

BYLAWS
OF
THE CIVIC FEDERATION

ARTICLE 1

Powers

Except as provided otherwise by the Articles of Incorporation or by these Bylaws, the Federation shall have all powers that a not-for-profit corporation organized under the Illinois General Not For Profit Corporation Act of 1986, as amended, may have and shall have such additional powers as are permitted by any applicable law.

ARTICLE 2

Office and Agent

The Federation shall have and 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 of Illinois as the Board of Directors may from time to time determine.

ARTICLE 3

No Voting Members

The Federation shall have no voting members.

ARTICLE 4

Board of Directors and other Bodies

Section 4.1. *General Powers.* The affairs of the Federation shall be managed by or under the direction of its Board of Directors. The Board of Directors, through its Executive Committee, shall make such provisions with regard to the payment of dues as it may deem proper. The Board of Directors shall meet at least four times a year.

Section 4.2. *Board of Directors - Number and Qualifications.* The number of directors of the Federation shall be not less than 98 nor more than 120. The number of directors may be increased to any number or decreased to not fewer than three from time to time by amendment of these Bylaws. Directors need not be residents of Illinois. Ex-officio members of the Board of Directors shall include the President and Vice-President.

Section 4.3. *Trustees – Number and Qualifications.* There shall be created an additional class of individuals to be known as Trustees. Members of this group shall consist of Chicago business and civic leaders who have shown a strong commitment to the Federation's

efforts and are willing to contribute their name and counsel to strengthen the voice of the Federation. Individuals shall be nominated to this category by the Nominating Committee and approved by a majority of a quorum of the Board of Directors. The Trustees shall not be deemed members of the Board of Directors or be counted towards the quorum requirement for their meetings but may attend all meetings of the Board of Directors, participate on Board committees and otherwise contribute their talents and services at the pleasure of the Board. The Trustees shall consult with the Chairman and President on Federation priorities and strategy, including the organization's long-term financial viability, and offer guidance from time-to-time on State and local government issues in which the Federation has or could have an interest. Ex-officio members of the Trustees shall include the Federation Chairman and President.

Section 4.4. Council – Number and Qualifications. There shall also be created a further class of individuals forming a group known as the Council. Members of this group shall consist of former Federation board members and other individuals who are interested in the work and mission of the Federation. Individuals shall be nominated to this category by the Nominating Committee and approved by a majority of a quorum of the Board of Directors. The Council members shall not be deemed members of the Board of Directors or be counted towards the quorum requirement for their meetings but may attend all meetings of the Board of Directors and participate in meetings of Federation task forces. Ex-officio members of the Council shall include the Federation Chairman, President and Vice-President.

Section 4.5. Election and Tenure. Except for members of the Past Chairman's Council who shall by virtue of their election to the Past Chairman's Council shall be members of the Board of Directors, voting directors, members of the Trustees and members of the Council shall be chosen by vote of the Board of Directors at the annual meeting, or as soon thereafter as conveniently possible. Each voting director, Trustee and Council member shall hold office until the next subsequent annual meeting of the Board of Directors or until such other, subsequent date that the Board of Directors shall meet to vote on the slate of voting directors, Trustees and Council members nominated by the Nominating Committee.

Section 4.6. Resignation. A voting director, Trustee or Council member may resign at any time by written notice delivered to the Chairman or President of the Federation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a director, Trustee or Council member need not be accepted in order to be effective.

Section 4.7. Removal. One or more voting directors, Trustees or Council members may be removed, with or without cause. A voting director, Trustee or Council member may be removed by the affirmative vote of two-thirds of the directors then in office (i) at a regular meeting of the Board of Directors; or (ii) at a special meeting of the Board of Directors held at least 20 days after written notice of the proposed removal is given to all directors.

Section 4.8. Vacancies. Any vacancy occurring with respect to a voting director and any directorship to be filled by reason of an increase in the number of voting directors, may be filled by the Board of Directors. Any vacancy occurring with respect to a Trustee or Council member, or any Trusteeship or Council membership to be filled by reason of an increase in the number of Trustees or Council members may be filled by the Board of Directors. A voting director, Trustee or Council member elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office or, if the

voting director, Trustee or Council member is elected or appointed because of an increase in the number of voting directors, Trustees or Council members, the term of such director, Trustee or Council member shall expire at the next annual meeting of the Board of Directors or until such other, subsequent date that the Board of Directors shall meet to vote on the slate of voting directors, Trustees and Council members nominated by the Nominating Committee.

