corporation may have if organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.
2. Distributions. The Corporation, being organized exclusively for charitable, educational, and scientific purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code.
3. Prohibition Against Private Benefit and Inurement. 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 to make payments and distributions in furtherance of the purposes set forth herein above.

4. Political Activity. No substantial part of the activities of the Corporation shall be to attempt to influence legislation by propaganda or otherwise, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
5. Other Prohibitions. The Corporation shall not carry on any other activities not permitted to be carried on:
  1. under the Act or Illinois Charitable Trust Law;
  2. by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or
  3. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
6. Conflicts of Interest. The Corporation is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of the Corporation as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between the Corporation and its board and officers and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. (See [VI.1]) The board and its officers have the responsibility of administering the affairs of the Corporation honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Corporation. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Corporation or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

### ARTICLE III MEMBERSHIP

1. Classes of Membership. The Corporation shall have classes of membership, (1) “Board of Directors” or “Directors and Officers” and (2) other “Regular Member(s)” or “Member(s)” or “Membership” classes as stated by these bylaws or unless otherwise resolved by the Board of Directors. Directors and Officers have the same rights and privileges as Regular Members. Membership is open to any person who:
  - A. Is a human being;
  - B. Is at least 18 years of age;
  - C. Supports the purpose and specific goals of the Corporation;
  - D. Pays the applicable monthly Dues;
  - E. Provides valid government-issued photo identification to at least two Directors, or their designated agents, upon payment of the first applicable Dues;
  - F. Provides the Corporation with an electronic mail (“e-mail”) address for receiving official notices of Membership Meetings;
  - G. Agrees to the terms of the Corporation’s policies and abides by them;
  - H. Agrees to the terms of the Member Agreement, as amended, and abides by the terms thereof while at the Workspace, including any physical or electronic spaces of the Corporation, or attending Corporation organized or sponsored events.

2. Member Rights. Members enjoy the following rights and privileges:
  - A. Any regular member whose dues are paid in full, is not on probation, resigned, suspended or been banned shall be considered a “member in good standing”. Only members in good standing shall be entitled to the rights and privileges of membership.
  - B. Members in good standing shall be entitled to one vote in all elections and special voting events, as determined by the Board of Directors. Except as expressly provided in or authorized by the Articles of Incorporation, these Bylaws, or provisions of law, all membership in good standing shall have the same rights, privileges, restrictions and conditions.
  - C. Every regular member shall have the right at any reasonable time, as determined by the Board of Directors, to inspect the financial and physical properties of the corporation.
  - D. The Right to raise an issue.
  - E. Eligibility to vote on any issue put before the Membership.
  - F. Eligibility to nominate and vote for Officers and At-Large Directors.
3. Transferability. Membership at any level is not transferable.
4. Dues and Benefits. The Board of Directors shall set membership dues, payment schedule, and member benefits. Payment of Membership Dues (“Dues”) is required to obtain and maintain membership for each month. Dues are non-refundable. The Board may accept a member’s work in lieu of dues for membership.
5. Voluntary Resignation A member may withdraw from membership by providing documented notice of resignation to an officer or director of the corporation. Non-payment of dues shall be considered voluntary resignation. All rights, benefits, privileges, and the interests of a member in the corporation cease on resignation of membership and effective as of the last day of the last payment period.
6. Removal. Any Member of the Corporation may be removed upon determination that the member engaged in conduct that violated the bylaws, membership agreement, policies, or that was otherwise materially or seriously prejudicial to the interests or purposes of the organization. Removal occurs upon the three-quarters ( $\frac{3}{4}$ ) supermajority vote of the Board of Directors. The vote is to be held within fourteen (14) days after the Board receives a written recommendation of removal by the Dispute Resolution Committee. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any person expelled from the corporation shall forfeit any and all dues already paid.
7. Suspension. Any Member of the Corporation may be suspended for up to 120 days as determined by the Dispute Resolution Committee. Any member may be suspended for longer than 120 days for cause by a  $\frac{3}{4}$  supermajority vote of the Board of Directors, within fourteen (14) days after the Board receives a written recommendation of removal by the Dispute Resolution Committee. Such suspension shall be without prejudice to the contract rights, if any, of the person so suspended.

