

BYLAWS OF
RIVERSIDE JUNIOR WOMAN'S CHARITY

ARTICLE I. CORPORATE OFFICES

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

ARTICLE II. CORPORATE PURPOSES AND LIMITATIONS

SECTION A. GENERAL PURPOSES

The Corporation is organized and operated exclusively for charitable and education purposes in accord with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). More specifically, the Corporation is organized in order to improve the quality of life in the community Riverside and the surrounding area by identifying the human needs of its residents; promoting public events designed to increase awareness of, and concern for, those needs; and encouraging charitable support within the community to meet those needs.

SECTION B. WAIVER OR REDUCTION OF FEES

The Corporation, being organized exclusively for charitable purposes under Illinois law, shall strive to make its charitable services and products available to the appropriate general public without undue obstacles to access. It is the general policy of the Corporation that any fees or charges associated with the charitable services or products of the Corporation shall be waived or reduced in accordance with each recipient's ability to pay. The administrative staff shall have the necessary discretion to make such waivers or reductions when appropriate to ensure the maximum distribution of the Corporation's charitable services or products. More specifically, the program fee schedules (if any) shall be set in accordance with 35 ILCS 200/15-65(c) of the Illinois Compiled Statutes.

SECTION C. POWERS AND LIMITATIONS

1. The Corporation, being organized exclusively for charitable and educational purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, 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 Section A above.

3. No substantial part of the activities of 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.
4. Notwithstanding any other provision of these articles, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
5. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets, both real and personal, to Riverside Junior Woman's Club of Riverside, Illinois, being qualified as an exempt organization or organizations under Section 501(c)(3) of the Code, or if such organizations have dissolved or are unwilling or unable to accept said assets under the conditions of Section 501(c)(3) of the Code, to another 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 of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law 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 exempt purposes.

ARTICLE III. MEMBERSHIP

The membership of The Riverside Junior Woman's Club shall be members of the Corporation for the limited purpose of voting to approve philanthropic fundraising events and projects, and for determining the objects and amounts of charity. Otherwise, the organization shall be governed by a self-perpetuating Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

SECTION A. GENERAL POWERS

Except as set forth in Article III, above, the affairs, business and all legal matters of the Corporation shall be managed by its Board of Directors.

SECTION B. NUMBER AND TENURE

The Directors shall be the same as those serving as officers of the Riverside Junior Woman's Club.

SECTION C. QUALIFICATIONS

Those who seek to be Directors of the Corporation must personally affirm the Corporation's Statement of Purpose, must abide in all respects with the corporate policies set forth in these bylaws, and must characterize personal commitment to the values of the Corporation.

SECTION D. ELECTION

Directors shall be elected at the Annual Meeting of the Riverside Junior Woman's Club. Each Director shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; or until his or her death, or until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

SECTION E. RESIGNATION AND REMOVAL

Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of the Board may be removed with or without cause at any time by resolution adopted by a majority of the Board.

SECTION F. VACANCIES

Any vacancy occurring in the Board of Directors to be filled by reason of any increase in the number of Directors or resignation or termination of a Director shall be filled by the Board of Directors as soon as is practicable. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION G. COMPENSATION

Directors shall not receive compensation for their services as Directors. However, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for each regular or special Meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

SECTION A. ANNUAL MEETING

An annual meeting of the Board of Directors shall be held in the Registered Office of the Corporation on the 1st day of September each year or at such other time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget, election of directors and officers, and for the transaction of such other business as may come before the meeting.

SECTION B. SPECIAL MEETINGS

Special Meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place for holding any Special Meeting of the Board of Directors called by them.

