

AMENDED AND RESTATED  
BYLAWS  
OF  
THE CONGRESS OF NORTH AMERICAN BOSNIAKS  
An Illinois Nonprofit Association

ARTICLE I - OFFICES

Section 1. Principal Office.

The principal office for the transaction of the business of the Association (the “Association”) is located at **P.O. Box 408157, Chicago, IL 60640**. The Board of Directors (hereinafter “the Board”) is granted full power and authority to change the principal office from one location to another. Any such change shall be noted by the secretary on these Bylaws opposite this section, and this section may be amended to state the new location, as the Board of Directors may from time to time determine.

Section 2. Other Offices.

The Board may at any time establish branches or subordinate offices at any place or places where the Association is qualified to do business. The Canadian Branch of the Association is located at **P.O. BOX 56073, Stoney Creek, ON, L8G 5C9**.

ARTICLE II - PURPOSES

Section 1. Purposes.

(a) To engage in such religious, educational, scientific, charitable, and benevolent activities as are permitted to be carried on by a Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) To exercise in furtherance of its purposes all powers possessed by Associations formed under the Illinois General Not For Profit Association Act of 1986 (or under any successor codification of the law governing Illinois nonprofit Associations) that are not inconsistent with the Association's qualifications under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as a Association organized and operated exclusively for religious, charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. **Internal Affairs**.

The following provisions shall regulate the internal affairs of the Association:

(a) The Association's stated purposes shall be construed and its operations shall be conducted so as to qualify the Association under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as a Association organized and operated exclusively for religious, charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for serviced rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 hereof.

(c) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) The Association shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The Association shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The Association shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(g) The Association shall not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(h) The Association shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(i) The Association shall act as a charitable organization to serve the educational, humanitarian, and other interests and needs of its members, independent organizations or others in need; specifically:

1. to assist, coordinate, develop, and organize the work of Bosniak-American and Bosniak-Canadian organizations; to educate the general public on the achievements, aspirations, culture, history and lands of the Bosniaks;
2. to offer the Bosniaks in North America a forum which supports their cultural, educational, linguistic, religious, social, and other needs;

3. to educate Bosniaks in North American about the cultural, economic, legal, political, and social systems of the United States and Canada and how to be active and contributing members to their communities in all of these fields;
4. to offer the Bosniaks in the United States and Canada a forum to communicate among themselves and with others to advance their interests as Americans and Canadians with regards to domestic and foreign issues, which are of their concern;
5. to offer the Bosniaks in the United States and Canada a forum with which to assist, counsel, defend and educate Bosniaks in other lands and to assist, counsel, educate and advocate their concerns to entities where they might reside; and
6. to support democracy, freedom, peace and prosperity.
7. Certain internal operations shall be governed by the Statute in Bosnian language adopted by the Association. In any conflict of interpretation or difference between these Bylaws and the Statute, the Statute shall supersede the Bylaws. If the Bylaws contain provisions not provided for in the Statute, such Bylaws provisions will govern internal operations of the Association.

## ARTICLE III - MEMBERSHIP

### Section 1. Members.

Any organization (legal entity) of Bosniaks or Bosnians, or organization of friends of Bosniaks and Bosnia and Herzegovina, or, in certain cases, individuals who are Bosniaks or Bosnians or friends of Bosniaks and Bosnia and Herzegovina operating within the United States of America and Canada may become a member of the Association upon the affirmative vote of the Board and upon the payment of such dues as shall have been fixed by the Board. The Board shall establish, and from time to time may alter, rules defining eligibility for membership and the terms and conditions upon which an eligible legal entity may be admitted to membership or such membership terminated. Prospective members shall be admitted only upon vote of the Board.

### Section 2. Delegates.

For purpose of any meeting or vote of the membership any organization which is a member of the Association, or a related Bosniak or Bosnian organization, may designate in writing a delegate or delegates, which shall be allotted on a proportional basis defined by the relative size of the organization by the Board of Directors. Each organization shall be notified prior to any meeting or vote of the membership the number of permitted delegates they are entitled to. The organization shall then notify the Secretary of the Association prior to the meeting or vote on who shall be a delegate(s) from the organization.

For purpose of any meeting or vote of the members by any individual, who is a member of the Association, the Secretary shall notify them of the proportional weight of their vote based on its relationship to the number of delegates from organizational members.

### Section 3. Fees, Dues, and Assessments.

Each member must pay within the time and on the conditions set by the Board, the initiation fee and annual dues in amounts to be fixed from time to time by the Board. Any member who fails to pay its dues or assessments shall not be in good standing and shall not be permitted to vote at any meeting or on any matter for decision.