8. Alternative Remedies. If the board is unable to reach a decision or disagrees with DRC recommendations to the Board, the board may vote to accept an alternative remedy, excluding removal or suspension longer than 120 days without recommendation by the DRC, with a three-quarters (¾) supermajority vote of the board.
9. Membership Meetings.
  - A. Regular Meetings. Regular monthly Meetings of the Membership shall be held, to the extent practicable, the first Tuesday at 8:00 PM CST, of every month at the Corporation's physical place, or at some other time and place, within the State of Illinois, as provided by resolution of the Board of Directors.
  - B. Special Meetings. Special Meetings may be called by the Board of Directors. The Board of Directors must schedule a special meeting if at least one-twentieth of Members request such a meeting and such meeting shall be held within one month of such request on a Tuesday at 8:00 PM Central time. Any such meeting of the membership shall be referred to as a "Membership Meeting" or "Meeting of the Membership."
  - C. Additional Membership Meetings. Additional Membership Meetings may be held as determined by the President or the Board of Directors.
  - D. Annual Meeting. The Annual Meeting of the Membership, to the extent practicable, shall be held on the first Tuesday of November at 8pm in the same place as Regular Meetings, or at some other time and place, either within or without the State of Illinois, as provided by resolution of the Board of Directors. Members shall vote on the following issues at the annual meeting:
    1. Election of all Officers;
    2. Election of all At-Large Directors; and
    3. Any other issues placed before the Membership in accordance with these Bylaws.
  - E. Notice of Meetings. Notice of Regular Meetings, the Annual Meeting and Special Meetings shall be delivered by or at the direction of the Board of Directors to all Members at least five (5) days before the day on which such meeting is to be held or twenty (20) days before the day on which a meeting is scheduled with respect to removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, or such other duration of notice if otherwise required in these bylaws or by law. Such notice shall state the place, day, and hour of the meeting, and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called. Notice shall be sent electronically to all Members, to the e-mail addresses the Members have on file with the Corporation. The Board is encouraged to post notice of meetings at the Workspace.
10. Vote of the Membership and Voting.
  - A. Voting and Eligibility. Any Member in good standing is eligible to vote. Unless otherwise stated in these Bylaws, each Member is entitled to one vote per independent election issue or officer position.

- B. Submitting a Proposal for Vote. Any Member may submit any lawful issue for vote by the Members, so named a “vote of the members,” by submitting a written proposal to the Board of Directors. Email is considered “written.” The vote shall be scheduled to take place at least seven (7) days after the vote proposal is submitted. A vote of the membership may not be overridden except by a higher legal authority or by a subsequent vote of the membership.
- C. Voting Process. A vote by the membership may be taken by ballot delivered by e-mail, or any other electronic means pursuant to which the Members are given the opportunity to vote for or against the proposed action, and the action receives approval by such number of Members as may be required by these Bylaws. Ballots must be delivered, and voting must remain open for at least five (5) days prior to the meeting the vote is scheduled to take place; provided, however, in the case of removal of one or more Directors, a merger, consolidation, or dissolution, the ballots must be delivered and voting must remain open for at least twenty (20) days prior to the meeting the vote is scheduled to take place. The day and time of the vote shall be the day and time the vote closes. The ballot count shall begin 15 minutes after the vote closes. Unless otherwise specified in these bylaws, a vote passes with a majority greater than 50 percent. A vote fails if quorum is not met. If any vote results in a tie or fails due to lack of quorum, the vote may subsequently be reannounced in the normal manner and re-run after 5 days.
- D. Quorum. Quorum for a vote of the membership is ten percent (10%) of the Membership. Quorum shall be calculated from all Members voting on the day a vote is taken for a proposal and shall be valid for all votes occurring that day. Members submitting ballots or voting in-person that do not include a vote for an issue occurring that day shall be counted as abstaining from that particular vote.
- E. Administration. The Secretary shall ensure collection and retention of the required data as described in this section. The Secretary may count ballots by hand or electronically. The Secretary shall make voting results known immediately following the completion of the ballot count.

#### ARTICLE IV MEMBER CONDUCT AND DISPUTES

Dispute Resolution Committee (DRC). There shall be a standing committee convened by the Board of Directors responsible for reviewing disputes, disciplinary matters, and potential violations of the membership agreement. All operational information about the DRC is contained in the governance document, “yymmdd Dispute Resolution Committee,” (where yy is the last two digits of the year, mm is the month, and dd is the day) most recently announced and noted in the minutes of any meeting of the board of directors.

