

AMENDED AND RESTATED BY-LAWS

RESEARCH COUNCIL ON STRUCTURAL CONNECTIONS (An Illinois Not-for-Profit Corporation)

ARTICLE 1 NAME AND OFFICES

Section 1.01 The name of the organization is Research Council on Structural Connections (the “**Council**”). The principal office of the Council shall be located in the County of Cook, State of Illinois. The Council may also have other offices within and without the State of Illinois as the Board of Directors (the “**Board**”) may from time to time determine or the business of the Council may require.

ARTICLE 2 PURPOSES

Section 2.01 The purposes of the Council shall be to provide a non-profit forum of individuals with special expertise and interest in the technology of civil engineering, structural connections using threaded fasteners and rivets, and to advance the state of the art in those fields.

Section 2.02 The Council is organized exclusively for scientific research, the development of design, application, and inspection standards from the results of such research, and for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2.03 No part of the net income of the Council shall inure to the benefit of, or be distributed to, its members, officers, or other private persons except that the Council shall be authorized and empowered to pay reasonable compensation to members engaged in duly authorized Council sponsored research for services rendered.

Section 2.04 No part of the activities of the Council shall be the dissemination of propaganda or otherwise attempting to influence legislation and the Council 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.

Section 2.05 Notwithstanding any other provisions of these articles, the Council shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by an association, the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 3 MEMBERS

Section 3.01 Membership. Membership in the Council shall be composed of organizational and individual members and shall be open to all persons interested in the Council's purposes who qualify for membership in accordance with this Article 3.

Section 3.02 Organizational Members

(a) Organizational Members may be business entities, trade associations, technical associations, or similar groups if they meet the following criteria:

(i) they meet the definitions of a Producer Member, Association Member, Distributor Member, or User Member as set forth below, and

(ii) they fulfill the obligations of Members concerning voting and make financial contributions as required by the Board.

(b) An organization will be denied membership if their inclusion would cause the sum of Producer Members and Distributor Members to be greater than the sum of User Members and General Interest Members.

(c) Each Organizational Member shall designate one official representative to exercise the rights and responsibilities of that membership. Additional members of the organization may be elected to membership as Individual Members, in accordance with Section 3.03, except without having voting privileges.

(d) Organizational Members' admission requires approval by the Board.

Section 3.03 Individual Members. Individual Members are persons who have been accepted as members by the Board and who fulfill the obligations of members concerning voting and payment of Individual Member financial contributions as required by the Board. Individual Members are classified as General Interest Members or Non-Voting Members if they are affiliated with an Organizational Member.

Section 3.04 Each organization and individual applying for membership shall furnish a completed application form containing information on his, her, or its qualifications to serve, including information permitting the Board to determine the voting classification of the applicant. The Board retains sole and absolute discretion to make said determination.

Section 3.05 There shall be no maximum limitation for the number of members of the Council.

Section 3.06 Applications require approval by the Board.

(a) The application of an individual shall be accepted unless:

(i) acceptance will create an imbalance of voting interests such that the sum of Producer Members and Distributor Members would be greater than the sum of User Members and General Interest Members, or

- (ii) the applicant is determined to not be qualified based on education or work experience in the area of the Council's purpose. The Board retains sole and absolute discretion to make said determinations.
- (b) In the event that granting a voting membership to an applicant would cause the sum of Producer Members and Distributor Members to be greater than the sum of User Members and General Interest Members, the applicant may become a Non-Voting Member.
- (c) When, by addition of a new member or resignation of an existing member, balance can tolerate the addition of a voting member in a particular voting classification, the voting privilege shall be extended to Non-Voting Members in that voting classification in the order of their acceptance of non-voting membership in the Council.

Section 3.07 Each voting Member shall be classified by the Board according to interest as a Producer, User, Distributor, Association, General Interest, or Life Member in accordance with the following guidelines.

