

BY-LAWS  
OF  
MID-AMERICA HORSE SHOW ASSOCIATION

ARTICLE I  
NAME AND OFFICES

The name of this Association is: "Mid-America Horse Show Association" which is organized and operated as an Illinois not for profit corporation under the laws of the State of Illinois. It is referred to herein as "MAHSA" or the "Association".

The Association shall 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  
PURPOSE

The purpose of the Association is to organize, promote and administer equestrian shows and competitions as a means to support and develop amateur athletes for national competition; to promote an environment for members to fully realize their capabilities and enjoy their investments with American Saddlebreds, Road Horses, Ponies and other equine breeds; to promote the proper and humane care of horses; to foster public interest in equestrian events; and to carry on all activities in furtherance thereof.

ARTICLE III  
MEMBERS

SECTION 1. CLASSES OF MEMBERS. The Association shall have such classes of membership as the Board shall establish from time to time. The designation of each class and the qualifications of the members of each class shall be as follows:

- Academy Rider: Any person, academy division only;
- Life Member: Member that pays a one-time premium for lifetime membership;
- Junior Member: Any person 17 years of age and under;
- Senior Member: Any person 18 years of age and over;
- Family Membership: All members of immediate family, including students and unmarried children under age 25 living at home;
- Business Membership: Person or organization utilizing a commercial name;
- Horse Show Member: Any horse show served by or affiliated with the Association;

and such other classes of membership the Board may establish from time to time.

The Board of Directors shall establish a list of dues for each category of membership and a list of fees for each category of horse shows desiring to be a member of the Association.

When more than one person owns a horse, all owners are required to be members for the horse to qualify for point eligibility. A member is a person, family or business whose dues are current and who is in good standing with the Association. The term "members" as used herein shall not constitute anyone a member as that term is used in the Illinois General Not For Profit Corporation Act of 1986.

SECTION 2. MEMBERS. Members may apply for membership by submitting the proper application and fees to the Association annually.

SECTION 3. VOTING RIGHTS. Each member, with exception of Junior Members, Academy Members and Horse Show Members, shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors.

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds (2/3) of all of the Directors of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted Board meeting terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the Directors of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this Association is not transferable or assignable.

SECTION 8. NO MEMBERSHIP CERTIFICATES. No membership certificates of the Association shall be required, but the Board may provide for same.

## ARTICLE IV

### MEETINGS OF MEMBERS

SECTION 1. SPECIAL MEETING. Special meetings of the members may be called either by the President or by the Board of Directors for the purpose or purposes stated in the call of the meeting.

SECTION 2. 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 is otherwise called, the place of meeting shall be at the registered office of the Association in the State of Illinois.

SECTION 3. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting 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 the case of a removal of one or more Directors, a merger, consolidation, or dissolution, or a 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 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 Association, with postage thereon prepaid. When a meeting is adjourned to another time or 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 4. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Association, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (a) by all of 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 is signed by less than all of the members entitled to vote, then such consent shall become effective only (a) 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 (b) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

SECTION 5. FIXING OF RECORD DATE. For the purpose of determining the members entitled to notice of or to vote any meeting of members, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Association may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than sixty (60) days and, for a meeting of members, not less than five (5) days, or in the case of a merger, consolidation, or dissolution or a 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 on which notice of the meeting is delivered shall be the record date for such determination of members. When 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 6. QUORUM. The holders of one-tenth (1/10) of the votes that may be cast at a meeting of the Association, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than 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 by the Illinois 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 that may have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 7. 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. Said proxy shall be in written form naming the member giving the authority and naming the proxy holder, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provided for a longer period.

SECTION 8. VOTING. Each member entitled to vote, regardless of class, shall be entitled to one (1) vote in each matter submitted to a vote by the Board of Directors. Each member may vote either in person or by proxy as provided in SECTION 7 hereof.

SECTION 9. VOTING BY BALLOT. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any member shall demand that voting be by ballot.