#### ARTICLE V OFFICERS

1. Eligibility, Designation, Nomination, Election and Term of Office. In order to be eligible to be nominated, a person must be a Member in good standing for the five (5) consecutive months

prior to the date of the election in question, and shall not have reached the term limit for holding office on the Board of Directors or the position for which they are nominated. Any member has the right to nominate any eligible person for office. Members have the right to nominate themselves. Potential officers may be nominated by any Member at least one week prior to the Annual Meeting. Once a candidate is nominated, only that candidate can remove their name from consideration. If no person is nominated to run for an office, nominations for that position may be made at the Annual Meeting, in person, before the vote. The Officers shall be elected at the Annual Meeting, from the pool of nominated officers, by the Membership to hold office for one-year, beginning January 1 of the year following their election, and until their successors have taken office, or until their death, resignation or removal. The vote for each officer position shall be a separate distinct vote. The candidate with the most votes shall hold the office. In the event of a tie, the incumbent Secretary shall choose the candidate to hold the office. If the tie is for the office of Secretary the incumbent vice president shall choose the candidate to hold the office. If no one is nominated for an office at the time of the vote at the Annual Meeting, then the holder of such position shall choose a successor, or if unwilling or unable, the incoming Board of Directors shall appoint a Member to such office by majority vote. No member may hold the same office more than three consecutive full terms, and no member can serve on the Board of Directors for more than five consecutive full terms. No members can accept a nomination for more than one position in any single election term. No two offices may be held by the same person.

2. Officers. The Officers of the Corporation (each an “Officer,” collectively the “Officers”) shall consist of a President, a Vice President, a Secretary, a Treasurer, a Chief Technology Officer, a Director of Public Relations and such other officers as the Board of Directors may authorize. Additional officers shall be authorized by a Vote of the Board of Directors at any regular board meeting.
3. No Compensation. No Officer shall be compensated monetarily for their work as an Officer, although the Corporation may provide insurance and indemnity as permitted by Illinois law and Article VIII below. A Work in Lieu of Dues waiver for services to the Corporation shall not be considered compensation.
4. President. The President shall be the principal executive officer of the Corporation.
  1. Powers of the President. The President shall call to order and preside at all meetings of the Membership and the Board of Directors. Subject to the directions of the Board of Directors, the President shall in general supervise and control the business and affairs of the Corporation and shall perform all duties incident to the office of President and such other duties as may be assigned to them by the Board of Directors, including (i) setting the agenda for all meetings and (ii) actively seeking new officers, directors and members for the Corporation. The President is encouraged to seek additional financial resources for use by the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute documents and other contracts requiring signature of the Corporation. The President shall have general superintendence of all other officers of the Corporation and shall see that their duties are properly performed. The President shall from time to time report to the Board of Directors and to the Members all matters within their knowledge which the interests of the Corporation may require to be brought to their notice and shall perform such other duties as the Board of Directors may

assign. The President shall manage the Corporation and perform all of their duties in a fiscally responsible manner. The President shall, in conjunction with the Secretary, file all required reports and statements with all necessary government entities, including but not limited to the Illinois Secretary of State, the Internal Revenue Service and such other governmental agencies as applicable. The President shall represent the Corporation at all times during their tenure and is empowered as such to do whatever is reasonably necessary to increase the community's awareness of the Corporation and its goals in a positive manner. The President shall strive in good faith to attend the annual meeting in person.

2. **Contractual Authorization.** The President is only authorized to enter into contracts where no reasonably known liability or financial commitment is assumed by the Corporation beyond \$1,000. Agreements which include a clause placing risk on the organization such as fines for breach of contract or claims to property as recourse, for example, must first be authorized by a vote of the Board or Members. Upon entering into a contract on behalf of the Corporation, the President shall promptly notify the Membership and make a signed copy available for review. Where no Membership authorization is required, the President is encouraged to consult with the Membership on such matters.
  
5. **Vice President.** In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President and shall immediately notify the President when acting in such capacity as well as what action was taken and the purpose thereof. The Vice President shall perform such duties as the Board of Directors or the President may assign from time to time. The Vice President is responsible for enforcing the rules of meeting procedure. The Vice President shall perform all of their duties in a fiscally responsible manner. The Vice President shall strive in good faith to attend the annual meeting in person.
  