- (a) *Producer Member.* A Producer Member is an Organizational Member who represents an organization that produces non-fabricated structural steel material, fasteners, tools, coating systems, test devices or other similar materials or articles used in structural connections.
- (b) *Distributor Member.* A Distributor Member is an Organizational Member who represents an organization that distributes structural bolts, tools, coating systems, test devices or other similar materials or articles used in structural connections. A Distributor Member is grouped with Producers for membership balance.
- (c) *User Member.* A User Member (construction firm/fabricator/erector) is an Organizational member who represents an organization that installs, purchases, or uses structural bolts, tools, coating systems, test devices or other similar materials or articles used in structural connections, provided that the member could not also be classified as a Producer.
- (d) *Association Member.* An Association Member is an Organizational Member who represents a technical or non-technical association that is neither a producer, distributor or a user of non-fabricated structural steel material, fasteners, tools, coating systems, test devices or other similar materials or articles used in structural connections.
- (e) *General Interest Member.* A General Interest member is an individual member that is neither a Producer Member, a Distributor Member, a User Member, or an Association Member.
- (f) *Life Member.* A Life Member is a longtime member of the Council who has distinguished himself/herself by their contributions to the Council. Life Members must be nominated by any five current Council Members. Each nomination will be reviewed by the Board. The Board retains sole and absolute discretion to bestow life membership to a

nominee. For voting and balance purposes, a Life Member shall be considered the same as a General Interest Member.

(g) *Consultant.* A Consultant, retained under an indefinitely continuing arrangement with an organization, shall be classified the same as the classification of the organization by which the Consultant is retained. Consultants representing themselves or their employers and not engaged in the production or sale of structural bolts, tools, coating systems, test devices or other similar materials or articles used in structural connections shall be classified as User Members or General Interest Members, as appropriate.

(h) Classification of all the members of the Council shall be reviewed periodically by the Board to reflect changes in the interest of the members.

Section 3.08 Persons who are liaison representatives from other organizations shall be Non-Voting Members unless they are also qualified and approved separately as Voting Members as described above.

Section 3.09 Annual Research Contributions for membership in the Council shall be determined by the Council at the Annual Meeting. The Secretary shall send each Member a current research contribution statement according to their classification within 90 days following the start of the fiscal year.

Section 3.10 The official representative of an Organizational Member who changes employment may remain a member of the Council as a Non-Voting Member pending approval of a new application for membership as a voting member.

Section 3.11 At no time shall the voting membership of the Council be allowed to reach the point where the sum of Producer Members and Distributor Members exceeds the sum of User Members and General Interest Members.

Section 3.12 Members shall be considered to have relinquished their membership on the Council if:

(a) they do not return three consecutive Council written ballots, unless the Board has approved their request, made in writing, to be relieved of these requirements for specific reasons, or

(b) if Member research contributions are not paid in full before the Annual Meeting, unless otherwise approved by the Board.

Section 3.13 Membership Dues. The Board may establish other criteria for Membership such as a schedule of dues as it deems appropriate.

Section 3.14 Annual Meeting. The Annual Meeting of the members for the election of Directors and for the transaction of such other business as may come before the members, including the delivery of a financial statement, shall be held each year at the place, time, and date, in the second quarter of each calendar year, as may be fixed by the Board, or, if not so fixed, as may be determined by the Chair of the Board. The Board may, in its sole discretion,

determine that the Annual Meeting of the members be held solely by means of electronic communication, as more fully set forth in Section 3.16.

Section 3.15 Special Meetings. Special Meetings of the members shall be held whenever called by resolution of the Board, the Chair, or by a written demand to the Secretary of ten percent (10%) of the members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 3.17, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The Chair of the Council shall preside at the meetings of the Members, or in the absence of the Chair, the Vice Chair shall preside. In the event the Vice Chair is absent, an acting Chair shall be chosen by the Members present. The Secretary of the Council shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present. The Board may, in its sole discretion, determine that the meeting be held solely by means of electronic communication, as more fully set forth in Section 3.16.

Section 3.16 Electronic Communication. If the Board, in its sole discretion, determines that the Annual Meeting of the members or any Special Meeting of the members be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board may, in its sole discretion, authorize members not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the members at such meeting by means of electronic communication. A member participating in a members' meeting by such electronic means is deemed to be present in person at the meeting.