#### Section 4. Membership and Delegate Termination

Membership and delegates may be terminated with a two-thirds vote of the directors or membership within guidelines and regular procedures adopted by the Board.

### ARTICLE IV- MEMBERSHIP MEETINGS

#### Section 1. Written Ballot of Members.

Whenever the members are to vote for directors or officers or take any for action which could be taken at any regular or special meeting of members, the Board may accept a written motion previously distributed to the voting members or an oral motion, a written copy of which is to be provided to the Secretary prior to it being voted upon for consideration. Either form of motion must be moved and seconded at a meeting. The matter may be voted upon by those attending the meeting or the signed absentee ballot, if any such ballot is allowed by the Board, reflecting their decision may be accepted prior to the vote's tally by the Secretary. The Board may, at its discretion, modify matters for consideration including election prior to any vote provided notice to those voting is provided.

- (1) Proposal(s) to be voted on may be grouped as a single proposal for the written ballot.
- (2) Members shall be permitted a choice for approval and disapproval on each such specific proposal.
- (3) Except where provided elsewhere a two-third majority of the votes received shall indicate action by the Board. Absentee votes, if any have been allowed and are received, will constitute attendance for purposes of any quorum requirement.

#### Section 2. Annual Meeting.

A general meeting of the members of the Association shall be held biannually, at such time and place, within or without the State of Illinois, as shall be determined by the Board for the purpose of electing directors and officers to serve and for the purpose of transacting such other business as may come before such biannual meeting.

#### Section 3. Special Meetings.

The special meetings of the members may be called either by the President, a simple majority of the Board of Directors, or not less than two-thirds of the members having voting rights. Notice thereof shall be mailed to each member at least twenty (20) days before said meeting, stating the purpose, the place, the date and the time of such meeting and the matter to be considered. At such special meetings, no business shall be transacted except as shall be specified in the call thereof.

#### Section 4. Notice.

Written notice of all biannual and special meetings of members shall be given not less than 20 nor more than 90 days before the date of the meeting to each member entitled to vote thereat. Such notice shall state the place, date and hour of the meeting and (1) in the case of a special meeting, the general nature of business to be transacted, and that no other business may be transacted, or (2) in the case of the annual meeting, those matters which the Board, at the time of giving the notice, intends to present for action by the members, while the Board retains the right to add matters to the agenda of the annual meeting at any time.

#### Section 5. Manner of Giving Notice.

Notice of a members' meeting shall be given either by first-class mail or other means of written communication. Such Notice shall be addressed to the member's address appearing on the books of the organization or given in writing by the member to the Association for the purpose of notice; or if no such address is given and by publication at least once on the internet homepage site of the Association. The notice, written ballot, or report shall be deemed to have been given at the time when deposited in the mail, sent by other means of electronic or written communication or noted by the Secretary in the Association's records. An statement of mailing of any notice, written ballot or report in accordance with the provisions of this bylaw, executed by the secretary, with attached list of recipients shall be prima facie evidence of the giving of the notice.

Except as otherwise prescribed by the Board of Directors, the Secretary shall prepare and give, or cause to be prepared and given, the notice of meetings of members and the written ballots to the members.

#### Section 6. Record Date, Tally of Vote and Other Action.

(a) Notice of Meeting. The Board of Directors may fix, in advance, a date as the record date of the purpose of determining the members entitled to notice of any meeting of members. Such record date shall not be more than 90 nor less than 20 days before the date of the meeting. If no record date is fixed, members at the close of business on the business day preceding the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held are entitled to notice of a meeting of members. A determination of members entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

(b) Tally of Votes. Once a vote or election is presented for decision, any challenges to the question presented must be raised or any procedural concerns are deemed waived. Once the question has been acted upon, the matter is final. The Secretary shall tally the written ballots received and/or count the votes if taken without written ballot.

(c) Any Other Lawful Action. The Board of Directors shall take any lawful action at its regular meetings provided a quorum is present. Notice of the meeting is sufficient notice for any action even if not listed on the notice. Action at a Biannual Meeting is subject to the notice provided in the agenda of the meeting accompanying the notice.

#### Section 7. Member's Proxies.

The Board may decide, at its sole discretion, to allow proxy voting of membership shares at any biannual or special meeting of the Association. Every person entitled to vote a membership share may authorize another person to act by proxy with respect to such membership share. Any proxy shall be presumptively valid if:

- (a) Each proxy is limited for a specific meeting;
- (b) The proxy must be executed before the specific meeting;
- (c) Any proxy can be revoked prior to its exercise at a meeting;
- (d) All proxy shall be general unless limited to specific matter;
- (e) All proxy and revocation shall be in writing signed by the member and notarized.
- (f) All proxy and revocation must be provided to the Secretary prior to any voted.
- (g) Proxy received after a vote will not be counted.
- (h) In case of any proxy dispute the Secretary will determine whether a proxy or revocation is valid.