SECTION C. NOTICE

Notice of any meeting of the Board of Directors shall be delivered not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting. Written notice shall be delivered to each Director at his or her address as shown by the records of the Corporation. 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. 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 expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws. Notwithstanding the above provisions of this paragraph, the notice requirements may be satisfied by sending a facsimile or e-mail communication in a timely manner. However, such notice shall not be considered to have been delivered until each Director so notified shall have confirmed receipt of notice by a return facsimile signed by the recipient Director or by a reply or return e-mail in which the recipient Director confirms receipt of such notice. Telephone and e-mail communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the above notice provisions. At any duly convened meeting of the Board, a resolution may be approved concerning future meetings of the Board. Timely mailing of the Board minutes to each member of the Board may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set-forth and concise in its composition.

SECTION D. QUORUM

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

SECTION E. MANNER OF ACTING

The act of majority of the Directors present at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these bylaws or the Articles of Incorporation. Directors may not vote by proxy nor under any other power of attorney.

SECTION F. TELEPHONE MEETING

Any meeting of the Directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic conference call lines. In the event any meeting shall be so held, the results of any vote taken shall be reduced to writing and signed by

all Directors present regardless of their position taken in any particular vote. Members of the board of directors or non-director committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION G. INFORMAL ACTION BY DIRECTORS

Any action required by the Illinois Not for Profit act, to be taken at a meeting of the Board of Directors of a Corporation, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors or committee members. All of the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the directors or all the committee members as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State.

ARTICLE VI. COMMITTEES

SECTION A. STANDING AND SPECIAL COMMITTEES

The Board of Directors shall have power to appoint committees for the purpose of conducting certain aspects of the corporate business not otherwise delegated. Committees may not act on behalf of the Corporation unless such authority is specifically delegated to the committee, and if such corporate authority is so delegated, it shall be valid only as to a single issue and not in general terms.

SECTION B. MEMBERSHIP

Each committee of the Board shall have two or more Directors, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board. Members of the committees may be any person deemed to be qualified by the Board who has actively demonstrated a willingness to work toward the goals of the organization. The term of office for committee members shall be one year beginning each year at the annual meeting of the Board unless otherwise specifically designated in the resolution appointing the committee member.

SECTION C. EXECUTIVE COMMITTEE

The Executive Committee shall be the standing committee responsible for overseeing the operations of the Corporation. The President of the corporation shall be a standing member of the Executive Committee. At least two additional Directors will be appointed by the President from time to time to serve on the Executive Committee.

SECTION D. COMMITTEE MEETINGS

Meetings of any committee may be called by the President, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting.

SECTION E. RESIGNATION AND REMOVAL

Any member of a committee may resign at any time by giving written notice to the Chairperson of the committee or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

SECTION F. QUORUM

Unless otherwise provided in the resolution of the Board designating a committee, the act of a majority of any committee shall be the act of the committee. All committee members, including the President, shall be notified in advance of all meetings of the committee.

SECTION G. RULES

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

ARTICLE VII. OFFICERS AND AGENTS

SECTION A. OFFICERS

The officers of the Corporation shall be those of the Riverside Junior Woman's Club.

SECTION B. DELEGATION OF AUTHORITY

In case of the absence of any officer of the Corporation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any Director or employee of the Corporation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the entire Board concurs therein.

SECTION C. ELECTION AND TERM OF OFFICE

The membership of the Riverside Junior Woman's Club shall elect the officers of the Corporation for a term of one year at the annual meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; or until his or her death, or until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not in itself create contract rights.

SECTION J. REMOVAL

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VIII. ADVISORY COUNCILS OR BOARDS

The Board of Directors may from time to time appoint advisory boards or special councils for specific purposes that do not require corporate action. The corporation of such advisory groups may include persons with professional skills or special experience necessary to advise and inform the Board of Directors. Such advisory groups shall not have the authority to commit the corporation to any legal contracts or agreements whether or not related to the business of the corporation. The Board of Directors shall not lend "apparent authority" to such, advisory groups and all related corporate resolutions shall expressly limit the groups authority in this respect.