Section 3.17 Notice of Meetings. Written or electronic Notice of each member meeting shall be given, personally or by first class mail or electronic transmission, to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting; provided, however, that such notice may be given by any other class of mail not fewer than thirty (30) nor more than sixty (60) days before the date of the meeting. The notice shall state (a) the place, date, and hour of the meeting, (b) the means of electronic communications, if any, by which members and proxyholders may participate in the proceedings of the meeting and vote or grant proxies at such meeting, and (c) unless it is the Annual Meeting of the members, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting.

Section 3.18 Quorum. At all meetings of members, ten percent (10%) of the members eligible to vote or fifteen (15) members eligible to vote, whichever is greater, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.19 Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the members. At any meeting of the members, each member present, in person or by proxy, shall be entitled to one (1) vote.

Section 3.20 Proxy. Every Member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another voting member of the Council to act for such member by proxy. Every proxy must be (a) in writing and signed by the Member or the Member's duly authorized representative, or (b) by email setting forth information from which it can be determined that the proxy was authorized by such Member. No proxy shall be valid after three (3) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it. For the purposes of conducting a meeting, all proxies shall be delivered to the Secretary of the Council or the presiding member appointed to act as secretary of the meeting, prior to the start of said meeting. The Board retains sole and absolute discretion to either limit or extend the timeframe during which proxies may be accepted for the purpose of said meeting. The proxy appointment shall not preclude the proxy from voting on a matter before the membership on his/her/its own behalf, provided that a proxy shall not be appointed by more than one member.

Section 3.21 Action Without a Meeting. Action may be taken by the Board or by Voting Members without a meeting, on written consent setting forth the action to be taken, signed by two-thirds of the Voting Members and not by a proxy. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the member.

Section 3.22 By-Laws. The by-laws shall be adopted at a special meeting of the members, or at the Annual Meeting of Members, or by written ballot. Prior to the adoption, the proposed by-laws must be circulated to the members no later than thirty (30) days prior to the meeting or voting deadline to adopt the by-laws. A majority of the votes cast by Voting Members shall be the act of the members.

Section 3.23 Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Voting Members:

- (a) A plurality of the votes cast at a meeting of the members, or a plurality of the votes cast through written ballot is required for the election of Directors of the Council.
- (b) A majority of the votes cast at a meeting or through written ballots is required for:
 - (i) any amendment of the Articles of Incorporation, or
 - (ii) any amendment of the by-laws, or
 - (iii) a petition for judicial dissolution.
- (c) Two-thirds of the votes cast at a meeting of the members is required for:
 - (i) disposing of all, or substantially all, of the assets of the Council,
 - (ii) approval of a plan of merger,

- (iii) authorization of a plan of non-judicial dissolution, or
- (iv) revocation of a voluntary dissolution proceeding,

provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

Section 3.25 Actions Involving Standards, Research Initiatives, or Other Initiatives. The Board shall present the members for approval a policy for the initiation or development of specifications, codes, standards, research initiatives, education material, other initiatives, or recommendations, or any reaffirmation or revision thereof and any addendum thereto. Such policy shall be subject to amendment from time to time by the Board and approved by the members. Any policy or amendment thereto shall be voted on at a meeting or by written ballot and approved by a majority of the votes cast.

ARTICLE 4 OFFICERS, EMPLOYEES, AND AGENTS

Section 4.01 Officers. The Officers of the Council shall consist of at least a Chair, a Vice Chair, a Treasurer, and a Secretary (who may be the same person as the Treasurer). The Board may from time to time appoint such other Officers as it may determine appropriate. All Officers shall be chosen by the members from slates of candidates nominated by ad hoc nominating committees appointed by the current Chair from members who are not on the Board. No two Officers may come from the same Member Class. The Chair shall only be chosen from User Members, Association Members, and General Interest Members.

Section 4.02 Election, Term of Office, and Qualifications. The Officers of the Council shall be elected biennially in even-numbered years by a majority vote of the members at the Annual Meeting of the Members, and each officer shall hold office until such officer's successor is elected or until such officer's earlier death, resignation, or removal. No Officer shall be permitted to serve in the same position more than three (3) consecutive terms. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of Chair and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 4.03 Removal. Any officer elected or appointed by the members may be removed at any time, with or without cause, by vote of a majority of the members.

Section 4.04 Resignations. Any officer may resign at any time by giving written notice to the Board, the Chair, or the Secretary of the Council. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of an Officer.

