

BY-LAWS
OF
THE ILLINOIS SAINT ANDREW SOCIETY
2022

PREAMBLE

The Illinois Saint Andrew Society (herein afterwards referred to as the “Society”) was originally organized and established in 1845 by a number of Scottish residents of Illinois, and a Constitution and By-Laws were adopted by them in 1846;

By Act of the General Assembly of the State of Illinois approved February 10, 1853, the Society was incorporated under the name of “THE ILLINOIS SAINT ANDREW SOCIETY” the provisions of which Act were accepted by the then members of the Society;

The Society was reincorporated under and in pursuance of the Corporation Laws of the State of Illinois on June 29, 1928, and as such the Society became the successor to the original Society and is the true and lawful owner of all the assets, real, personal and mixed of The Illinois Saint Andrew Society, including, but not limited to, the properties comprising its senior living campus and all appurtenances thereunto belonging, at North Riverside, Illinois;

The Society is vested with the power to make and from time to time to alter, as may be deemed proper and expedient, By-Laws declaring the purpose and defining the powers of the Society, the time of election and the manner thereof of the Officers of the Society and the number and duty of such Officers, and generally such other provisions for the good government and existence of the Society as a majority of the Members present may determine; and

For the better regulation of the affairs and properties of the Society to the end that the obligation which called it into existence may be more effectively encompassed, it has seemed proper and expedient to restate, amend and revise the By-Laws of the Society hitherto in force;

NOW, THEREFORE, The Illinois Saint Andrew Society does establish and ordain these as its By-laws, repealing any and all prior Constitutions, Charters and By-Laws and Amendments thereto:

ARTICLE I

NAME

Section 1. The name of this organization shall be the Illinois Saint Andrew Society. The Society may do business under alternative names. These alternative names shall be set forth in the Standing Rules.

ARTICLE II

THE PURPOSES OF THE SOCIETY

Section 1. The principal purposes of the Society are to provide charitable relief to the distressed and unfortunate, including but not limited to the operation of a senior living campus in North Riverside, Illinois, and the promotion of Scottish culture. The mission of the Society is to nourish Scottish identity through service, fellowship and celebration of Scottish culture. The Society welcomes everyone who is Scottish by birth, by heritage or simply by inclination toward Scottish values.

Section 2. To implement these purposes, the Society shall be empowered to:

A. Acquire, buy, construct, establish, maintain equipment for and operate a senior living residence;

- B. Promote, encourage and facilitate mutual acquaintance, social, commercial, and professional relationships, cooperation and friendship between and among the Members of the Society, members of allied societies, and Scotland;
- C. Engage in activities and host events that educate, entertain and promote Scottish culture, and to secure memberships for the Society in other organizations that further the same purposes;
- D. Foster the development and growth of Members committed to the preservation and enhancement of Scottish arts, commerce, and culture;
- E. Encourage its Members to adhere to and promote public understanding of Scottish values and traditions;
- F. Provide educational and professional opportunities for Members;
- G. Collect, research, publish and disseminate historical, genealogical, and cultural information about Scots, Scotland and Scottish culture;
- H. Enlist, organize and support Members for achievement of its purposes;
- I. Foster international cooperation and exchange of knowledge, techniques and education among Scots worldwide;
- J. Provide scholarships to deserving students; and
- K. Engage in such other and further means as may be necessary and proper to accomplish the foregoing purposes.

Section 3. This Society is not organized for the pecuniary profit of its Officers, Governors or Members and except for funds paid to Members for services rendered with the approval of the Board of Governors, no part of its net income shall benefit any Governor, Officer or Member; and any balance of money or assets remaining after the full payment of corporate

obligations of all and any kinds shall be devoted to the charitable, educational and benevolent purposes of the Society.

Section 4. The foregoing statement of corporate purposes shall be construed as a statement of both purposes and powers and not as restricting or limiting in any way the general power of this Society, of their exercise and enjoyment, as they are expressly or implicitly granted by the laws of the State of Illinois.

