

ARTICLE I
NAME

The name of the corporation is Gerber/Hart Library and Archives, a not-for profit corporation duly incorporated in the State of Illinois (the "Corporation.")

ARTICLE II
OFFICES

The Corporation shall maintain in the State of Illinois a registered office and a registered agent.

ARTICLE III
OPERATION AS TAX-EXEMPT ORGANIZATION

The Corporation will operate as an organization within the meaning of Section 501c(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation intends to operate as a library, archives, and cultural center. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation, which is exempt from federal income taxation as an organization within the meaning of Section 501c(3) of the Code. Notwithstanding any other provision of these bylaws, no director, officer, employee or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt under Section 501c(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, employee or agent of the Corporation. In the event of dissolution or final liquidation of the Corporation, whether volunteer or involuntary, no director, officer, employee or agent of the Corporation, or any private individual, shall be entitled to any distribution or division of the remaining property or proceeds therefrom of the Corporation. The balance of money and other property received by the Corporation from any source, after the payment of all debts and obligations, shall be used, distributed or transferred exclusively to an organization or organizations having purposes substantially similar to those for which the Corporation is organized as the Board of Directors of the Corporation (the "Board") may determine.

ARTICLE IV
MEMBERS

SECTION 1. CLASSES, QUALIFICATIONS AND APPLICATION PROCESS.

A. CLASSES AND QUALIFICATIONS. The Corporation shall have three classes of members, designated respectively as individual, family, and special.

B. APPLICATION AND SELECTION PROCESS. Membership is conveyed upon

completion and acceptance of a membership application and sustained payment of annual dues.

SECTION 2. TERM. Membership in the corporation shall be for one year from the date of the dues payment.

SECTION 3. VOTING RIGHTS. No member of any class shall have the right to vote with respect to the election of directors or any other matter concerning the Corporation.

SECTION 4. DUES. Members shall be required to pay such annual dues according to their class of membership as may be established from time to time by the board of directors or by an officer or officers to whom the board of directors delegates such authority. No part of a member's dues shall be refunded upon resignation of membership.

SECTION 5. RESIGNATION. A member's failure to renew his membership by payment of the dues application to such member's class of membership shall be deemed to have resigned his membership effective on the anniversary date of the day the member joined. Any member may also resign by filing a written resignation with the secretary of the corporation.

SECTION 6. TRANSFER, TERMINATION AND REINSTATEMENT. Membership in this corporation is not transferable. Membership will terminate on the resignation or death of a member, or on a member's failure to pay the annual dues. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

SECTION 7. MEETINGS OF MEMBERS. Meetings of members may be called by the Board of Directors or the President of the Corporation. The Board of Directors may designate any place as the place of meeting for any meeting called by the Board of Directors. The President may designate any place as the place of meeting for any meeting called by the President. The purpose of any meeting of members shall be to inform the members of such matters concerning the Corporation.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors, which shall have such powers as are set forth in other Articles hereof and other powers including, but not limited to, the following:

- A. Interpreting the provisions of the articles of incorporation and bylaws.
- B. Controlling the funds of the corporation and designating its depositories.
- C. Authorizing expenditures from the funds of the corporation to implement its goals and

purposes.

D. Appointing or authorizing the appointment or employment of professional and administrative staff personnel, professional auditors and others to assist in carrying out the purposes and resolves of the corporation.

E. Determining compensation for services rendered or to be rendered to the corporation by persons other than directors and officers of the corporation in such capacities.

F. Performing all other acts consistent with the articles of incorporation and by-laws that may need be needed to carry out the purposes and resolves of the corporation.

SECTION 2. NUMBER. The number of directors shall be not less than three, and not more than seven. The number of directors may be increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment to the articles of incorporation.

SECTION 3. TERM. The term of each director shall be two years.

SECTION 4. LENGTH OF SERVICE. A director may serve for five consecutive two-year terms. The director must then not serve on the board of directors for at least one year before serving as a director again.

SECTION 5. QUALIFICATIONS. Directors must be members of the corporation. Directors need not be residents of the State of Illinois.

SECTION 6. ELECTIONS. Successor directors shall be elected by the then-current board of directors.