#### 8. Quorum for Meeting of Members.

A quorum to conduct business consists of fifty percent (50%) plus one of members entitled to vote, represented in persons, organization or by proxy. Proxy or absentee ballot received prior to a meeting or vote are considered for quorum purposes. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice or a meeting can be held but no formal action taken.

Once a quorum is established to transact business, a meeting continues until adjournment notwithstanding the withdrawal of any member which lessens the quorum, if any action is taken (other than adjournment) the quorum established at the start of the meeting is used for voting purposes.

#### Section 9. Adjourned Meeting of Members.

A meeting of the members that lacks a quorum may be continued until such time and place as a quorum can be reconstituted or the meeting may be adjourned. If a continued meeting is not held within thirty days, it is deemed to have been adjourned on the date it was continued. No new notice is required for a continued meeting.

#### Section 10. Voting for directors and officers.

In any election of directors, the candidates receiving the highest number of eligible votes shall be elected. In any election of officers, including the President, the candidate receiving the highest number of votes from the directors is elected. The President of the Board and all officers shall be members of the Board.

#### Section 11. Voting by Ballots.

Election for directors and officers shall be by written ballot at meetings of the membership unless vacancies are created prior to a meeting, in which case the board of directors shall appoint a successor until the next election..

#### Section 12. Inspectors of Election.

In advance of any meeting of the members the Board of Directors may appoint inspectors of election to act at the meeting and thereafter. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of members may, and on the request of any member or a member's proxy may appoint inspectors of election (or persons to replace those who so failed to serve) at the meeting. The number of inspectors shall be either one or three.

The inspectors of election shall receive from the Board of Directors the number of memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum and the authenticity, validity and effect of proxies, receive votes, ballots or consents. The inspectors of election are authorized to hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close and determine the result. The inspectors of election shall upon completion of their tasks report their recommendation to the Board of Directors for adoption, modification or rejection.

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

#### Section 13. Inspection Rights of Members.

The accounting books and records and minutes of proceedings of the members and the Board of Directors and committees of the Board of Directors shall be open to inspection upon the written request of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.

Inspection pursuant to this section of the Bylaws by a member may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make exacts. If any record subject to inspection pursuant to this section of the Bylaws is not maintained in written form, the Association shall at its expense make such record available in written form.

The cost of any reproductions of the Association's records shall be assessed and paid by the requesting member prior to release to any member.

#### Section 14. Resignation of Member.

A member may resign from membership at any time. Resignation shall not relieve the resigning member from any obligation from charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contract or otherwise, and shall not diminish any right of the Association to enforce any such obligation or obtain damages for its breach. The resignation of a member is effective on board acceptance.

### ARTICLE V - DIRECTORS

### Section 1. Powers.

Subject to the provisions of the Illinois General Not For Profit Corporation Act of 1986 and any limitations in the Articles of Incorporation and these Bylaws the activities and affairs of the Association shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Association to any person or persons, a management company or committees however composed, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

### Section 2. Eligibility and Number of Directors.

Any individual member or representative of an organizational member shall be eligible to be elected as a Director of the Association. The Board of Directors of the Association shall consist of no fewer than seven (7) nor more than fifteen (15) members, within which limits the Board may set the exact number.

### Section 3. Selection and Term of Office.

Each member of the Board of Directors shall hold office for a two year term, with a six year term limit, and until his successor has been elected and qualified. Members of the Board may be elected to the Board for a total of three consecutive terms totaling six consecutive years. Members of the Board who have held office for three consecutive terms may be elected the Board following a one-term absence from the Board.

### Section 4. Vacancies.

Any director may resign by providing written notice to the President and Secretary of the Board. Such notice shall specify when resignation is effective and is subject to acceptance by the President acting for the directors. The President may name an interim director prior to the next schedule board meeting at which time a successor will be submitted for approval by the directors.

Vacancies in the Board shall be filled by a majority vote of the Board then in office, whether or not less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified. Any director elected to fill a vacant term shall have the right to be run for election in three consecutive terms.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order of judgment of any court to have breached any duty arising under the Illinois General Not For Profit Corporation Act of 1986.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the directors' term of office.

