

BY-LAWS
of the
Village of Round Lake Beach Cultural & Civic Center Foundation

Article 1
Purposes

The purposes of the Foundation as stated in its Articles of Incorporation are exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or its corresponding successor section. This shall include (a) the development, implementation and funding of recreation, education and conservation programs and (b) the ownership of real and personal property.

Article 2
Members

SECTION 1. MEMBERSHIP. The membership of the Foundation shall consist of two classes. The first class will be the Executive Membership consisting of current Village of Round Lake Beach Board of Trustees, Mayor, and Village Administrator. The second class will be the Supporting Membership consisting of residents and friends of the Round Lake Area who support the purpose of the foundation. The membership shall not be limited by number.

SECTION 2. VOTING. Each executive member shall be authorized to vote only upon matters concerning dissolution of the Foundation. The terms of dissolution shall be governed by Article 13 of these By-Laws. Each executive and supporting member shall not be authorized to vote on any other matter.

Article 3
Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the Foundation shall be managed by its Boards of Directors in such a manner as may be prescribed from time to time by law or by its By-Laws.

SECTION 2. ELECTION/TERMS OF OFFICE. The Board of Directors shall be comprised of up to nine (9) members.

The Board of Directors shall consist of three (3) members to be appointed by the Mayor of the Village of Round Lake Beach, one (1) for a term of three (3) years, one (1) for a term of two (2) years, and one (1) for a term of one (1) year. At the expiration of each Director's term, the Mayor shall appoint an individual to serve the same term as the previous Director.

The remaining members of the Board of Directors who are appointed by the Board of Directors shall consist of an equal number of qualified individuals that reside in the Village of Round Lake Beach and qualified individuals that reside in the Round Lake Area. Members elected/appointed by the current Board of Directors shall serve a 2 year term.

The original Board of Directors shall be appointed. The terms of the original Board of Directors shall expire upon the appointment and election of Directors under the terms of these adopted amended By-Laws. The original Board of Directors shall elect any new Directors as provided in these amended By-Laws.

At subsequent annual meetings of the Board of Directors, any appointed or elected terms which have expired shall be filled by appointment by the Mayor, if the expired term was by appointment, or by election by a majority of the current Board of Directors, if the expired term was by election. If the Board of Directors fails to elect a new Director or the Mayor fails to appoint a new Director, the current Director shall hold office until a new Director may be appointed or elected.

Any Directors appointed by the Mayor of the Village of Round Lake Beach shall vacate their position as Director upon the termination of their position as Trustee or Mayor of the Village of Round Lake Beach, if applicable.

SECTION 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held at such a place and time as the Board shall determine by resolution, but no less frequently than six (6) times per year.

SECTION 4. ANNUAL MEETING. An annual meeting of the Board of Directors shall be held each April upon resolution of a majority of the Board of Directors. The purpose of the annual meeting shall be officer elections and goal setting for the Foundation.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by, or at the request of, the President or any four (4) Directors in accordance with the Open Meetings Act. The person or persons authorized to call special meetings of the Board may fix the place and time for holding any special meeting of the Board called by them.

SECTION 6. NOTICE. Notice of the schedule of regular meetings, which shall state the regular dates, times, and places of such meetings, shall be given at the beginning of each calendar or fiscal year by posting a copy of such notice at the principal office of the Foundation or at the building in which the meeting is to be held. An agenda for each regular meeting shall be posted at the principal office of the Foundation and at the location where the meeting is to be held at least 48 hours in advance of the holding of the meeting. Posting of the notice of the regular meeting and agenda shall constitute sufficient notice for all Directors. If a change is made in regular meeting dates, at least 10 days' notice of such change shall be given by publication in a newspaper of general circulation in the area in which the Foundation functions.

Notice of the annual meeting of the Directors in April and any special meeting shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail, telegram, or email to each Director at his/her address as shown by the records of the Foundation. Notice of any special meeting and the agenda for the meeting shall also be posted at the principal office of the Foundation or the building at which the meeting is to be held at least 48 hours in advance of the special meeting.

SECTION 7. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, the meeting cannot be called to order, nor can any business be conducted. A majority of the quorum can transact business.

SECTION 8. VOTING. Each Director shall be entitled to one vote. No Director may act by proxy on any matter.

SECTION 9. COMPENSATION. Directors shall not receive compensation except for reimbursement of their actual expenses.

SECTION 10. VACANCIES. Mayoral appointment vacancies on the Board of Directors may be filled by appointment of the Mayor of Round Lake Beach to complete the then unexpired portion of such term. Elected vacancies on the Board of Directors may be filled by appointment of the Board of Directors to complete the then unexpired portion of such term.

Article 4 Officers

SECTION 1. OFFICERS. The officers of the Foundation shall be a President, Vice-President, Treasurer and a Secretary, who are members of the Board of Directors and are elected or appointed by the Board of Directors. The Board of Directors may elect or appoint such other officers as it deems desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors.

SECTION 2. ELECTION/TERMS OF OFFICE. The officers of the Foundation shall be elected annually by the Board of Directors at the annual meeting. Vacancies may be filled at any meeting of the Board. Each officer shall hold office until the following annual meeting, or until replaced.

SECTION 3. REMOVAL. The officer appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the Foundation would be served thereby. Three consecutive absences by an officer elected/appointed by the Board of Directors of meetings without reasonable cause and prior notice to the president, is considered a voluntary resignation of directorship.

SECTION 4. VACANCIES. Vacancies in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors.