Section 5. Embracing equity for its Members and everyone it serves is central to the Society's mission. The Society is committed to achieving meaningful diversity and inclusion and to combat bias and discrimination in all its forms, including structural and systemic racism. The Society does not discriminate on the basis of race, ethnicity, religion, gender, sexual orientation, gender identity, disability or national origin.

Section 6. As used throughout these By-laws, individual pronouns shall include plural pronouns where applicable. and plural pronouns shall include individual pronouns where applicable.

ARTICLE III

MEMBERSHIP

Section 1. Membership Classes. Membership of the Society shall be available to persons who are Scottish by birth, by heritage or by inclination. As used in these By-Laws, the terms "Member" and "Membership" shall refer to the following three classes:

A. Individual Members. An Individual Member shall be at least eighteen years of age. Individual Members may qualify for Life Membership, the criteria and

requirements for which may be set forth in the Standing Rules.

B. Honorary Members. The Board of Governors may confer Honorary Membership, the criteria and requirements for which may be set forth in the Standing Rules.

C. Family Members. A Family Member shall be any family, consisting of a parent or parents and any and all of his, her or their spouses and natural or adopted children younger than 18 years of age.

Section 2. Eligibility to Vote and Hold Office. Only Members who are in good standing may vote at meetings of Members. A Family Membership shall be limited to one vote per family. Only Individual Members may serve as Governors or Officers.

Section 3. Provisions Relating to Membership in Standing Rules. Additional requirements relating to qualifications, dues, application procedures, resignation and other matters pertaining to membership and membership classes may be set forth in the Standing Rules.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Types of Meetings

A. Annual Meeting of Members. An Annual Meeting of the Members of the Society shall be held in the fourth quarter of the calendar year or at such other time as may be determined by the Board of Governors.

B. Special Meetings of Members. Special meetings of the Members of the

Society may be called by the Society Chair, or in his or her absence, by the Vice-Chair or the President, or upon written application to the Board of Governors made for that purpose by one-twentieth of the Members of the Society.

Section 2. Form of Attendance. Members may attend, participate and vote at any meeting by telephone or interactive technology, or by written proxy.

Section 3. Notice. The Secretary shall give written notice to Members of the date and place of the meetings of Members at least twenty (20) days prior to such meetings. If Members will be permitted to participate by telephone or interactive technology, the notice shall so state.

Section 4. Quorum and Vote at Meetings

A. Sixteen Members present in person, by telephone or interactive technology, or by written proxy, shall constitute a quorum at every such meeting. A Family Membership shall be counted as one Member for purposes of calculating a quorum.

B. Each class of Member shall have a vote at meetings of the Membership, except that a Family Membership shall be limited to one vote per family.

C. The vote of the majority of the Members present at the meeting, in person, by telephone or interactive technology, or by written proxy, shall be necessary to render a decision. All such decisions shall be recorded in writing.

D. Members who are present at the meeting and who are already represented by valid proxy may change the vote they cast by proxy.

ARTICLE V

BOARD OF GOVERNORS

Section 1. Board of Governors. There shall be a Board of Governors of the Society that shall be the primary force in moving the organization to realize its opportunities for service and fulfillment of its obligations to its constituencies.

Section 2. Nomination of Candidates for Governor. Candidates for Governor may be nominated by the Governance Committee, or by a petition signed by fifteen (15) Members of the Society and delivered to the Society Chair at least four (4) weeks before the Annual Meeting of Members.

Section 3. Election of Governors. The election of Governors shall be held at the Annual Meeting of Members. The Secretary shall cause the proxy ballot and list of candidates to be sent to the Members at least twenty (20) days before the Annual Meeting of Members. When there is only one candidate for an available seat on the Board of Governors, the Secretary may, by motion duly made, seconded and carried, be directed to cast the unanimous ballot of Members present, in favor of the candidates presented by the Governance Committee.

