

BYLAWS OF

***GORD BEING GORD, NFP***

AN ILLINOIS NOT FOR PROFIT CORPORATION

**ARTICLE I**  
**GOVERNING LAWS AND PURPOSES**

1.01 Definition of Bylaws

These Bylaws constitute the code of rules adopted by GORD BEING GORD, NFP (the "Corporation") for the regulation and management of its affairs.

1.02 Purposes and Powers

The Corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code"). The Corporation shall have such powers as are set forth in the Articles of Incorporation of the Corporation or as may be granted by the Illinois General Not For Profit Corporation Act of 1986 (the "Act"), or any successor legislation; provided that such powers may be exercised only consistently with its status as a corporation described in Section 501(c)(3) of the Internal Revenue Code, as from time to time amended. The initial purpose of the Corporation shall be to raise money and awareness for third-party organizations and/or causes that were important to the late Gordon Dale Andresen. Thereafter, at such time as may be determined by the President of the Corporation, the purpose may be expanded to include organizations and/or causes of importance to Annette Cecelia Andresen and/or Scott Alan Andresen.

1.03 Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE II**  
**OFFICES AND AGENT**

2.01 Offices

The Corporation shall have and continuously maintain a Registered Office in the State of Illinois and a Registered Agent at such office. In addition, the Corporation may maintain other offices either within or without the State of Illinois. The initial Registered Office of the Corporation shall be at 3025 North California Avenue, Suite 4SE, Chicago, Illinois 60618.

**ARTICLE III**  
**MEMBERSHIP**

3.01 No Members

The Corporation shall not have members.

### 3.02 Effect of Prohibition.

Any action which by the Act would require notice to, the presence of, or the vote, consent, approval or other action by the members shall only require notice to, the presence of, or the vote, consent, approval or other action by the Board of Directors.

### 3.03 Associates

Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members,” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 101.80 of the Act or corresponding section of any subsequent law. The Corporation may confer by amendment of these Bylaws some or all of the rights of a member as set forth in the Act on any person or persons who do not have the right to vote on changes to the Articles of Incorporation, or on a merger, consolidation, or dissolution of the Corporation, or on a distribution of the Corporation’s assets, or on a sale, lease, exchange or mortgage of assets, but no such person shall be a member within the meaning of Section 101.80 of the Act.

## **ARTICLE IV** **BOARD OF DIRECTORS**

### 4.01 General Powers

The affairs of the Corporation shall be managed by the Board of Directors which shall be the governing body of the Corporation. The Board of Directors, in addition to the powers, authority and duties that may be granted or imposed by the Articles of Incorporation or elsewhere in these Bylaws, shall have all of the powers, authority and duties prescribed or imposed by the Act for corporations organized under the Act which have no members. No Director may act by proxy on any matter. The Board of Directors may delegate functions to officers, employees, committees or others but retains full authority over, and responsibility for, all such functions. The President of the Corporation shall have the right to veto any decision by the Board of Directors, though such veto may be overcome by a unanimous vote of the other Directors then in office.

### 4.02 Number of Directors

The number of Directors of the Corporation shall not be fewer than three (3), nor more than five (5), at any time. The number of Directors may be changed from time to time by amendment of these Bylaws, however the maximum number of Directors may not exceed the minimum number by more than five (5) at any time, and the minimum number of directors may never be fewer than three (3).

### 4.03 Qualifications and Obligations of Directors

Each Director must be eighteen (18) years old. A Director need not be a resident of Illinois. The Board of Directors may, from time to time, set required or suggested obligations of Directors regarding their participation in the Corporation’s activities including the development of financial and other resources.

### 4.04 Terms of Directors

At each Annual Meeting, Directors shall be appointed for concurrent one (1) year terms by the President. Each Director shall continue in office for the term for which appointed and until a successor has been appointed and qualified.

#### 4.05 Resignation of Directors

A Director may resign at any time by written notice delivered to the Board of Directors, the President or the Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a certain date. The pending vacancy may be filled before the effective date, but the successor shall not take office prior to such effective date.

#### 4.06 Removal of Director

A Director may be removed, with or without cause, by (i) the President, or (ii) affirmative vote of a majority of the Directors then in office, at a special meeting of the Directors called for that purpose.

#### 4.07 Vacancies in the Board

Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the President. Any new Director appointed to fill a vacancy shall serve until the next Annual Meeting of the Corporation.

