**BYLAWS**

**OF THE**

**ROTARY CLUB OF ARLINGTON HEIGHTS CHARITABLE FOUNDATION**

Final: March 14, 2017

Adopted: \_\_April 1\_\_\_\_\_\_, 2017

**Article 1 - Definitions**

1. The name of this corporation is:

ROTARY CLUB OF ARLINGTON HEIGHTS CHARITABLE FOUNDATION (FOUNDATION)

1. Act: Illinois General Not for Profit Corporation Act.
2. Board: The Board of Directors of this corporation.
3. Delivery: Delivery of notices or other information/materials may be made to a Director, committee member or advisory body member by mail, personal delivery, or by electronic means.
4. Director: A Member of this corporation's Board of Directors.

6. Electronic means: “Electronic means” refers to transmission to or from a Member or Director via his/her email address, text message number, or facsimile number that appears on record with the Corporation Secretary, or if sent to the Corporation to the Corporation Secretary or such other email address, text message number and/or facsimile number as is specified by the Corporation in a particular matter.

7. RCAH: Rotary Club of Arlington Heights.

8. RI: Rotary International.

9. Written/in writing/consent/approval. Actions required to be "written,” to be "in writing," to have "written consent,” to have "written approval," and the like by or of Directors, committee members or advisory body members shall include any communication transmitted or received by electronic means.

10. Signature: For purposes of these Bylaws, (a) an email sent from a person’s email address on record with the corporation shall be deemed signed by the person, and (b) an email sent from an email address other than that on record with the corporation shall be deemed signed by the person if the language and context enables the person to be identified with reasonable certainty. Provided, a person may file with the Corporation Secretary a written request that only electronic communications from the person bearing a specified e-signature be considered signed by the person, and after such request is made and a sample of the e-signature is provided the Corporation Secretary, such request shall govern. Unless a person provides otherwise to the corporation Secretary, the person’s address information on file with the RCAH Secretary may be used as the person’s address information.

**Article 2 -Registered Agent and Registered Office**

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State.

**Article 3 - No Members/Governance by Board of Directors**

 The Corporation shall have no members. The governing body of the Corporation shall be the Board of Directors (the “Board”).

**Article 3 - Board of Directors**

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be equal to the number of Board members of the RCAH. Each person duly elected, qualified and acting as a director of the Rotary Club of Arlington Heights, an Illinois not for profit Corporation (hereafter “RCAH”) shall serve as a director of the FOUNDATION for a like term of office as the person was elected to serve in the RCAH Board of Directors, subject to the provisions below. Upon a person’s ceasing to act as a director of the RCAH the person shall cease to be a director of the FOUNDATION. No person shall serve as a director of the FOUNDATION if by so doing it would result in loss of the FOUNDATION’s IRC Section 501(c)(3) status or in failure to receive favorable status under the Illinois Charitable Trust Act and/or Illinois Solicitation for Charity Act. In the event a person is qualified to serve on the RCAH Board of Directors but not the FONDATION’s Board, the vacancy may be filled by the FOUNDATION’s Board as provided in Section 12 of this Article 3.

SECTION 3. REGULAR MEETINGS. Regular meetings of the FOUNDATION’s Board of Directors shall be held without other notice than these bylaws immediately before or after, and at the same place as, the regular meeting of the RCAH Board of Directors. The FOUNDATION’s Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of three Members of the Board. The person or persons authorized to call special meetings of the Board of Directors may fix any place within Cook County, Illinois, as the place of holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE. Notice of any special meeting shall be given each Director with a minimum notice of 48 hours prior to the meeting by the person calling it prior to the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business at the meeting because it is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. MEETINGS OF BOARD-QUORUM. A majority of the number of Directors fixed by these by-laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 7. ATTENDANCE BY CONFERENCE TELEPHONE. Members of the Board of Directors or of any committees or advisory bodies of the Board of Directors may participate in and act at any meeting of the Board or committee 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 8. MANNER OF ACTING. 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 statute, the Corporation Articles of Incorporation, the Corporation Constitution, or these Bylaws. (Per Illinois statute, no Director may give a proxy for another to act for the Director).

