**BYLAWS OF**

**ISFiC, Inc.**

**(Illinois Science Fiction in Chicago)**

**ARTICLE I**

**OFFICES**

SECTION 1. PRINCIPAL OFFICE. The corporation shall continuously maintain in Cook County in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office.

SECTION 2. CHANGE OF ADDRESS. The Board of Directors may change the principal office from one location to another within Illinois without amending these Bylaws.

SECTION 3. OTHER OFFICES. The Board of Directors may, from time to time, designate other offices as required for the corporation’s business and activities at such places, within or without the State of Illinois, where the corporation is qualified to do business.

**ARTICLE II**

**MEMBERSHIP**

SECTION 1. ELIGIBILITY. Any natural person who shares the objectives of this corporation may become a member by payment of annual dues in accordance with Section 4 of this Article.

SECTION 2. PRIVILEGES OF MEMBERSHIP. Members of the corporation shall have the following rights:

To serve as Directors or officers of the corporation.

To attend the annual conference of the corporation, without payment of any additional fee, and to attend such other meetings of members as the Board of Directors may schedule from time to time.

To attend, speak at, and make nominations for the position of Director or officer at meetings of the Board of Directors.

To vote on any matter submitted to a vote of the membership in accordance with Section 3 of this Article.

SECTION 3. SUBMISSION OF MATTERS TO THE MEMBERSHIP. The Board of Directors may, at its discretion, submit any question within its authority to a written vote of the members, either by mail ballot or at a business meeting held at the annual conference. The Board may adopt such rules as it deems necessary for the conduct of balloting and meetings.

SECTION 4. DUES. Annual dues shall be payable, in the amount set by the Board of Directors, on or before the last day of each year’s annual conference. The schedule of dues may include discounts for early payment, and the Board may delegate authority to set dues to the Conference Chair.

SECTION 5. TERMINATION OF MEMBERSHIP. All rights of membership terminate (i) at the end of the annual conference, if the member has not paid his dues by the last day of the conference or (ii) upon the member’s expulsion by vote of two-thirds (2/3) of the Board of Directors. A member may be expelled only for conduct seriously detrimental to the purposes of the corporation and after a hearing in accordance with the procedures specified in the corporation’s parliamentary authority.

**ARTICLE III**

**BOARD OF DIRECTORS**

SECTION 1. NUMBER. The number of Directors shall be nine (9). The number of Directors may be decreased to not fewer than three (3) or increased to any number from time to time by amendment of this section, except that the reduction of the number of the members of the Board of Directors shall not serve to terminate the term of any duly elected Director prior to the expiration of his term pursuant to these Bylaws.

SECTION 2. QUALIFICATIONS. Any member of this corporation over the age of 21 may be a Director of the corporation.

SECTION 3. GENERAL POWERS. Subject to the provisions of the laws of the State of Illinois and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, activities and affairs of the Corporation shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES OF DIRECTORS. The Directors of the corporation shall:

Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws;

Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

Meet at such times and places as required by the Bylaws; and

Register their addresses with the Secretary of the corporation, along with such alternate contact addresses (including telephone numbers, facsimile telephone numbers, and e-mail addresses) as they may choose to provide. Notices of meetings transmitted to any of a Director’s registered addresses shall be valid notices thereof.

SECTION 5. TENURE. Each Director shall hold office until the annual meeting of Directors held during the third year following said Director’s election and until his successor shall have been elected and qualified.

SECTION 6. COMPENSATION. Directors shall not receive any stated salaries for their service, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, shall be allocated for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

SECTION 7. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than these Bylaws during or immediately after and at the same place as the annual conference. The Board of Directors may schedule a time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any Director. The person calling for the special meeting may fix any reasonable time and place for the holding of the meeting.

SECTION 9. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five (5) business days previously thereto by providing notice to each director at one or more of his contact addresses as shown by the records of the corporation. Such notice shall be transmitted at the expense of the sender and shall be deemed as delivered upon successful transmission. 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 these Bylaws.

SECTION 10. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn to another time without further notice.

SECTION 11. INFORMAL ACTION BY DIRECTORS. The Board of Directors may take action outside of a regular or special meeting by polling the Directors. Such poll shall be conducted by the President or such other Director(s) as he may specify and notice of the result of the poll shall be communicated to the Secretary and the Directors via one or more of the contact addresses specified in Section 4 above. No action may be taken as a result of such a poll unless the action is approved by a majority, or super-majority if required by the Bylaws or Articles of Incorporation, of the whole number of Directors currently serving in office; nor may action be taken if it would be otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law.

