

BYLAWS OF
FRIENDS OF PULASKI

ARTICLE I
Name

The name of the corporation shall be Friends of Pulaski (the "Corporation"). The Corporation may do business under that name and under any other name or names which the Board of Directors agree. If the Corporation does business under a name other than that set forth in its Articles of Incorporation, then the Corporation shall comply with Section 104.15 of the Illinois General Not For Profit Corporation Act of 1986, as amended (the "Act").

ARTICLE II
Purposes

The purposes of the Corporation as stated in its Articles of Incorporation are only the following:

(a) The Corporation is organized exclusively for charitable and educational purposes within Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) ("Code").

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 purposes set forth in the Articles of Incorporation and these Bylaws.

(c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of the Articles of Incorporation and these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

(e) 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, distribute all assets, both real and personal, 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 Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the

appropriate court of law in 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 exempt purposes.

ARTICLE III **Principal Office**

The principal office of the Corporation shall be located within the State of Illinois, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such places as the Board of Directors may designate. The Corporation shall have and continuously maintain, within the State of Illinois, a registered office and a registered agent at such place as may be designated by the Board of Directors.

ARTICLE IV **Members**

The Corporation shall have no members.

ARTICLE V **Board of Directors**

Section 5.1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors.

Section 5.2. Number. The number of members of the Board of Directors ("Directors") shall not exceed thirteen (13). The number of directors constituting the Board of Directors may be increased or decreased from time to time by amendment to these bylaws.

Section 5.3. Tenure. Each Director shall hold office for a term of one year beginning on the first of July, the month following the Board of Directors meeting and ending the following June thirtieth (30th) of the following year or such other date as his or her successor is elected and qualified. Provided, however, that a Director's term shall be terminated in the event he or she becomes disqualified to hold the office of Director or upon the effective date of his or her resignation or removal. Any Director may resign from office by giving written notice to the President or the Secretary of the Corporation.

Section 5.4. Election. The Board of Directors shall be elected by the existing Board of Directors annually at the meeting in May. Each Director shall be entitled to one (1) vote for each position on the Board of Directors which is open for election at such meeting. Directors need not be residents of the State of Illinois. Directors may be elected to succeed themselves.

Section 5.5. Vacancies. Any vacancy occurring in the Board of Directors other than by expiration of term of office, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of the Board of Directors then in office, or if the number of Directors then in office is less than a quorum, by unanimous written consent of

the Directors then in office. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 5.6. Removal. Directors may be removed, with or without cause, at any time by the vote of no less than a majority of the Directors (excluding for this purpose the vote of the Director who is subject to the removal proceedings). Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least twenty (20) days prior thereto.

Section 5.7. Compensation. Directors shall not receive any stated salaries for their services, provided that nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

Section 5.8. Qualifications, Roles, and Responsibilities. Directors are expected, but not required as a condition for eligibility, to:

- (i) hold an officer position;
- (ii) hold a committee-chair position;
- (iii) oversee an annual event;
- (iv) participate in fundraising efforts.; or
- (v) otherwise make a substantial contribution to the Corporation and attend a majority of the meetings of the Board of Directors during each year.

ARTICLE VI **Meetings**

Section 6.1. Annual Meeting. Annual meetings of the Board of Directors shall be held: (i) without other notice other than these bylaws, on the third Wednesday in May at 7:30 p.m at Pulaski International School of Chicago; or (ii) with notice, as otherwise scheduled by the Board of Directors

Section 6.2. Regular Meetings. The Board of Directors shall meet at least one (1) time monthly and any other time during the month so designated by the Board of Directors, at such time and place as may be fixed by any two (2) Directors.

Section 6.3 Other Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without notice other than such resolution.

Section 6.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 6.5. Notice. Notice of the regular monthly meeting and any special meeting of the Board of Directors shall be given at least forty-eight (48) hours prior thereto, or, if the

removal of one or more Directors will be discussed, at least twenty (20) days prior thereto, in either case by written notice to each Director at the address shown for such Director on the records of the Corporation or otherwise indicated by each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice shall be given by facsimile or e-mail or other electronic transmission, such notice shall be deemed to be delivered when the facsimile, e-mail or other electronic transmission is sent. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6.6. Waiver of Notice. Notice of the regular monthly meeting or any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such 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.

Section 6.7. Quorum. At all meetings of the Board of Directors a majority of the total number of Directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 6.8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

Section 6.9. Action Without Meeting. Any action required to be taken or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. The consent may be signed in one or more counterpart. The action taken shall be effective when all of the Directors entitled to vote have signed the consent, upon the effective date stated therein.

Section 6.10. Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 6.11. Open Meetings. All meetings of the Board of Directors shall be open to the public.

ARTICLE VII **Committees**

Section 7.1. Creation of Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees, each of which

shall consist of at least two directors, one of which may be designated as committee-chair, and such other members as determined by resolution adopted by the Board of Directors, or in absence of such resolution, by the committee-chair. The Board shall have power at any time to change the number and the members of any such committee, to fill vacancies, to designate additional committees, or to discharge any such committee.