SECTION 9. ACTION WITHOUT A MEETING. Unless specifically prohibited by the Corporation Articles of Incorporation, the Corporation Constitution, or these Bylaws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting by a consent in writing setting forth the action so taken signed or approved by all the Directors entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval of one or more Directors. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date. Consistent with the foregoing, any proposed consent should contain (in addition to the resolution proposed for approval) the following additional paragraph:

“FURTHER RESOLVED, that this Written Consent may be executed/approved in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same.”

Any such consent signed or approved electronically by all the Directors shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State or with anyone else.

SECTION 10. PRESUMPTION OF ASSENT. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation 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 or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified mail or by email to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 11. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause, by affirmative vote of a majority of directors then in office present and voting at a meeting at which a quorum is present. No special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Directors are to sign a Conflict of Interest Annual Disclosure Statement (see Article 10, below) within ninty days of taking office and within thirty days of start of each new fiscal year thereafter.

SECTION 12. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by person appointed by the Board of Directors of the RCAH unless the articles of incorporation, a statute, or these bylaws provide that a vacancy shall by filled in some other manner, in which case such provision shall control. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in the office.

SECTION 13. COMPENSATION. Corporation Directors shall serve without compensation, but shall be entitled to be reimbursed for expenses incurred in furtherance of corporation business if approved by the Board of Directors.

**Article 4 – Officers**

SECTION 1. OFFICERS. The officers of the Corporation shall be a president, president-elect, one or more vice presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary, an Assistant Secretary/Treasurer, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The above listed offices held by the Directors in the RCAH shall be the same offices held by them in the Corporation, subject to the limitations below, and said persons shall be deemed elected to said offices for a like term as that in the RCAH. In the event of a vacancy in any office, the vacancy may be filled, or new offices created and filled, at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign, become no longer qualified, or shall have been removed in the manner hereinafter provided. Upon a person’s ceasing to act as a officer of the RCAH the person shall cease to be an officer of the Corporation. No person shall serve as an officer of the Corporation if by so doing it would result in loss of the Corporation’s IRC Section 501(c)(3) status or in failure to receive favorable status under the Illinois Charitable Trust Act and/or Illinois Solicitation for Charity Act. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the members and of the Board of Directors. 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 of Directors or these bylaws, he or she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without any seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

He or she may vote all securities that the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

SECTION 5. PRESIDENT-ELECT. The president-elect shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the Board of Directors. In the absence of the president or in the event of his or her inability or refusal to act, the president-elect shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. 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 of Directors or these bylaws, the president-elect may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without any seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6. VICE PRESIDENT. The vice president (or in the event there be more than one vice president, each of the vice presidents) shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the Board of Directors. In the absence of the president and president-elect or in the event of their inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated by the Board of Directors, or by the president if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of their seniority of tenure) shall perform the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions on the president. 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 of Directors or these bylaws, the vice president (or any of them if there is more than one) may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors 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 of Directors, according to the requirements of the form of the instrument.

In addition to the above duties the Vice President shall serve as the Executive Director of the Foundation with responsibilities to encourage members of the RCAH to become Paul Harris Fellows and Rotary Foundation Benefactors. The Executive Director will also periodically inform the members of the RCAH about the Rotary International Foundation, the status and percentage of club and RCAH Member donations to the Rotary International Foundation and advise RCAH members of the need for contributions to the Rotary International Foundation and the impact those contributions have on matching fund grants and other grants.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 7. SECRETARY. The secretary shall (a) record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

SECTION 8. ASSISTANT SECRETARY/TREASURER. The Assistant Secretary/Treasurer, while not an officer, shall perform such duties of the corporation Secretary and/or corporation Treasurer as delegated him/her by the President in consultation with the Secretary and/or Treasurer, as applicable, and perform such other duties as may be prescribed by the Board. If required by the Board, an Assistant Secretary/Treasurer shall give a bond for the faithful discharge of his/ her duties in such sum and with such surety or sureties as the Board shall determine.