ARTICLE IX. FINANCIAL POLICIES

SECTION A. FISCAL YEAR

The fiscal year of the Corporation shall be from July 1st to June 30th.

SECTION B. SALE OF ASSETS

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation shall be authorized only upon receiving the vote of three-fourths of the Directors in office.

SECTION C. CONTRACTS

The Board may authorize any officer or officers, agent or agents, to enter into any contracts 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 D. LOANS

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION E. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the 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. The President is authorized hereby to negotiate contracts for the purchase of goods or services in furtherance of the corporate objectives up to \$500.00 per item.

SECTION F. DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

SECTION G. GIFTS

The Board of Directors or the Chairperson 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.

ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION A. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION.

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 B. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.

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 C. RIGHT TO PAYMENT OF EXPENSES

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 (A) and (B) 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 D. DETERMINATION OF CONDUCT

Any indemnification under Sections (A) and (B) 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 (A) and (B) of this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such faction, suit or proceeding; (2) if such a quorum is not obtainable, or, even if attainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (3) by the Members entitled to vote, if any.

SECTION E. PAYMENT OF EXPENSES IN ADVANCE

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 F. 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 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 G. 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 H. REFERENCES TO CORPORATION

For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving corporation, any 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 power and authority to indemnify its Directors, officers, and employees or agents, so that any person who is or was a Director, officer, employee or agent of such merging corporation or is 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 enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

SECTION I. OTHER REFERENCES

For purposes of this Article, references to "other enterprises" shall include employee benefit plans; reference 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 corporation" shall include any service as a director, officer, employee or agent of the corporation 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 corporation" as referred to in this Article.

ARTICLE XI. MISCELLANEOUS

SECTION A. WAIVER OF NOTICE OF MEETINGS

Whenever any notice is required to be given to any Member, Director or Committee Member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not-For-Profit Corporation Act, 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.

SECTION B. AMENDMENTS

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new articles and bylaws may be adopted by a vote of two thirds of members present at any regular meeting or any special meeting called for that purpose. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all members and Directors at least twenty days before the meeting at which the vote thereon is to be taken, and shall identify the persons proposing the amendment. Any active member wishing to change, update or adopt new bylaws must first notify the President and provide their proposed changes in writing. The President will then propose them to the Bylaws Committee, to be chaired by the appointment of the President. The Bylaws Committee will review and approve the proposed bylaw and present to the general membership, if approved. A Bylaws Committee consisting of

at least two members of the Board and two from the general membership may be created if necessary.

SECTION C. SEVERABILITY

The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

SECTION D. CONCILIATION OF DISPUTES

In the event a dispute may arise between two or more persons operating under the authority of these Bylaws and such dispute cannot be resolved, the parties to the dispute shall submit the circumstances and issues to the dispute for mediation and arbitration as follows:

1. Each party to the dispute shall select a trusted person to hear the matter in a fair and impartial manner. Such person may not be in any way related to the choosing party by way of family connections, employment or contractual relations.
2. The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered mediation panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.
3. When the mediation panel is assembled the parties in conflict shall be permitted to present evidence and arguments in support of their position and the panel shall deliberate as necessary to resolve the problems. In all matters the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible then the panel shall arbitrate a solution and such solution shall be binding upon all parties.
4. No person shall bring any dispute under these Bylaws to any court of law or chancery without first proceeding under the above conflict resolution procedure. Unless the determination of the mediation panel is clearly in conflict with the laws of the State of Illinois or in such venue as is appropriate no court shall reverse or otherwise amend the determination except as may be necessary to correct a minor discrepancy.

