

BYLAWS
OF
OUTSIDE DA BOX NFP
(The Corporation)

ARTICLE I
PURPOSES

Section 1.1. Purposes. The purposes of the Corporation are charitable and civic within the meaning of Section 103.05 of the Illinois General Not For Profit Corporation Act, as amended.

Section 1.2. Purposes Exclusive. The purposes stated in these Bylaws are exclusive. The Corporation is not organized and shall not be operated for any other purposes.

Section 1.3. Prohibited Purposes and Restrictions.

- (a) No part of the net earnings of the Corporation will inure to the benefit of any individual.
- (b) No substantial part of the activities of the Corporation will be to carry on propaganda or otherwise attempt to influence legislation.
- (c) The Corporation will not participate in, or intervene in (by publishing or distributing statements or otherwise) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE II
NON-PROFIT/TAX-EXEMPT STATUS OF CORPORATION

Section 2.1. Non-Profit Status. The Corporation shall in all respects be organized and operated exclusively as a non-profit organization under the Illinois Not for Profit Corporation Act of 1986, as amended. Any act or omission inconsistent with such status is strictly prohibited.

Section 2.2. Tax Exempt Status. The Corporation shall in all respects be organized and operated exclusively as a tax-exempt organization under Title 26, U.S. Code, Section 501(c)(3),

as amended. Any act or omission inconsistent with such status is strictly prohibited.

ARTICLE III **EXPENDITURE OF CORPORATION FUNDS**

Section 3.1. Expenditure of Corporation Funds. Funds of the Corporation shall be expended only for the charitable and civic purposes within the meaning of The Illinois General Not For Profit Corporation Act, as amended, and 26 U.S. Code, Section 501(c)(3), as amended, as stated in these Bylaws.

Section 3.2. Payments to Directors, Officers, Employees and Agents. Directors, officers, employees and agents of the Corporation may receive salaries, wages or fees reasonable for the services rendered by them to the Corporation.

Section 3.3. Distributions Prohibited. Distributions from the funds of the Corporation as profits, dividends, or any other incident to ownership is prohibited, regardless of to whom such distributions are made. No part of the net earning of the Corporation will inure to the benefit of any private shareholder or individual.

ARTICLE IV **REGISTERED AGENT AND OFFICES**

Section 4.1. Registered Agent in Illinois. The initial registered agent of the Corporation in Illinois shall be Robert Tardella. The registered agent may be changed from time to time by the Board.

Section 4.2. Registered Office in Illinois. The initial registered office of the Corporation shall be 11 South 2nd Ave. St. Charles, Illinois 60174. The registered office may be changed from time to time by the Board.

Section 4.3. Other Offices.

(a) The Corporation may also maintain other offices at such locations both within and without the State of Illinois as the Board may determine necessary or appropriate for the business of the Corporation.

(b) Where required by law, the Corporation shall qualify to do business in other states. The Board may authorize registered agents and registered offices in other states where the Corporation does business.

ARTICLE V SHAREHOLDERS

Section 5.1. The Corporation shall have no shareholders.

ARTICLE VI DIRECTORS

Section 6.1. Management By Board of Directors. The affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 6.2. Number of Directors. The initial number of directors shall be five (5). The number of directors may be increased by vote of the Board amending these Bylaws.

Section 6.3. Eligibility For Election as a Director. Any person not otherwise disqualified by law may serve as a director of the Corporation.

Section 6.4. Tenure. Each director shall serve until he/she shall resign, or be removed, or be unable to continue to serve as director of the Corporation.

Section 6.5. Vacancies. The remaining directors may fill any vacancy on the Board and shall do so if the number of directors would otherwise be less than five (5). Any director elected by the Board shall serve the un-expired term and until new directors are elected.

Section 6.6. Powers Of Directors.

(a) General Direction of Corporation Business by the Board. The business of the Corporation shall be managed under the general direction of the Board, which may exercise all such powers of the Corporation which are not expressly reserved to the President or Secretary.

(b) Review of Activities, Expenditures and Contractual Commitments by the Board. The Board shall have the power to review all activities, expenditures and contractual commitments of the Corporation. The Board shall be deemed to have approved all activities, expenditures and contractual commitments of the Corporation reported to it unless, at the meeting whereat the activity, expenditure or contractual commitment was reported, the Board voted to disapprove same.

(c) Powers of Individual Directors. Any director of the Corporation may request a report

on any activity or expenditure of the Corporation. The President shall comply with all reasonable requests for reports at the next meeting of the Board.