Section 4. Powers, Duties and Authority. The Board of Governors shall:

A. Govern and direct the affairs of the Society and hold the usual powers of a Board of Governors of a membership organization that shall include, but not be limited to the following:

1. Establishing, revising monitoring and advancing organizational adherence to mission, vision, values and goals;
2. Approving and evaluating long-range plans;
3. Authorizing the creation and elimination of job positions for employees of the Society as it may deem appropriate;

4. Amending the Society's By-Laws;
 5. Chartering and discontinuing clubs and groups affiliated with the Society;
 6. Serving as the Society's voice for all Scottish interests;
 7. Approving the agreement for employment of the President; with the Society Chair, supervising the work of and evaluating the President; and, if deemed necessary, terminating the employment of the President;
 8. Ensuring the development and delivery of quality programs;
 9. Establishing, amending and repealing the policies of the Society;
 10. Approving the annual budget of the Society, ensuring financial solvency of the Society and providing stewardship of the Society's assets;
 11. Authorizing and approving expenditures, contracts, sales, purchases, leases, asset transfers, and other agreements and obligations with a value in excess of an amount as set forth in the Standing Rules or policies of the Society;
 12. Authorizing and approving any material financing of the Society;
 13. Providing adequate insurance for the Society;
 14. Ensuring an annual audit of the Society's financial records by independent auditors; selecting and appointing independent auditors to conduct such audits, and providing an annual report to the membership; and
 15. With the President, overseeing the Society's elder care operations, including employment of qualified professionals.
- B. Adopt Standing Rules and policies supplementary to and consistent with

the By-Laws to regulate such matters as may be deemed appropriate. Proposed Standing Rules and policies shall be provided to the Board of Governors at least ten (10) days prior to the Board meeting at which the proposed Standing Rules or policies are to be adopted.

- C. Carry out such additional duties as may be set forth in the Standing Rules.

Section 5. Composition of the Board of Governors

A. Number of Governors. The Board of Governors shall be composed of between twenty-five (25) and thirty (30) Governors.

B. Advisory Members of the Board of Governors. Advisory members of the Board of Governors, who shall not have a vote and who shall be excluded from determination of any quorum, shall include the President, former Presidents, former Society Chairs, and Honorary Governors. The criteria and requirements for the selection and number of Honorary Governors may be set forth in the Standing Rules. As used in these By-Laws, the term Governor shall not include advisory members.

Section 6. Classes of Governors; Term of Office; Vacancies; Meetings

A. Classes of Governors. There shall be three classes of Governors of up to ten (10) Governors in each class with staggered three-year terms, subject to the maximum Board size of thirty (30) Governors. No Governors shall serve more than three (3) consecutive terms (nine consecutive years). Governors who have served three consecutive terms may be elected Governors again after an interim period of one year off the Board of Governors.

B. Commencement and Expiration of Term. Each Governor's term of office shall commence upon his or her election and shall expire upon the election of a successor at the Annual Meeting of Members occurring three years after his or her

election or as soon thereafter as a successor is elected.

C. Transitional Terms for Classes of 2023, 2024 and 2025 To Be Elected in 2022. In the election of Governors to be held in December 2022, to fill classes of 2023, 2024 and 2025, the term of office of Governors in the class of 2023 shall expire upon the election of a successor at the first Annual Meeting of Members after their election, the term of office of Governors in the class of 2024 shall expire upon the election of a successor at the second Annual Meeting of Members after their election, and the term of office of Governors in the class of 2025 shall expire upon the election of a successor at the third Annual Meeting of Members after their election. Service in a term of one or two years under this Section 6.C shall not be counted in applying the term limit stated in Section 6.A.

D. Current Governors As Of The Effective Date Of These By-Laws. Governors serving at the time of the adoption of these By-Laws shall be eligible for service under these terms without regard to any lengths of current or past service.

E. Resignation. Any Governor may resign at any time by giving written notice to the Society Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance as determined by the Society Chair.