SECTION E. DIRECTOR CONFLICT OF INTEREST

1. Directors should scrupulously avoid transactions in which the Director has a personal or material financial interest, or of which the Director is an officer, Director, or general partner. However, if a transaction is approved in accordance with this provision and is fair to the Corporation at the time it is authorized, approved or ratified, the fact that a Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.
2. In the event that a Director or member of a Director's immediate family has an actual or potential conflict of interest, including but not limited to proposed transactions directly or indirectly between the organization and a Director, the Director shall promptly disclose the material facts of such conflict or transaction in writing to the Board of Directors as a matter of record.
3. The Director shall briefly state the nature of the conflict and answer pertinent questions of other Directors when such Director's knowledge of the subject will assist the Board or

any of its committees. After such disclosure is made and the Board has had the opportunity to ask pertinent questions of such Director, an affirmative vote of a majority of disinterested Directors shall be required to carry the action. The presence of the interested Director may not be counted for purposes of declaring a quorum, nor may that person vote on the matter.

4. Minutes of the meeting shall reflect that such disclosure was made, the matter was fully discussed, that a quorum (excluding the interested Director) was present, and that such Director abstained from voting on the issue.

SECTION F. SEAL

The Corporation shall not maintain a corporate seal.

SECTION G. BOOKS AND RECORDS

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Corporation may be inspected by a Director, or his agent or attorney at any reasonable time.

BY-LAWS OF THE RIVERSIDE JUNIOR WOMAN'S CLUB

Updated as of May 2001

ARTICLE I - Name

This organization shall be known as the RIVERSIDE JUNIOR WOMAN'S CLUB (the "Club").

ARTICLE II - Object

The purpose of this Club shall be (a) generally, the pursuit of proper charitable, educational, civic and similar types of activities, and (b) specifically, to promote and serve the community of Riverside, Illinois through such activities and philanthropies.

ARTICLE III - Membership and Dues

Section 1. The qualifications for membership in good standing shall be:

- a) To have good character, a desire to promote the objectives of the Club, and familiarization with these Club By-Laws.
- b) To attend at least 5 regular meetings from September through June.

c) To serve actively and productively in the major fundraiser(s) and at least one other Club sponsored activity by accepting responsibility for either managing an event, serving as a committee member or assisting in some manner. .

d) To support the ways and means projects of the year. Specifically, each member is required to purchase tickets according to the mandatory obligation, subject to the discretion of the Board of Directors.

e) To assist the Vice President of Operations with hostess duties such as preparation and serving when called upon.

f) Any member serving as a committee chairwoman shall attend regular meetings to present a report on the committee's activities or provide an update to the designated Board member prior to the meeting if she is unable to attend in person. A committee chairwoman will submit a written report to the designated Board member within 60 days following the event that includes a financial report as applicable. All documentation collection by the chairwoman concerning the event shall also be turned over to the designated Board member.

g) Any member serving as a committee chairwoman of a fundraising event shall provide monthly updates to the Vice President of Fundraising including financials. Immediately after the event, the chairwomen will coordinate with the Treasurer to prepare a financial report on all funds received and expenses incurred which will be shared with the general membership at the next meeting after the event. All documentation collected by the chairwoman concerning the event shall also be turned over to the Vice President of Fundraising.

Section 2. Any member who fails to fill these requirements may be notified by the Board of Directors at their discretion. If so notified, the member will be given the opportunity to present her case in writing or in person at the next board meeting. If the Board of Directors determines she has failed to fill the requirements of membership without sufficient cause or if, after notice, a member fails to present her case as previously described, she will be asked to resign.

Section 3. Membership shall be of three categories:

Active, Associate and Honorary.

a) An Active member is entitled to all the rights and privileges of the club including holding office and voting.

b) An Associate member shall be exempt from Article III, Section 1, (b),(c), (d), and (e). She shall have all the privileges of an active member except the right to hold office and vote on any matters voted upon by the general membership. She shall have been an active member in good standing for at least five years. An Associate membership shall be requested before the June workshop for the following year and shall be subject to approval by the Board of Directors.

c) Honorary Membership may be conferred upon one who has rendered distinguished service to the Club for no less than 10 years. Prior to the annual June meeting, two letters of recommendation for each candidate for Honorary Membership shall be presented to Board of Directors by active members familiar with the contributions of the candidate. Upon approval, the board will then present the candidate for consideration by the general membership. Honorary members shall have all the privileges of active members except the right to vote and hold office.

