

AMENDED BY-LAWS
OF
THE KANE COUNTY BAR FOUNDATION, INC.

ARTICLE I

Name

The name of this organization shall be THE KANE COUNTY BAR FOUNDATION, INC., originally founded in 1986.

ARTICLE II

Purposes

The purposes of THE KANE COUNTY BAR FOUNDATION, INC. (hereinafter referred to as the "Foundation"), as stated in its Articles of Incorporation, are:

- (a) To improve and facilitate the administration of justice;
- (b) To promote the understanding of the law and to assist in legal education, both to the Bar and the general public;
- (c) To foster and provide legal education and scholarships;
- (d) To assist in providing equal access to the law to the indigent and needy;
- (e) To carry out any general charitable purpose as provided in Section 501 (c)(3) of the Internal Revenue Code, not inconsistent with the purposes stated herein.

ARTICLE III

Offices

The Foundation 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. The principal office of the Foundation shall be located at 555 S. Randall Road, Suite 205, St. Charles, IL, or such other place as may hereinafter be determined by the Board of Directors of this Foundation.

ARTICLE IV

Members

The Foundation shall have no members.

ARTICLE V

Board of Directors

Section 1. General Powers. The business of the Foundation shall be managed by the Board of Directors. No Director shall receive compensation for his or her services to the Foundation, except for the Executive Director as set forth below.

Section 2. Number. The Board of Directors shall consist of sixteen (16) members, including the Executive Director.

Section 3. Classification. The Board of Directors shall be comprised of three (3) classes of directors – (1) Attorney Directors shall be comprised of twelve (12) attorneys in good standing and currently licensed to practice law in the State of Illinois by the Illinois Supreme Court, including the current Kane County Bar Association President; (2) Non-attorney Directors shall be comprised of three (3) non-attorneys appointed from the general public; and (3) the Executive Director.

Section 4. Term, and Appointments. Except for the Kane County Bar Association President, Directors shall be appointed by the Board of Directors and shall serve a term of three (3) year, or until their successors are appointed and assume office. At each annual meeting of the Foundation, the terms of 1/3 of the directors, or as close thereto as possible, shall expire. The Board of Directors shall appoint non-attorney directors, a General Counsel, and attorney directors to replace directors whose terms have expired. Nothing herein shall prohibit a director from serving more than one (1) three-year term.

Section 5. Meetings.

(a) **Annual Meeting.** The Board of Directors shall hold an annual meeting on a date which it selects.

(b) **Regular Meetings.** The Board of Directors may by resolution fix time and place of regular meetings in addition to the annual meeting. The Board of Directors may by resolution allow Directors to attend a regular meeting by telephone conference or other electronic means on an as needed basis.

(c) **Special Meetings.** Special meetings may be called by the President or by any two (2) directors of the Kane County Bar Foundation; such call shall be in writing signed by the President or the directors calling the same and shall specify the time, place and purpose of such proposed meeting and shall be filed with the Secretary.

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Notice of such meeting shall be given verbally or in electronic form to each director at least two (2) days prior to said meeting. The Board of Directors may by resolution allow Directors to attend a special meeting by telephone conference or other electronic means on an as needed basis.

(d) Presiding Officer. The President, or the Vice-President in his absence, shall preside at all meetings of the Board of Directors, but shall vote only where the By-Laws require more than a majority vote, or in the event of a tie, or when one-half (½) of the Board of Directors voted in favor of a resolution or motion, even though there is no tie vote.

(e) Quorum. Five (5) Directors shall constitute a quorum for the transaction of the Foundation's business. Except for procedural motions or as otherwise provided herein, all actions of the Board shall require the affirmative vote of at least fifty-one per cent (51%) of the directors present.

(f) Rules. The following Rules shall govern the conduct of all meetings of the Board of Directors, unless the same shall be temporarily suspended by unanimous consent:

Rule 1. Presiding Officer: At all meetings of the Board of Directors, upon the appearance of a quorum, the Board shall be called to order by the President taking the chair, if present, or by the Vice-President, if the President should be absent. The Board shall then proceed to business which shall be conducted as provided for in these By-Laws. In the event that neither the President nor Vice-President is present, a Chairman pro tem shall be elected by a majority of the members present.

Rule 2. Maintenance of Order: The President shall preserve order and declare all questions of order and procedure.

Rule 3. Voting: When a question is stated from the Chair, every Board member present, except the President, shall vote thereon, unless excused by a majority vote of all Board members present. The President shall vote as provided for in ARTICLE V, Section 5(d) hereof. "Yea" and "Nay" votes of each director present shall be recorded on all motions that create any liability against the Foundation or any expenditure of its money, and in all other cases, at the request of any director

Rule 4. Repeal of Rules: These Rules shall not be repealed or amended, unless by vote of more than five (5) or more of the Board members.

Rule 5. Robert's Rules to Apply: In all matters not particularly specified in the above Rules and not regulated by the statutes of the State of Illinois, Robert's Rules of Order shall govern the proceedings of the Board of Directors.

