

BY-LAWS
OF
PIERCE DOWNER'S HERITAGE ALLIANCE

ARTICLE I

Mission

SECTION 1. Mission Statement. The mission of Pierce Downer's Heritage Alliance is to promote appreciation and protection of the natural and cultural heritage of Downers Grove through education, advocacy and community outreach. The Alliance is committed to the preservation of our community's outstanding natural features, such as Lyman Woods and Belmont Prairie, as well as our significant cultural traditions, including our rich architectural heritage. (3/30/2005)

ARTICLE II

Membership

SECTION 1. General Members. The Corporation may accept as General Members individuals and organizations who apply in writing for membership in Pierce Downer's Heritage Alliance and express support for the goals and objectives of the Corporation. The Corporation shall maintain a record of names and addresses for its General Members.

SECTION 2. Voting. All voting rights shall be vested in the Board of Directors, who may approve or reject any application for general membership.

SECTION 3. Terms of General Membership. General membership in Pierce Downer's Heritage Alliance can be terminated through a written notification from either the General Member or the Corporation to the other party. From time to time, General Members will be invited to provide voluntary support of the Corporation's activities.

ARTICLE III

Board of Directors

SECTION 1. General Powers and Duties. The property, business and affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. Number. Election and Term of Office. The number of Directors of the Corporation shall be not less than five nor more than fifteen, the exact number of Directors to be fixed from time to time by resolution of the Board of Directors. Directors shall be elected annually by the Board of Directors at its annual meeting to hold office for one year and until their

successors shall have been elected and qualified or until their earlier death, resignation or removal. Directors need not be residents of the State of Illinois.

SECTION 3. Resignations. Any Director may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary of the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Vacancies. Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors at the annual meeting, any regular meeting or at a special meeting of the Board of Directors called for that purpose. Each Director elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

SECTION 5. Annual Meetings. The annual meeting of the Board of Directors, beginning with the year 1996, shall be held on the first Monday in December without other notice than this By-Law at the hour of 5:00 p.m. at the office of the Corporation, or at such other place and at such time as may be determined by the Board of Directors.

SECTION 6. Regular Meetings. The Board of Directors shall hold regular meetings quarterly at such place and at such times as may be designated by resolution of the Board of Directors, without other notice than such resolution.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the Chair or any Director. Special meetings of the Board of Directors may be held at such place, either within or without the State of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof.

SECTION 8. Notice of Meetings. Notice of each special meeting shall be delivered by or at the direction of the Chair at least ten (10) days before the day on which the meeting is to be held. Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 9. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business

at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of the Corporation or these By-Laws.

SECTION 10. Participation at Meetings by Conference Telephone. Directors may participate in and act at any meeting of the Board of Directors 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 11. Action by Written Consent. Any action required to or which may be taken at a meeting of the Board of Directors may be taken without a meeting through the written consent of a majority of the Directors then in office. Actions proposed for written consent will be initiated only by the Chair or the Chair Pro Tem with a specified deadline for replies to be counted. Actions proposed for written consent will be submitted to the Directors through written copy or electronic mail, as appropriate for each Director. A Director may express written consent either through (a) a signed copy of the proposed action, indicating their consent thereto, or (b) an electronic mail message, indicating consent to the proposed action and quoting its entire text. (6/14/2006)

SECTION 12. Removal. One or more of the Directors may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present. If the vote of Directors is to take place at a special meeting of Directors, written notice of the proposed removal shall be delivered to all Directors no less than twenty (20) days prior to such meeting.

ARTICLE IV

Officers

SECTION 1. Designation, Election and Term of Office. The officers of the Corporation shall consist of a Chair, a Chair Pro Tem, a Secretary, and a Treasurer, elected from among the Directors of the Corporation, and such other officers and assistant officers as the Board of Directors may authorize. The officers shall be elected by the Board of Directors at its annual meeting, to hold office for one year and until their successors have been duly elected and qualified, or until their death, resignation or removal. Any two or more offices may be held by the same person.