F. Vacancies. In the case of resignation of a Governor or, if for any other reason, including ineligibility, a Governor is unable to complete his or her term, and if the vacancy causes the number of Governors to be less than twenty-five (25), the Board of Governors shall appoint a successor to for the unexpired portion of the term. If a Governor is filling a vacancy on the Board of Governors, the period of his or her service filling such vacancy shall not be counted as one of that Governor's consecutive terms and

shall have no effect on his or her eligibility for election to a consecutive term on the Board of Governors.

G. Appointments of Governors to Standing Committees. Each Governor may be appointed annually by the Board of Governors to one or more of the Standing Committees of the Board of Governors as may be specified in these By-Laws or the Standing Rules.

H. Board Meetings.

1. Annual and Quarterly Meetings of Board of Governors. According to a schedule set by the Society Chair and the President, the Board of Governors shall meet as necessary, but not less than once per quarter. The Board of Governors' first meeting following the Annual Meeting of Members shall be the board's annual meeting.

2. Special Meetings. Special meetings of the Board of Governors may be called at the discretion of the Society Chair, by a majority of the Executive Committee or by a majority of the voting Governors, to be held at such time, day and place as shall be designated in the notice of such meetings.

I. Notice. Notice of the time, day and place of any meeting of the Board of Governors shall be given at least twenty (20) days in advance by notice sent by mail, e-mail or telephone to each Governor. The purpose or purposes for which a special meeting is called shall be stated in the notice.

J. Waiver of Notice. Any Governor may waive notice of any meeting by written waiver prior to the meeting, by subsequent approval of the minutes or by attendance. The attendance of a Governor at any meeting shall constitute a waiver of

notice of such meeting, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

K. Quorum. One-third of the Governors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Governors.

L. Compensation. Governors shall not receive any compensation for their services as members of the Board of Governors. Under special circumstances, the Board of Governors may authorize payment by the Society for the expenses of Governors to attend regular or special meetings of the Board of Governors.

M. Voting

1. All actions and decisions by the Board of Governors shall be taken by majority vote of the voting Governors present at the meeting.

2. Governors shall not vote by proxy.

3. A voting Governor attending the Board of Governors meeting by electronic means may cast his or her votes provided that he or she can hear and be heard by all those Governors physically present at the meeting.

N. Attendance telephonically or by other interactive means shall constitute attendance at said meeting.

ARTICLE VI

OFFICERS

Section 1. Officers of the Society. The Officers of the Society (“Officers”) shall be the Society Chair, the Vice-Chair, the Treasurer, the Secretary, the chairs of the Governance

Committee and such other Standing Committees of the Board of Governors established in these By-Laws or by the Board of Governors in the Standing Rules, and the President. Any two or more offices other than President may be held by the same person, except the offices of Society Chair and Secretary. All Officers other than the President shall be Governors.

Section 2. Election by Board of Governors. The Officers other than the President shall be elected annually by the Board of Governors at its annual meeting. If the election of Officers shall not be held at the Board of Governors' annual meeting, such election shall be held as soon thereafter as convenient. No references in these By-Laws to election of Officers shall be applicable to the President, who shall be appointed by the Society Chair in accordance with these By-Laws.

Section 3. Slate of Officers. The Governance Committee may propose a slate of Governors for consideration and election as Officers by the Board of Governors.

Section 4. Terms of Office. The term of office for each Officer other than the President shall be one year. The term of office of the President shall be as set forth by agreement between the President and the Board of Governors.

Section 5. Resignation. Any Officer may resign at any time by giving written notice to the Society Chair. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance as determined by the Society Chair.

Section 6. Vacancies. In the case of resignation of any Officer other than the President, or if for any other reason, including ineligibility, such Officer is unable to complete his or her term, the Governance Committee shall present a candidate for consideration by the Board of Governors. The Board of Governors shall elect a successor to complete the unexpired term.