SECTION 12. MAJORITY ACTION AS BOARD ACTION. Every act or decision done or made by the Directors present at a meeting duly held at which a quorum is present or by polling the Board of Directors as specified in Section 11 is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for the approval of the matter by the Board.

SECTION 13. CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by the President or, in his absence, by the Treasurer of the corporation or, in the absence of both the President and Treasurer, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board provided that, in his absence, the presiding officer shall appoint another person to act as Secretary for the meeting.

SECTION 14. VACANCIES. Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Secretary of State of Illinois. No Director may resign if his resignation would result in the number of remaining Directors being less than three (3), except directly to the Board of Directors at a special meeting called for the purposes of the tendering of the Director’s resignation and the immediate election of a successor Director.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of Illinois.

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board of Directors shall be filled by approval of a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office or until his death, resignation, or removal.

SECTION 15. ELECTION. Directors shall be elected in staggered terms, with one-third of the three-year Directorships coming up for election each year. The election shall be held at the annual meeting of the Board of Directors, or at any special meeting called for that purpose. Any person qualified to be a Director under these Bylaws may be nominated to fill any position on the Board of Directors. Nominations for Directorships may be made by any person present at the time and place established for nominations; provided, however, that if a person is nominated by any person who is not a Director of the corporation, said nomination shall be effective only if seconded by a Director.

Voting for the election of Directors shall be by secret written ballot. Each Director shall cast one vote per candidate and shall vote for as many candidates as the number of candidates to be elected to the Board. If possible, votes shall be tabulated by at least two Directors who are not candidates. The tabulators may, if necessary, conduct multiple rounds of balloting, eliminating candidates who do not obtain sufficient support to remain on the ballot and electing candidates who have a clear majority in a given round of balloting.

SECTION 16. NON-LIABILITY OF DIRECTORS. The Directors of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS. The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Illinois.

SECTION 18. INSURANCE FOR CORPORATE AGENTS. Except as provided under the provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, the Bylaws, or provisions of law.

**ARTICLE IV**

**OFFICERS**

SECTION 1. OFFICERS. The officers of the corporation shall be President, Treasurer, Secretary, and Conference Chair. No person may simultaneously hold the position of President and Conference Chair.

The Board of Directors may, at its discretion, elect other officers who shall have the authority and perform the duties prescribed by the Board of Directors. If required by law, the Articles of Incorporation, or these Bylaws, these officers shall give bonds for the faithful discharge of their duties in such sum and with such sureties as the Board of Directors shall determine.

SECTION 2. QUALIFICATIONS. Any person who is qualified to be a Director of this corporation, may be elected an officer of the corporation.

SECTION 3. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until the regular meeting of the Board of Directors; or until his successor shall have been duly elected and shall have qualified; or until his death; or until he shall resign; or until he shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 4. REMOVAL AND RESIGNATION. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever, in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary or the corporation. Any such notification shall take effect at the date of receipt or any later date specified therein, and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President or Conference Chair, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the business and affairs of the corporation and the activities of the officers. He shall perform all the duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, the President shall preside at all meetings of the Board of Directors, and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, he shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

The President shall be present at the tallying of any secret ballot with the exception of a ballot on which the President is a nominee. If the President is a nominee, the Treasurer or Conference Chair will replace the President at the tallying. If individuals holding at least three of the positions of President, Secretary, Treasurer, and Conference Chair are up for election, the President may appoint one or two other individuals to tally votes, as necessary.

SECTION 7. DUTIES OF SECRETARY. The Secretary shall:

Certify and keep at the principal office of the corporation, or at such other place as the Board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation, or at such other place as the Board may determine, a book of minutes of all the meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly execute documents of the corporation.

Keep at the principal office of the corporation, or at such other place as the Board may determine, a membership record containing the name and address of each and any members, and, in the case where any membership has been terminated, he shall record such fact on the membership record together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his agent or attorney, on request therefor, the Bylaws, the membership record, and the minutes of the proceedings of the Board of Directors of the corporation.

The Secretary shall be present at the tallying of any secret ballot with the exception of a ballot on which the Secretary is a nominee. If the Secretary is a nominee, the Treasurer or Conference Chair will replace the Secretary at the tallying.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be assigned to him from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER. The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his agent or attorney, on request therefor.

Render to the President and Directors, annually at the regular meeting of the Board of Directors and whenever otherwise requested, an account of any and all of his transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, or certify, or cause to be certified, the financial statements to be included in any required reports or tax returns.

The Treasurer may replace another officer for the purpose of tallying a secret ballot if the replaced officer is a nominee on the ballot.