Section 4.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 4.06 Chair. The Chair shall preside at all meetings of the Board and members. The Chair shall have the general powers and duties of supervision and management of the Council which usually pertain to the Chair's office and shall keep the Board fully informed of the activities of the Council. The Chair shall perform all such other duties as are properly required of the Chair by the Board. The Chair has the power to sign and execute alone in the name of the Council all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 4.07 Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair. The Vice Chair also shall have such powers and perform such duties as usually pertain to the Vice Chair's office or as are properly required of the Vice Chair by the Board.

Section 4.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and members in books kept for that purpose. The Secretary shall see that all notices and reports are given and served as required by law or these by-laws. The Secretary shall affix the corporate seal to and sign such instruments as require the seal and the Secretary's signature and shall perform all duties as usually pertain to the Secretary's office or as are properly required of the Secretary by the Board.

Section 4.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Council and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account of the Council. The Treasurer shall exhibit at all reasonable times the Council's books of account and records to any of the directors of the Council upon request at the office of the Council. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Council at the annual meeting of the Board and shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

Section 4.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 4.11 Compensation. Any Officer, employee, or agent of the Council is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Council when authorized by a majority of the Entire Board, as defined in Section 5.01, and only when so authorized and in accordance with Section 10.01 of these by-laws.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.01 Powers and Number. The affairs and property of the Council shall be managed by or under the direction of the Board subject to applicable law and in accordance with the

purposes and limitations set forth in the Certificate of Incorporation and herein. The number of Directors shall be no more than ten (10), including Officers, comprising a Chair, Vice-Chair, a Treasurer, and a Secretary, all of whom shall be elected by the Members. The positions of Treasurer and Secretary may be assigned to a single Officer, named Treasurer/Secretary, at the discretion of the Board. As used in these by-laws, the term “**Entire Board**” shall mean the total number of directors entitled to vote which the Council would have if there were no vacancies on the Board.

Section 5.02 Election and Term of Office For the purpose of staggering the Directors’, excluding Officers’, terms of office the Board shall divide the Directors serving at the time of the adoption of these by-laws into three classes equal in number, and shall appoint each such class to a term of three (3) years or less as follows: One class shall be appointed for a term of one (1) year, one class shall be appointed for a term of two (2) years, and one class shall be appointed for a term of three (3) years. At the conclusion of these initial terms, all subsequent terms shall be for a period of three (3) years, thus accomplishing a succession of staggered three-year terms with one-third of the Board eligible for election each year. In the event of an increase or decrease in the number of directors, additional Directors may be elected to terms of one, two, or three years as may be necessary to maintain equality in numbers among the classes of Directors.

Section 5.03 Qualification for Directors. Each director shall be at least 18 years of age and must be a voting Member of the Council.

Section 5.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, may be filled by appointment at any meeting of the Board by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so appointed shall serve until the next Annual Meeting of the Members or until such director’s successor is elected.

Section 5.05 Removal. Any Director may be removed at any time for cause at a regular or special meeting called for that purpose by a majority of the Entire Board.

Section 5.06 Resignation. Any Director may resign from the Board at any time by giving written notice to the Board, the Chair, or the Secretary of the Council. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such Officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

Section 5.07 Meetings of the Board. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the Chair or as determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 5.08 Notice of Meetings of the Board. Notice of a meeting of the Board may be sent by mail/courier, or telephone, or electronic mail, directed to each Director at his or her address or contact information as it appears on the records of the Council. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent. Notice of a meeting of the Board must be given to each director not less than thirty (30) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a Director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such Director.

Section 5.09 Quorum of the Board. At each meeting of the Board, except as otherwise provided by law, the Articles of Incorporation, or these by-laws, the presence of five (5) directors of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 5.10 Action by the Board. Except as otherwise provided by law, the Articles of Incorporation, or these by-laws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 5.11 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a telephone conference, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or any committee thereof.

Section 5.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all directors of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be given in writing or electronic mail. The resolution and written consents thereto by the directors of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 5.13 Compensation. The Council shall not pay compensation to Directors for services rendered to the Council in their capacity as Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Council.