Section 6.7. Compensation of Directors. Directors may receive reasonable compensation for their services on the Board. The directors shall receive no compensation for their services as directors, unless otherwise determined by the Board.

ARTICLE VII **DIRECTORS MEETINGS**

Section 7.1. Annual Meetings of the Board. An annual meeting of the Board shall be held for the purpose of appointing officers and transacting such other business as may properly be brought before the meeting.

Section 7.2. Special Meetings of The Board. Special meetings of the Board shall be called at the request of the Board.

Section 7.3. Time, Date and Place of Meetings of the Board. Annual and special meetings of the Board shall be at such time, date and place, and for such purposes, as may be designated from time to time by the President.

Section 7.3. Notice of Meetings of the Board. Except as otherwise provided in these Bylaws, written notice of each annual or special meeting of the Board, stating the time, date, and place of the meeting and the purposes for which the meeting was called, shall be delivered not less than two (2) days before the date of the meeting. E-mail is an acceptable method for delivery of Notices of Meetings.

Section 7.4. Quorum at Directors Meetings. At all meetings of the Board, two-thirds (2/3) of the directors then in office shall constitute a quorum for the transaction of business. Withdrawal of directors from any meeting shall not cause the failure of a duly constituted quorum at such meeting. If a quorum is not otherwise present, the President may be counted if by doing so shall constitute a quorum.

Section 7.5. Voting at Directors Meetings.

(a) One Director, One Vote. Each director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board.

(b) Majority Vote of Directors Present Required. When a quorum is present, the affirmative vote of a majority of the directors represented shall decide any matter brought before the meeting. The President shall have the deciding vote in case of a tie vote on any matter before the Board.

Section 7.6. Attendance at Directors Meetings by Telephone. Directors may participate in any meeting of the Board through use of a telephone. Participation in a telephone conference shall constitute representation at the meeting for all purposes, including but not limited to constituting a quorum and voting.

Section 7.7. Presumption of Assent by a Director. A director represented at a meeting of the Board where action is taken shall be deemed to have assented to the action taken unless said director:

- (a) Objected at the beginning of the meeting to holding the meeting or transacting business at such meeting; or
- (b) Dissented from such action at the meeting and asked that his/her dissent be recorded in the minutes. The right of dissent is not available to a director who voted in favor of the action.

Section 7.8. Reimbursement of Directors Expenses. The Board may authorize and direct the Corporation to reimburse directors for their reasonable expenses, if any, incurred in attending a meeting of the Board, or at any function that the organization participates in.

ARTICLE VIII
INFORMAL ACTION IN LIEU OF MEETINGS

Section 8.1. Informal Action by Written Consent. Any action required to be taken at a meeting of the directors or which may be taken at such a meeting may be taken without such a meeting and without a vote if:

- (a) A written consent form is delivered to all directors entitled to vote on the matter, in the manner required for notices of special meetings of directors;
- (b) Signed consents are returned by a sufficient number of directors to constitute a

quorum; and

- (c) A majority of the directors who return a signed consent form indicate thereon their support for the action.

ARTICLE IX **OFFICERS OF THE BOARD**

Section 9.1. Chairman of The Board. The President shall serve as Chairman at meetings of the Board.

Section 9.2. Secretary of The Board. The Secretary of the Corporation shall serve as Secretary at meetings of the Board except that, in the absence of the Secretary, any person designated by the President or the Board may serve as Secretary of the Board.

ARTICLE X **OFFICERS OF THE CORPORATION**

Section 10.1. Offices of the Corporation. The Officers of the Corporation shall include the President, the Secretary, and the Treasurer.

Section 10.2. Appointment Of Officers. Except as otherwise provided in these Bylaws, the officers of the Corporation shall be appointed by the directors.

Section 10.3. Tenure. The officers of the Corporation shall serve for one (1) year and until their successors are elected and take office.

Section 10.4. Vacancies. Vacancies in the offices of the Corporation shall be filled in the following manner:

- (a) In the event of a vacancy in the office of President, the Secretary shall become interim President, to serve until a permanent appointment is made by the Board;
- (b) In the event of a vacancy in the office of Secretary, the President shall become interim Secretary, to serve until a permanent appointment is made by the Board; and
- (c) Except as otherwise provided in these Bylaws, a vacancy in any of the offices of the Corporation shall be filled by the Board.

