

AMENDED AND RESTATED
BY-LAWS OF THE
MID-NORTH ASSOCIATION

ARTICLE I. GENERAL

Section 1. Name

The name of this Illinois not-for-profit corporation shall be the Mid-North Association, herein referred to as the Association.

Section 2, Duration

The Association shall be of perpetual duration, subject to provisions for dissolution as hereinafter provided.

Section 3. Principal Office/Registered Agent

The principal office of the Association shall be located in the City of Chicago, Illinois, as determined from time to time by the Board of Directors.

The Association shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the Illinois General Not For Profit Act (the "Act"). The registered office may be, but need not be, identical to the principal office in the State of Illinois, and the name and address of the registered agent may be changed from time to time by resolution of the Board of Directors.

Section 4. Mid-North Area

The area of prime but not sole interest and activity of the Association shall be that portion of Chicago, Illinois, bounded on the north by Fullerton Parkway, on the east by Lincoln Park, on the south by Ogden Mall, and on the west by Lincoln Avenue, and contiguous areas adjacent to these boundaries, herein referred to as the "Mid-North Area."

Section 5. Purposes

The purposes of the Association are to unite individuals, groups, institutions and businesses who live, work, own property or are interested in the Mid-North Area and to engage in activities to promote the social welfare, to enhance the quality of life, and to foster improvements to schools, parks, residences, institutions, businesses, and streets and parkways in the Mid-North Area, provided that such improvements shall promote or be compatible with maintenance of the special historic character and status of this essentially residential community.

The Association also shall have authority to act with respect to areas other than the Mid-North Area whenever such action is necessary or appropriate for the achievement of its primary purposes.

The Association also shall have such powers as are now or may hereafter be granted by the Act.

ARTICLE II. MEMBERSHIP

Section 1. Classes of Members

The Association shall have as voting and non-voting members individuals, families, businesses or institutions.

A. Eligibility to be Voting Member

Any adult person who resides or owns real property in, or any institution or business located in the Mid-North Area, and who shares the Association's purposes, is eligible to be a voting member. Voting shall be exercised in person, by proxy, or by written consent delivered by the member to the Association in writing or by electronic means by individuals and family members (subject to the below limitation) and in the case of a business or institution by one (1) duly authorized representative thereof. Any institution or business which operates through multiple entities or locations shall be deemed to be a single institution or business for purposes of voting membership. A family membership shall be entitled to no more than two (2) votes, to be cast by separate adult members of that family. No person shall be permitted to vote in more than one (1) capacity at a membership meeting.

B. Eligibility to be Non-voting Member

Any person, institution or business not eligible to become a voting member is eligible to become a non-voting member.

Section 2. Consummation and Continuation of Membership

Membership shall be consummated upon the receipt of the membership application and appropriate fee by the membership chairman, or that person's agent, whereupon the name, address and phone number then shall be inscribed on the membership roll and given to the Recording Secretary, or that person's agent. In case of any question as to the eligibility of any applicant to be a voting member, the applicant may be requested to furnish reasonable additional information to the Recording Secretary and in such case such applicant's membership shall not be consummated until such additional information is furnished (as well as their check and application). New members shall receive membership meeting notices after joining, but no new voting member shall have the right to vote on any matter or in any election until after thirty (30) days from date of consummation of membership as described above. Upon failure of a member to pay membership dues more than sixty (60) days after they are due and payable, the membership shall thereupon be terminated without the necessity of any further action by the Association. Requalification of a former member shall call for the same procedure as for a new member.

It shall be each member's duty to keep the Recording Secretary informed as to his or her proper and correct mailing address and, if such member elects to receive communications from the Association, including but not limited to meeting notices, via electronic means, he or she shall provide an electronic mail address, facsimile number or other contact information. Failure to provide the Association with current contact information relieves the Association of all responsibility in the delivery of Association notices.

Section 3. Resignation

Any member may resign by filing a written notice of resignation with the Recording Secretary, or mailing such notice to the Association's official address; but no resigning member shall be entitled to receive a refund of any dues paid.