Section 7.2. Manner of Acting. A majority of all the members of any such committee may determine its action. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee. Unless the Board of Directors shall otherwise direct, the majority of all the members of any such committee shall fix the time and place of any meeting, specify what notice of meetings, if any shall be given, and fix its rules of procedure which shall not conflict with these Bylaws. No such committee shall have the authority of the Board of Directors, unless specifically authorized by the Board of Directors in the resolution creating the committee. Unless otherwise provided in the resolution creating a committee, such committee may select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these Bylaws or with rules adopted by the Board of Directors. The failure of the Board to establish and appoint membership to a specific committee shall be deemed to be retention of the responsibilities of such committee by the Board.

Section 7.3. Term of Office. The committee members shall be elected at the annual meeting of the Board of Directors, serve a term of one (1) year and hold office until their successors are elected and qualified or until their death, resignation or removal. Vacancies may be filled or new positions created and filled at any meeting of the Board of Directors. Election of a committee-chair shall not of itself create contract rights. Any committee-chair elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.4. 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 7.5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole 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 7.6. Action Without Meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote with respect to the subject matter thereof. The consent may be signed in one or more counterpart. The action taken shall be effective when all of the members of the committee entitled to vote have signed the consent, upon the effective date stated therein.

Section 7.7. Attendance by Telephone. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by

means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VIII **Advisory Committees**

Section 8.1. Creation of Committees. The Board of Directors, by resolution adopted-by a majority of the Directors in office, may designate one or more advisory committees, which may or may not have Directors as members.

Section 8.2. Powers. An advisory committee may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or the officers.

ARTICLE IX **Officers**

Section 9.1. Enumeration. The officers of the Corporation shall be a president (the "President"), a secretary (the "Secretary"), and a treasurer (the "Treasurer"). The Board of Directors may also elect one or more assistant secretaries or assistant treasurers and such other officers as it shall deem appropriate. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 9.2. Term of Office. The officers of the Corporation shall be elected by the existing Board of Directors annually at the meeting in May, serve a term of one (1) year and hold office until their successors are elected and qualified or until their death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 9.3. President. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Corporation and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 9.4. Secretary. The Secretary shall keep a record of all proceedings of the Board of Directors in a book to be kept for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 9.5. Treasurer. The Treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; have charge and custody of all funds and securities of the Corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a Treasurer and such other duties as may be assigned to him or her by the President or the Board of Directors. With the approval of the Board of Directors, the Treasurer may delegate specified duties to an assistant Treasurer or other person for the effective conduct of the affairs of the Corporation.

ARTICLE X **General Provisions**

Section 10.1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Corporation 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 10.2. Checks, Drafts, Etc. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. 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 or 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 President of the Corporation.

Section 10.3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 10.4. Seal. The corporation may have, but is not required to have a corporate seal. If the corporation does have a seal, on the corporate seal shall be inscribed the name of the Corporation and the words "Corporate Seal" and "Illinois."

ARTICLE XI **Indemnification and Insurance**

Section 11.1. The Corporation shall 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 Corporation) by reason of the fact that he or she is or was a director, officer, employee or

agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, 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 Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 11.2. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, 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 as the court shall deem proper.

Section 11.3. Right of Indemnity. To the extent that a director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 11.4. Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (i) 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 (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 11.5. Expenses and Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of

such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of 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 Corporation as authorized in this Article.

Section 11.6. Other Rights. 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 agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11.7. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section 11.8. Contract With the Corporation. The provisions of this Article shall be deemed to be a contract between the Corporation and each Director, officer, employee or agent who serves in any such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, or other applicable law, if any, are in effect, and any repeal or modification of such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon such state of facts.

ARTICLE XII **Non-Discrimination**

The Corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, creed, color, sex or national origin.

ARTICLE XIII **Gifts and Programs**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. The Corporation may also make gifts to other charitable organizations (including governmental entities in the United States) and for such other charitable purposes as the Board of Directors in its discretion may determine.

ARTICLE XIV **Books and Records**

The Corporation 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 of the authority of the Board of Directors.

ARTICLE XV **Action by Consent in Lieu of Meeting**

Any action that is required under the provisions of the Act, or under the provisions of the Articles of Incorporation or these Bylaws, or any other action may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons entitled to vote on the action. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and bears the signature of one (1) or more of the persons entitled to vote on the action. All the approvals evidencing consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the persons entitled to vote have approved the consent, upon the effective date stated therein.

ARTICLE XVI **Amendment to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors present at any regular meeting or at any special meeting, provided that at least seven (7) days' notice is given of the intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

ARTICLE XVII **Director Conflicts of Interest**

Section 1. If a transaction is fair to the corporation at the time it is authorized, approved, or ratified, the fact that a Director is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

Section 2. In a proceeding contesting the validity of a transaction described in Section 1 of this Article, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the

Board of Directors and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors even though the disinterested Directors were less than a quorum.

Section 3. The presence of a Director who is directly or indirectly a party to the transaction described in Section 1 of this Article or a Director who is otherwise not disinterested may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee then takes action on the transaction.

Section 4. For purposes of this Article, a Director is "indirectly" a party to a transaction if the other party to the transaction is an entity in which the Director has a material financial interest or of which the Director is an officer, director, trustee, general partner, equity owner, or is a person that is a family member of the Director.

Adopted: September 7, 2010
AMENDED and APPROVED as of September 5, 2012.