Section 4.9. *Annual Meeting.* The Annual Meeting of the Federation shall be held on the first Wednesday of November or such other date within the month of November as determined jointly by the Chairman and President, subject to providing notice as provided in Section 4.12.

Section 4.10. *Regular Meetings.* Any regular meeting of the Board of Directors, of the Trustees or of the Council shall be held with notice as provided in Section 4.12 herein on dates and places to be determined jointly by the Chairman and President under the laws of Illinois.

Section 4.11. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the Chairman or by any three voting members of the Executive Committee, and such person or persons may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board so called. Special meetings of the Trustees or of the Council may be called by or at the request of the Chairman or by any three members of the Trustees or of the Council, as the case may be, and such person or persons may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Trustees or Council so called.

Section 4.12. *Notice of Meetings.* Notice of any meeting of the Board of Directors, Trustees or Council shall be given in accordance with these Bylaws at least two days in advance thereof by written notice to each director, Trustee or Council member at the address shown for such director, Trustee or Council member on the records of the Federation; provided that in the case of a proposed removal of a director, Trustee or Council member, advance notice shall be given as set forth in Section 4.7 above. Notice of any special meeting of the Board of Directors, Trustees or Council may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director, Trustee or Council member at any meeting shall constitute a waiver of notice of such meeting except where a director, Trustee or Council member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except in the case of a special meeting called for the purposes of removing a director, Trustee or Council member, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors, Trustees or Council need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these Bylaws.

Section 4.13. *Action Without a Meeting.* Any action required or permitted by law to be taken at a meeting of the Board of Directors or a committee thereof, or by the Trustees or Council, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, or Trustees or Council may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all voting directors or by all the members of such committee entitled to vote with respect to the subject matter thereof, or by all of the Trustees or members of the Council, as the case may be. The consent shall be evidenced

by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more voting directors, committee members, Trustees or members of the Council. All the approvals evidencing the consent shall be delivered to the President to be filed in the records of the Federation. The action taken shall be effective when all the voting directors or committee members, Trustees or members of the Council, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 4.14. *Attendance by Telephone.* Directors, nondirector committee members, Trustees or Council members may participate in and act at any meeting of such board or committee, Trustees or Council through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Electronic participation in such meeting in such manner shall constitute attendance, as shall presence in person at the meeting of the person or persons so participating.

Section 4.15. *Quorum.* One-third (1/3) of the voting directors then in office, or of the Trustees or of the members of the Council, and a majority of the members of a committee, shall constitute a quorum for the transaction of business at any meeting, provided if less than one-third (1/3) of the voting directors, Trustees or Council members are present, or less than a majority of the members of a committee are present, a majority of the voting directors, Trustees, Council members or committee members then present may adjourn the meeting to another time without further notice. Withdrawal of voting directors, Trustees, Council members, or committee members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 4.16. *Action at a Meeting.* The act of the majority of the voting directors, Trustees, members of the Council or members of a committee present at a meeting at which a quorum is present shall be the act of the Board of Directors, committee or other body, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 4.17. *Proxy Prohibited, Presumption of Assent.* No director, Trustee, Council member or member of a committee may act by proxy on any matter. A voting director, Trustee, Council member or committee member who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or by a committee thereof acting on its behalf, by the Trustees or by the Council is conclusively presumed to have assented to the action taken unless the dissent of such voting director, Trustee, Council member or committee member is entered in the minutes of the meeting or unless such director, Trustee, Council member or committee member files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the President immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a voting director, Trustee, Council member or committee member who voted in favor of such action.

Section 4.18. *Interested Directors and Conflicts of Interest.*

(a) Definitions. For purposes of this Section, the following definitions shall apply:

“Actual Conflict of Interest” means that an individual, or a member of an individual’s immediate family has a personal interest in, or is employed by, a business seeking to engage in a business transaction with the Federation.

“Apparent Conflict of Interest” means that, from the information available to an individual, a reasonable person would suspect the possibility of an actual conflict of interest.