Section 4. Transferability

Membership shall be neither transferable nor assignable.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Regular Meetings

Regular membership meetings shall be held between the first of September and the end of June, when and as called by the President or at least three (3) Directors, for the purposes of transacting such business as may be timely, such other business as may properly come before the meeting and presenting to members information pertinent to the Mid North Area.

Section 2. Annual Meeting

The annual meeting shall be held during the month of January, or as provided in a resolution of the Board of Directors, for the purpose of electing directors for their proper terms and transacting such other business as may properly come before the meeting.

Section 3. Special Meetings

Special membership meetings may be called by the President, the Board of Directors or by ten percent (10%) of the qualified voting members of the Association in good standing.

Section 4. Quorum And Rules

A quorum at any membership meeting shall be a number equal to ten percent (10%) of voting members of the Association present in person or by proxy, such voting members to be determined not less than five (5) days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) days, immediately preceding such meeting. Procedure at any membership meeting shall follow Robert's Rules of Order (Revised). Members may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5. Place of Meetings

Membership meetings shall be held in the Mid North Area at such place as specified in the notice of such meeting.

Section 6. Proxies

Each member entitled to vote at a meeting of members or to express consent or dissent to action in writing without a meeting may authorize another person or persons, in writing, to act for him/her by proxy, but no such proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Such written authorization shall include, but not be limited to, electronic mail from such member to the Association.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Association shall be managed by its Board of Directors, which may exercise all corporate powers except as otherwise provided in these by-laws or by law. Any expenditure or borrowing of money exceeding Five Thousand Dollars (\$5,000.00) shall be first approved by a majority of voting members present at a membership meeting, in person or by proxy. Every official act of the Board of Directors shall be reported to the membership no later than the next membership meeting. The Association's Board of Directors shall also be charged with the election of the Association's officers.

Section 2. Composition, Tenure And Qualifications

A. Number of Directors

Only voting members shall be qualified to be members of the Board of Directors. No person shall be elected or shall continue to serve as a director unless that person is a voting member of the Association.

The Board of Directors shall consist of eleven (11) members. Each director shall serve for a term of three (3) years. The director's terms shall be staggered as below.

The President of the Association, if not otherwise a director, shall, beginning on the first day following such person's last term as President and ending on the day before the one (1) year anniversary of such beginning date, assume the title "President Emeritus" and serve as an additional member of the board of directors.

Notwithstanding any contrary provision of this Subsection A, directors shall be elected as follows:

- (1) In 2013:
 - (a) Four (4) directors, each of whom shall serve for a term of three (3) years, shall be elected;
 - (b) Two (2) directors, each of whom shall serve for a term of two (2) years, shall be elected; and
 - (c) One (1) director, who shall serve for a term of one (1) year, shall be elected.
- (2) In 2014 and each third (3rd) year thereafter, three (3) directors shall be elected.

- (3) In 2015 and each third (3rd) year thereafter, four (4) directors shall be elected.
- (4) In 2016 and each third (3rd) year thereafter, four (4) directors shall be elected.

No director shall serve more than two (2) consecutive terms.

B. Election

Directors shall be elected by a vote of a majority of voting members present in person or by proxy at an annual meeting, to serve for their designated terms beginning with the next official year of the Association. Where the vote does not show a majority for any director, there shall thereupon be a run-off election between the two (2) candidates receiving the greatest number of votes and the person then receiving the greater number of votes shall be elected.

C. Definition of "Term" and "Years

Election or succession to complete another person's term shall not constitute a "term" insofar as the provisions relating to consecutive terms are applicable and a "year" as used in this section shall be the period commencing at an annual meeting and ending at the next following annual meeting of the Association.

Section 3. Resignation and Removal

A director may resign at any time by giving written notice to the Association. Three (3) consecutive absences from a duly called board of directors meeting by any board member without reasonable excuse shall be deemed a resignation. The validity of any excuse shall be determined solely by the remaining board members, which board members may waive such automatic resignation and determine that such board member's term may continue. Any director may be removed when the remaining members of the board shall by majority decision resolve that a director substantially and continuously has failed to perform his or her duties. Any director may be removed from office for cause upon a two-thirds vote of the voting members present in person or by proxy at a duly called membership meeting.

