

Bylaws of the Brook Hills Homeowners Association

ARTICLE I

OFFICES

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 II

MEMBERS

Section 1. Classes of Members. The corporation shall have one (1)-qualified class of member.

Section 2. Election of Members. The Board of Directors shall elect members. An affirmative vote of two-thirds (2/3) of the Directors shall be required for election.

Section 3. Voting Rights.

- 1) Each co-owner shall file written notice with the Association designating the individual who shall vote at meetings of the Association and receive all notices and other communication from the Association on behalf of such co-owner. Such notice shall be signed and dated by the co-owner. The co-owner may change the individual representative designated at any time by filing a new notice in the manner herein provided.
- 2) Votes may be cast in person or by proxy or by writing duly signed by the designated voting representative not present at the given meeting in person or by proxy. Proxies and any written votes must be filed with the Secretary of the Association at or before the appointed time of each meeting of the members of the Association,
- 3) When proper notice has been given to the members regarding a regular or special meeting of the Association, a simple majority of those members present in person or by proxy shall constitute a quorum authorized to perform the business of the Association.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting: An annual meeting of the members shall be held on the TBA in TBA of each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings: Special meetings of the members may be called either by the President, by the Board of Directors, or by not less than one-twentieth (1/20) of the members having voting rights, for the purpose stated in the call of the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special

meeting were otherwise called, the place of meeting shall be at the registered office of the corporation in the State of Illinois.

Section 4. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or in case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

Section 5. Informal Action by Members. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if consent in writing, setting for the action so taken, shall be signed either; (a) by all the members entitled to vote with respect to the subject matter thereof, or; (b) by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent by less than all of the members entitled to vote, then such consent shall become effective only: (1) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporation action without a meeting is delivered to those members entitled to vote who have not consented in writing.

Section 6. Fixing of Record Date. For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be not more than sixty (60) days and for a meeting of members, not less than five (5) days, or on the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date of which notice of the meeting is delivered shall be the record date for determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

Section 7. Quorum. The holders of one-tenth (1/10) of the votes which may be cast at a meeting of member of the corporation, represented in person or by proxy, shall constitute a quorum for the consideration of such matter at any meeting of members; provided that if less than one-tenth (1/10) of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the members, unless the vote of a greater number or voting by classes is required in the General Not For Profit Corporation Act, the articles of incorporation or these bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum of that meeting.

Section 8. Proxies. Each member is entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period.

Section 9. Voting. Each member, regardless of class, shall be entitled to one vote in each matter submitted to vote at a meeting of the members. Each member may vote either in person or by proxy as provided in Section 8 hereof.

Section 10. Inspectors. At any meeting of members, the chairman of the meeting may, or upon the request of any member, shall appoint one or more persons as inspectors for such meeting.

Such inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all members.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there are more than one (1) inspector acting at such meeting. If there are more than one (1) inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

Section 11. Voting By Ballot. Voting on any question or in any election may be by voice unless the presiding officer shall order or any member shall demand that voting be by ballot.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business of the corporation shall be managed by or under the direction of its Board of Directors. A majority of the Board of Directors may establish reasonable compensation for their services and the services of other officers, irrespective of any personal interest.

Section 2. Number, Tenure, and Qualifications. The number of directors of the corporation shall be not more than five (5). Each director shall hold office until the next meeting for the election of directors following his or her election and until his successor shall be elected and qualified. Directors need not be residents of Illinois or members of the corporation. The number of directors may be decreased to not fewer than three (3) or increased to any number from time to time by amendment to this section, unless articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation. No decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Regular meeting. A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding of additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting shall be given at least five (5) days previous thereto by written notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a 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 because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Directors 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 the directors are present at said meeting, a majority of the directors present may adjourn the meeting at any time without further notice.

Section 7. Manner of Action. The act of the 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, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of increase in the number of directors, shall be filled by the Board of Directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be 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 office.

Section 9. 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, as specified by statute.