Section 4. Candidates for admission to the club will be invited to an annual membership meeting and/or new members may join at any regular meeting.

Section 5. During her first fiscal Club year, a member will only be required to support those projects and events determined as club obligations that occurs in the fiscal year following the date she becomes a member.

Section 6. If the membership exceeds the facilities of the meeting place of the Club, the Board of Directors shall have the power to limit the number of candidates accepted.

Section 7. Each member must pay her dues in or before June of each year for the following year. The Board of Directors shall recommend any change in the amount of dues, however, any such change will not take effect until, after written notification to the entire membership, a vote is taken at a regular meeting and the change in dues is approved by not less than two thirds (2/3) of the members present and voting at the meeting.

- a) An active member shall pay full dues.
- b) An associate member shall pay full dues.
- c) An honorary member is not required to pay dues.

Section 8. Members are to receive a current yearbook.

Section 9. A member dropping out for one year or more can be reinstated with the endorsement of the Board of Directors.

ARTICLE IV - Officers and Directors

Section 1. The officers of this Club, to be elected, shall be a President, Vice-President of Fundraising, Vice President of Community Outreach, Vice-President of Operations, Vice President of Member Services, Secretary, and Treasurer.

Section 2. Nominations and elections shall be held in the following manner:

- a) The officers of the club shall be elected at the annual meeting in May. Officers shall serve for a term of one year or until their successors are elected and qualified. An officer's term shall not exceed two consecutive years in the same office.
- b) The Nominating Committee will be responsible for the administration of the annual nomination and election process. The committee shall be composed of seven members from the active membership. The seven members from the eligible membership must be members in good standing with one year's tenure required. The President shall refrain from participating in the nomination process including providing any advice, recommendation or commentary. All members of the Nominating Committee shall be elected by written ballot at the October meeting. The ballot shall include all members eligible to serve on the Nominating Committee. The Nominating Committee shall select its own Chairwoman from committee members.
- c) In order to be eligible for a Board position, a nominee must have been a Club member since the beginning of the previous fiscal year prior to nomination and be a Club member in good standing as defined in Article III. Eligible nominees may notify a member of the Nominating Committee to be considered for nomination anytime from the October to March

meetings. The Nominating Committee shall have discretion to solicit eligible nominees from the membership as necessary to fill the Board slate. All nominees must complete a nomination form indicating their intention to serve on the Board and listing the nominee's qualifications and contributions to the organization. The Nominating Committee shall give proper consideration to all nomination forms submitted in determining the Board slate. The Nominating Committee shall present the list of recommended candidates and their qualifications to the general membership prior to or at the March meeting.

e) Later nominations shall be accepted by the Nominating Committee between the March meeting and the first Monday in April. The Nominating Committee will then incorporate the additional nominations with the original slate and will present the revised slate for the Club's consideration at the April meeting. If more than one person is proposed for the same office, a secret ballot will be cast.

f) The officer election will take place at the May meeting. The Nominating Committee will provide a written ballot listing all candidates running for office. Votes can only be cast by members in good standing who are in attendance at the May meeting. The vote will be taken in the following order: President, Vice President of Fundraising, Vice President of Community Outreach, Vice President of Operations, Vice President of Member Services, Secretary, and Treasurer.

g) A member of the Nominating Committee and two individuals from the general membership will tally the votes. None of these individuals may be running for office. A simple majority (51%) vote of the members present is necessary to secure the officer position. All ballots shall be maintained for two months by the Chairwoman of the Nominating Committee in case the tally is ever questioned.

Section 3. The officers, shall constitute the Club's Board of Directors. Vacancies in the Board of Directors shall be filled by appointment of the President with the approval of the Board of Directors.