Section 7. Society Chair. The Society Chair shall serve as the chair of the Board of Governors and shall have all the powers and shall perform all the duties commonly incident to

and vested in the office of the chair of the board of governors or directors of a corporation and shall, in partnership with the President, ensure the Board of Governors fulfills its governance responsibilities. The powers and duties of the Society Chair shall include, but not be limited to:

- A. Serving as a Member of the Executive Committee, and serving without vote in an ex officio capacity as a member of all other Standing Committees of the Board of Governors, and other committees and subcommittees;
- B. Presiding at all meetings of the Society's Members, Board of Governors and Executive Committee;
- C. Scheduling meetings of the Society's Members, Board of Governors and Executive Committee;
- D. Setting the agendas for meetings of the Society's Members, Board of Governors and Executive Committee, with the assistance of the President and the Executive Committee;
- E. With the advice of the President, (1) recommending to the Board of Governors persons to be appointed as members of the Standing Committees of the Board of Governors, and (2) appointing chairs and members of other committees and subcommittees;
- F. Appointing the Society's Legal Counsel, Auditor, Chaplain and Physician, or delegating such appointment to another Officer with notice to and the approval of the Board of Governors or Executive Committee;
- G. Focusing the Board of Governors' attention on matters of institutional governance that relate to the organization's mission, vision and long range plans and to its own structure, role and relationship to management;

H. Exercising such other powers as the Board of Governors may assign in accordance with Board of Governors policy; and

I. With the approval of the Board of Governors, entering into an agreement with the President for his or her employment by the Society and directing the work of and evaluating the President.

Section 8. Vice-Chair. The Vice-Chair shall perform all duties of the Society Chair during the absence or disability of the Society Chair, and shall perform such other duties as the Society Chair and Board of Governors may designate, including, but not limited to:

- A. Serving as a member of the Executive Committee;
- B. Overseeing the Society's strategic planning;
- C. Assisting the Society Chair in the performance of his or her duties whenever requested to do so;
- D. Attending special meetings as directed by the Society Chair; and
- E. Representing the Society to other associations or organizations as requested by the Society Chair.

Section 9. Treasurer.

A. The Treasurer shall ensure the fiscal integrity of the Society. In order to do so, the Treasurer shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the treasurer of a not-for-profit corporation, and such other duties as the Society Chair and the Board of Governors may designate, including, but not limited to:

- 1. Serving as a member of the Executive Committee;
- 2. Serving as the Chair of the Finance Committee;

3. Ensuring that the Society maintains accurate financial records;
4. Monitoring Society expenditures to ensure operation within the annual budget;
5. Ensuring that the Board of Governors exercises a fiduciary responsibility to the Society;
6. Overseeing preparation and distribution of an independent annual audit of the Society's finances by a certified public accounting firm;
7. Ensuring that all financial policies of the Board of Governors are being followed;
8. Ensuring that regular financial reports are submitted to the Board of Governors and presenting a report at each meeting of the Board of Governors; and
9. Ensuring the Society has an annual budget.

B. If the Treasurer is unable to attend any meeting of the Board of Governors or Executive Committee, the Treasurer shall appoint a member of the Finance Committee to attend said meeting in his or her place.

Section 10. Secretary

A. The Secretary shall ensure that records are maintained of all Society, Board and Executive Committee meetings. In order to do so, the Secretary shall have all the powers and shall perform all the duties commonly incident to and vested in the office of the secretary of a not-for-profit corporation, and such other duties as the Society Chair and Board of Governors may designate, including, but not limited to:

1. Serving as a member of the Executive Committee;

2. Ensuring that all decisions and actions made at meetings of the Board of Governors, Executive Committee and other Standing Committees of the Board of Governors are recorded in the minutes and that the minutes are distributed to Governors, the President and others as approved by the Board;

3. Ensuring that current copies of the Society By-Laws, Standing Rules, policies and procedures are provided to the Society Chair and other Officers and Governors as appropriate;

4. Obtaining information from records and minutes for Board of Governors decision-making; and

5. Ensuring the safety and security of all the official papers of the Board of Governors.

B. If the Secretary is unable to attend any meeting, the President shall insure that minutes of said meeting are recorded and transmitted to the Secretary in a timely fashion.