**ARTICLE 6
COMMITTEES OF THE BOARD**

Section 6.01 Executive Committee and Other Committees. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the Directors an Executive Committee of the Board consisting of three (3) or more Directors, and other Committees as deemed necessary to conduct the business of the Council. Each Committee shall have such authority as the Board provided by resolution. An Executive Committee of the Board shall have all the authority of the Board, except as to the following matters.

- (a) The filling of vacancies on the Board or in any Committee.
- (b) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (d) Any other matter prohibited by applicable law.

Section 6.02 Quorum and Action by Executive Committee of the Board. Unless otherwise provided by resolution of the Board, a majority of all of the members of an Executive Committee of the Board shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the Executive Committee of the Board shall be the act of the Executive Committee of the Board. The procedures and manner of acting of the Executive Committee of the Board shall be subject at all times to the directions of the Board.

Section 6.03 Alternate Members of an Executive Committee of the Board. The Board may designate one or more directors as alternate members of an Executive Committee of the Board, who may replace any absent or disqualified member or members at any meeting of such Executive Committee of the Board.

**ARTICLE 7
EXECUTION OF INSTRUMENTS**

Section 7.01 Contracts and Instruments. The Board, subject to the provisions of Section 10.01 and the Council's Conflict of Interest Policy, may authorize any Officer or agent of the Council to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness in the name of and on behalf of the Council. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 7.02 Deposits. The funds of the Council shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or Officers to whom such power has been delegated by the Board, may from time to time designate.

**ARTICLE 8
INDEMNIFICATION AND INSURANCE**

Section 8.01 Indemnification. The Council shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person's testator or intestate, was a director or officer of the Council, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) such person's acts were committed in bad faith or were the result of such person's active and deliberate dishonesty and were material to such action or proceeding or (b) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

Section 8.02 Advancement of Expenses. Expenses incurred by a Director or Officer in connection with any action or proceeding as to which indemnification shall be given under this section may be paid by the Council in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by or on behalf of such Director or Officer to repay such advancement in case such Director or Officer is ultimately found (a) not to be entitled to indemnification, or (b) where indemnification is granted, to the extent that the advanced expenses exceed the indemnification to which the Director or Officer is entitled.

Section 8.03 Insurance. The Council shall have the power to purchase and maintain insurance to indemnify the Council and Members of the Council for any obligation which it incurs as a result of its indemnification of Directors and Officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

**ARTICLE 9
GENERAL PROVISIONS**

Section 9.01 Fiscal Year. The fiscal year of the Council shall be the calendar year unless otherwise provided by the Board.

Section 9.02 Corporate Seal. The corporate seal shall have inscribed thereon the name of the Council, the year of its organization, and the words "Corporate Seal, Not-for-Profit, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 9.03 Books and Records. The Council shall keep required correct and complete books and records of the activities and transactions of the Council, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these by-laws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 9.04 Annual Returns. The Entire Board shall review the Council's annual filing with the Internal Revenue Service prior to it being filed.

Section 9.05 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE 10 INTERESTED PARTY TRANSACTIONS

Section 10.01 For purposes of these by-laws, an “**Interested Party Transaction**” is any contract or other transaction between the Council and (a) any present director or any individual who has served as a director in the five years preceding the transaction (a “**past director**”), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (a “**past officer**”), (e) any family member of a present or past officer, or (f) any Council, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest. In any instance where the Council proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Council’s Conflict of Interest Policy adopted by the Board and as amended from time to time (which is attached hereto and incorporated into these by-laws by reference).

ARTICLE 11 AMENDMENTS

Section 11.01 These by-laws may be altered, amended, or repealed by the affirmative vote of the majority of the members voting at an Annual Meeting, Special Meeting, or by written ballot, except a two-thirds vote of the members shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of Directors or Members to constitute a quorum. Such action is authorized as described in Section 3.22.

ARTICLE 12 NON-DISCRIMINATION

Section 12.01 In all of its dealings, neither the Council nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE 13 REFERENCE TO ARTICLES OF INCORPORATION

Section 13.01 References in these by-laws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Articles of Incorporation and these by-laws, the Articles of Incorporation shall govern.

EFFECTIVE: September 28, 2022.