SECTION 2. The Chair. The Chair shall preside at all

meetings of the Board of Directors, shall also be Chief Executive Officer of the Corporation, and shall have general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall execute the bonds, mortgages and other contracts of the Corporation. He shall have general superintendence of all other officers of the Corporation and shall see that their duties are properly performed. He shall from time to time report to the Board of Directors all matters within his knowledge which the interests of the Corporation may require to be brought to their notice. He shall also perform such other duties as may be assigned to him from time to time by the Board of Directors.

SECTION 3. The Chair Pro Tem. In the absence of the Chair or when the Chair is unable to perform his duties or is unable to preside at meetings of the Board of Directors, then the Chair Pro Tem shall perform all duties required of the Chair, including but not limited to presiding at meetings of the Board of Directors. The Chair Pro Tem shall also perform such other duties as may be assigned to him/her from time to time by the Board of Directors.

SECTION 4. The Secretary. The Secretary shall act as Secretary of the Board of Directors, shall give, or cause to be given, notice of all meetings of the Board of Directors, unless notice thereof be waived, shall supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors. In addition, the Secretary shall be the custodian of the seal of the Corporation. The Secretary shall also perform such other duties as may be assigned to him/her from time to time by the Board of Directors.

SECTION 5. The Treasurer. The Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such banks of deposit as may be designated by the Board of Directors. He shall dispose of funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chair, whenever they may require it of him/her, an account of all his transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as may be assigned to him/her from time to time by the Board of Directors.

SECTION 6. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 7. Removal. Any of the officers of the Corporation may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights.

SECTION 8. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors at an annual or regular meeting or at a special meeting called for such purpose.

ARTICLE V

Committees

SECTION 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors in office, may appoint directors and such other persons as the Board designates, to constitute the Executive Committee. The Executive Committee shall be empowered to manage the affairs of the Corporation between the regular meetings of the Board of Directors.

SECTION 2. Other Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may create one or more other committees and appoint Directors and such other persons to serve on the committee or committees. Each committee 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 of Directors.

To the extent specified by the Board of Directors, each committee may exercise the authority as set forth by the By-Laws of the Corporation or by resolution of the Board of Directors; provided, however, that no committee of the Corporation shall:

- A. Adopt a plan for the distribution of the assets of the Corporation, or for dissolution;
- B. Approve or recommend to members any act required by law to be approved by members;
- C. Fill vacancies on the Board of Directors or on any committees designated by the Board of directors
- D. Elect, appoint or remove any officer or Director or member of any committee, or fix the compensation of any member of a committee;
- E. Adopt, amend or repeal the By-Laws or the Articles of Incorporation of the Corporation;
- F. Adopt a plan of merger or adopt a plan of

consolidation with another corporation;

G. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or

H. Amend, alter, repeal or take any action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

SECTION 2. Quorum. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

SECTION 3. Participation at Meetings by Conference Telephone. Committee members may participate in and act at any committee meeting 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 4. Meetings of Committees. Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

SECTION 5. Informal Action. Any action required to or 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, is signed by all of the committee members.

SECTION 6. Other Bodies. The Board of Directors may create and appoint persons to a commission, advisory body, or other such body which may or may not have Directors as members. Any such commission, advisory body or other body may not act on behalf of the Corporation or bind the Corporation to any action but may make recommendations to the Board of Directors or to the officers of the Corporation.

ARTICLE VI

Miscellaneous Provisions

SECTION 1. Indemnification of Directors. Officers, Employees and Agents; Insurance.

(a) 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 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 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 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 reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) 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 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 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.

(c) 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 paragraph (a) or paragraph (b) of this Section 1 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.

(d) Any indemnification under paragraph (a) or paragraph (b) of this Section 1 (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 has met the applicable standard of conduct set forth in paragraph (a) or paragraph (b) of this Section 1. 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.