ARTICLE V - Meeting and Quorums

Section 1. The regular meetings of the Club shall be held from September to June, excluding the December meeting, on the day and at the time and place so specified by the Board of Directors

Section 2. One-Third (1/3) of the Club membership shall constitute a quorum for the transaction of business at all Club meetings.

Section 3. Six (6) members shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

ARTICLE VI – Finances & Fiscal Year

The Budget Committee shall consist of the President, Vice President of Fundraising and the Treasurer. At the meeting set for that purpose, they will submit, in writing, to the Board of Directors, a proposed budget for the following fiscal year. The Club's fiscal year shall begin on July 1st and end the following June 30th.

ARTICLE VII - Parliamentary Authority

All meetings shall be governed by Robert's Rules of Order (Newly Revised) where not covered by the By-Laws or Standing Rules of the Club.

ARTICLE VIII - Amendments

Any active member wishing to change, update or adopt new bylaws must first notify the President and provide their proposed changes in writing. The President will then propose them to the Bylaws Committee, to be chaired by the appointment of the President. The Bylaws Committee will review and approve the proposed bylaw and present to the general membership, if approved. A Bylaws Committee consisting of at least two members of the Board and two from the general membership may be created if necessary.

Notice of the proposed amendment, including the suggested text of the change, shall be given in writing to all members at least 20 days before the meeting at which the vote thereon is to be taken, and shall identify the person(s) proposing the amendment. These By-Laws may be altered, amended or repealed, and new articles and bylaws may be adopted at any regular or special meeting, or at any adjourned session thereof, by a two-thirds (2/3) vote of the general members present and voting, provided that the proposed amendments have been either (a) submitted in writing to each member 20 days in advance, or (b) read at the meeting preceding that at which action is to be taken.

ARTICLE IX - Dissolution

Should the Riverside Junior Woman's Club consider dissolving for any reason, the Board of Directors will appoint a committee to prepare the resolution to dissolve and to make recommendations providing for the disbursement of all assets and properties of the club to a charity or charities that qualify under section 501c3 of the Internal Revenue Code, or its successor statute. The Committee shall consist of two members from the Board of Directors and three from the general membership. Notice of the dissolution meeting and proposed resolution shall be present in writing to the membership not less than 30 days prior to said meeting. A two-thirds (2/3) vote shall be necessary to adopt the resolution to disband and provide the disbursement of all moneys.

ARTICLE X - Philanthropies

A Philanthropy Committee shall be appointed by the President and consist of at least seven members with representation from the Board and the general membership. The chairwoman of that committee shall present its report to the membership for discussion and a vote. The Philanthropy Committee is responsible for coordinating all requests for charitable giving and ensuring donations are made in accordance with our charity's general purposes. The organization's philanthropic distributions are generally made two times a year. Any emergency requests for donations must be submitted to the Philanthropy Committee. The committee is authorized to approve or reject any requests under \$300. Any requests over \$300 shall require a majority vote by the general members at a regularly scheduled meeting.

ARTICLE XI

Standing Rules may be adopted, amended, or repealed at any meeting by two-thirds (2/3) vote of those present.

ARTICLE XII - Board

Section 1. The President shall preside at all meetings of the organization and the Board of Directors. The President will oversee all Junior's activities and represent the organization at various community events as requested. She shall address all critical matters concerning the operations of the organization and its members including complaints and concerns. The President will be responsible for ensuring the organization operates within its bylaws and other governance policies as well as any federal and state requirements. She will collect and maintain all critical corporate records of the organization and serve as the primary liaison with any outside agents. The President will prepare the monthly President's letter for the newsletter. She will oversee the Philanthropy Committee to investigate and determine worthy recipients of the organization's charity. She may act as an ex-officio, non-voting member on any committee excluding the Nominating Committee and take necessary action to organize a Bylaws Committee as necessary. Any elected officer may preside over any meetings in the President's absence at the request of the President.