SECTION 5. PRESIDENT. The President shall be the principal executive officer of the Foundation and shall, in general, supervise and control all of the business of the Foundation. He/she shall preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Foundation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or by these By-Laws, or Statute to someone other officer or agent of the Foundation, and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

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 shall perform the duties of the President and, when so acting, shall have all powers of and be subject to all restrictions upon the President. The Vice-President shall be in charge of and organize the volunteer base. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the 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/her duties, payable to the Foundation in such a sum and with such a surety or sureties as the Board shall determine. The Treasurer shall have charge and custody and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation, and deposit all such monies in the name of the Foundation in such banks, trust companies or other deposits as shall be selected in accordance with the provisions of Article 6 of these By-Laws; and, in general, perform all duties incident to the office of the Treasurer and the such other duties as from time to time may be assigned by the President of the Board of Directors.

SECTION 8. SECRETARY. The Secretary shall keep the minutes, records and attendance of the meetings 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 provisions of the By-Laws or as required by law; be custodian of the Foundation's records; execute his or her signature in place of a corporate seal on all documents, the execution of which on behalf of the Foundation is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office addresses of each Director which shall be furnished to the Secretary by such Directors; and in general perform all duties as from time to time may be assigned by the President or the Board of Directors.

Article 5 Committees

The Board of Directors may establish such committees, as it deems necessary, giving the committees such authority as the Board determines to be appropriate.

Article 6 Funds

SECTION 1. CONTRACTS, CHECKS, DEPOSITS AND FUNDS. The Board of Directors may authorize any officer or agent of the Foundation, 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 Foundation 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 evidence of indebtedness issued in the name of the Foundation shall be signed by such officers or agents and in such manner as the Board of Directors shall determine. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President.

SECTION 3. DEPOSITS. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation 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 Foundation, any contribution, gift, bequest or devise for a general purpose or for any special purpose within the scope of purposes of the Foundation as stated in Article 1.

SECTION 5. AUDITS. The accounts of the Foundation shall be audited annually by an independent auditor appointed by the Board of Directors.

Article 7
Books and Records

The Foundation shall keep and collect a complete set of books and records of accounts and shall also keep minutes of the proceedings of the meetings of the Board of Directors and Committees having any authority of the Board of Directors. All books and records of the Foundation may be inspected by any Director.

Article 8
Fiscal Year

The fiscal year of the Foundation shall be May 1 through April 30.

Article 9
Seal

The signature of the Secretary of the Foundation shall serve in place of a corporate seal.

Article 10
Amendments to By-Laws

These By-Laws may be amended or replaced and new By-Laws may be adopted by a favorable vote of 2/3 of the Board of Directors.

Article 11
Annual Reporting

The Board of Directors shall provide an Annual Report to its executive membership, which report shall include an annual financial report, goals attained from the previous fiscal year, and goals that are established for the upcoming fiscal year. Such Annual Report shall be submitted no later than July 30 of each of year.

If the Board of Directors fails to provide an Annual Report to its membership, or if the Board of Directors provides an Annual Report which a vote of 2/3's of the executive membership feels is evidence of the Foundation's failure to adequately meet the goals, intent and mission of the Foundation, the members of the Foundation shall put the Board of Directors on notice for a period of one (1) year. If after that one (1) year the Board of Directors has still failed to meet the goals, intent and mission of the Foundation, the executive members of the Foundation are authorized pursuant to these amended By-Laws to dissolve the Foundation.

Article 12 Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE FOUNDATION. The Foundation shall carry insurance to 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 Foundation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as an officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such a person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, termination or any action, settlement order, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Foundation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE FOUNDATION. The foundation 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 Foundation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer or employee or agent of the Foundation, or is or was serving at the request of the Foundation 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 her or she reasonably believed to be in, or not opposed to, the best interests if the Foundation, 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 on the performance of his or her duty to the Foundation, unless, and only to the extent that the court in which such adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that at Director, officer, employee or agent of the Foundation shall prevail, on the merits or otherwise, in the

defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Section 1 and Section 2 of this Article (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (a) 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 (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal consult in a written opinion.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-laws, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit to the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. The Foundation 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 serving at the request of the Foundation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against or incurred by such person in such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such liability under the provisions of this Article.

SECTION 8. REFERENCES TO FOUNDATION. For purposes of this Article, references to "the Foundation" shall include, in addition to the surviving Foundation, any merged Foundation (including any corporation having merged with the Foundation) absorbed in a merger, which if its separate existence had continued, would have had the power and authority to indemnify its Directors, officers or employee or agent of such merging corporation, or was serving at the request of such corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to such merging Foundation if its separate existence had continued.

SECTION 9. OTHER REFERENCES. For purposes of this Article, 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 Foundation" shall include any service as a Director, officer, employee or agent of the Foundation which imposes duties on, or involves services by such Director, officer, employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonable 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 Foundation" as referred to in the Article.

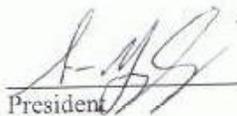
Article 13
Dissolution

SECTION 1. DISSOLUTION. The Foundation may dissolve if a 2/3 of its Board of Directors or a 2/3 of its Executive Members adopt a resolution to dissolve and no debts of the corporation will remain unpaid. Written notice of the election to dissolve must be given to all Directors and to all Executive Members at least ten days prior to the execution of the articles of dissolution. The dissolution action may be taken either at a Directors' meeting or an Executive Members' meeting, or in lieu of a meeting, by written unanimous consent of all Directors or of all Executive Members.

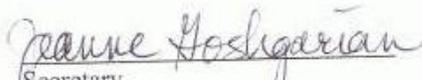
SECTION 2. DISTRIBUTION OF ASSETS. Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, with preference to any organization which directly benefits the Village of Round Lake Beach Cultural & Civic Center.

Adopted at Round Lake Beach, Illinois:

Date: 1-23-08



President



Secretary