“Business Transaction” means any commercial activity relating to the operation of the Federation, which includes all manners in which the Federation procures goods and services, disposes of or procures property (through, among other means, purchase, sale or rental), or provides goods and services for valuable consideration.

“Personal Interest” means that a person, or a member of a person’s immediate family, has in excess of 1% of the ownership or profits of a business or partnership.

“Immediately Family” means spouse, life partner, parent, child, and grandchild, including step and in-law relations.

(b) General provisions

1. Directors, Trustees and Council members are invited to serve the Federation both as individual citizens and employees or owners of the business, organization or institution at which they work.

2. Unless specified herein, the interests of any other institution, organization, or business with which a director, Trustee or Council member may be associated are not imputed to that director, Trustee or Council member in his or her capacity as a member of the Board, the Trustees or the Council. Instead, directors, Trustees and Council members are considered to bring the entire range of their personal and professional experience to the public policy discussions and decisions of the Federation and to base their input, guidance and decisions on their genuine beliefs as to the best interests of the people of the City of Chicago, the County of Cook, the greater Chicagoland region and the State of Illinois.

3. Directors, Trustees, Council members, officers and employees of the Federation are expected to adhere to the highest standards of honesty, good faith, and fair dealing in all activities relating to the Federation. These high standards include duties to avoid both apparent and actual conflicts between their personal interests and the interests of the Federation, to disclose any Apparent Conflicts of Interest, and to abstain from participating in decisions involving an Actual Conflict of Interest.

(c) Gifts. No director, Trustee, Council member, officer or employee, nor any member of their immediate family, shall accept any gifts or gratuities that could reasonably be interpreted to influence his or her conduct in a business transaction or policy discussion of the Federation. This prohibition is not included to preclude reasonable business meals and other nominal benefits.

(d) Business transactions.

(1) A director, Trustee, Council member, officer or employee of the Federation who believes that he or she may be perceived as having a conflict of interest in a business transaction of the Federation must promptly notify the President of the Federation. If the possible conflict of interest involves the President, the President must report the possible conflict of interest to the Chairman. The President or the Chairman shall then determine if an Actual Conflict of Interest exists and notify the director, Trustee, Council member, officer or employee of his or her determination within a reasonable time.

(2) If the President or Chairman determines that a director, Trustee or Council member of the Federation has an Actual Conflict of Interest, the director, Trustee or Council member shall refrain from voting on the transaction, participating in deliberations concerning the transaction or using personal influence in any way in the matter; failure of a director, Trustee or Council member to so refrain shall be referred to the Executive Committee for disciplinary action.

(3) If the President or Chairman determines that an officer or employee of the Federation has an Apparent Conflict of Interest, the President or Chairman shall take all reasonable and necessary steps to ensure that the business transaction is completed in the best interest of the Federation without the substantive involvement of the person who has the Apparent Conflict of Interest.

(4) If it determined that a director, Trustee, Council member, officer or employee has an Actual Conflict of Interest, only the director, Trustee, Council member, officer or employee who is determined to have the Actual Conflict of Interest may appeal the determination. The Executive Committee shall decide the appeal at the next scheduled meeting of the Executive Committee after the determination of an Actual Conflict of Interest is made, so long as each member of the Executive Committee receives written notice of the appeal at least two days prior to the meeting.

(5) In any business transaction involving either Apparent or Actual Conflict of Interest, the Federation shall only enter into the business transaction if the business transaction is on terms at least as advantageous as could reasonably be obtained from any other source.

(b) The presence of the interested director or of a director who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Directors or a committee of the Board is present but may not be counted when action is taken on the transaction.

ARTICLE 5

Committees

Section 5.1. *Executive Committee.* A majority of the Board of Directors by resolution shall create and appoint members of Executive Committee as provided in this section.