6. **Treasurer.** The Treasurer shall keep full and correct account of receipts and disbursements, including expenses, expenditures and moneys raised, in the books belonging to the Corporation, shall collect all Dues from Members, shall make all necessary payments to maintain any space leased by the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such banks of deposit as may be designated by the Board of Directors. The Treasurer shall establish bank account(s) and provide bank statement reports to the Board of Directors at all Board meetings. The Treasurer shall provide bank statement reports to any Member upon request. The Treasurer shall help to raise funds to serve the purposes of the Corporation, and the Treasurer shall dispose of funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the President and the Board of Directors, whenever they may require it of them, an account of all their transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall accurately report the financial condition of the Corporation to the IRS as required by law. The Treasurer shall perform such duties as the Board of Directors may assign. The Treasurer shall manage the Corporation and perform all of their duties in a fiscally responsible manner. The Treasurer shall strive to abide by any lawful policies enacted by the Board of Directors on financial openness, transparency and reporting. The Membership is encouraged to advise the Board on said policies. The Treasurer shall strive in good faith to

attend the annual meeting in person.

7. Secretary. The Secretary shall act as Secretary of the Board of Directors, shall give, or cause to be given, notice of all meetings of the Board of Directors and the Membership, unless notice thereof be waived, shall supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors as required by law and these Bylaws. Prior to any meeting of the Board of Directors, the Secretary shall distribute to each Director a copy of the agenda for such meeting and the records of the meeting immediately preceding such meeting. The Secretary shall make all records and minutes of all meetings available to the Membership via online archived files. The Secretary shall make available minutes of the previous meeting in person at Board of Directors Meetings and placing the minutes online before such meeting shall satisfy this requirement. The Secretary shall, in conjunction with the President, file all required reports and statements with all necessary government entities, including but not limited to the Illinois Secretary of State, the Internal Revenue Service and such other governmental agencies as applicable. The Secretary shall perform such duties as the Board of Directors may assign from time to time. The Secretary shall manage the Corporation and perform all of their duties in a fiscally responsible manner. The Secretary shall strive in good faith to attend the annual meeting in person.
8. Chief Technical Officer. The Chief Technical Officer (the “CTO”) shall manage and maintain the Corporation’s technological infrastructure as needed by the Corporation. The CTO shall maintain any website of the Corporation and the Corporation’s internal network. The CTO shall perform such duties as the Board of Directors may assign from time to time. The CTO shall manage the Corporation and perform all of his or her duties in a fiscally responsible manner. The CTO shall provide to the Board upon request all passwords, source code, and any other information the Board may deem necessary to insure continuity in operation of the Corporation’s data infrastructure. The CTO shall secure ownership by and for the corporation of any software licenses, cloud accounts, connectivity, hosted services, and other forms of information technology that comprise the corporation’s infrastructure. The CTO shall strive in good faith to attend the annual meeting in person.
9. Director of Public Relations. The Director of Public Relations (the “PR Director”) shall make the public aware of the purposes of the Corporation through community outreach, shall monitor marketing efforts, and shall serve as the primary point of contact for all media inquiries. The PR Director is responsible for working with the Board of Directors and the Members to coordinate strategic public relations campaigns to promote the organization. The PR Director shall be responsible for the content of all official press releases and announcements, and will work to develop communications strategies that advance the organization’s goals. The PR Director shall be responsible for ensuring that the Corporation’s events are appropriately publicized through a variety of media outlets by managing the promotion process and delegating tasks as necessary. The PR Director, if so directed by the Board, will also coordinate the development of a comprehensive fundraising strategy for the organization, including recruiting, building and maintaining long-term relationships with donors and potential donors, and working with the Membership to focus effort on the most appropriate fundraising activities with the highest chance of success. In all capacities, the PR Director is focused on raising awareness of the organization and its work at both a local and national level. The PR Director shall perform such duties as the Board of Directors may assign from time to time. The PR Director shall manage



the Corporation and perform all of his or her duties in a fiscally responsible manner. The PR Director shall strive in good faith to attend the annual meeting in person.

10. Resignation. Any Officer may resign at any time by giving written notice to the President, the Secretary or the Board of Directors 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.
11. Removal. Any of the Officers of the Corporation may be removed by a vote of the Members, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create any contract rights.
12. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, may be filled by temporary appointment by a majority vote of the Board of Directors, and shall be filled for the remainder of the term by a majority vote of the Members at a Regular or Special Meeting as if they were voting at the Annual Meeting. Such vote to fill a vacant position shall occur within sixty (60) days of the office becoming vacant with the nomination period for that position opening three (3) weeks prior to the vote and closing one (1) week prior to the vote. A vote by the Members to fill a vacancy shall end the temporary term of an officer appointed by the Board of Directors.