Section 11. Chairs Of Standing Committees of the Board of Governors. The responsibilities of the chairs of Standing Committees of the Board of Governors shall be as set forth in these By-Laws and in the Standing Rules.

Section 12. President

A. The President shall be nominated and appointed by the Society Chair with the approval of the Board of Governors. The President shall be the chief executive officer of the Society and shall perform all duties commonly incident to and vested in the office of the president and chief executive officer of a not-for-profit corporation, and such other duties as the Society Chair and the Board of Governors may designate. The President

gives direction to the formulation of strategy. By adhering to the Society's mission, vision and values, the President leads the Society to realize its objectives and overcome its challenges. With the Board of Governors, the President shall be the primary force in moving the organization to realize its opportunity for service and fulfillment of its obligations to its constituencies. With the Society Chair, the President shall enable the Board of Governors to fulfill its governance function, facilitating optimum interaction between the Society's staff and its Board of Governors.

B. The duties and responsibilities of the President shall include, but not be limited to:

1. Planning regularly with the Society Chair for leadership of the organization;
2. Assisting the Society Chair and each other Officer in the performance of their duties;
3. Assisting the Executive Committee in the performance of its duties;
4. Informing the Board of Governors and the Society Chair of the condition of the Society and material factors affecting it;
5. Helping to formulate, implement and evaluate the policies and plans of the Board of Governors;
6. Managing the development and evaluation of plans;
7. Overseeing and conducting the day-to-day business affairs of the Society;
8. Entering into routine business agreements and contracts on behalf

of the Society, obtaining prior authorization and approval of the Board of Governors when required by Article V, Section 4.A.11 and A.12;

9. Engaging, managing, supporting, retaining and evaluating the staff;

10. Reviewing the Society's financial resources and maintaining budgetary controls;

11. Serving as the chief spokesperson for the Society by embodying and communicating its mission, vision and values to its various constituencies;

12. Acting as an ex officio and non-voting member of all Standing Committees of the Board of Governors, and other committees and subcommittees;

13. Attending and providing advice at meetings of the Board of Governors and Standing Committees of the Board of Governors as a non-voting participant in such meetings; and

14. Exercising such other powers and duties as the Board of Governors may assign.

Section 13. Directors and Officers Insurance. The Society shall provide Directors and Officers Insurance covering all Governors and Officers of the Society.

ARTICLE VII

STANDING COMMITTEES OF THE BOARD OF GOVERNORS

Section 1. Executive Committee. The Executive Committee shall be composed of the Officers of the Society as listed in Section 1 of Article VI of these By-Laws.

A. General Authority. The Executive Committee shall ensure ongoing support, coordination and implementation of the Board of Governors' decisions and

plans.

B. Duties and Responsibilities. The powers and duties of the Executive Committee shall include, but not be limited to:

1. Providing leadership for the Board of Governors in annual planning and goal setting;
2. Acting on behalf of the Board of Governors when necessary between meetings of the Board of Governors, subject to subsequent ratification by the Board of Governors, and promptly informing the Board of Governors of actions taken on its behalf;
3. Setting agendas for the Society and helping the Society Chair and the President prioritize agendas for the Board of Governors;
4. Partnering with the President to identify committee and subcommittee chairs and members, for nomination and election or appointment as the case may be;
5. Providing information and support to the President;
6. Ensuring the annual evaluation of the President's performance; and
7. Performing other duties and responsibilities as may be set forth in the Standing Rules.

C. Meetings. The Executive Committee shall convene as needed upon call of the Society Chair.

D. Quorum. Fifty-one percent (51%) of the members shall constitute a quorum of the Executive Committee for any meeting.

Section 2. The Finance Committee

A. The Finance Committee shall consist of not less than three (3) members and shall include the Treasurer, and a majority shall be Governors. Members of the Finance Committee shall be appointed by the Board of Governors. The Finance Committee shall be comprised of an odd number of voting members.