(a) Composition and Formation. The Executive Committee shall consist of the Chairman, all of the officers, and up to 20 members of the board at-large. The Nominating Committee shall present a slate of nominees for membership on the Executive Committee to the Chairman and the Chairman, in turn, shall present

this slate to the Board of Directors at the annual meeting or at such other, subsequent date that the Board of Directors shall meet to vote on such slate of nominees to the Executive Committee. To the extent not otherwise prohibited by law, by these Bylaws, or by resolution of the Board of Directors, the Executive Committee shall have full power and authority to act on behalf of the Board of Directors between meetings of the Board. The Chairman shall serve as the chairperson of the Executive Committee. A majority of the members of the Executive Committee may recommend to the Board of Directors the creation of one or more additional committees of the Board, which committees, to the extent specified by the Board of Directors and not otherwise prohibited by law, may have and exercise the authority of the Board of Directors in the management of the Federation. The designation of any committee 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 or him or her by these Bylaws. The Executive and any other committee of the Board with the exception of the Audit Committee, the Nominating Committee, the Membership Committee, and the Investment Committee, shall each have two or more directors as members and a majority of the membership of each such committee shall be directors. The Executive Committee shall have the power to fix the compensation of the President and Vice President; to authorize the employment of staff members and fix their compensation or to delegate to the President the responsibility of fixing such compensation; and to authorize such other expenditures by the Federation as it shall deem necessary for the proper conduct of the work thereof.

(b) Public Office conflicts. Any members of the Board, any officer of the Federation, and any Trustee who (i) announces his or her candidacy for; (ii) holds; or (iii) is elected or appointed to hold, any public office (other than as a member of a board, commission, or committee, or in a position, having only advisory functions) in a unit of government or in an authority authorized by such government which is (x) the primary focus of study or analysis in a project of the Federation approved or consented to by the Federation through its Executive Committee or (y) included for study or analysis in the research agenda of the Federation as such agenda may be amended from time to time, shall become and remain ineligible to serve as an officer of the Federation, member of the Board or a Trustee during his or her tenure of such public office or candidacy for such public office for so long as the particular unit of government meets either of criteria (x) or (y) contained herein. Such units of government shall be presumed to include, unless a contrary vote of the Executive Committee is taken, the Government of the United States, the State of Illinois, the County of Cook, the Forest Preserve District of Cook County, the Metropolitan Water Reclamation District of Greater Chicago, the City of Chicago, the Board of Education of the City of Chicago, Chicago City Colleges, the Chicago Park District, the local transit authorities (RTA, CTA, Metra, Pace) and the County of DuPage. Notwithstanding anything to the contrary in this paragraph, officers of the Federation who seek or are asked to serve in any public office (whether elected or appointed) shall request and receive approval from the Executive Committee to remain as a Federation officer prior to accepting such public office or publicly declaring interest in such public office. Any member of the Board, officer or Trustee who holds a public office shall take appropriate steps to eliminate any

conflict between the public office and the position of leadership within the Federation and situations which may create a conflict between the public office held and the Federation's non-partisan mission.

Section 5.2. Other Committees. A majority of the Executive Committee by resolution may recommend, and the Board of Directors shall elect or appoint members of the committees as provided in this Section. The Chairman, with the advice and input of the Executive Committee and the President, shall appoint a member of each committee to serve as the chairman of such committee. At the discretion of the Board of Directors, any or all of the chairmen of the committees described in this Section may be appointed to serve on the Executive Committee of the Board of Directors and shall serve thereon in addition to the maximum of twenty members authorized in Section 5.1(a)(1) hereof.

(a) **Nominating Committee.** The Nominating Committee shall consist of the members of the Past Chairman's Council. Such Committee shall nominate persons to serve as officers, directors, Trustees and members of the Council for consideration by the Board of Directors and shall have such other responsibilities for making nominations as the Executive Committee may designate by resolution from time to time.

(b) **Audit Committee.** The Audit Committee shall be composed of no less than 3 directors recommended by the Chairman and elected or appointed by the Board of Directors. The Audit Committee shall recommend to the Executive Committee the retention and termination of the independent auditor, may negotiate the compensation of the auditor subject to approval of the Executive Committee, shall confer with the auditor to satisfy the committee members that the financial affairs of the Federation are in order, shall review and determine whether to accept the audit, and shall approve performance of any non-audit services to be provided by the auditing firm.

(c) **Membership Committee.** The Membership Committee shall consist of the Chairman and no less than 5 directors recommended by the Chairman and elected or appointed by the Board of Directors, and shall assist both with the Federation's efforts to recruit and maintain directors, Trustees and Council members, and with the exploration of additional methods of increasing revenue.

(d) **Investment Committee:** The Investment Committee shall consist of the Chairman and no less than 3 directors recommended by the Chairman and elected or appointed by the Board of Directors, and shall assist with making recommendations to the Executive Committee on how the Federation's endowment can most effectively be invested in light of investment objectives set by the Executive Committee.