Section 4. Filling of Vacancies

A vacancy on the board of directors shall be filled until the next annual meeting by resolution of the Board of Directors.

Section 5. Meetings

Meetings of the Board of Directors normally shall be called monthly from September through June by the President or, in that person's extended absence, by the Vice President, or by any two (2) directors. Not less than two (2) days' written notice of the day, place and hour, and the purpose, of the meeting shall be given. The foregoing notice provisions may be waived by a two-thirds vote of the Board of Directors. Meetings of directors shall be held in the City of Chicago at such place as may be specified in the notice of such meeting.

Section 6. Quorum and Rules

A majority of directors shall constitute a quorum. The Board of Directors may adopt its own rules for the conduct of its business; lacking any such rules, Robert's Rules of Order (Revised) shall govern. Directors may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 7. Action And Duties

The act of a majority of the Board of 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 these by-laws or by law.

It shall be the duty of board members to fulfill their fiduciary responsibilities conscientiously and in the interests of the Association and its members, provided that no Board of Directors action shall require an officer, board member or Association member to act in any manner contrary to federal, state or local law.

Section 8. Membership Initiative and Referendum

Any proposal for policy or action by the Association may be initiated by petition signed by ten percent (10%) of the total qualified voting membership and submitted to the Recording Secretary. The Board of Directors may at its discretion adopt such proposal. If the Board of Directors has not adopted such proposal by the second membership meeting following such submission, the proposal then shall be submitted to a referendum of the membership at that membership meeting. A vote of two-thirds of those present and voting in favor of the proposal shall cause its adoption as the policy or act of the Association.

ARTICLE V. OFFICERS

Section 1. Composition and Tenure

The Association shall have five (5) officers, each of whom shall also be a director: a President, a Vice President, a Recording Secretary, a Corresponding Secretary and a Treasurer, each to serve for a term of one (1) year. Neither the President nor the Treasurer shall serve in that office for more than four (4) consecutive terms, and no other officer shall serve in the same office for more than two (2) consecutive terms.

Section 2. Election

Officers shall be elected by a vote of a majority of the Board of Directors present at an annual or special meeting, to serve for their designated terms beginning with the next official year of the Association. Where the vote does not show a majority for any officer, there shall thereupon be a run-off election between the two (2) candidates receiving the greatest number of votes for such office and the person then receiving the greater number of votes shall be elected.

Section 3. Resignation and Removal

An officer may resign at any time by giving written notice to the Association. An officer may be removed at any time by a two-thirds vote of the other members of the Board of Directors.

Section 4. Filling of Vacancies

A vacancy in any office shall be filled until the next annual meeting by resolution of the Board of Directors; provided, however, that if the office of President becomes vacant, it shall automatically be filled by the then Vice President until the next annual meeting of the membership.

Section 5. Duties Of Officers

A. President:

The President shall be the principal executive officer of the Association and shall in general supervise and direct all of the affairs of the Association. He or she shall preside at all meetings of the members and the Board of Directors, shall be a member ex-officio of all committees, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President or the President's nominee (or nominees), shall represent the Association before any appropriate local organizations. Following the President's term as such, as President Emeritus, he or she shall serve as a director of the Association as provided herein.

B. Vice President:

In the absence of the President or in the event of that person's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have the powers and perform the duties of the President. The Vice President shall perform such other duties as may be assigned to him or her by the President or the Board of Directors.

C. Other Presiding Officer:

In case of the absence of both the President and Vice President from any board or membership meeting, the chair may be filled from among voting members present by election. For the purpose of filling the chair temporarily to hold such an election, the ranking person shall be the Recording Secretary, then the Corresponding Secretary and the Treasurer, followed by the directors in order of the expiration of their terms, the earliest expiration ranking first among them.

