

SUDDEN INFANTS DEATH SERVICES OF ILLINOIS, INC.

BYLAWS

ARTICLE I.

NAME

The name of this Corporation shall be Sudden Infant Death Services (SIDS) of Illinois, Inc.

ARTICLE II.

NOT FOR PROFIT CORPORATION

The Corporation is a corporation as defined in The General Not-For-Profit Corporation Act of 1986 of the State of Illinois.

ARTICLE III.

PURPOSE

- 1) The purposes for which this corporation is formed are:
 - a) To support family members and others touched by the tragedy of a SIDS or post-neonatal infant death;
 - b) To educate the public and professionals about bereavement support and infant mortality reduction including SIDS and;
 - c) To eliminate Sudden Infant Death Syndrome through the support and implementation of appropriate research.
- 2) No substantial part of the activities of this Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office
- 3) No part of the net earning of this Corporation shall inure to the benefit of any individual. The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue code of 1954.

ARTICLE IV.

DURATION

The period during which this Corporation is to continue as a corporation is perpetual.

ARTICLE V.

ADDRESS

- 1) The area to be served by this Corporation shall be the State of Illinois. The post office address of its principal office is 710 E. Ogden Ave., Suite 550, Naperville, IL 60563. For bulk mailing purposes, the Post Office addresses are 2320 Glenview Road, Glenview, Illinois 60025 and 1314 Kensington Road, Oak Brook, IL 60523.
- 2) The name and address of its registered agent is: J. Marc Forkins, Jr.
Attorney at Law
Hinshaw & Culbertson
4343 Commerce Court Suite 415
Lisle, IL 60532
- 3) The Board of Directors may from time to time change the registered agent and/or the address of its registered office by duly adopted resolution and submission of the appropriate statement to the Secretary of State's office.

ARTICLE VI.

MEMBERS

- 1) The members of this Corporation shall be all persons who support the organization. Membership is nontransferable and nonassignable.
- 2) Membership will terminate only upon death of a member, written resignation, or for cause, inconsistent with membership, after appropriate hearing.

ARTICLE VII.

BOARD OF DIRECTORS

- 1) The affairs of this Corporation shall be under the control of a Board of Directors consisting of no less than ten persons, all of whom shall be volunteers and neither paid personnel of this Corporation nor of any organization receiving financial support from this Corporation. All of the directors shall be members of this Corporation, at least twenty-one (21) years of age, a majority of whom shall be citizens of the United

States and residents of Illinois. Not less than one-third of the directors shall be SIDS parents.

- 2) The members shall elect the directors for overlapping two-year terms based on the procedure described in Article XI Section 2. No person may serve more than three (3) consecutive two-year terms except; (i) after an absence from the Board of Directors of one year; (ii) in the event that the President is on the sixth year, the term can be extended for one year to fulfill the past-president role for one year. (iii) a Board member in good standing petitions the Board for permission to waive the one-year absence rule.
- 3) The duties of the Board of Directors shall be to establish the general policies of the Corporation and to manage the business and affairs of the Corporation.
- 4) Additional Board members may be added throughout the year other than at the Annual Meeting of the members, by recommendation of the Board Development Committee and approval of the Board of Directors, at a regularly scheduled Board meeting.

ARTICLE VIII.

MEETINGS, NOTICES, QUORUM

- 1) The annual meeting of the members of this Corporation shall be held in the month of March at such place and on such day and hour as the Board of Directors may determine.
- 2) Special meetings of the members for any purpose or purposes may be called pursuant to the resolution of the Board of Directors, and shall be called by the President or Secretary at the request in writing of one-third of the directors in office, or at the written request of one-tenth of the members of the Corporation. Such request shall in any case state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
- 3) Notice of any meeting of the members, annual or special, stating the date, time and place where it is to be held shall be served personally, electronically via e-mail or by mail, postage prepaid, upon each member entitled to vote at such meeting, not less than five (5) nor more than forty (40) days before the meeting, and if mailed, shall be deemed to be delivered when deposited in the United States mail with postage prepaid addressed to each member entitled to notice at his address as it shall appear on the books and records of this Corporation, unless he/she shall have filed with the Secretary of this Corporation a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

- 4) Each member will be entitled to one vote on each matter submitted to a vote of the members. Each member may vote either in person or by proxy executed in writing by the member. Election of directors may be conducted by mail according to any procedure instituted and adopted by resolution of the Board of Directors.
- 5) The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting is necessary for the election of directors or for the adoption of any matter voted on by the members, unless a greater proportion is required by the General Not-for-Profit Corporation Act, the Articles of Incorporation of this Corporation or any provision of these bylaws.

