

BY-LAWS
OF ALSIP INDUSTRIAL ASSOCIATION

ARTICLE I

The corporate purposes as stated in the certificate of incorporation of the Alsip Industrial Association are:

1. Charting policies and activities for members of the Alsip Industrial Association.
2. Local legislation – informing members concerning restricted legislation; advancing constructive legislation for benefit of industry and government.
3. Bulletins – providing members with accurate, timely up-to-the minute information on local subjects.
4. Education – keeping members advised on current topics in the field of management, legislation, taxation and economics.

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Act of the State of Illinois.

The purpose of the corporation is by affiliation, cooperation and performance, to contribute helpfully and effectively to the welfare of the community by engaging in charitable and other benevolent acts, including among others, contributions of money and other things of value and by acting in cooperation, consulting, discussing and acting with officials and other representatives of the Village of Alsip to the end that ordinances, resolutions, regulations and other municipal legislation and related matters, proposed, enacted, amended, supplemented or otherwise altered or modified, shall serve and promote the general welfare and the welfare of the membership of the association.

ARTICLE II

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within the State of Illinois as the Board of Directors may from time to time determine.

Section 1. **CLASSES OF MEMBERS** Shall be self-designated according to plans set forth under Article XI, regarding dues. The Board of Directors may at its discretion elect certain companies or organizations to an associate membership. An associate membership would typically apply to not for profit organizations,

businesses owning land but not operating in the area, and other certain businesses which are not considered industrial in nature.

Section 2. ELECTION OF MEMBERS Individual companies and organizations shall be elected to membership by the Board of Directors.

Section 3. VOTING RIGHTS Each representative business entity shall be entitled to one (1) vote on each matter submitted to a vote of the members. Associate members shall have no vote.

Section 4. TERMINATION OF MEMBERSHIP The members by an affirmative vote of 2/3rds of all the members may suspend or expel a member for cause after an appropriate hearing, and may, by an affirmative vote of the entire membership terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period fixed in Article XI of these by-laws.

Section 5. RESIGNATION Any member may resign by filing a written resignation with the Secretary, but such resignations shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

Section 6. REINSTATEMENT Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of 2/3rds of the members, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. TRANSFER OF MEMBERSHIP Membership in this corporation is not transferable or assignable.

ARTICLE III

Meeting of Members

Section 1. An annual meeting of the members shall be held each year, during the month of April, for the purposes of receiving the results of the ballot, by mail election of four directors for three years, being introduced to the new officers elected by the preceding board of directors, and being notified as to the personnel of the nominating committee, to serve the next year following, as appointed by the retiring President.

As a recommendation, but not a requirement, the nominating committee will consist of at least, three (3) members. If still on the board, the President and incoming president would normally be two of the members. Any other past president should then be considered.

Section 2. SPECIAL MEETING Special meetings of the members may be called either by the President, the Board of Directors, or not less than one-fifth of

the members having voting rights and a notice given by the secretary to all members, including the agenda.

Section 3. PLACE OF MEETING The Board of Directors may designate any place for the meeting, for any annual meeting or any annual special meeting called by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all of the members shall meet at any time and place, and consent to the holding of a meeting, such meeting shall be valid without call of notice, and at such meeting any corporate action may be taken.

Section 4. NOTICE OF MEETING Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally, by mail, by fax, or by e-mail (if available) to each member entitled to vote at such meeting, not less than five nor more than forty days before the meeting, by or at the direction of the President or Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the member of the address as it appears on the records of the corporation with postage thereon prepaid.

Section 5. INFORMAL ACTION BY MEMBERS Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE IV

Board of Directors

Section 1. GENERAL POWERS The business and affairs of the corporation shall be determined, conducted and managed by its Board of Directors.

Section 2. SERVICE TERM Directors will serve a three-year term *with an option to serve an additional year*, except for the retiring President if He or she is already in the *fourth* year of *his or her* term. In the interest of continuity, the retiring President may serve an additional year as President Emeritus, (Director with full voting rights), *for a total of five years*.

This provision can be overruled by a confidential vote of *a majority* of the remaining directors (those not leaving the Board). A retired Director may run for reelection after a one-year absence.

A vacancy occurring on the Board of directors created by any reason other than the normal retirement of Directors at the end of their term is filled by appointment of the President and consent of the majority of the Directors present at the board meeting.

The President can require the resignation of any director for non-payment of dues or being absent from three (3) consecutive meetings.

The appointed member of the Board of Directors shall promptly accept and enter upon the performance of the performance of the functions and duties of such office of director and, thereafter, shall act in such capacity until term for which they were appointed shall expire.

Notice shall be given to each member of the corporation of the identity of the newly appointed director or directors no later than 30 days after **his or her** or their appointment.