D. Recording Secretary:

The Recording Secretary shall keep (and maintain a permanent record of) the meetings of the membership and of the Board of Directors. The Recording Secretary shall cause notices to be prepared and served in accordance with the provisions of these by-laws. The Recording Secretary shall be the custodian of the Association records and its seal, and shall affix the same to all papers and documents whenever the seal shall be required to be so affixed. The Recording Secretary shall perform such other duties as may be assigned to him or her by the President or the Board of Directors. The Recording

Secretary shall keep a register of the address of each member and maintain a current listing of other associations and others who show a good faith interest in the activities of the Association. The Recording Secretary shall prepare and mail the newsletter of the Association.

E. Corresponding Secretary:

The Corresponding Secretary shall perform such duties as may be assigned to him or her by the President, the Recording Secretary or the Board of Directors.

F. Treasurer:

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association from any source whatsoever, shall deposit all such monies in the name of the Association in such banks, trust companies, or other depository as shall be selected in accordance with these by-laws and in general shall perform all the duties incident to the office of Treasurer. The Treasurer shall be a member of the budget and finance and the fund raising committee, to the extent the Association has such committees. The Treasurer shall perform such other duties as set forth in these bylaws or as may be assigned by the President or the Board of Directors.

Checks and withdrawals of the Association's money shall be made upon the joint signature of two (2) of the officers of the Association, normally the President and Treasurer; provided, however, that the Vice President, Recording Secretary and Corresponding Secretary shall only sign checks or make withdrawals in the absence of the President or Treasurer, or both.

The Treasurer shall make a report in writing at each annual meeting and shall also report at any other meeting in a manner requested by the Board of Directors. The books, records, and vouchers shall be at all reasonable times subject to inspection by any member, officer or director.

ARTICLE VI. COMMITTEES

Section 1. Power to Designate and Appoint

Committees may be created by the Board of Directors, with appointment of committee members to be made by the President, or the Board of Directors as provided in these by-laws.

Section 2. Committees of Directors

The Board of Directors may designate committees consisting solely of board members, which shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed in these by-laws.

Section 3. Standing Committees

Standing committees shall consist only of voting members. Members, including the chairman, of any standing committee, serving at the end of an official year, may continue to serve until replaced. Standing committees shall include: budget and finance;

parks and environment; planning, zoning and traffic; membership; fundraising; community safety; and schools and institutions.

Section 4. Chairman

One member of each committee shall be appointed chairman by the President with the consent of the Board of Directors.

Section 5. Quorum

Unless otherwise provided by resolution of the Board of Directors, a majority of a committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules

Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board of Directors; lacking any such rules, Robert's Rules of Order (Revised) shall govern. Committee members may participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 7. Committee Budgets

Each committee chairman, promptly after the beginning of the fiscal year, shall submit a budget request to the Treasurer.

Section 8. Special Committee

Special committees, for undertaking corollary or subsidiary activities or projects, may consist in part of non-voting members, provided that the chairman thereof be a voting member of the Association. Such a committee shall act in the name of the Association only under the direction of and upon ratification of its recommendations in a manner set forth in the resolution causing its creation.

Section 9. Nominating Committee

Directors shall be nominated by a nominating committee of not less than three (3) members (which may include directors and officers) appointed by the President with the consent of the Board of Directors.

The nominating committee shall report its nominations to the President on or before the tenth (10th) day before the annual meeting, and the Recording Secretary shall, on or before the fifth (5th) day before the annual meeting, notify the membership, in writing, of the names of the nominees and that additional nominations may be made as hereinafter provided. Any voting member shall have the right, at the annual meeting, to nominate from the floor, for the Board of Directors, any other person or persons who meet the requirements for such directorship as set forth in these by-laws.

Unless requested by at least three (3) members having the right to vote at the annual meeting, voting at the annual meeting shall be by show of hands. Upon such request, the voting shall be by paper ballot as prepared by the Recording Secretary and the

counting of ballots shall be in public at the annual meeting. The Recording Secretary may appoint tellers to assist in the preparation, counting and identification of ballots.

ARTICLE VII. OFFICIAL AND FISCAL YEARS

The official and fiscal year of the Association shall run from January 1 to December 31 of each year.

ARTICLE VIII. BUDGET AND FINANCIAL REPORTS

Section 1. Adoption of Budget

The Board of Directors shall adopt a budget for the fiscal year, and shall be responsible for raising financial resources sufficient to meet the needs of the budget as adopted.