SECTION 7. VACANCIES. (a) Whenever a vacancy exists on the board of directors, whether by death, resignation, or otherwise, the vacancy will be filled by appointment of a new director by the president of the corporation, and if that power is not exercised within thirty days after the president receives notice of the vacancy, by appointment by a majority of the remaining directors at a regular or special meeting of the board. Any person appointed or elected to fill the vacancy of a director will have the same qualifications as were required of the director whose office was vacated. (b) Any director may be removed, with or without cause, by the vote of two-thirds of the board of directors at a special meeting called for that purpose. At any such meeting, the vacancy caused by the remove may be filled as stated above. © Any person appointed or elected to fill a vacancy in the board of directors will hold office for the unexpired term of his or her predecessor in office.

SECTION 8. COMPENSATION. No member of the board of directors will receive compensation from the corporation.

SECTION 9. PLACE OF MEETINGS. Meetings of the board of directors may take place with all of the directors together in one location, or meetings may be conducted by telephone. A director who cannot attend a meeting at the announced location may participate by teleconference, if such equipment and resources are available to enable the director's participation.

SECTION 10. TYPE OF MEETINGS. Regular meetings of the board of directors will occur not more than once per month and not less than quarterly. Special meetings of the board of directors may be called by or at the request of the president of the Corporation or any majority of the directors.

SECTION 11. NOTICE. Notice of a regular meeting of the board of directors will be given by an officer of the Corporation not less than fourteen days prior to the scheduled meeting by electronic mail. Notice of a special meeting of the board of directors will be given by an officer of the Corporation not less than twenty-four hours prior to the scheduled meeting by electronic mail. Such notice shall be deemed delivered upon completion of transmission to the electronic mail address shown on the records of the corporation and without return as undeliverable.

SECTION 12. QUORUM. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the board of directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 13. ACTION WITHOUT MEETING. No meeting need be held by the board to take any action required or permitted to be taken by law, provided all members of the board individually or collectively consent in writing to the action, and their written consent or consents are filed with the minutes of the proceedings of the board. Any certificate or other document filed under any provision of law which relates to action so taken will state that the action was taken by unanimous written consent of the board of directors without a meeting, and that the bylaws authorize the directors to so act. Such a statement will be prima facie evidence of that authority.

SECTION 14. LIABILITY OF DIRECTORS. The directors of this corporation will not be personally liable for its debts, liabilities, or other obligations.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be the president, the treasurer, and the secretary. Other officers may be appointed by the board of directors. 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. Only members shall be qualified to serve as an officer.

SECTION 2. ELECTION AND TERM OF OFFICE. Officers shall be elected by the

board of directors. Officers may serve for the same number of years as they are allowed to serve on the board of directors.

SECTION 3. REMOVAL. Any officer elected or appointed 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, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES. A vacancy occurring in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the chief executive officer of the corporation and, subject to the direction of the board of directors, shall supervise and direct and be responsible for the direction of the ongoing business of the corporation. The president shall preside at meetings of 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 or these bylaws, the president may execute for the corporation any contracts or other instruments which the board of directors has authorized to be executed.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He shall: (a) have charge or and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds of the corporation, and be responsible therefore, and for the receipt and office of treasurer and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 7. SECRETARY. The secretary shall record the minutes of the meetings of the board of directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; keep a register of the post office address, electronic mail address and facsimile number of each director which shall be furnished to the secretary by each director; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

SECTION 8. COMPENSATION. No officer shall be entitled to receive any compensation for services rendered in such office, however, he shall be entitled to reimbursement for any expenses reasonably incurred in performing such services.

ARTICLE VII

COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS.

A. IN GENERAL. Subject to Paragraph B of this Section 1, the board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which will consist of at least two (2) directors, which committees, to the extent provided in said resolution, the articles of incorporation or these bylaws, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation and appointment of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law, including, without limitation, Section 108.40 of the General Not For Profit Corporation Act of the State of Illinois. Subject to the foregoing, the board of directors may refer or assign any matter to any committee and discharge or terminate any such committee.

B. EXECUTIVE COMMITTEE. An executive committee may be established by resolution of the board of directors.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Each member of a committee shall serve at the pleasure of the board of directors.

SECTION 3. CHAIRMAN. One member of each committee shall be appointed chairman by the board of directors.

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

SECTION 5. QUORUM. Unless a greater number shall be provided in the resolution of the board of directors designating and appointing a committee or in these bylaws, 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 6. RULES. The board of directors may adopt rules for the government of any committee not inconsistent with these bylaws.