ARTICLE IX.

MEETING OF THE BOARD OF DIRECTORS

- 1) Meetings of the Board of Directors of this corporation shall be held at least quarterly and additional meetings may be held on the call of the President or, if he/she is absent or unable or refuses to act, by any officer, or by any three (3) directors.
- 2) Notice of any meeting of the directors, regular or special, starting the date, time and place where it is to be held shall be served personally, electronically via e-mail or by mail, postage prepaid, upon each director not less than five (5) days before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
- 3) The presence of not less than one-half of the directors is requisite and shall constitute a quorum. Action by a majority of directors where a quorum is present shall be the action of the directors of this Corporation, unless a greater number is required under the provisions of the General Not-for-Profit Corporation Act, the Articles of Incorporation of this Corporation, or any provision of these bylaws.
- 4) In addition to the powers by these bylaws expressly conferred upon them, the Board of Directors of this corporation may exercise such powers and do such lawful acts and things as are not by statute or by these bylaws required to be exercised by the members or officers.

ARTICLE X.

OFFICERS

- 1) The officers of this Corporation who shall be elected by the Board of Directors shall be a President, President-elect and Past-president, the Secretary and the Treasurer, all

of whom shall be members of the Board of Directors. All officer positions would be designated as a Vice President (except for President) for all purposes of executing documents at the direction of the Board. All officers shall hold office for one (1) year and until their successors are elected and qualify.

- i) The President, or in his/her absence, a Vice President selected by the Board of Directors, shall preside at all meetings of members and of the Board of Directors and shall perform the duties incident to such office and such other duties as may be prescribed from time to time by the Board of Directors.
- 2) The Secretary shall attend all meetings of the Board of Directors and all annual or special meetings of members and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for any committee of members or directors if so required by resolution of the Board of Directors. The Secretary shall cause to be given notice of all meetings of members or of the committees of members. The Secretary will perform in general all duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
- 3) The Treasurer shall have the custody of all funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuables effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such regular meetings of the board, or whenever they may require it, an account of all transactions and of all financial condition of the Corporation, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.
- 4) The Board of Directors may, at its discretion, require the Treasurer and any other officer or any employee of this Corporation to give a bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his/her office and for the restoration to the Corporation in case of death, resignation, retirement or removal from office of all papers, vouchers, money and other property of whatever kind of his/her possession or under his/her control belonging to the corporation. The Corporation shall pay for any bond as required.
- 5) The persons authorized under these bylaws to elect or appoint such officer whenever in their judgement the best interests of this Corporation will be served may remove any officer elected or appointed to office.

- 6) The Board of Directors shall cause the financial records to be audited annually by an independent certified public accountant.

ARTICLE XI.