#### Section 5. Place of Meetings.

Regular meetings of the Board may be held at any place within or outside the State of Illinois that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Association. Special meetings of the Board shall be held at any place within or outside the State of Illinois that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Association. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by a simple majority of all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

#### Section 6. Meetings by Telephone.

Any meeting of the Board, regular or special, may be held by conference telephone, internet connection or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

#### Section 7. Biannual Meeting.

The Board shall hold an annual meeting for the purpose of organization, election of officers if necessary, and the transaction of other business. Annual meetings of the Board shall be held without call or notice at immediately after, and at the same place as, the biannual meeting of members or at a place and time designated by the Board on any other year.

#### Section 8. Other Regular Meetings.

Other regular meetings of the Board shall be held without call or notice at such time as shall from time to time be fixed by the Board.

#### Section 9. Special Meetings.

Special meetings of the Board for any purpose may be called at any time by the President or any Vice President or the Secretary or any four directors.

Special meetings of the Board shall be held upon seven day's notice by first-class mail or 48 hours' notice given personally or by e-mail, telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Association or as may have been given to the Association by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless or to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

#### Section 10. Quorum.

A simple majority of directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 12 of this Article V. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum in present shall be regarded as the act of the Board, subject to the provisions of the Illinois General Not For Profit Corporation Act of 1986, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting of which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

#### Section 11. Waiver of Notice.

The transaction of any meeting of the Board however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

#### Section 12. Adjournment.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

#### Section 13. Notice of Adjournment.

Notice of the time and place of holding an adjournment meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

#### Section 14. Action without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

#### Section 15. Compensation.

Directors and members of committees may not receive such compensation for their services. Reimbursement of reasonable expenses by officers or directors must be approved by resolution of the Board of Directors.

#### Section 16. Proxy

Directors who are unable to attend regular or special meetings of the Board may vote by proxy which must be in written form and distributed to all directors as is specified in Article IV, section 7, of these Bylaws.

#### Section 17. Removal

Directors may be removed by a three-fourths vote of the Board or membership based on guidelines, procedures and reasons to be defined by the Board.

### ARTICLE VI - COMMITTEES

#### Section 1. Committees of Directors.

The Board may appoint committees consisting of directors and members to conduct such business as delegated by the Board. The exercise of such delegation is subject to approval by the Board.

#### Section 2. Creation of Committees.

Any committee must be created and the members thereof appointed by resolution adopted by a majority of directors then in office. The Board shall prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provision of Article V applicable to meetings and actions of the Board. Minutes shall be kept of each meeting and each committee.

#### Section 3. Nominating Committee.

Each year, but not less than sixty (60) days prior to each Biannual Meeting, the Board shall designate delegates of not fewer than three or more than five members as a Nominating Committee. Not less than twenty-one (21) days prior to the Biannual Meeting, the Nominating Committee shall propose a slate of candidates for the Board and shall certify such slate to the Secretary for inclusion in the notice, written or electronic, of the Biannual Meeting.

### ARTICLE VII - OFFICERS

#### Section 1. Officers.

The officers of the Association shall be a President, up to two Vice Presidents, a Secretary, and a Treasurer. The President and the Vice Presidents may not be domiciled in the same city. The President and the Vice Presidents may act as Secretary of the Association if so decided by the Board.

#### Section 2. Election.

The officers of the Association, except those appointed in accordance with the provisions of Section 3 of this Article VII, shall be chosen by the directors after their election and each shall serve at the pleasure of the members, and shall hold their respective offices until resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

#### Section 3. Subordinate Officers.

The Board may appoint, and may authorize the President or another officer to appoint, any other officer that the business of the Association may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board.

#### Section 4. Removal and Resignation.

Any officer may be removed, with or without cause, by the Board at any regular or special meeting of the Board subject to a two-thirds (2/3) vote of the directors.

Any officer may resign at any time by giving written notice to the Association. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice. Any resignation may be accepted by the Board on the date provided or immediately.

#### Section 5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority of directors then in office, or by a sole remaining director, provided that such vacancies shall be filled as they occur and not on an annual basis.

#### Section 6. President of the Board.

The President shall be the chief executive officer of the Association and shall have and exercise the powers and perform the duties commonly incident thereto and such other powers and duties as may be from time to time assigned to him by the Board or prescribed by these Bylaws. He shall preside at all meetings of the Board and, subject to these Bylaws and to the Board, shall generally supervise the staff and volunteers of the Association.

Section 7. Vice Presidents. The Vice Presidents shall perform such duties as may be assigned to him by the President and approved by the Board. The Vice Presidents shall have such powers as may be necessary or desirable to facilitate the performance of such duties. In the absence or disability of the President, the duties of the President shall be delegated by the Board to the Vice Presidents.