## ARTICLE VI BOARD OF DIRECTORS

1. Fiduciary Duties. **Directors ultimately hold full non-delegable responsibility for the Corporation's actions and well-being.** Directors are legally required to fulfill the following fiduciary duties to the Corporation:
  - A. Duty of Diligence. Directors are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate; and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.
  - B. Duty of Loyalty. Directors must always act in the best interests of the Corporation. This applies to not only decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Corporation. Directors shall comply at all times with the Conflicts of Interest Policy in Section [II.6] above; and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.
  - C. Duty of Obedience. Directors are required to ensure that the Corporation's activities adhere and conform to the purposes set forth in the Corporation's purpose statement at Section [I.1] above; and to utilize the assets of the Corporation for the best interest of the Corporation's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes.
2. General Powers and Duties. The property, business and affairs of the Corporation, including oversight of its Officers, shall be managed by its Board of Directors (the "Board," each

individual member a “Director”).

3. Number, Eligibility, Nomination, Election and Term of Office. The Board of Directors will be comprised of the Officers of the Corporation and a number of At-Large Directors. The number of positions shall be determined by three-fourths ( $\frac{3}{4}$ ) supermajority vote of the Board of Directors, at a regular meeting of the directors. There shall be no less than seven (7) and no more than twelve (12) members of the Board of Directors. Eligibility and nomination for At-Large Directors shall be the same as that as for Officers, as set forth in Section [V.1]. At-Large Directors shall be elected at the Annual Meeting, from members nominated for at-large director positions, to hold office for one-year, beginning January 1 of the year following their election, and until their successors have taken office, or until their death, resignation or removal. No member may hold the position of At-Large Director more than three consecutive full terms in a row. The following procedures shall be followed with regards to the number of candidates that accept nominations for At-Large Director:
  - A. Candidates more than Positions. If there is number of candidates greater than available positions, the election for At-Large Directors shall be combined, each member being entitled to the number of votes equal to the number of positions, which shall not both be cast for the same candidate. The at-large director candidates who receive the highest vote counts shall hold positions on the Board of Directors. In the event of a tie, the incumbent Secretary shall choose the candidate to take the position.
  - B. Candidates equal to Positions. If there is a number of candidates equal to the available number of positions for At-Large Directors in advance of the Annual Meeting, these candidates shall run unopposed, a vote for At-Large Directors at the Annual Meeting shall not take place, and all shall hold positions on the Board of Directors.
  - C. Candidates fewer than Positions. If fewer candidates are nominated than there are positions for At-Large Director in advance of the Annual Meeting, the nominated candidates shall run unopposed. Nominations for candidates to fill the unfilled seats shall be accepted at the Annual Meeting, and an election shall follow. If no one accepts the nomination at the Annual Meeting, then the position shall be filled as set forth in Vacancies [V.10].
4. No Compensation. No Director shall be compensated monetarily for their work as a Director, although the Corporation may provide insurance and indemnity as permitted by Illinois law. A waiver of Dues in return for services to the Corporation shall not be considered compensation.
5. Resignations. Any Director may resign at any time by giving written notice to the Board of Directors, the President or the 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. Resignations of Officers as set forth in Vacancies[V.10] above or removal of Officers as set forth in Removal and Dismissal [V.9] above shall simultaneously act as resignations of such Officer’s Director position under this Section.
6. Vacancies. Any At-Large Director vacancy because of death, resignation, removal, disqualification or any other cause, occurring in the Board of Directors shall be filled for the remainder of the term by a majority vote of the Members at an Annual, Regular or Special

Meeting. Nominations for candidates to fill the At-Large Director vacancy shall open when the At-Large Director vacates the office, and remains open for two weeks. Members shall elect the replacement At-Large Director among the candidates who have been nominated and who have accepted their nominations, using the procedures set forth herein. Each At-Large Director elected to fill a vacancy shall hold office until the next Annual Meeting.