#### 4.08 Directors' Meetings

The Annual Meeting of the Board of Directors shall be held on a date on or before the last day of the fiscal year of the Corporation. The date of other regular meetings of the Board of Directors shall be set by the President in consultation with the Directors.

#### 4.09 Quorum of Directors

A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such a quorum is present at a meeting, a majority of the Directors present at such meeting may adjourn the meeting to another time without further notice. Participation in a meeting by means of teleconferencing in which all directors can speak to and be heard by all other Directors in attendance shall be considered to be the equivalent of physical attendance at the meeting. The act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws

#### 4.10 Place of Directors' Meetings

Meetings of the Board of Directors, regular or special, shall be held at the registered office of the Corporation or at any other place within or without the State of Illinois, as the President designates by written notice to the Board of Directors or as the Board of Directors designates by resolution duly adopted by a majority.

#### 4.11 Notice of Directors' Meeting

- (a) Meetings of the Board of Directors shall be held upon written or electronic notice to the Board of Directors from the President or the Board of Directors, stating the place, day and time of such meeting. Such notice shall be delivered to each Director not less than ten (10) nor more than thirty (30) days before the day of the meeting, either personally, by mail or electronically. If mailed, such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Directors at the addresses as they appear in the records of the Corporation. Any Director may waive notice of any meeting.
- (b) Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any

business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by some provision of these Bylaws.

#### 4.12 Compensation

No Director or Officer of the Corporation, except for the Executive Director, shall receive, directly or indirectly, any salary, wages or other financial compensation in his or her capacity as Director or Officer, but may receive reimbursement of reasonable and necessary expenses advanced on behalf of the Corporation.

#### 4.13 Informal Action

- (a) Any action required to, or which may, be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Such consent may also be given electronically.
- (b) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors or committee members. Such consent may also be given electronically. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.
- (c) Any such consent signed by all the Directors or all the committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Act.

#### 4.14 Committees of the Board

- (a) The Board of Directors may from time to time create one or more committees. The President shall appoint Directors or such other persons as may be designated, to serve on a committee. Each committee shall be comprised of at least one (1) Director. Each member of a committee shall continue to serve until the next Annual Meeting of the Board of Directors, and may be reappointed to additional terms. Any member of any committee may be removed by the President whenever in the judgment of the President the best interests of the Corporation shall be served by such removal. One member of each committee shall be appointed chair thereof.
- (b) Unless the appointment by the Board requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore. Such consents may also be given electronically.
- (c) The Board may delegate to a committee specific and prescribed authority of the Board and each committee may exercise the authority of the Board provided, however, a committee may not:
  - (1) Adopt a plan for the distribution of the assets of the Corporation, or for its dissolution;
  - (2) Fill vacancies on the Board or any of its committees;

- (3) Elect, appoint or remove any Officer or Director or member of any committee, or fix compensation of any member of a committee;
  - (4) Adopt, amend or repeal these Bylaws or the Articles of Incorporation of this Corporation;
  - (5) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
  - (6) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors unless the resolution or action of the Board of Directors provides by its terms that it may be amended, altered or repealed by action of a committee.
- (d) The Board of Directors may create and appoint persons to a commission, advisory body or other such body which may or may not have Directors as members, which body may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or to the officers.

## **ARTICLE V** **OFFICERS**

### 5.01 Roster of Officers

The Officers of the Corporation shall consist of the following:

1. a President;
2. such number of Vice Presidents as the President shall determine;
3. a Treasurer;
4. a Secretary; and
5. such other Officers as the President shall determine.

Two or more offices may be held by the same person, except one person may not serve simultaneously as President and Secretary.

### 5.02 Selection of Officers

Each of the Officers of the Corporation shall be appointed annually by the President, shall be a member of the Board of Directors, and shall remain in office until a successor to such office has been elected and qualified. Such appointment will take place at the Annual Meeting of the Board of Directors.

### 5.03 President

The President shall be the principal executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President shall further perform all other duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. Notwithstanding any other provision of these Bylaws, Scott A. Andresen shall serve as the President of the Corporation until his death or permanent incapacity, or until such time as he shall resign. Scott A. Andresen shall also have the sole and exclusive right to appoint such successor(s) to serve as President of the Corporation as he may deem necessary and appropriate in his sole discretion until his death or permanent incapacity. In the event that Scott A. Andresen

shall die or become permanently incapacitated prior to selecting a successor, the then-current Vice President of the Corporation shall become President.