#### Section 8. Secretary.

The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Association and of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep at all times a complete roster of the members of the Association and of the delegates who may have been designated as provided in Section 2 of Article III hereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Illinois the original or a copy of the Association's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Association in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board. In addition to the performance of such duties as are normally incident to

the Secretary, the Secretary shall perform such other duties as may from time to time be assigned to him/her by the President and approved by the Board.

#### Section 9. Treasurer.

The Treasurer shall be the chief financial and accounting officer of the Association and, under direction of the Board and the President, shall collect and disperse all funds of the Association and keep regular accounts in books belonging to the Association which shall be open to the inspection of any Director. He shall have the powers and perform the duties commonly incident to his office. All funds of the Association shall be deposited from time to time to the credit of the Association with such banks as the Board may select.

#### Section 10. Assistant Secretaries and Assistant Treasurers.

The President may appoint, subject to Board's approval, Assistant Secretaries and Assistant Treasurers.

### ARTICLE VIII – LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limited Liability of directors, officers, board members, and persons who serve without compensation.

- (a) No director or officer shall receive any compensation for services to the Association. Directors or officers may be reimbursed for actual expenses upon presentation of receipts for expenses previously approved by the Board of Directors.
- (b) The Association shall annually purchase directors and officers' liability insurance and other such insurance as necessary to protect the assets of the Association.
- (c) Directors and officers shall attend meetings, participate on committees and acknowledge their fiduciary responsibility to the Association and their duty to maintain confidential of information they receive as directors and officers.
- (d) Directors and officers shall exercise their best judgment and disclosure of any conflict of interest or perceived conflict of interest prior to deliberating and voting on any matter discussed by the Board of Directors of the officers.

#### Section 2. Indemnification of Employees.

The Association shall indemnify the Directors for any acts or omission of its paid employees or for any action brought against the Directors in the exercise of of their duties.

#### Section 3. Expenses.

The Board may reimburse expenses subject to any insurance for costs incurred by any director, officer or employee subject to a two-third (2/3) vote of the Board of Directors.

#### Section 4. Insurance.

The Association shall purchase and maintain insurance on behalf of any director, officer or employee of the Association against any liability asserted against or incurred by the director, officer

or employee in such capacity or arising out of the director's, officer's or employee's status with the Association.

Section 5. Incurred Expenses.

A majority of the Board of Directors may pre-approve expenses prior to their occurrence.

ARTICLE X - OTHER PROVISIONS

Section 1. Endorsement of Documents and Contracts.

Any and all instruments executed in the name of the Association, including, but not limited to, contracts, agreements, purchase orders, notes, deeds, deeds of trust, mortgages, leases, security agreements, checks and drafts issued, endorsements of checks and drafts received, certificates, applications and reports, shall be executed by any one or more officers, employees or agents of the Association as authorized from time to time by the Board of Directors. Such authorization may be general or confined to specific instances.

The respective offices and duties thereof as established and defined in Article VI of the Bylaws and by resolution of the Board of Directors include, except as otherwise provided, the authority to execute instruments in the name of the Association when the execution of the instrument is incident to carrying out the duties of the office.

Section 2. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the Illinois General Not For Profit Corporation Act of 1986 shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term 'person' includes both the Association and a natural person.

Section 3. Fiscal Year.

The fiscal year end of the Association shall be December 31.

ARTICLE X - RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records.

The Association shall keep adequate and correct books and records of account, minutes in written form of the proceedings of its members, Board, and committees of the Board, and a record of its members, giving their names and addresses.

All such records shall be kept at the Association's principal executive office.

Section 2. Inspection by Directors.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association and each of its subsidiary Associations. This inspection by a director may be made in person or by an agent or attorney, and

the right of inspection includes the right to copy and make extracts of documents. The cost of any inspection or copy of documents shall be bourn by the requestor.

#### ARTICLE XI - AMENDMENTS

##### Section 1. Amendments.

These Bylaws may be amended at any annual or special meeting of the Association by a majority vote of the members of the Association voting at such meeting providing that the notice of the amendment must be sent to each member of the Association not later than twenty (20) days prior to such meeting.

#### ARTICLE XII – DISSOLUTION OF THE ASSOCIATION

(a) Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(b) Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Approved by the Assembly of Members in Grand Rapids, Michigan on \_\_ February 2009.

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(Name) (Date)  
Chairman of the  
Members Assembly

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(Name) (Date)  
President of the  
Board of Directors

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(Name)

(Date)

Secretary of the  
Board of Directors