7. Vote of the Board of Directors. The following issues may be decided by vote at a meeting of the Board of Directors:
  - A. Courses of action which shall be necessary and proper and to fulfill the fiduciary duties of the Directors [VI.1]
  - B. Authorizing the use of funds from the Corporation's general fund for regular expenses in the ordinary course of business to keep the Corporation operating and to fulfill the organization's mission.
  - C. Authorizing the use of funds from the Corporation's general fund to obtain professional advice and services for the management of the Corporation or the fulfillment of its mission.
  - D. Authorizing the use of funds donated for a specified purpose.
  - E. Creating, modifying, and revoking policies regarding legal, contractual, non-profit, and insurance-related issues.
  - F. Fulfilling any obligations to ensure the health of the organization.
  - G. Authorizing the use of funds from the Corporation's general fund, and creating, modifying, and revoking policies, regarding health and safety in the Corporation's Workspace.
  - H. Authorizing any other actions by the Corporation as allowed by law and necessary to ensure the continuity of the Corporation and the fulfillment of its mission.
  
8. Meetings.
  - A. Annual Meetings. All of the Directors shall strive in good faith to attend the Annual Meeting in person. The Annual Meeting of the Board of Directors shall take place in conjunction with the Annual Meeting of the Members. Records and reports of the Annual Meeting shall be summarized in the form of written minutes. The Secretary of the Corporation shall archive the minutes of each annual meeting and make such minutes available to the Membership via online archived files.
  
  - B. Regular Meetings. All of the Directors shall strive in good faith to attend the Regular Meetings of the Board of Directors in person. After considering the availability of the Directors, the Board of Directors shall provide by resolution the time and place, either within or without the State of Illinois, for the holding of the Regular Meetings. Records and reports of the Regular Meetings shall be summarized in the form of written minutes. The Secretary of the Corporation shall archive the minutes of each regular meeting and make such minutes available to the Membership via online archived files.
  
  - C. Special Meetings. All of the Directors shall strive in good faith to attend Special Meetings in person. After considering the availability of the Directors, the Board of Directors shall provide by resolution the time and place, either within or without the State of Illinois, for the holding of Special Meetings, of either the Members or of solely the Board of Directors. Records and reports of the Special Meetings shall be summarized in the form of written minutes. The Secretary of the Corporation shall archive the minutes of each Special Meeting

and make such minutes available to the Membership via online archived files.

- D. Notice of Meetings. Board Meetings shall occur on the first and third Tuesday at the Corporation's premises, to the extent practicable, or at some other time and place, either within or without the State of Illinois, as provided by resolution of the Board of Directors. If a Board Meeting will take place at another time or location, all Directors and Members will receive written notice not less than five (5) days in advance, if practicable. All Board Meetings, including those not held in conjunction with Membership Meetings, are open to all Members except in extraordinary circumstances.
- E. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting or vote of the Board of Directors. If less than a majority of the directors are present, no action shall be taken except to adjourn the meeting to another time without further notice. 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.
- F. 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 at the meeting of the person or persons so participating. Directors shall strive in good faith to attend all Board of Directors meetings in person.
- G. Informal Action. Any action required to 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. The Secretary of the Corporation shall archive such consent as he or she would for any other Board of Directors meeting, including making such consent available to the Membership via online archived files.
9. Removal and Dismissal. Any of the At-Large Directors may be removed by a vote of the Membership, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an At-Large Director shall not of itself create any contract rights.
10. Interested Directors. The presence of an interested Director, as defined by the Conflicts of Interest Policy [II.6], or of a Director who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Directors or a committee of the Board is present but may not be counted when action is taken on the transaction. Such interested Director shall voluntarily excuse themselves from the discussions on such transaction.

## ARTICLE VII COMMITTEES

1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may create one or more committees and appoint Directors and other such persons to serve on the committee or committees. Each committee may exercise the authority of the Board

of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him or her by law. Unless otherwise specified by the Board of Directors, committees shall report all committee actions to the Board of Directors. Internal discussions of the Dispute Resolution Committee are not considered in themselves to be actions and are not subject to report to the Board of Directors. Committees created by the Board of Directors shall have two or more directors as members, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board; provided, however, that a committee shall not:

1. Adopt a plan for the distribution of the assets of the Corporation, or for dissolution;
  2. Fill vacancies on the Board of Directors or on any committees designated by the Board of Directors;
  3. Elect, appoint or remove any officer or Director or member of any committee, or fix the compensation of any member of a committee;
  4. Adopt, amend or repeal the Bylaws or the Articles of Incorporation of the Corporation;
  5. Adopt a plan of merger or adopt a plan of consolidation with another corporation;
  6. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
  7. Amend, alter, repeal or take any action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.
2. Quorum. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee. Without respect to the number required for quorum, the charter of the committee may place additional restrictions on the definition of quorum.
3. Participation at Meetings by Conference Telephone. Committee members may participate in and act at any committee meeting 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.
4. Meetings of Committees. Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore.
5. Informal Action. Any action required to or which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members.
6. Other Bodies. The Board of Directors may create and appoint persons to a commission, advisory body, or other such body which may or may not have Directors as members. Any such

commission, advisory body or other body may not act on behalf of the Corporation or bind the Corporation to any action but may make recommendations to the Board of Directors or to the officers of the Corporation.

## ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Right to Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the laws of Illinois as the same now or may hereafter exist (but, in the case of any change, only to the extent that such change permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such change) against all costs, charges, expenses, liabilities and losses (including attorneys’ fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director or Officer of the Corporation or to serve at the request of the Corporation as a Director, Officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise and shall inure to the benefit of their heirs, executors and administrators. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt by the Corporation of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced unless it shall ultimately be determined that the Director or Officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of Directors and officers.
2. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested Directors or otherwise.
3. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or

loss under Illinois law.

4. Limitations on Indemnification. In connection with the defense of a judicial proceeding under Chapter 42 of the Internal Revenue Code of 1986, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction, and further, no person shall be indemnified for other expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by such person in connection with such proceeding; (ii) he or she is successful in such defense, or such proceeding is terminated by settlement and he or she has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42. Notwithstanding the foregoing, the Corporation shall not indemnify any Director, officer, employee or agent of the Corporation if such indemnification shall constitute an act of self-dealing under Section 4941 or an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.
5. Effect of Amendment. Any amendment, repeal or modification of any provision of this Article VIII by the members or the Directors of the Corporation shall not adversely affect any right or protection of a Director or Officer of the Corporation existing at the time of such amendment, repeal or modification.

## ARTICLE IX

### CONTRACTS AND FINANCIAL TRANSACTIONS

1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation within the scope of the issues proper for a vote of the board of directors. If such a contract requires a vote of the Members, then the Board may only authorize under this Section after receiving such affirmative vote of the Members.
2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a majority vote of the Members, resolution of the Board of Directors, or by action of a duly empowered committee of the Board. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Corporation to a Director or Officer of the Corporation.
3. 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.
4. 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. In the absence of such determination, such instruments may be signed by the Treasurer and countersigned by one other Officer. No Officer or Director may sign such instruments if they , their relatives or their significant other(s) is the payee.

5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.
6. Grant Application and Approval Procedures. The Corporation shall apply for grants from third parties only for specific projects and only pursuant to properly submitted and approved grant applications in accordance with and in the furtherance of the objectives and purposes of the Corporation as set forth in the Articles of Incorporation and these Bylaws. Approval of grant applications shall require the affirmative vote of a majority of the Directors. The Corporation may hire grant writers to prepare grant applications.

## ARTICLE X MISCELLANEOUS

1. Principal Office. The principal office of the Corporation shall be located at any location as determined by the Board of Directors.
2. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December of each year unless a different fiscal year is established by the Board of Directors.
3. Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director or any Director's agent or attorney, for any proper purpose at any reasonable time.
4. 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, her, or its address as it appears on the records of the Corporation, with sufficient first class postage prepaid thereon, or when transmitted by electronic means to the address that appears on the records of the corporation.
5. Distribution of Assets. In the event the Corporation must dissolve, voluntarily or otherwise, it shall distribute the remaining assets of the Corporation to an entity or entities with 501(c)(3) status and with similar purposes, as determined by the Board of Directors.

## ARTICLE XI AMENDMENTS

Method of Amendment. These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted by a two-thirds ( $\frac{2}{3}$ ) supermajority vote of the Members voting at the meeting or by proxy. A copy of any proposed amendment to these Bylaws shall be delivered with the notice to the Members regarding the vote on such amendment. The Board of Directors must provide the Membership with twelve (12) days' notice of a planned vote to amend these Bylaws. Proposals to change the text of such amendments must be received at least five (5) days before the meeting at which such vote is to take place. The Board of Directors may delay a meeting to vote on amending these Bylaws for up to three (3) weeks in order to confirm the legality of such amendment(s).