B. The Finance Committee shall be chaired by the Treasurer and shall report to the Board of Governors.

C. The duties and responsibilities of the Finance Committee shall be to assist and advise the Treasurer in the performance of his or her duties, to monitor the financial conditions of the Society, to assist in the planning of the financial affairs of the Society, to make reports and recommendations to the Board of Governors regarding its financial affairs and related topics as it may deem appropriate, and to perform such other duties and responsibilities as may be set forth in the Standing Rules.

D. The Finance Committee shall meet as necessary, but no less than once per quarter.

Section 3. Governance Committee

A. The Governance Committee shall consist of at least three (3) members, including the Chair of the Governance Committee. Serving on the committee, in addition to the Chair of the Governance Committee, shall be the Vice-Chair, and at least one (1) Governor appointed by the Board of Governors. The Governance Committee shall be comprised of an odd number of voting members. The President shall serve ex officio as a nonvoting member.

B. The duties and responsibilities of the Governance Committee shall include: (a) to nominate Officers and members of the Board of Governors; (b) to ensure

orientation of new Governors; (c) to evaluate Governors' performance based on criteria approved by the Board of Governors; (d) to advise the Society Chair, President and Board of Governors concerning Society staff personnel issues that are brought to the committee's attention from time to time; (e) to ensure the Society is in compliance with its By-Laws, Standing Rules and Policies; (f) to make recommendations concerning amendments to the By-Laws, Standing Rules and Policies; (g) to provide written notice of a slate of nominees for the Board of Governors to all Members of the Society at least twenty (20) days prior to the established date of the Annual Meeting, at which time the election will occur; (h) to provide to the Board of Governors written notice of a slate of Officers and members of Standing Committees of the Board of Governors for consideration and election (or appointment as the case may be) by the Board of Governors, such notice to be provided at least twenty (20) days prior to such election (or appointment); and (i) to perform such other duties and responsibilities as may be set forth in the Standing Rules.

C. The Governance Committee shall convene as necessary, but no less than once per year.

Section 4. Other Standing Committees of the Board of Governors. The membership, duties, responsibilities and operation of other Standing Committees of the Board of Governors shall be as set forth in the Standing Rules. The chairs of such other Standing Committees shall be elected by the Board of Governors, and members shall be appointed by the Board of Governors. A majority of the members of each such other Standing Committee shall be Governors.

Section 5. Terms of Membership on Standing Committees of the Board of Governors.

The term of membership on Standing Committees of the Board of Governors shall be as follows:

- A. Officers shall be members of the Executive Committee during their terms of office.
- B. Officers who are designated as chairs of Standing Committees of the Board of Governors under these By-Laws or the Standing Rules shall serve on those committees during their terms of office.
- C. The terms of membership on Standing Committees other than the Executive Committee shall be one (1) year, and there is no limit to the number of terms members may serve.
- D. Terms of membership on committees shall commence on January 1.

Section 6. Operation, Creation and Dissolution of Standing Committees of the Board of Governors and Subcommittees of Standing Committees and Other Committees

- A. Through its Standing Rules, the Board may create new Standing Committees and other committees, dissolve existing Standing Committees and other committees, and provide for the operation of the Standing Committees and other committees in a manner supplementary to and consistent with these By-Laws.
- B. With the exception of the Executive Committee, the Standing Committees of the Board of Governors may perform their duties through subcommittees, which shall be set forth in the Standing Rules. Members appointed to the subcommittees need not be members of the Board of Governors, except that each subcommittee shall be chaired by a member of the Board of Governors. The subcommittees shall be comprised of an odd number of voting members. The terms of membership on the subcommittees shall be as specified in the Standing Rules. Subcommittees shall meet as necessary.