Section 10.5. Functions and Duties of Corporate Officers. Except as otherwise provided

in writing by the Board, the officers of the Corporation shall have the powers and responsibilities set forth below:

- (a) President. The President shall be the chief executive and chief operating officer of the Corporation, and shall supervise and control all of the business of the Corporation, subject to approval by the Board. The President can also perform the duties assigned to the Treasurer.
- (b) Secretary. The Secretary shall:
 - (1) Maintain records of all meetings of the Board, in books provided for that purpose;
 - (2) Give, or cause to be given, all notices that are required to be given by the Corporation or the Board;
 - (3) Be custodian of the Corporation records;
 - (4) Be custodian of the Corporation seal, if any, and have authority to affix the seal of the Corporation to all instruments the execution of which requires such seal, and to attest to such affixing of the seal;
 - (5) Keep a ledger of the mailing address of each shareholder, director and officer, which addresses shall be furnished to the Secretary by such directors and officers;
 - (6) Have authority to certify as true and correct copies of any documents of the Corporation;
 - (7) In general, perform the functions and duties incident to the office of Secretary; and
 - (8) Perform such other functions and duties as from time to time may be prescribed by the Board.
- (c)
 - (1) The Treasurer shall have the care and custody of all monies belonging to

the organization, be one of the responsible parties, the other party being the President, for such monies of the organization, and be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued on it.

- (2) The Treasurer shall render at stated periods, as the board of directors shall determine, a written account of the finances of the organization and such report shall be fixed to the minutes of the Board of Directors of such meeting and shall exercise all duties incident to the office of the Treasurer. The President may also perform this function in lieu of the Treasurer.

- (d) Assistants to Corporation Officers. Except as otherwise provided in these Bylaws, the Board may appoint an assistant to an officer of the Corporation and delegate powers and duties otherwise assigned to the officer instead to the assistant. An assistant to an officer of the Corporation shall have the powers and duties expressly delegated by the Board, subject to the supervision of the involved officer.

Section 10.6. Expenses of Officers and Assistants.

(a) Reimbursement of Qualified Officers' Expenses. The President shall direct the Corporation to reimburse the officers of the Corporation and their assistants for reasonable expenses, if any, incurred in performing their duties as officers.

(b) Prior Approval of Expenses Required. Unless otherwise prescribed by the President, prior authorization for such expenditures shall be a prerequisite to reimbursement.

(c) Other Reimbursement Regulations. The President may prescribe such other regulations regarding reimbursement of expenses as he or she may deem appropriate.

Section 10.7. Compensation of Officers. The President may direct the Corporation to pay the officers of the Corporation and their assistants reasonable compensation for performance of their duties as officers of a non-profit, tax-exempt organization, as prescribed by the Board.

ARTICLE XI
REMOVAL OF DIRECTORS AND OFFICERS AND OTHERS

Section 11.1. Removal of Directors, Officers, Employees Or Agents.

(a) Directors and Officers. A director may be removed by a vote of a majority of the other directors. An officer may be removed by the vote of a majority of the directors.

(b) Employees or Agents. Any employee or agent of the Corporation may be removed by the persons authorized to appoint or retain such employee or agent, when in their judgment the best interests of the Corporation would be served thereby.

Section 11.2. Contractual Rights Not Effected. Removal of an officer or employee shall be without prejudice to the contractual rights, if any, of the person so removed

ARTICLE XII
LIABILITY OF OFFICERS, EMPLOYEES AND AGENTS

Section 12.1. Mandatory Hold Harmless Requirement.

(a) General Hold Harmless Requirement. Except as otherwise provided herein, the Corporation shall, to the maximum extent required by law, defend, indemnify and hold harmless any person who was or is a director, officer, employee or agent of the Corporation from and against any and all claims, demands, actions, causes of action, or proceedings (threatened, pending, or completed, whether civil, criminal, administrative or investigative, including all appeals), judgments, decrees or orders, damages, liabilities or expenses (including without limitation reasonable attorneys fees and costs), which arise in connection with his/her service as a director, officer, employee or agent of the Corporation.

(b) Exceptions. The Corporation shall not be obligated hereunder in connection with any proceeding initiated by or in the right of the Corporation unless such proceeding or the Corporation's participation in such proceeding was authorized by the Board.