COMMITTEES

- 1) There shall be an Executive Committee consisting of the officers, which will act for the Board of Directors in the management of the Corporation in the absence of action by the Board. The Executive Committee shall have and exercise all the powers of the Board of Directors subject to such limitations as the laws of the State of Illinois or resolutions of the Board of Directors may impose, and shall have the power to affix the seal of the Corporation to all papers which it may deem to require it.
 - a) The President shall serve as Chairman of the Executive Committee. The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum.
 - b) The Executive Committee shall keep regular minutes of its proceedings and report it to the Board of Directors.
- 2) There shall be a Nominating Committee, consisting of a Chair appointed by the Board President and three (3) other Committee Members, which shall be charged with the responsibility of nominating a slate of directors to be elected at the annual meeting of the members. In order to maintain the minimum of ten members, at least five (5) Board Members are to be nominated for election or re-election in one year and five (5) in the succeeding year, based on the provisions of Article VII, Section 2. At this election, any member of the Corporation may make other nominations for Board membership from the floor. Each director will serve the term to which elected and until a successor has been elected and qualified.
 - a) Additionally, as provided in Article VII, this Committee may recommend to the Board at any of its regularly scheduled meetings throughout the year the nomination of one (1) or more new Board Members; upon approval of the Board, such members will become members of the group already seated for that year, and their terms of office will expire with that group.
 - b) The Board Development Committee shall also nominate a slate of officers to be elected by the Board at the annual meeting of the members, who will serve for the ensuing year. At this election, any member of the corporation may make other nominations for officer positions from the floor.
 - c) This Committee shall also be responsible for: (1) developing a succession plan for both officers and directors, (2) the orientation and training of new directors, (3) administering the provisions of Article XII regarding filling vacancies, and (4) appropriate recognition of retiring officers and directors.
- 3) There shall be a Finance Committee composed of the Treasurer, as chairman and **two (2)** other members to be appointed by the President with approval of the Board and shall have power to buy, subscribe for, sell, exchange and transfer stocks, bonds, and other securities, and otherwise to invest and reinvest any funds of the Corporation. The committee's policies of investment, however, shall be subject to review by the

Board. The Treasurer is authorized and empowered to execute on behalf of the Corporation, when so directed by the Finance Committee, such documents as may be necessary to effectuate the sale, exchange or transfer of securities. The Finance Committee should report to the Board of Directors at each quarterly meeting of the Board, and a complete auditor's report on the Corporation's finances should be sent annually to all officers of the Board and made available to all Board members. The Committee shall consider the details of the budget that is prepared by the staff and presented to the Board, along with the Committee's recommendation, by the Treasurer or the (Co-) Executive Director. The Board, voting in official meeting, shall approve the budget for the Corporation.

- 4) There shall be a Strategic Plan Committee, chaired by the President, and consisting of a total of at least three committee members, which shall be responsible for formulating for the Board's approval each year an on-going Strategic Plan, consisting of an operational plan for the year immediately ahead as well as strategic goals and objectives for as many as four succeeding years. The Board, its Committees, and the staff will be held accountable to one another in executing the provisions of the plan throughout its term.
- 5) All committee appointments shall be made as soon as possible after the election of officers or vacancies occur. Committee members shall serve for such terms as may be provided by the Board.
- 6) The President shall from time to time appoint such standing or special committees as are authorized by the Board of Directors. Each committee shall consist of such number of persons, as the Board of Directors deems advisable. A majority of the members of any such committee shall be members of this Corporation. All acts of such committees shall be subject to approval of the Board of Directors.
- 7) The chairpersons of standing committees who are not already serving on the Board of Directors shall be eligible to attend and advise at all meetings of the Board of Directors.

ARTICLE XII

VACANCIES

- 1) All vacancies in the Board of Directors, whether caused by failure to elect, resignation, death or otherwise, may be filled by the remaining directors, even though less than a quorum, at any regular or special meeting of directors, or by the members at any regular or special meeting.
- 2) All vacancies in the Executive Committee whether caused by failure to elect, resignation death or otherwise may be filled by the Board of Directors at any regular or special meeting.

- 3) In case there is a vacancy in any office of the Corporation, whether caused by failure to elect, death, and resignation or otherwise, such vacancy may be filled by the Board of Directors at any regular or special meeting.
- 4) Directors and officers so elected to fill vacancies shall serve until the next annual meeting of members and until their successors are elected and qualify.

ARTICLE XIII.

EXECUTIVE DIRECTORS

The Board of Directors shall appoint and employ an Executive Director who shall be the general manager and fiscal agent responsible for administration of the corporation's program, finances and personnel within the framework of the policies, principles and practices established by the Board. This shall include but not be limited to staffing, job classification and other responsibilities incident to a chief executive officer of a business corporation. He/she shall employ and discharge such staff, as he/she deems necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. He/she shall be responsible for the administrative management of the affairs of this Corporation subject to the approval and direction of the Board of Directors and be responsible to work within an approved budget established by the Board. The Executive Director shall report to the Executive Committee. The Board of Directors holds the right to have Co-Executive Directors who have the same responsibilities as an Executive Director as directed by the Board of Directors.