C. Any subcommittee of the Standing Committees of the Board of Governors, other than the Executive Committee, Finance Committee and Governance Committee, may be created or terminated by the Board of Governors upon the recommendation of the Society Chair.

D. The identification, operation, description, duties and responsibilities of all subcommittees of Standing Committees of the Board of Governors shall be set forth in the Standing Rules.

Section 7. Other Committees. The Society Chair, with the consent of the Board of Governors, may create or terminate such other committees and subcommittees as are deemed necessary on such terms and conditions as are approved by the Board of Governors. The identification, operation, description, duties and responsibilities of all such committees and subcommittees may be set forth in the Standing Rules.

ARTICLE IX

FISCAL YEAR

Section 1. The fiscal year of the Society shall commence on January 1 and terminate on December 31.

ARTICLE X

LIMITATION ON ACTIVITIES

Section 1. The Society shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of the net earnings, gains or assets of the Society shall inure to the benefit or be distributable to its Governors, Officers, other private

individuals or organizations organized and operating for profit, except that the Society is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XI

DISSOLUTION

Section 1. Upon dissolution or final liquidation of the Society, any remaining assets shall, after payment or the making of provision for payment of all the lawful debts and liabilities of the Society, be distributed to one or more regularly organized and qualified not-for-profit organizations to be selected by the Board of Governors in conformance with the By-Laws of the Society.

ARTICLE XII

INDEMNIFICATION

Section 1. The Society shall indemnify (a) 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 Society to procure a judgment in its favor by reason of the fact that such person is or was a Governor, Officer, employee or agent of the Society or is or was serving at the request of the Society as Governor, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, and (b) 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 Society) by reason of the fact that he or she is or was a Governor, Officer, employee or agent of the Society, or who is

or was serving at the request of the Society as a governor, director, officer, partner, trustee, 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 him or her in connection with any such action, suit or proceeding, in each case to the fullest extent permissible under subsection (a) through (f) of Section 24 of the General Not-For-Profit Corporation Act of the State of Illinois, as amended from time to time, or in the indemnification provision of any successor statute.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Section 1. Robert's Rules of Order, Newly Revised 12th Edition shall govern this Society when applicable and not inconsistent with the By-Laws and Standing Rules.

ARTICLE XIV

AMENDMENTS

Section 1. The Members of the Society may from time to time amend these By-Laws as may be necessary to carry into effect any of the purposes of the Society, or which may be needful in its governance or in the conduct of its business. Written notice of such amendment shall be provided to the Members of the Society no less than twenty (20) days prior to the meeting at which such proposed By-Laws amendment shall be considered for adoption.

Section 2. The adoption of these Amended and Restated By-Laws of the legal Members of the Society, ratifies and confirms in The Illinois Saint Andrew Society, a corporation

organized under the laws of Illinois (not-for-profit) on June 20, 1928, titles to all properties real and personal acquired, owned or held by The Illinois Saint Andrew Society, a corporation created by Special Act of the Illinois General Assembly in 1853, and its successors. No impermissible or unauthorized amendments to or changes in the objects, purposes, properties, powers and authorities granted to this Society by Special Act of the Illinois General Assembly, approved February 10, 1853 and/or the certificate or incorporation issued by the Secretary of State of the State of Illinois on June 29, 1928, is contemplated by these Amended and Restated By-Laws. All amendments and changes contained herein are intended and believed to be in accordance with the laws of the State of Illinois.

Section 3. The foregoing By-Laws shall be in force immediately upon their adoption, and all the provisions of the previous By-Laws with the amendments thereto, shall thereupon be repealed and of no effect, without prejudice, however, to all rights or properties heretofore vested in the Society.

Section 4. The first election of Governors under the provisions hereof may take place at the Annual Meeting at which these By-Laws are adopted. Incumbent Governors whose terms of office under the previous By-Laws have not expired shall continue in office for the remainder of their respective terms and until the election and qualification of their successors.

Adopted and entered this ____ day of _____, 2022.