Section 6. 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 805 ILCS 5/8.35.

Section 7. 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.

ARTICLE VI

Committees

Section 1. Committees: The Board, by resolution, shall establish such commissions or advisory bodies as may be deemed necessary and appropriate for the efficient functioning of the Board. A Chairman of each standing committee shall be appointed by the President and approved by the Board. Such Chairman shall have authority to appoint additional members to that committee. Each standing committee shall have as a member at least one (1) member of the Board. Each committee may conduct meetings. All committees, unless otherwise directed, shall report to the President. Only decisions made by the Board will be binding on the Foundation.

Section 2. Special Committee. Special committees may be established to serve specific purposes. The President may form special committees as the need arises and appoint the Chairman of the special committee. Special committees shall report to the President. No reports or action of any special committee shall bind the Foundation.

Section 3. Term of Office. Each member of a committee shall serve until his successor is appointed, or until the work is terminated. Any member of a committee may be removed with or without cause in a manner similar to that provided by law for the removal of a Director.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Rules. Each committee may adopt Rules for its own government not inconsistent with these By-Laws or with the Rules adopted by the Board of Directors.

ARTICLE VII

Officers

Section 1. Officers. The officers shall be a President, one or more Vice-President(s), a Secretary, and a Treasurer. The Board of Directors may appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. Any two (2) or more offices may be held by the same person, except for the offices of President and Secretary.

Section 2. President.

(a) Election: The President shall be a member of the Board of Directors and elected annually at the annual meeting of the Board for a term of one (1) year or until his successor is appointed and qualified. The election of the President shall be by a majority of the Board members present at the meeting at which the President is elected.

(b) Resignation: The President may resign by submitting in writing his resignation to the Secretary of the Foundation. The resignation shall be effective when a successor President is duly appointed and qualified. A director may resign as President and still remain as a director of the Foundation.

(c) Removal: The Board of Directors, by majority vote, may remove the President from office whenever, in its judgment, the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The removal shall be effective only after service on the person holding this office, by United States mail, return receipt requested, of a copy of the written statement of the reasons for this removal and an opportunity to be heard by the full Board in person or by counsel for his own defense upon not less than ten (10) days' notice. In case of abandonment of his office, or in case of death, conviction of a felony or removal from office, or in the event he should not be a duly appointed and qualified member of the Board of Directors of the Foundation, his office shall become vacant.

(d) Duties: The President shall be the principal officer of the Foundation and shall, in general, supervise and control the affairs of this Foundation. The President shall preside at all meetings of the Board of Directors; the President may sign with the Secretary, or any other proper officers of the Foundation, any Contracts, Notes or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these By-Laws, or by the statutes of the State of Illinois, to some other officer or agent of the Foundation; and, in general, the President shall perform all duties incident to the office of President. The President shall be an ex officio member of all committees.

(e) Appointment of Successor: A successor President shall be selected to serve for the unexpired term of the President by majority vote of the Board of Directors as soon as a vacancy occurs in that office.

Section 3. Vice-President.

(a) Election, Resignation and Removal. A Vice-President shall be elected, submit his resignation or be removed in the same manner as the President.

(b) Duties. The Vice-President shall have such duties as may be

prescribed by the By-Laws, Rules or Regulations of the Foundation, or as directed by the President, provided such are not inconsistent with the statutes of the State of Illinois, or the By-Laws, Rules or Regulations of the Foundation. In the absence of the President, or in the event of his inability or refusal to act, the 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 on the President.

Section 4. Secretary.

(a) Election, Resignation and Removal. The Secretary shall be elected, submit his resignation or be removed in the same manner as the President.

(b) Duties. The Secretary shall attend all meetings of the Board, shall be the custodian of all books and records of the Foundation, and shall have such duties as are prescribed by the statutes of the State of Illinois and provided for by these By-Laws and resolution of the Foundation, provided such are not inconsistent with the statutes of the State of Illinois or the By-Laws, Rules or Regulations of the Foundation. The Secretary shall report to the Board of Directors.

Section 5. Treasurer.

(a) Election, Resignation and Removal. The Treasurer shall be elected, submit his resignation or be removed in the same manner as the President.

(b) Duties. The Treasurer shall be the legal custodian of all funds of the Foundation, shall manage funds as directed by the Board of Directors and the statutes of the State of Illinois, and shall be responsible for the maintenance of complete records of account of such funds. The Treasurer shall have such other duties as are prescribed by the statutes of the State of Illinois and provided for by Rule or resolution of the Foundation, including the completion of tax returns for the Foundation, provided that such are not inconsistent with the statutes of the State of Illinois. The Treasurer shall report to the Board of Directors.

Section 6. General Counsel.

(a) Selection, Resignation and Removal. The General Counsel shall be appointed by the Board of Directors annually, shall be an attorney licensed to practice in the State of Illinois, and shall not be a member of the Board of Directors. The General Counsel shall resign or be removed in the same manner as the President.