#### 5.04 Vice Presidents

The Vice President(s) (or one of them) appointed by the President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. In addition, the Vice President(s) shall perform such other duties as may be prescribed from time to time by the Board of Directors.

#### 5.05 Secretary

The Secretary shall keep minutes of all meetings of the Board of Directors, shall be the custodian of the corporate records, and generally shall perform all other duties incident to such office and such other duties as may be prescribed from time to time by the Board of Directors. In addition, the Secretary shall have the authority to certify the Bylaws, resolutions of the Board of Directors and committees thereof, and other documents of the Corporation as true and correct copies thereof.

#### 5.06 Treasurer

The Treasurer shall have charge and custody of all funds of the Corporation, shall deposit the funds as required by the Board of Directors, shall keep and maintain adequate and correct records and accounts of the Corporation's properties and business transactions, shall render reports and accountings to the Directors as required by the Board and, generally, shall perform all other duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

#### 5.07 Executive Director

The President, upon consultation with the Board of Directors, may appoint an Executive Director to handle and carry out the day-to-day operations of the Corporation, subject to the control and supervision of the Board of Directors. The Executive Director shall perform all duties incident to such office and such other duties as may be provided by these Bylaws or as may be prescribed from time to time by the Board of Directors. The Executive Director's compensation shall be determined by the Board of Directors.

#### 5.08 Removal of Officers

Any Officer, with the exception of the President, may be removed by an affirmative vote of at least three-fourths (3/4) of the Board of Directors then in office, exclusive of such Officer, with or without cause, whenever in their judgment the best interests of the Corporation will be served by such removal.

### **ARTICLE VI** **INDEMNIFICATION OF EMPLOYEES AND AGENTS**

#### 6.01 Claim Brought By Third Party

The Corporation may, but is not required to, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments,

finances and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

#### 6.02 Claim By or in the Right of the Corporation

The Corporation may, but is not required to, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

#### 6.03 Successful Defense

To the extent that a present or former Director, Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 6.01 or 6.02 of these Bylaws, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

#### 6.04 Determination of Conduct

Any indemnification under Sections 6.01 or 6.02 of these Bylaws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections 6.01 or 6.02. Such determination shall be made by a majority vote of the Board of Directors who were not parties to such action, suit or proceeding, even though less than a quorum, and if there are no such directors, by independent legal counsel.

#### 6.05 Insurance

The Corporation may, but is not required to, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this Article VI.

## ARTICLE VII OPERATIONS

### 7.01 Fiscal Year

For accounting, tax and related purposes, the Corporation shall operate, and its records shall end, on December 31 of each year.

### 7.02 Execution of Documents

The President and/or the Board of Directors may authorize any Officer(s) or agent(s) of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of such determination by the Board of Directors, such documents shall be signed by the President.

### 7.03 Books and Records

The Corporation shall keep correct and complete books and records of account and of the activities of the Corporation, including the Articles of Incorporation, these Bylaws and minutes of the proceedings of the Board of Directors and any committee of the Board of Directors, which books and records shall be kept at the Corporation's principal office or at such other place as the Board of Directors shall from time to time determine.

### 7.04 Inspection of Books and Records

All books and records of the Corporation may be inspected by a Director, or his or her agent or attorney, for any purpose at any mutually agreed upon time.

### 7.05 Not For Profit Operation

The Corporation will not have or issue shares of stock. No dividend shall be paid, and no part of the money, property or other assets of the Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for actual services rendered, other than as an Officer or Director, with the exception of the Executive Director, who may be compensated as such.

### 7.06 Loans to Management

The Corporation shall make no loans to any of its Directors or Officers.

### 7.07 Gifts

The Officers or Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests or devises for the general purpose or for any specific purpose of the Corporation, with such being immediately delivered to the President or Treasurer of the Corporation.

## ARTICLE VIII AMENDMENTS

### 8.01 Amendment of Bylaws

The affirmative vote of a majority of the Board of Directors then in office is required to amend, repeal, alter or adopt new Bylaws. Such action may be taken at a regular or special meeting provided written notice of



the purpose shall be given prior to said meeting, or by written or electronic consent. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, law or the Corporation's stated purpose. In the event of a tie vote, the President shall be granted a second vote solely for the purpose of breaking such tie.

DATE: March 1, 2012

AUTHORIZED SIGNATURE:   
SCOTT A. ANDRESEN

TITLE: President