SECTION 9. SALARIES. The Corporation  officers shall serve without compensation.

**Article 5 – Committees and Advisory Boards**

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which will consist of at least one director and such other persons as the Board of Directors designates. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it, him, or her by law.

SECTION 2. ADVISORY BODIES. Advisory bodies not having and exercising the authority of the Board of Directors in the Corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. An advisory body may or may not have directors as members, as the Board of Directors determines. The advisory body may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Board of Directors or to the officers of the Corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee or advisory body shall continue as such until his or her successor is appointed, unless the committee or advisory body shall be sooner terminated, or unless such member be removed from such committee or advisory body by the Board of Directors, or unless such member shall cease to qualify as a member thereof. No person shall serve on a committee or advisory body of the Corporation if by so doing it would result in loss of the Corporation’s IRC Section 501(c)(3) status or in failure to receive favorable status under the Illinois Charitable Trust Act and/or Illinois Solicitation for Charity Act.

SECTION 4. CHAIR. One member of each committee or advisory body shall be appointed chair by the Board.

SECTION 5. VACANCIES. Vacancies in the membership of any committee or advisory body may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee or advisory body , a majority of the whole committee or advisory body shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee or advisory body.

SECTION 7. RULES. Each committee or advisory body may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors, and provided that a committee Article 3, Sections 9 and 10 shall apply to committees.

SECTION 8. ATTENDANCE BY CONFERENCE TELEPHONE. Members of any committees or advisory bodies of the Board of Directors may participate in and act at any meeting of a committee or advisory body 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 9. MANNER OF ACTING. The act of a majority of the committee or advisory body present at a meeting at which a quorum is present shall be the act of the committee or advisory body, unless the act of a greater number is required by statute, the Corporation Articles of Incorporation, the Corporation Constitution, these Bylaws, or the Board. (Per Illinois statute, no Director may give a proxy for another to act for the Director).

**Article 6 - Contracts, Checks, Deposits, and Funds**

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, 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 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, 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 by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and may be countersigned by the president or president-elect of the Corporation.

SECTION 3. DEPOSITS. All funds of the Corporation 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 select.

SECTION 4. 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.

**Article 7 - Books and Records**

The Corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

**Article 8 - Finances.**

SECTION 1. The Treasurer shall deposit all funds of the corporation in a bank(s) or other entity to be named by the Board.

SECTION 2. All bills shall be paid by the Treasurer if in Budget or other authorized officer if part of Annual Budget, Bills that are not part of budget and in an amount of $1,000 or greater, may be paid following a Board resolution approving payment of same invoice.

SECTION 3. A thorough review of all financial transactions by a certified public accountant, the RCAH Finance Committee or other qualified person shall be made once each year, pursuant to provisions in the corporation’ s Policies, Procedures, and Rules.

SECTION 4. Officers (and the Assistant Secretary/Treasurer, if applicable) having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the corporation, with the cost of bond to be borne by the corporation.

SECTION 5. The fiscal year of this corporation shall be as set by the Board.

SECTION 6. No later than the end of the first calendar month of each fiscal year the Board shall prepare and adopt a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board. Within fourteen days of adoption the budget shall be posted and kept (as amended from time to time) in the members section of the RCAH Corporation website.

SECTION 7. There shall at all times be maintained in the members section of the RCAH Club website (a) a copy of the corporation’s budget as then in effect for the current fiscal year, and (b) no later than the first day of the second month of each fiscal year, the year end balance sheet and income/expense statement for the prior fiscal year. If amended/revised the website versions shall be updated within ten business days of the amendment/revision.