Section 10. Informal Action by Directors. The authority of the Board of Directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

Section 11. Compensation. The Board of Directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, or otherwise notwithstanding any director conflict of interest. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at such meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 12. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate 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 registered or certified mail 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.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed I these bylaws shall have the authority and perform the duties as 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 officers of the corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers shall not be held at such a meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies 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 qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. 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 interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. The 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 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 specifically 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 the president and such other duties as may be prescribed by the Board of Directors from time to time. 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 office 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 which 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. He or she may vote all securities which 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 6. The 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 by the Board of Directors. In the absence of the President, or in the event of his or her 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 designation, or in the absence of any designation, then in the order of seniority of tenure as vice-president) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon 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 are more than one) may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which 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.

Section 6. The 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 of; (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 the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may determine.

Section 7. The Secretary. The Secretary shall: (a) record the minutes of the meetings of the members and the Board of Directors meetings 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 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 the duties incident to the office of secretary and such other duties as from time to time may be designated to him or her by the President or the Board of Directors.

Section 8. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurer and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the assistant treasurers shall give

bonds for the faithful discharge of their duties in such sums and with such surety or sureties as the Board of Directors may determine.

Section 9. Salaries. There are to be no salaries provided for. All work is to be provided on a *pro bono* basis. Out-of-pocket expenses shall be reimbursed.

ARTICLE VI

COMMITTEES, COMMISSIONS AND ADVISORY BOARDS

Section 1. Committees. The Board of Directors may by resolution adopt by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors and such other persons as the Board of Directors designates provided that a majority of each committee's membership are directors. 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 upon it, him or her by law.

Section 2. Commissions or Advisory Boards. Commissions or 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. A commission or advisory body may or may not have directors as members, as the Board of Directors determines. The commission or 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 the officers of the corporation.

Section 3. Term of Office. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless such committee, advisory board or commission shall be sooner terminated, or unless such member be removed from committee, advisory board or commission by the Board of Directors, unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee, advisory board or commission shall be appointed chairman

Section 5. Vacancies. Vacancies in the membership of any committee, advisory board or commission 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, advisory board or commission, a majority of the whole committee, advisory board or commission 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, advisory board or commission.

Section 7. Rules. Each committee, advisory board or commission may adopt rule for its own government not consistent with these bylaws or with the rules adopted by the Board of Directors.

Section 8. Informal Action. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, 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, agent or agents of the corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President, or a Vice-President of the corporation.

Section 3. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may 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 purposes of the corporation.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP

Section 1. Certificate of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the board. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary, and may bear the corporation's seal which may be a facsimile. The name and address of each member shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any initiation fee and dues that may be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings if its members, Board of Directors, and committees having the authority of the Board of Directors, and shall keep at the registered or principal office of 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 the proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE XI

DISTRIBUTIONS

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance of the first day of each month in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

ARTICLE XII

SEAL

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIV

INDEMNIFICATION

Section 1. Indemnification In Actions Other Than By or In the Right of the Corporation. The corporation may indemnify any person who was or is party or is threatened to be made party to any threatened, pending, or complete action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of

itself, create a presumption that the person did not act in good faith and in a manner which he or she believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification In Actions By or In the Right of the Corporation. The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Right to Payment of Expenses. To the extent that a director, officer, employee, or agent of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney's fees) actually and reasonable incurred by such person in connection therewith.

Section 4. Determination of Conduct Any indemnification under Section 1 and 2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of the directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors, so direct, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

Section 5. Payment of Expenses In Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of a undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation authorized by this article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article.

Section 8. Notice to Members. If the corporation has paid indemnity or has advanced expenses under this article to a director, officer, employee or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

Section 9. References to Corporation. For purposes of this article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provision of this article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 10. Other Resources. For purposes of this article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include and excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this article.

ARTICLE XV

AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or articles of incorporation.

Amendment 1. Article IV Section 2: Number, Tenure, and Qualifications. The number of directors of the corporation shall be not more than five (5). Each director shall hold office until the next meeting for the election of directors following his or her election and until his successor shall be elected and qualified. **Directors are elected for a two year term of office, unless otherwise provided in this section. Three directors shall be elected during even numbered years with two directors elected during odd numbered years. At all times the majority number of directors shall be elected during even numbered years.** Directors need not be residents of Illinois or members of the corporation. The number of directors may be decreased to not fewer than three (3) or increased to any number from time to time by amendment to this section, unless articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation. No decrease shall have the effect of shortening the term of any incumbent director. Amended Date: December, 1997.