(b) Duties. The General Counsel shall be responsible for negotiating, writing, reviewing, summarizing, researching and executing a wide variety of legal duties on behalf of the Board of Directors, including maintaining the Foundation's not-for-profit status. The General Counsel shall report to the Board of Directors and shall serve until resigning or being removed as such.

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Section 7. Executive Director.

(a) Selection, Resignation and Removal. The Executive Director shall be appointed by the Board of Directors and shall be a non-voting member of the Board of Directors. The Executive Director shall resign or be removed in the same manner as the President.

(b) Duties. The Executive Director shall be responsible for overseeing the day-to-day operations of the Foundation and assisting the Board of Directors with any other functions of the Foundation, including assisting the Treasurer with the regular financial transactions and distributions of the Foundation. The Executive Director may be compensated by the Foundation, shall report to the Board of Directors, and shall serve until resigning or being removed as such.

Section 8. Vacancies. A vacancy in any office, except the President, because of death, resignation, removal, disqualification or otherwise, may be filled by the President, upon approval of the Board of Directors, for the unexpired term, if any.

ARTICLE VIII

Books and Records

Section 1. Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and its committees. All books and records of the Foundation may be inspected by any member of the Board of Directors or his agent or attorney for any proper purpose at any reasonable time. The Board of Directors shall by resolution adopt a record retention policy for maintaining and destroying Foundation's records.

Section 2. Minutes. The Secretary shall keep the minutes of the proceedings of the Board. Within no more than twenty-eight (28) days after each meeting of the Board, the Secretary shall supply to each Board member.

Section 3. Fiscal year. The fiscal year of the Foundation shall be fixed by resolution of the Board of Directors.

Section 4. Report and Financial Statements. As soon after the end of each fiscal year as may be expedient, the Treasurer shall cause to be prepared a complete and detailed audited Report and Financial Statement of the operations and assets and liabilities of the Foundation and submit these to the Board. If required by the Board of Directors, the audit shall be made of the books and records by an independent auditing firm. Thereafter, the Board shall consider this Report and prepare and cause the Report to be printed as soon as is expedient, which shall be a complete and detailed Report and Financial Statement of its operations and of its assets and liabilities. The Board shall make available a sufficient number of copies of such printed Report for distribution to interested persons, upon their request.

ARTICLE IX

Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Foundation 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 Foundation, shall be signed by such officer or officers, agent or agents of the Foundation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President or Vice-President of the Foundation.

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

ARTICLE X

Proceeds Distribution

All proceeds from the activities of the Foundation shall be used by the Foundation to pay current operating expenses and to advance the cause of the Foundation. In no event shall any proceeds of the Foundation be paid or given to any member, trustee, officer or other private person, except people falling within the Foundation's stated purpose.

ARTICLE XI

Seal

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

ARTICLE XII

Waiver of Notice

Whenever any notice whatsoever 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 By-Laws of the Foundation, 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 a waiver of notice, unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIII

Indemnification of Directors Officers, Employees and Agents

Section 1. Indemnification in Actions Other than by or in the Right of the Foundation. The Foundation 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, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that such person is or was a director, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, 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 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 reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, has reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification in Actions by or in the Right of the Foundation. The Foundation 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 Foundation 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 Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, 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 he or she acted in good faith and in a manner he or she reasonable believed to be in or not opposed to the best interests of the Foundation, 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 duty to the Foundation, 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 indemnity for such expenses which the court shall deem proper.

Section 3. Right to Payment of Expenses. To the extent that a director, officer, or agent of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person relating to the defense.

Section 4. Determination of Conduct. Any indemnification under Sections 1 and 2 shall be made by the Foundation 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 and 2. 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; or (b) if such a quorum is not obtainable, a quorum of disinterested directors may direct the Foundation to hire independent legal counsel who by a written opinion shall determine if indemnity is appropriate.

Section 5. Payment of Expenses in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation 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 Foundation 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 by-law, agreement, 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 Foundation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation 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 Foundation would have the power to indemnify such person against such liability

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under the provisions of these sections.

Section 8. References to Corporation. For purposes of this Article, references to "the Foundation" shall include THE KANE COUNTY BAR FOUNDATION, INC., any surviving or 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 enterprises, shall stand in the same position under the provisions 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 9. Other References. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Foundation" shall include any service as a director, officer, employee or agent of the Foundation 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 Foundation as referred to in this Article.

ARTICLE XIV

Amendments to By-Laws and Articles of Incorporation

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular meeting or at any special meeting provided that at least seven (7) days' written notice of the meeting and written copies of the proposed changes are given to the directors.

The Articles of Incorporation of the Foundation may be altered, amended or repealed at a meeting of the Board of Directors, as specified in the preceding paragraph, upon receiving the vote of a two-thirds (2/3) majority of the Directors then holding office. Any amendment, repeal or alteration will be ineffective unless approved by the Board of Directors within sixty (60) days from adoption.