Section 2. The Vice President of Fundraising shall oversee the Ways & Means Committee for devising and investigating fundraising projects, community outreach activities and other programs. She will also oversee all Fundraising and Solicitation Committees to ensure fund raising events are executed as planned and within proposed budgets. She will be responsible for overseeing the collection and maintenance of all documentation associated with fundraising activities including records for corporate solicitation and sponsorship, auctions, and donor invitations.

Section 3. The Vice President of Community Outreach shall oversee the monthly charity activities and coordinate any related collection and distribution efforts. The Vice President of Community Outreach shall also oversee all community outreach programs and events that benefit the local community and communicate any such events in the organization's newsletter. She will be responsible for collecting and maintaining all associated documentation pertaining to any outreach programs.

Section 4. The Vice President of Operations shall be responsible for arranging meeting facilities, securing refreshment hostess and managing any associated expenses. She will also oversee all public relations and communications on behalf of the organization serving as the key liaison to the press and other community groups to ensure consistency in our message and public marketing appearance including logo, letterhead, banners, web site, advertising, press kits, and any general information sent to our community at large. She shall coordinate with each event and committee chairpersons and officers in their efforts to inform our community in a timely manner of our many different functions. She will utilize all communication tools available including local newspapers, cable TV, radio, website, flyers, banners, and mailings, as appropriate to the event.

Section 5. The Vice President of Member Services shall be responsible for overseeing the recruitment, initiation and introduction of new members, and any other services associated with existing members such as the membership book, monthly newsletter, website and Board

installation. She will maintain a current master membership list and communicate changes in membership data to the Secretary and newsletter coordinator.

Section 6. The Secretary shall keep the minutes of all Board and general membership meetings and maintain any prior minutes of the organization. The minutes of all general membership meetings shall be made available to the members in the newsletter. She shall maintain the membership roster and record member's attendance at each regular meeting. She shall also be responsible for all correspondence which includes weekly collection of the organization's mail and subsequent distribution to the appropriate parties. She shall inform the members of all notices, communications and any member's significant personal events.

Section 7. The Treasurer shall keep accurate and complete books and records of the organization in accordance with Generally Accepted Accounting Principles. The Treasurer will be responsible for providing a financial report each month to the Board and the general membership; this information will be documented in the monthly meeting minutes. She is the authorized custodian of all the organization's money and is authorized to collect and disburse its funds. The Treasurer's annual report shall be prepared as soon as practicable after the end of the fiscal year and a summary thereof shall be prepared for inclusion in the membership book. The Board may form a committee or authorize an individual to conduct an audit of the organization's financial books and records as deemed necessary.

ARTICLE XIII

Members may invite guests to attend any regular meeting.

ARTICLE XIV

All officers and chairwomen of departments, standing and special committees, shall present a record of her duties to her successor before the June meeting.

ARTICLE XV- Communications

Members are expected to abide by the following examples of acceptable communications when communicating organization related activities with members as well as external parties whether said communication is oral, written, or electronic.

- a. Be polite, respectful, and courteous. Do not become abusive in communications to others.
- b. Do not send or forward e-mails or use oral or written language containing inappropriate language including, but not limited to profanity and name-calling, or remarks which are offensive, defamatory, libelous, condescending or obscene.
- c. Recognize that e-mail is not private. Keep in mind that e-mail is one-sided, and has the potential of creating miscommunication that is permanent once it is sent.

If a member has a concern about inappropriate communications by another member, they should notify an unbiased member of the Board. The Board member will then notify the remaining Board members of the dispute and guide the party through a fair mediation process.

Disciplinary Action.

Failure to comply with the above paragraph will result in disciplinary action including, but not limited to, reprimand, suspension, or removal from the membership or the Board. Such disciplinary action may be taken by a vote of the majority of a quorum of Board members at either a regular board meeting or special meeting.