## ARTICLE V

### BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the Association shall be managed by or under the direction of its Board of Directors, and shall include the authority, without limitation, of the following:

1. Control and manage the funds and property of the Association;
2. Collect and disburse the monies and funds of the Association and dispose of Association property in fulfillment of its purposes and goals, provided, that the fundamental purposes of the Association shall not thereby be violated and provided further, that the Board of Directors shall not permit any part of the net earnings, capital or property of the Association to issue to the benefit of any single member or group of members of the Board of Directors
3. Produce such horse shows and other events as the Board of Directors shall determine.
4. Establish and publish all competition rules for "A" and "B" rated shows operating under the Associations affiliation, as well as setting the rules used by the Association to determine year end awards.

5. Such other powers for the operations of the Association and transaction of Association business consistent with the Illinois General Not for Profit Corporation Act, as amended from time to time and as then in effect.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be not fewer than ten (10) and not greater than fifteen (15). Each Director shall hold office until his or her successors shall have been elected and qualified. Directors need not be residents of Illinois but are required to be members of the Association. Notwithstanding anything in these by-laws to the contrary, the number of Directors that are professional horsepersons seated on the Board of Directors at any one time shall not exceed three (3) in number. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than these bylaws and the Board of Directors may provide, by resolution, that the time and place of holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board 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 of the Board of Directors shall be given at least two (2) days previous thereto by written notice to each Director at his or her address as shown by the records of the Association, 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 in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email or facsimile, such notice shall be deemed to be delivered when the email or facsimile is sent to the recipient. 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 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. Five (5) members 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 five (5) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 7. 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, these bylaws, or the articles of incorporation.

**SECTION 8. ELECTION OF DIRECTORS.** Directors shall be elected annually by mail ballot. The Directors shall be divided into three (3) classes, each of which shall consist of a number of Directors determined by the Board of Directors or if not so determined the number shall be 1/3 of the members of Directors on the Board just prior to the election, who shall be elected for a term of three (3) years and until their respective successors are elected and qualify. The terms of the three (3) classes shall be staggered so that only the Directors of one class shall be elected each year.

Notice of the annual election of Directors, together with a ballot containing a slate of candidates recommended by the Nominating Committee and approved by the Board of Directors, shall be sent to each member at his or her last known address as it appears in the Association's records.

Not later than the September meeting of the Board of Directors, the Secretary/Treasurer shall cause the slate of Directors approved by the Board, along with instructions for making additional nominations for Directors, to be sent to the eligible membership by September 30.

To be eligible to designate additional nominees and to vote for Directors, Association dues for the current year must be paid to the Association not later than July 1 of the current year. Senior members, life members, family members and business members shall each have one vote. The latter two shall be voted by the person named on the membership card. Horse show members, junior members and academy members are not eligible to vote.

Additional nominations for up to four Directors may be made by any ten eligible members by submitting a proposal in writing to the designee of the Secretary, together with the written consent of such nominee(s).

Such nominees must meet the qualifications, and the nomination(s) must be postmarked by November 1. If no additional nominations are received, the slate is considered accepted and the nominees take office on January 1 and continue in office for the specified term.

If additional nominations are made, the President shall appoint a Ballot Committee to supervise the election process. The Ballot Committee shall consist of one member of the Board and two members at large.

Marked ballots must be received at the Association office no later than the date set by the Board of Directors for the receipt of marked ballots, which date will be established annually by the Board at the same meeting in which it approved the Nominating Committee's slate of nominees. Such date will be shown on the ballot. The ballots will be tabulated by the Secretary and three (3) Directors chosen by lot, excluding those Directors standing for election. Those who received the highest vote totals shall be elected and shall take office at the meeting of the members next after their election.

All issues concerning the validity of a ballot shall be resolved by the Executive Committee. The results of the election will be published.