Section 3. REGULAR MEETING A regular meeting of the Board of Directors shall be held without notice than this by-law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings or the board without other notice than such resolution.

Section 4. 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 may fix any place in the Village of Alsip or an adjoining village as the place for holding any special meeting of the board called by them.

Section 5. NOTICE Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, telegram, fax or e-mail (if available) to each director at this address 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. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law of these by-laws.

Section 6. 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 directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without

further notice.

Section 7. **MANNER OF ACTING** The act of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, except where otherwise provided by law or by these by-laws. The President as elected from the Board of Directors, by the Board of Directors, shall only vote in the case of a tie vote.

Section 8. **COMPENSATION** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation thereof.

ARTICLE V

Officers

Section 1. **OFFICERS** The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it may deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the office of President and Secretary. The President, First Vice President, Secretary and Treasurer must be an elected director of the Association.

Section 2. **ELECTION AND TERM OF OFFICE** The officers of the corporation cannot succeed themselves and shall be elected annually by the Board of Directors prior to the annual meeting from the group of directors who shall remain in the office. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until **his or her** successor shall have been duly elected and shall have qualified.

Section 3. **REMOVAL** Any officer or agent 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 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 principal executive officer of the corporation and shall in general, supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of the president and other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint a nominating committee for the next year just prior to leaving the office as defined in ARTICLE III, Section 1.

Section 6. **VICE PRESIDENT** In the absence of the President or in the event of his/ her inability or refusal to act, the Vice President (or in the event there be more than one vice president, the Vice President, in order designated, or in the absence of any duties of the President, then in the order of their election) shall perform the duties of the President, and when so acting shall have all the powers of the subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time be assigned to him by the President or Board of Directors.

Section 7. **TREASURER** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of **his or her** duties in such sum and surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be elected in accordance with the provisions of ARTICLE VII of these by-laws; and in general, perform all the duties incident to the office of President or by the Board of Directors.

Section 8. **SECRETARY** The secretary shall keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provision of these by-laws as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time, the President or Board of Directors may assign to him/her.

ARTICLE VI

Committees

Section 1. Committees shall be appointed by the President with each committee having a chairman and the chairman having to be a director. Each such committee shall exercise all power, rights, duties and perform all such functions as shall be assigned or delegated to them by the President. The board shall not, by such assignment be relieved of any of its duties or responsibilities charges to it under the law. The board shall have the right or power to suspend, terminate or otherwise end the existence of the committee or the term of the members thereof.

Section 2. 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 3. QUORUM Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the committee shall constitute a quorum and the act of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. RULES Each committee shall adopt rules for its own government, not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII

Contract, 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 by-laws, 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 fined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for 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 absence of such determined by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. DEPOSITS All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. GIFTS The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the corporation.

ARTICLE VIII

Certificate of Membership

Section 1. CERTIFICATES OF MEMBERSHIP The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as determined by the board. Such certificates shall be signed by the President or Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. ISSUANCE OF CERTIFICATES When a member has been elected to membership and paid any initiation fee and dues that may be required, a certificate of membership shall be issued in his name and delivered to him by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section I of this Article.

ARTICLE IX

Books and Records

The corporation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep it at the registered or principal office, a record, giving the names and addresses. All books and records of the corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XI

Dues

Section 1. ANNUAL DUES The Board of Directors may determine from time to time, the amount of initiation fee, if any, and annual dues payable to the

corporation by members of each class on a share basis as follows: Class A, B, C D or E.

Each individual association member will select the numerical share class He or she belongs in on an honor system basis except the Class E shall be used for associate membership. The class basis is a confidence held only by the Treasurer of the association.

Section 2. PAYMENT OF DUES Dues shall be payable for a year in January in each year. Dues of the new member shall be pro-rated from the first day in the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP When a member of any class shall be in default in the payment of dues for a period of six months from the beginning of the period for which such dues became payable, **his or her** membership may thereupon be terminated by the Board of Directors in the manner provided in ARTICLE II of these by-laws.

ARTICLE XII

Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall be inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Change and Repeal of by-Laws

Amendment, repeal, alteration or adoption of new by-laws is to be accomplished in the following manner:

1. The Board of Directors shall review and approve any change(s) by a simple majority vote for submission to the membership at the annual

meeting or any specially called meeting of the membership.

2. Member companies must be advised in writing of any proposed change(s) not less than thirty days in advance of the meeting. Such notice shall contain information as to the date, time and place of the meeting and shall further contain the specific change(s) proposed.
3. A two-third majority of those attending the meeting is required to approve the change(s).

ARTICLE XV

Indemnification

The corporation shall provide indemnification to its directors, officers, volunteers and agents to the full extent permitted by Illinois law, it being the policy of the corporation to safeguard such individuals from expenses and liability for actions taken in good faith in furtherance of the interests of the corporation and its members.