SECTION 7. INFORMAL ACTION BY COMMITTEE. 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 committee members.

SECTION 8. ADVISORY BODIES. The board of directors may create and appoint

persons to a commission, advisory body, task force, or other such body which may or may not have directors as members, which body shall not act on behalf of the corporation or bind it to any action, but may make recommendations to the board of directors or to the officers of the corporation. Members of any such body shall be selected on the basis of such qualifications as the board of directors may from time to time determine. No member of any such body shall be entitled to receive any compensation for services rendered in such capacity or reimbursement for expenses of attendance at any meeting of such body.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. GRANTS AND GIFTS. The board of directors may apply for and/or accept on behalf of the corporation any grant, contribution, gift, or bequest for the general purposes or for any special purposes of the corporation.

ARTICLE IX BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors, the members and committees having any of the authority of the board of directors. All books and records of the corporation may be inspected by any director, any member, or that director's or member's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE XI POLITICAL CAMPAIGNS

The corporation shall not, at any time, directly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office or, except as an insubstantial part of its activities, attempt to influence the passage or defeat of legislative proposals. This provision shall not be construed to prevent any officer, director or member in his individual capacity from engaging in any of the foregoing activities.

ARTICLE XII INDEMNIFICATION

SECTION 1. OBLIGATION TO INDEMNIFY. The corporation shall indemnify each director, officer, committee chairman, committee member, employee and agent of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), brought against him or in which he is named as a party by reason of the fact that he is or was a director, officer, committee chairman, committee member, employee or agent of the corporation, if the person seeking indemnification acted in good faith and in a manner he 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 conduct was unlawful. The termination of any action suit or proceeding by judgment, order, settlement, conviction or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person seeking indemnification did not act in good faith in a manner in which he reasonably believed to be in or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, a presumption that the person seeking indemnification had reasonable cause to believe that his conduct was unlawful.

SECTION 2. MANNER OF DETERMINING ELIGIBILITY. Any indemnification shall be made by the corporation upon a determination that indemnification of such person is proper in the circumstances because he has met the application standard of conduct set forth in Section 1 of the 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 3. ADVANCE PAYMENTS OF EXPENSES. 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 person seeking indemnification to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 4. CONTRACT RIGHTS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, but as to action in his 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, committee chairman, committee member, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. INSURANCE. The obligation of the corporation under this Article shall not be limited to the proceeds of liability insurance policies actually paid to the corporation or directly to or for the benefit of the person claiming indemnification under this Article. The corporation shall purchase and maintain insurance on behalf of any person who is a director, officer, committee chairman, committee member, employee or agent of the corporation against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII CONFLICTS OF INTEREST

A director, an officer, or a member of the corporation shall not directly or indirectly engage in a transaction with the corporation unless (a) the transaction is fair to the corporation at the time it is authorized, approved or ratified, (b) the terms of the transaction are arm's length or no less favorable to the corporation than those which would obtain in an arm's length transaction with an unrelated third-party, (c) the material facts of the transaction and the director's, officer's, member's or individual's interest are disclosed or known to the board of directors when the transaction is authorized, approved, or ratified, (d) the board of directors authorizes, approves or ratifies the transaction by the affirmative vote of a majority of disinterested directors in office (even though the disinterested directors may be less than a quorum), (e) the transaction does not involve an "excess benefit" which may be subject to Section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"), constitute inurement of net earnings or a private benefit prohibited under Section 501(c)(3) of the Code, or is otherwise inconsistent with the tax-exempt status of the corporation under Section 501(c)(3) of the Code, as such sections may from time to time be in effect, and (f) the transaction does not violate the articles of incorporation or these bylaws.

ARTICLE XIV GIFTS

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose for which the Corporation is organized.

ARTICLE XV AMENDMENTS

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written or electronic notice of such purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XVI MISCELLANEOUS

All words used in the singular number shall mean, extend to and include the plural where applicable and vice versa and all words used in any gender shall mean, extend to and include any other gender, all as the context may require. Article and section headings are for convenient reference only and are not a part of the context of these bylaws. Any waiver or consent given by the board of directors or any officer shall be effective only in the specific instance and for the purpose for which given and shall not be deemed a waiver or consent for or with respect to any other person, instance, purpose or circumstance.