The Nominating Committee shall select nominees for each vacancy on the Board of Directors and shall present the slate of nominees to the Board for its approval. The Nominating Committee shall consist of an odd number of Directors, not to exceed five (5) in number selected and appointed by the President. The members of the Nominating Committee shall serve for one (1) year or until their successors are appointed. Any vacancies in the Nominating Committee shall be filled by the President.

The Nominating Committee shall select a slate of candidates for the Board of Directors from Members of the Association.

The Nominating Committee shall present its slate of nominees to the Board of Directors for approval not later than the September meeting of the Board.

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his 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.

Any Director absent from three (3) or more meetings in a twelve (12) month period shall be subject to review by the Board of Directors.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a 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 shall serve without compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board. No such payment previously mentioned in this section shall preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefor.

SECTION 12. PRESUMPTION OF ASSENT. A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association 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 Association 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 VI

## OFFICERS

SECTION 1. OFFICERS. The officers of the Association shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Board of Directors. Each office, except the Secretary (which may be, but shall not be required to be a Board member), shall be a member of the Board of Directors. The immediate past President shall be an ex-officio Director until a new past President succeeds him or her.

The Nominating Committee shall recommend to the Board of Directors a nominee for each office from the members of the Board, with the exception that the office of Secretary shall be filled by the then acting Secretary. The Board of Directors shall establish a slate of officers for the various offices considering the recommendation of the Nominating Committee and such other input as the Board of Directors shall determine.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Association serve for one year terms and shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors designated for that purpose, among other matters. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. 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 shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by a vote of two-thirds (2/3) of the Board of Directors whenever in its judgment the best interest of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. A vacancy in any office of the Association may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the Association. 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 Association; 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 on those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the Association 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 Association and either individually or with the Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 5. VICE PRESIDENT. The Vice President 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 shall perform the duties of the President and when so acting, shall have 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 Association or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the Vice President may execute for the Association 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 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. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Association. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Association; (b) have charge and custody of all funds and securities of the Association, 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 may determine. The cost of any bond shall be paid by the Association.

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 custodian of the corporate records and of the seal of the Association, if any; (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. If the Secretary is not a Board member, he or she shall not have a vote on matters of the Association.

## ARTICLE VII

### COMMITTEES, COMMISSIONS AND ADVISORY BOARDS

SECTION 1. COMMITTEES. The President, with the consent of the Board of Directors, by resolution adopted by a majority of the Directors, may designate one (1) or more committees, each of which will consist of two (2) or more Directors and such other persons as the President designates, provided that a majority of each committee's membership are Directors. The President shall appoint a chair of the committee from the Directors on the committee, who shall act as liaison to the Board of Directors. The committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association, but shall have only the authority explicitly granted to it in writing by resolution of the Board of Directors. In the absence of such explicit grant of authority, the committee shall be deemed to be advisory to the Board of Directors. 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 BODIES.** Commissions or advisory bodies and advisory members not having and exercising the authority of the Board of Directors in the Association may be designated or created by the President and the Board of Directors, as they deem necessary, and shall consist of such persons as they designate. A commission or advisory body may be composed of Directors and/or non-Directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the Association or bind the Association to any actions, but shall make recommendations to the Board of Directors or to the officers of the Association.

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

The President may also appoint, with the consent of the Board of Directors, by resolution adopted by a majority of the Directors, up to three (3) Board advisors (typically horse show professionals) to attend Board meetings, share information and consult with the Board, provided, however, that in no event shall the total number of professional horseperson advisors and Directors that are professional horsepersons exceed six (6) at any one time.. The term(s) of the advisor(s) appointment shall be for one (1) year and may be renewed annually by the President with the consent of the Board as outlined above.