Section 5.3. Action of Committees of the Board. Not less than a majority of the members of a committee shall constitute a quorum for a meeting of that committee. The act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee. A committee may act by unanimous consent in writing without

a meeting or may participate in and act at any meeting through the use of a conference telephone or other similar communications equipment in the manner provided by these Bylaws for written consents and for meetings of the Board of Directors. No member of such committee of the Board may act by proxy. Subject to these Bylaws and to action by the Board of Directors, the President or Chairman shall determine the time and place of meetings and the notice required for meetings.

Section 5.4. *Advisory Committees.* The Executive Committee may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be directors. Such advisory committees or bodies may not act on behalf of the Federation or bind it to any action but may make recommendations to the Executive Committee or to the officers. The Chairman, with the advice and input of the Executive Committee and the President, shall appoint a member of each committee to serve as the chairman of such committee.

Section 5.5. *Past Chairman's Council.* The Board of Directors may provide for a Past Chairman's Council of the Civic Federation, which shall be composed of certain Past Presidents of the Civic Federation who served prior to 1981 and certain Chairmen who served in 1981 and thereafter. Members of the Past Chairman's Council shall be members of the Board of Directors. At the discretion of the Board of Directors, any or all members of the Past Chairman's Council may be appointed to serve on the Executive Committee of the Board of Directors and shall serve thereon in addition to the maximum of twenty members authorized in Section 5.1(a)(1) hereof.

ARTICLE 6

Officers

Section 6.1. *Generally.* At the annual meeting of the Board of Directors held each year or at such other, subsequent date on which the Board of Directors shall meet to vote on a slate of officer nominees, the Board of Directors shall elect a Chairman, three Vice Chairmen, a Treasurer, and President who shall hold office for a term of one year or until their successors are elected and qualified. A vacancy occurring in any office may be filled in the same manner at any meeting of the Board. All officers except the President and any Vice Presidents shall be chosen from among the Directors. The Board may also, at its discretion, select and appoint one or more Vice Presidents who shall be a members of the Civic Federation staff. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties as prescribed from time to time by the Executive Committee. Any two or more offices may be held by the same person. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 6.2. *Resignation and Removal.*

(a) Any officer may resign at any time by giving notice to the Chairman or the President. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) By a minimum of a two-thirds vote, the Board of Directors may remove any officer, either with or without cause, whenever in its judgment the best interests of the Federation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.3. *Chairman.* The Chairman of the Board shall be the executive head of the Federation, shall attest all of its acts by his or her signature, and perform such other duties as usually attach to the office of Chairman. Specifically, the Chairman shall preside at all meetings of the Board of Directors which he or she attends and shall have such other authority and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The Chairman may sign, alone or with the Treasurer or any other proper officer of the Federation thereunto authorized by the Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer, employee or agent of the Federation, or shall be required by law to be otherwise executed. The Chairman may vote all securities which the Federation is entitled to vote except as and to the extent such authority shall be vested in a different officer, employee or agent of the Federation by the Board of Directors.

Section 6.4. *Vice Chairmen.* The Vice Chairmen shall respectively perform the duties of the Chairman in case of the latter's absence, inability or refusal to perform them in such order and manner as shall be provided by the Executive Committee. In the absence of the Chairman or in the event of the Chairman's inability or refusal to act, the Executive Committee shall, by majority vote, select one of the Vice Chairmen (if there shall be more than one Vice Chairman) to perform the duties of the Chairman and that Vice Chairman shall perform such duties as directed by the Executive Committee. When so acting, such Vice Chairmen shall have all the powers of and be subject to all the restrictions upon the Chairman. The Executive Committee may also designate by resolution certain Vice Chairmen as being in charge of designated operations of the Federation and may add an appropriate description to their titles and further specify such Vice Chairman's duties and powers. Any Vice Chairman shall perform such duties as the Board of Directors, the Executive Committee or the Chairman may assign from time to time.