In the event that the President is not able to preside over a board meeting, the Treasurer shall preside over the meeting.

In general, perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or the Bylaws, or which may be assigned to him from time to time by the Board of Directors.

If required by law, the Articles of Incorporation, or these Bylaws, the Treasurer shall give bonds for the faithful discharge of their duties in such sum and with such sureties as the Board of Directors shall determine.

SECTION 9. DUTIES OF CONFERENCE CHAIR. The Conference Chair shall: Preside over and be responsible for the control and operation of the annual conference of the corporation, subject to the direction and control of the Board of Directors.

Preside at the meetings of the Conference Planning Committee. The Conference Chair shall designate one or more persons to preside over such meetings of the Conference Planning Committee as he shall be unable to attend.

Disburse, or cause to be disbursed, the funds of the corporation for payment of the expenses of the annual conference, taking proper vouchers for such disbursements, except as otherwise expressly provided by law, the Articles of Incorporation, or the Bylaws, or as may be directed by the Board of Directors.

Render, in writing, to the President and Directors, within 120 days after the completion of the annual conference over which he presided, or at the next meeting of the Board of Directors, whichever comes first, a report of the activities conducted at the annual conference, as well as a financial report of the expenses and financial status of the annual conference.

Prepare, or cause to be prepared, the financial statements to be included in any required reports.

Perform all the duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed from time to time by the Board of Directors.

The Conference Chair may not, except upon the approval of the Board of Directors, make any commitments which bind any successor Conference Chair.

The Conference Chair is a non-voting officer of the corporation.

The Conference Chair may replace another officer for the purpose of tallying a secret ballot if the replaced officer is a nominee on the ballot.

SECTION 10. COMPENSATION. No Officer shall receive any stated salaries for their service, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, shall be allowed for each regular or special meeting of the Board which an Officer may be required to attend, either by law, the Articles of Incorporation, these Bylaws, or the Board of Directors.

**ARTICLE V**

**COMMITTEES**

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided by in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

SECTION 2. OTHER COMMITTEES. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also Directors and shall act in an advisory capacity to the Board.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIR. One member of each committee shall be designated Chair by the Board of Directors, the President, or, in the absence of a designation by the Board of Directors or the President, by the members of the committee.

SECTION 5. VACANCIES. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating the committee, 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.

SECTION 7. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors ad its members, except that the time for regular and special meetings of committees may be fixed by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE VI**

**CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such 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 instruments shall be signed by the Treasurer.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes of for any special purpose of the corporation.

**ARTICLE VII**

**BOOKS AND RECORDS**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office:

Minutes of all meetings of Directors, committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice, given, and the names of those present and the proceedings thereof.

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

A copy of the corporation’s Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL. The Board of Directors may adopt, use, and at will alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS’ INSPECTION RIGHTS. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties as may be required under provisions of law, the Articles of Incorporation, or other provisions of the Bylaws.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to coy and make extracts.

SECTION 5. PERIODIC REPORT. The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to the Office of the Secretary of State of Illinois, within the time limits set by law.

**ARTICLE VIII**

**FISCAL YEAR**

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

**ARTICLE IX**

**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 provisions of the Articles of Incorporation, or these Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X**

**AMENDMENT OF BYLAWS**

The power to alter, amend, or repeal the Bylaws, or adopt new Bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the Bylaws. Such action may be taken at a regular or special meeting for which notice of the purpose shall be given as specified in Article III, Section 9, that notice to include a copy of each proposed amended or additional bylaw. The amendment of existing Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

**ARTICLE XI**

**NONPROFIT PURPOSES**

SECTION 1. SPECIFIC OBJECTIVES AND PURPOSES. The purpose of the corporation shall be to promote Science Fiction and Fantasy literature and art and to promote the education of such literature and to promote a better awareness and the education of science through such art forms. The activities of the corporation in furtherance of these objectives and purposes may include conferences, symposia, writers’ and artists’ forums, educations programs, and the making of distributions to other organizations with similar objectives and purposes.

SECTION 2. IRC SECTION 501(c)(3) PURPOSES. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XII**

**IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

SECTION 1. LIMITATION ON ACTIVITIES. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence the legislature (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of the Bylaws, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the corporation.

SECTION 3. DISTRIBUTION UPON DISSOLUTION. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII**

**CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with the Office of the Secretary of State of Illinois and used to establish the legal existence of this corporation. All references in these Bylaws to a Section or Sections of the Internal Revenue Code shall be to the Internal Revenue Code of 1986 as amended from time to time or to corresponding provisions of any future Federal tax code.