Section 2. Preparation of Budget

The Treasurer shall annually, after consultation with the officers and committee chairmen, prepare a budget showing, by appropriate category, the estimated expenses and revenues of the Association for the fiscal year. To the extent that the estimated expenses exceed the revenue from membership dues and other regular contributions received during the present fiscal year, the budget shall designate those sources from which additional funds are to be obtained and shall make specific recommendations for the raising of said funds. The Treasurer shall submit the proposed budget, together with his or her report thereon, to the Board of Directors.

Section 3. Financial Reports

The Treasurer shall review periodically, but not less frequently than quarterly, the revenues and expenditures of the Association and shall report the same to the Board of Directors, and shall advise whether said revenues and expenditures conform to the estimate thereof contained in the budget.

ARTICLE IX. MEMBERSHIP DUES

The annual membership dues shall be as established from time to time by the Board of Directors; provided, however, that the membership dues for fiscal years beginning in 1996, and thereafter until changed by action of the Board of Directors, shall be as follows;

Individuals.....	\$25
Families	\$35
Institutions or	
Businesses	\$100
Life membership	
(individuals or	
families)	\$400

ARTICLE X. ADOPTION

These by-laws shall be considered adopted and in effect when its provisions are ratified by a two-thirds vote of the voting members present at a duly called membership meeting.

ARTICLE XI. AMENDMENTS

These by-laws, in whole or in part, may be amended by a two-thirds vote of the voting members present at a duly called membership meeting, provided the substance of the action proposed is set forth in, or a copy of the proposed revisions is attached to, the written notice to members of the meeting at which such action is contemplated.

ARTICLE XII. DISSOLUTION

In the event of the dissolution the Association, any assets remaining after payment of claims outstanding against the Association shall be distributed by the last Board of Directors to one or more organizations having a nature or purpose similar to that of the Association, or to one or more civic improvement, educational, benevolent, or charitable organizations (other than church affiliated groups) operating in the city of Chicago, provided that any distribution hereunder shall be pursuant to a plan of distribution submitted to and approved by a meeting of the members called for such purpose or, in the absence of a quorum at such a meeting, by the last Board of Directors.

ARTICLE XIII. CORPORATE SEAL

The Board of Directors may adopt a corporate seal. Any such seal shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "Corporate Seal" and "Illinois".

ARTICLE XIV. NOTICES TO AND COMMUNICATIONS FROM MEMBERS AND DIRECTORS

Written notice of any meeting shall be delivered not less than five (5) (or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20)) nor more than sixty (60) days before the date of the meeting, by or at the direction of the President or at least three (3) Directors, to each member of record entitled to vote at such meeting.

Written notice of a meeting shall state the following:

(a) the place, day and hour of the meeting;

(b) in the case of a special meeting of the members, the purpose or purposes for which the meeting is called and any matter which is proposed to be submitted to a vote by the members, together with a statement of the action, if any, taken by the Board of Directors on said matter; provided, however, that no motion or resolution may be put to a vote except with respect to matters so stated in the notice; and

(c) if applicable, the names of all persons nominated for Association directorships.

Any notice to members or directors given by the Association shall be effective if given by a form of electronic transmission consented to by the member to whom the notice is given. Any such consent shall be revocable by the member or director by written notice to the Association. Any such consent shall be deemed revoked if (a) the Association is unable to deliver by electronic transmission two (2) notices given by the Association in accordance with such consent and (b) such inability becomes known to the Recording Secretary or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

Notice given pursuant to the electronic means stated above shall be deemed given:

(a) if by facsimile, when directed to a number at which the member has consented to receive notice;

(b) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice;

(c) if by a posting on an electronic network together with separate notice to the member of such specific posting, upon the later of (1) such posting and (2) the giving of such separate notice; and

(d) if by any other form of electronic transmission, when directed to the recipient.

All "written" communications to and from members, Directors or Officers of the Association shall include communications delivered to and from the members or directors via electronic means, including electronic mail.

All electronic communication from a member to the Association shall be effective if sent by such member by electronic mail to the President, Vice President, or Recording Secretary.