ARTICLE XIV.

INDEMNIFICATION

Each person who at any time is or shall have been a director, officer, employee or agent of this Corporation, or is or shall have been serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Corporation in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of adoption of this bylaw or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise. If authorized by the Board of Directors, the corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not-for-Profit Corporation Act of Illinois as in effect at the time of the adoption of this bylaw or as amended from time to time.

ARTICLE XV.

FISCAL YEAR

The fiscal year of this corporation shall end June 30th of each year.

EXECUTION OF DOCUMENTS

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer or other authorized staff and countersigned by the President or Executive Director. Contracts, leases, or other instruments executed in the name of an on behalf of the Corporation will be signed by the Executive Director or by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

BOOKS & RECORDS

This Corporation will keep correct and complete books and of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Committees. The Articles of Incorporation, Bylaws and minutes shall be kept in the Corporation's minute book at the office of the Corporation. The Corporation will also keep at its principal office an accurate, complete and current record giving the names and addresses and telephone numbers of its Members entitled to vote.

INSPECTION OF BOOKS & RECORDS

All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time.

NOT FOR PROFIT OPERATIONS

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may reimburse expenses and pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

LOANS TO MANAGEMENT

This Corporation will make no loans to any of its Directors or Officers or to any of its key management or personnel.

ARTICLE XVI.

NONDISCRIMINATION

The Sudden Infant Death Services of Illinois, Inc., maintains a policy of nondiscrimination with respect to members served by the corporation, officers, directors, committee members, employees and any other person. No aspect of selection will be influenced in any manner by race, color, religion, sex, age, national origin, physical or mental disability, or any other basis prohibited by statute.

ARTICLE XVII

CONFLICT OF INTEREST

A conflict of interest is defined as an actual or perceived interest by a staff member/Board member, in an action that results in or has the appearance of resulting in, personal, financial gain. A conflict of interest occurs when an employee/Board member has a direct or fiduciary interest with a vendor who provides goods or services to the organization.

It is in the interest of the organization, individual staff and Board members to strengthen trust and confidence in each other, to expedite resolution of problems, to mitigate the effect and to minimize organizational and individual stress that can be caused by a conflict of interest.

Employees are to avoid any conflict of interest and even the appearance of a conflict of interest. This organization serves the community as a whole. The appearance of a conflict of interest can cause embarrassment to the organization and jeopardize the credibility of the organization. Any conflict of interest, potential conflict of interest or the appearance of a conflict of interest is to be reported to the Executive Director immediately. Employees are to maintain independence and objectivity with vendors, the community and organization. Employees are called to maintain a sense of fairness, civility, ethics and personal integrity even though law, regulation or custom does not require them.

Employees, members of employee's immediate family, and members of the Board are prohibited from accepting substantial gifts, money or gratuities from the following:

- a. Persons receiving benefits or services from the organization;
- b. Any person or entity performing or seeking to perform services under contract with the organization; and
- c. Persons who are otherwise in a position to benefit from the actions of any employee of the organization.

Employees may, with the prior approval of the Executive Director, receive honoraria for lectures and other such activities while on personal days, compensatory time, annual leave or leave without pay. If the employee is acting in any official capacity, honoraria received by an employee in connection with activities relating to employment with the organization are to be paid to the organization.

Any exceptions to this policy must have Board approval.

ARTICLE XVIII

AMENDMENTS

The bylaws of this Corporation may be altered or repealed by the members by the vote of the majority present at any annual or special meeting called for that purpose.

The Board of Directors shall have the power to make, alter, amend or repeal the bylaws of this Corporation by a two-thirds vote of the entire Board at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting.

Any amendments, alterations, changes, additions or deletions from these bylaws shall be consistent with the laws of this State that define, limit or regulate the powers of this Corporation or the directors of this Corporation.

ADOPTION OF BYLAWS

Adopted by the Board of Directors this 24th day of November, 2003 at Naperville, Illinois.