Section 6.5. *Treasurer.* If required by the Board of Directors, the Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of his or her duties and for the restoration to the Federation, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the Federation. The Treasurer shall: (a) have charge and custody of, and be responsible for all funds and securities of the Federation; (b) receive and give receipts for moneys due and payable to the Federation from any source whatsoever and deposit all such moneys in the name of the Federation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; and (c) disburse the funds of the Federation as ordered by the Executive Committee or as otherwise required in the conduct of the business of the Federation and render to the Chairman or the Executive Committee, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Federation. The Treasurer shall in general 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 Chairman or by the Executive Committee.

The Treasurer shall have the authority to delegate administrative duties and functions attendant to his or her substantive responsibilities to one or more members of the Federation's staff.

Section 6.6. *President.* The President shall be responsible for carrying on the work of the Federation under the direction of the Chairman and Executive Committee, and in accordance with policies determined by the Executive Committee. He shall keep the official records of the Federation, shall attest to its official acts, and shall perform such other duties as shall attach to the office of the President, or as may be required by these Bylaws, or by the Chairman, Executive Committee or Board of Directors. He shall attend all meetings of the Board of Directors, the Executive Committee, the Trustees and the Council unless otherwise directed by the Board or by the Executive Committee. In the event of a vacancy in the position of President, the Board of Directors may provide for an Acting President, who shall assume all of the duties and responsibilities of the President during the remainder of the President's term and until a new president shall have been elected by the Board of Directors and qualified.

ARTICLE 7

Contracts and Financial Transactions

Section 7.1. *Contracts.* The Executive Committee may authorize any officer or officers, employee or employees, or agent or agents of the Federation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Federation, and such authority may be general or confined to specific instances.

Section 7.2. *Loans.* No loans shall be contracted on behalf of the Federation and no evidences of indebtedness shall be issued in the name of the Federation unless authorized by a resolution of the Executive Committee. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Federation to a director or officer of the Federation.

Section 7.3. *Checks, Drafts, Etc.* All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Federation, shall be signed by one or more officers, employees or agents of the Federation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination, such instruments may be signed by the Treasurer and countersigned by one other officer.

Section 7.4. *Deposits.* All funds of the Federation shall be deposited from time to time to the credit of the Federation in such banks, trust companies, or other depositories as the Executive Committee may select.

Section 7.5. *Gifts.* The Chairman or President may accept on behalf of the Federation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Federation.

ARTICLE 8

Records

The Federation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. All books and records of the Federation may be inspected by any director or any director's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 9

Fiscal Year

The Federation's fiscal year shall commence on October 1 and end on September 30.

ARTICLE 10

Seal

The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Federation and the words "Corporate Seal" and "Illinois."

ARTICLE 11

Notices

Section 11.1. *Manner of Notice.* Whenever under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director or member of any committee designated by the Board of Directors, the Trustees or members of the Council, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such director, committee member, Trustee or Council member at his or her address as it appears on the books of the Federation, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails; or such notice may be given in writing by any other means (including email and other electronic means) and if given by such other means, shall be deemed given when sent. Such requirement for notice shall further be deemed satisfied if actual notice is received orally by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these Bylaws.

Section 11.2. *Waiver of Notice.* Whenever any notice is required to be given by law, by the Articles of Incorporation or by these Bylaws, 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.

ARTICLE 12

Indemnification and Insurance

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

ARTICLE 13

Reports and other Public Statements

Reports or other public statements made by, or on behalf of, the Federation except as herein otherwise provided, and on all matters involving public policy shall be made by the President with the input and advice of the Executive Committee or the Board of Directors pursuant to special or general authority granted to the President by said Committee or Board. All such reports or other public statements shall be signed by the Chairman or, in his absence or inability to act, by a Vice Chairman and may be signed by the President alone unless otherwise directed by the Board of Directors or Executive Committee; provided that the Chairman may designate any elected officer or staff member to appear before public bodies and committees or private groups for the purpose of presenting information or making statements in accordance with policies adopted by the Board of Directors or by the Executive Committee.

ARTICLE 14

Amendment

The Articles of Incorporation of the Federation may be changed at any regular meeting of the Board of Directors or at any special meeting thereof called for such purpose by the affirmative vote of at least two-thirds of the votes entitled to be cast by board members present, provided that the copy of such proposed changes in such articles as may be proposed shall accompany the notice of any meeting at which such change is to be acted upon. A majority of the Board of Directors at a meeting at which a quorum is present may alter, amend, or repeal the Bylaws or adopt new Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.