**SECTION 3. EXECUTIVE COMMITTEE.** The President shall annually appoint an Executive Committee consisting of the President, Immediate Past President, Vice President, Secretary and Treasurer and other such members of the Board of Directors and in such number as the President may deem necessary to appoint. The Executive Committee shall have the authority to act on behalf of the Board of Directors between regularly scheduled Board meetings, as well as other authority as determined by resolution of the Board. Minutes of the Executive Committee meetings may be kept and delivered to the Board of Directors within ten (10) days of any Executive Committee meeting. Each member of the Executive Committee shall hold office for one (1) year or until his or her successor is appointed and has accepted his or her appointment.

**SECTION 4. STANDING COMMITTEE.** It is recommended that the President annually appoint, as he or she deems necessary, various advisory committees including, but not limited to, Horse Show, Special Events, Finance, Membership/Marketing and Nominating committees. The President shall assign to each committee the purpose, duties and scope of its authority and the number of members of each committee shall be as the President determines. Each committee shall meet and report to the President and Board of Directors its recommendations.

**SECTION 5. CHAIR.** One member of each committee, advisory Board, or commission shall be appointed chair by the President. The chair shall preside over the committee's meetings and shall report to the President and Board of Directors the minutes of the committee's

meetings and any recommendation from the committee at the next scheduled Board of Directors meeting.

SECTION 6. 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 7. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, advisory Board, or commission, the lesser of the whole committee, advisory Board, or committee or a majority of the members of the committee 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 committee.

SECTION 8. RULES. Each committee, advisory Board, or commission may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

SECTION 9. 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 the members entitled to vote.

## ARTICLE VIII

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the Association, 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 Association, 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 Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. DEPOSITS. All funds of the Association shall be deposited from time to time to the credit of the Association 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 Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

SECTION 5. AUDIT. The President may annually appoint an outside auditor to make a thorough review of all financial transactions and report its findings to the Board of Directors.

## ARTICLE IX

### BOOKS AND RECORDS

The Association 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 Association may be inspected by any member for any proper purpose at any reasonable time.

## ARTICLE X

### FISCAL YEAR

The fiscal year of the Association shall be fixed by resolution of the Board of Directors, consistent with the requirements of the Internal Revenue Code (as amended from time to time) or other applicable State or Federal law.

## ARTICLE XI

### DUES

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

SECTION 2. PAYMENT OF DUES. Dues shall be payable on an annual basis.

## ARTICLE XII

### SEAL

The Association may have a corporate seal, but the existence and/or use of a 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 Association, 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 ASSOCIATION. The Association may indemnify any person who was or is a party or is threatened to be made a party to any threatening, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person 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 Association 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, order, settlement, or 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 reasonably believed to be or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ASSOCIATION. The Association 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 Association to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person 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 Association, provided 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 Association, unless, and 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Director, officer, employee, or agent of the Association 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 attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that 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 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, 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 Association 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 an 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 Association as authorized in 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 Association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a Director, officer, employee, or agent of another Association, 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 Association would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. NOTICE TO MEMBERS. If the Association has paid indemnity or has advanced expenses under this Article to a Director, officer, employee, or agent, the Association 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. CONFLICT OF INTEREST. The Board of Directors shall from time to time, but not less than annually to coincide with the commencement of the Association year, propose and adopt a resolution of the Board defining and restricting conflicts of interest relative to the Association and operations thereof.

## ARTICLE XV

### AMENDMENTS

The power to make, 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 and shall require a two-thirds (2/3) vote of the Directors of the Board. The bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with the law or the articles of incorporation.

Interpretation of the by-laws and rules are to be referred to the Board of Directors for decision. Any procedure not prescribed by these by-laws shall be governed by the latest edition of Roberts Rules of Order, revised.

## ARTICLE XVI

### DISSOLUTION

In the event of liquidation, dissolution, termination or winding up of the Association (whether voluntary, involuntary or by decision of law), after all liabilities of the Association have been satisfied, the Board of Directors shall dispose of all remaining assets of the organization to only organizations which have obtained the same classification under the current Internal Revenue Code as this Association. This shall be accomplished within six (6) months of said dissolution.