Section 12.2. Discretionary Action to Hold Harmless. The Corporation may, by a vote of the Board, agree to defend, indemnify and hold harmless any person who was or is a director, officer, employee or agent of the Corporation from and against any and all claims, demands, actions, causes of action, or proceedings (threatened, pending, or completed proceeding, whether civil, criminal, administrative or investigative, including all appeals), judgments, decrees or orders, damages, liabilities or expenses (including without limitation reasonable attorneys fees and costs), which arise in connection with or are related to his or her service as a director, officer, employee or agent of the Corporation, in situations where the Corporation would not otherwise be required to do so.

Section 12.3. Non-exclusivity. Rights conferred under this Article shall not be deemed exclusive of any other rights under any law, bylaw, agreement, vote of directors, or otherwise.

Section 12.4. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her current or former status as such, whether or not the Corporation would have the obligation or power to indemnify him or her against such liability.

Section 12.5. Amendment. The rights conferred by Section 1 of this Article shall be

deemed to be a contract between the Corporation and each person referred to therein. No amendment to or repeal of these provisions shall apply to or have any effect on such rights with respect to any act or omission of such person occurring prior to such amendment or repeal.

ARTICLE XIII **GENERAL PROVISIONS**

Section 13.1. Captions. Captions in these Bylaws are for the convenience of reference only and do not effect these Bylaws or their interpretation.

Section 13.2. Corporate Seal. The corporate seal, if any, of the Corporation shall be in such form as may be approved from time to time by the Board. The seal may be used by causing it or a facsimile of it to be impressed or in any other manner reproduced.

Section 13.3. Definitions. The following terms shall have the hereinafter designated meanings, unless the context clearly indicates otherwise:

- (a) The term "Board" means the Board of directors of the Corporation.
- (b) The term "business entity" means any corporation, limited liability company, partnership (general or limited), proprietorship, joint venture, association or other business entity.

Section 13.4. Fiscal Year. The fiscal year of the Corporation shall end April 30th of each calendar year, unless otherwise fixed from time to time by the Board.

Section 13.5. Gender. Use of the male form includes the female form, and use of the female form includes the male form.

Section 13.6. Governing Law. These Bylaws and all disputes thereunder shall be governed by the laws of the State of Illinois.

Section 13.7. Implied Terms. Each provision of these Bylaws shall include, as an implied term, the following:

"unless otherwise provided by law or the Corporation's Articles of Incorporation."

Section 13.8. Notification. Notices provided for herein shall be deemed to have been given and effective as follows:

- (a) When delivered personally,
- (b) If mailed, two (2) days after being deposited in the U.S. Mail, addressed to such party at the party's address in the records of the Corporation, postage prepaid,
- (c) If deposited with a commercial courier for next day delivery, the day after being so deposited, or
- (d) If delivered by facsimile transmission, on the day of transmission.

Section 13.9. Severability.

- (a) If any provision of these Bylaws shall be or become invalid, illegal or unenforceable in any respect under any applicable law, the validity, legality or enforceability of the remaining provisions contained herein or therein shall not be affected or impaired.
- (b) If any provision of these Bylaws shall be inconsistent with the non-profit or tax exempt status of the Corporation and the exclusive purposes which entitle the Corporation to such status, such inconsistent provision shall be null and void but the validity, legality or enforceability of the remaining provisions contained herein or therein shall not be affected or impaired.

Section 13.10. Singular and Plural. The use of the singular form includes the plural and use of the plural form includes the singular.

Section 13.11. Venue and Jurisdiction. Venue and jurisdiction over all disputes arising under or in connection with the Corporation or these Bylaws shall reside in the courts of Kane County, Illinois. Directors, officers, employees and agents consent to removal of any action filed elsewhere to the courts of Kane County, Illinois.

Section 13.12. Vote Counting. A person who is represented at a meeting but who

abstains from a vote on any matter shall not be counted in determining whether the required number or fraction of those present voted in the affirmative on that matter, but shall be considered for all other purposes.

Section 13.13. Waiver of Notices. Any notice required by law or these Bylaws may be waived. A waiver of such notice must be executed, in writing, and signed by all persons intending to waive notice. Notice may be waived either before, during or after the time and date of the event which is the subject of notice. Such Waiver shall be deemed the equivalent of notice. Attendance at a meeting shall constitute a waiver of notice, unless the person otherwise entitled to notice attends the meeting for the express purpose of objecting to the holding of such meeting or the transaction of business thereat because proper notice was neither given nor waived, such person records his or her objection at the beginning of the meeting, and does not vote on any action taken during the meeting.

ARTICLE XIV **AMENDMENTS**

Section 14.1. Amendments to Bylaws. These Bylaws may be amended or repealed by the Board.