**Article 9 - Amendments,**  **Adoption of Policies, Procedures and Rules**

SECTION 1. AMENDMENT OF BYLAWS.

The power to amend the bylaws shall be vested in the Board of Directors. Provided, however, no amendment to these Bylaws shall be made which is not in harmony with the RCAH Club Constitution, the corporation’s Articles of Incorporation, or which would result in loss of the corporation’s 501(c)(3) status. Provided further, a summary of any proposed bylaws amendment shall be delivered to the RCAH members and published in the RCAH’s newsletter or posted on the members section of the RCAH website such that there are at least 2 RCAH Club meetings after publication and prior to the amendment’s proposed effective date, and the summary shall contain a link to the RCAH’s website page where the full text of it is set forth. A RCAH Member shall be presented with of printed copy upon request.

SECTION 2. ADOPTION OF POLICIES, PROCEDURES AND RULES.

In furtherance of these bylaws the Board of Directors may adopt written policies, procedures and rules the Board deems reasonably related to Board and corporation administration, none of which shall be in violation of the RI Constitution, RI Bylaws, RCAH Club Constitution and these Bylaws. Such policies, procedures and rules shall include a Conflicts of Interest Policy (per Article 10, below); a Whistleblower Policy; a Retention of Records Policy; a Tax Return Review Policy; and such other policies, procedures and rules deemed necessary and appropriate in furtherance of corporation and Board administration. A summary of any proposed policy, procedure and rule shall be delivered to the RCAH members and published in the RCAH’s newsletter or in the member section of the RCAH website such that there are at least 2 Member meetings after publication and prior to the proposed effective date, and the summary shall contain a link to the RCAH’s website page where the full text of it is set forth. A RCAH Member shall be presented with a printed copy upon request. Once adopted the policy, procedure or rule shall remain in effect until further acted upon, following the same procedure.

 **Section 3.** **Documents on Website.** A copy of the then current corporation Bylaws, Board Policies, Procedures, and Rules shall be kept in the “members” section of the RCAH Club’s website.

 **Article 10 - Conflicts of Interest**.

 Consistent with Section 108.60 of the Illinois Not for Profit Corporation Act (see below), and in order to protect the interest of the corporation and its tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a corporation Officer, Director, or Member of a Committee with governing board delegated powers, a Conflicts of Interest Policy shall be adopted and maintained under Article 9 of these Bylaws, which policy shall contain a requirement for signing a Conflict of Interest Annual Disclosure Statement.

 *[Illinois Not for Profit Corporation Act 108.60 reads:*

*108.60. Director conflict of interest.*

 *(a) If a transaction is fair to a corporation at the time it is authorized, approved, or ratified, the fact that a director of the corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.*

 *(b) In a proceeding contesting the validity of a transaction described in subsection (a), the person asserting validity has the burden of proving fairness unless:*

 *(1) The material facts of the transaction and the director's interest or relationship were disclosed or known to the board of directors or a committee consisting entirely of directors and the board or committee authorized, approved or ratified the transaction by the affirmative votes of a majority of disinterested directors, even though the disinterested directors be less than a quorum; or*

 *(2) The material facts of the transaction and the director's interest or relationship were disclosed or known to the members entitled to vote, if any, and they authorized, approved or ratified the transaction without counting the vote of any member who is an interested director.*

 *(c) The presence of the director, who is directly or indirectly a party to the transaction described in subsection (a), or a director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the board of directors or a committee of the board takes action on the transaction.*

 *(d) For purposes of this Section, a director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer, director or general partner.*

 *(e) The provisions of this Section do not apply where a director of the corporation is directly or indirectly a party to a transaction involving* a grant or contribution, without consideration, by one organization to another.]

**Article 11 -- Indemnification**

 Each person who at any time is or shall have been a Director, officer, employee or agent of this corporation or is or shall have been serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this corporation in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of adopting of this bylaw or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of Board of Directors or otherwise. If authorized by the Board the corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of the adoption of this bylaw or as amended from time to time.

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