(e) 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 is entitled to be indemnified as authorized in this Section 1.

(f) The indemnification provided by this Section 1 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 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.

(g) 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, 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 status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section 1.

(h) In connection with the defense of a judicial proceeding under Chapter 42 of the Internal Revenue Code of 1986, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction, and further, no person shall be indemnified for ether expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by such person in connection with such proceeding; (ii)

he is successful in such defense, or such proceeding is terminated by settlement and he has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under said Chapter 42. Notwithstanding the foregoing, the Corporation shall not indemnify any Director, officer, employee or agent of the Corporation if such indemnification shall constitute an act of self-dealing under Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

(i) For purposes of this Section 1, 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 the power and authority to indemnify its directors, officers, employees or agents, 80 that any person who was a Director, officer, employee or agent of such merging corporation, 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 Section 1 with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued .

(j) For purposes of this Section 1, references to "other enterprises" shall include employee benefit plans; references 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 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 Section 1.

SECTION 2. Principal Office. The principal office of the Corporation in the State of Illinois shall be located at Downers Grove, Illinois.

SECTION 4. Depositories. 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 of Directors may designate.

SECTION 5. Checks. Drafts. Notes. Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from

time to time be determined by resolution of the Board of Directors.

SECTION 6. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

SECTION 7. Delivery of Notice. Any notices required to be delivered pursuant to these By-Laws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person at his, her, or its address as it appears on the records of the Corporation, with sufficient first-class postage prepaid thereon.

SECTION 8. Investments. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Corporation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous without regard to restrictions applicable to trustees or trust funds; provided, however:

(a) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law; and

(b) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

SECTION 9. Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

SECTION 10. Distribution of Income. The Corporation shall use reasonable efforts to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

SECTION 11. Certain Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law.

ARTICLE VII

Amendments

SECTION 1. Method of Amendment. These By-Laws may be altered, amended or repealed, and new and other By-Laws may be

made and adopted at any annual or regular meeting of the Board of Directors, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Directors in office.

ARTICLE VIII

Distributions

SECTION 1. Distributions. The Board of Directors of the Corporation may authorize, and the Corporation may make, distributions of its money, property or other assets, other than upon dissolution and final liquidation, subject to the limitations of Section 4 of this Article VII, only:

(a) To any person or organization who or which has made payments to the Corporation for goods or services, as a fractional repayment of such payments, provided all such persons or organizations in any category are repaid on an equal pro rata basis; or

(b) To any person or organization as a repayment of his, her or its contribution of an amount not to exceed the amount of the contribution, provided that any assets held for any charitable, religious, eleemosynary, benevolent, educational or similar purpose or held upon a condition requiring return, shall continue to be so restricted.

SECTION 2. Payments in Furtherance of Purposes. Any payment or transfer of money, property or other assets in furtherance of any of the purposes of the Corporation shall not be deemed a distribution for the purposes of this Article VII and this Article VII shall not be construed as limiting the purposes and powers of the Corporation.

SECTION 3. Determination of Distributions. All distributions by the Corporation permitted by this Article VII shall be at the option of the Corporation only and at such amount or amounts, within the period or periods, and on such terms and conditions, not inconsistent with the purpose of the Corporation and statute, as are fixed by the Board of Directors of the Corporation .

SECTION 4. Limitation on Distributions. No distribution under Section 1 of this Article VII may be made if, after giving it effect:

(a) The Corporation would be insolvent; or

(b) The net assets of the Corporation would be less than zero; or

(c) The Corporation would be rendered unable to carry on its corporate purposes.

As amended March 30, 2005 by renumbering ARTICLES I through VII to be ARTICLES II through VIII and adding the new ARTICLE I Mission.

As amended June 14, 2006 replacing ARTICLE III Board of Directors SECTION 11. "Informal Action" by SECTION 11. Action by Written Consent.