

**Bylaws of
The Foundation for Self Leadership**

**Adopted by the Board of Directors
this January 8, 2016
& Amended on June 7, 2019**

Bylaws of The Foundation for Self Leadership

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Bylaws of The Foundation for Self Leadership

ARTICLE I. CORPORATE PURPOSES AND LIMITATIONS

SECTION A. NAME AND GENERAL PURPOSES

The name of the Corporation shall be “The Foundation for Self Leadership” and it shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation.

SECTION B. WAIVER OR REDUCTION OF FEES

The Corporation, being organized exclusively for charitable, religious, educational, and scientific purposes shall strive to make its services and programs available to the appropriate general public without undue obstacles to access. If the Corporation charges fees for its programs and services, it is the general policy that to the greatest extent possible such fees shall be waived or reduced in accordance with each recipient’s ability to pay. The board of directors, officers, and administrative staff of the Corporation shall have the necessary discretion to make such waivers or reductions when appropriate to ensure the maximum distribution of the Corporation’s services and programs.

SECTION C. POWERS AND LIMITATIONS

- (1) The Corporation, being organized exclusively for charitable, religious, educational, and scientific purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- (2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section A above.
- (3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (4) Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.
- (5) Upon dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such

organization or organizations organized and operated exclusively for charitable, religious, educational, and scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

ARTICLE II. MEMBERSHIP

There shall be no members of the Corporation, and the Corporation shall be governed by a self-perpetuating board of directors.

ARTICLE III. BOARD OF DIRECTORS

SECTION A. GENERAL POWERS

The affairs, ministry activities, and business of the Corporation shall be managed by its board of directors (the "Board").

SECTION B. NUMBER AND TENURE

The number of directors shall be nine but may vary from time to time up to fourteen by resolution of the Board without amendment of these bylaws. The Board may amend these bylaws from time-to-time to change the minimum and maximum number of directors, but in no case shall the number be less than three. The directors shall be elected as described in Section D below on a staggered term basis so that one-third of the directors, or as close to one-third as possible, shall be elected at each annual meeting of the Board. Each director shall hold office for a term of three (3) years unless he or she is completing the term of a director whose office is vacant (in which case the replacement director shall complete the remaining term of the prior director) or unless the number of directors has been changed, in which case the directors may be elected for terms of one (1), two (2), or three (3) years in order to continue the staggered term basis of the directors on the Board. If an annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of Board held for that purpose. At the meeting of the Board adopting these bylaws, the initial directors, as set forth in the Articles of Incorporation, shall elect the Corporation's directors and determine which of the directors shall serve for terms of one (1), two (2), and three (3) years in order to begin the staggered term basis of the directors on the Board. The term of office for each director shall begin at the conclusion of the meeting at which he or she is elected and shall continue for the elected term until the conclusion of the annual meeting (or special meeting held for the purpose of the election of directors) in the year in which his or her term ends or until a successor has been qualified and elected, whichever is later. Directors may be elected for up to three consecutive terms. After serving for three consecutive terms a director is not eligible to be elected to the Board until at least one year has elapsed from the end of the director's third consecutive term.

SECTION C. QUALIFICATIONS

Directors of the Corporation must abide in all respects with the corporate policies set forth in these bylaws and with other policies adopted by the Corporation, and must characterize personal commitment to the values of the Corporation.

SECTION D. ELECTION

Directors shall be elected at the annual meeting of the Board. Each director shall hold office until the first of the following to occur: his or her successor has been duly elected; his or her death; or his or her resignation or removal, as provided in Section E below.

SECTION E. RESIGNATION AND REMOVAL

Any director may resign at any time by giving written notice to the chairman or to the secretary of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified therein. Any director may also be removed with or without cause at any time by resolution adopted by a majority of the Board.

SECTION F. VACANCIES

Any vacancy occurring on the Board to be filled by reason of any increase in the number of directors or resignation or removal of a director shall be filled as soon as is practicable by the Board. A director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION G. COMPENSATION

Directors shall not receive compensation for their services as directors. However, by resolution of the Board, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS

SECTION A. ANNUAL MEETING

An annual meeting of the Board shall be held at the principal office of the Corporation in October of each year or at such other time and place as may be designated by the Board or by the chairman provided that notice of the meeting is provided in accordance with the notice provisions below, for the purpose of approving an annual budget, election of directors and officers, and for the transaction of such other business as may come before the meeting.

SECTION B. SPECIAL MEETINGS

Special meetings of the Board may be called by, or at the request of, the chairman or any two directors. The person or persons authorized to call special meetings of the Board may fix any

place for holding any special meeting of the Board called by them, provided that notice of the meeting is provided in accordance with the notice provisions provided below.

SECTION C. NOTICE

Notice of any meeting of the Board shall be delivered not fewer than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting. Written notice shall be delivered to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting of the Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

Notwithstanding the above provisions of this paragraph, the notice requirements may be satisfied by sending a facsimile communication or an e-mail communication in a timely manner, which notice shall be deemed to be delivered on the date it is sent. Telephone may be useful for establishing the time and place of meeting, but shall not be used in lieu of the above notice provisions. At any duly convened meeting of the Board, a resolution may be approved concerning future meetings of the Board. Timely mailing or e-mailing of the Board minutes to each member of the Board may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set-forth and concise in its composition.

SECTION D. QUORUM

A majority of the voting directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board, provided that if fewer than a majority of the voting directors are present at the said meeting, a majority of the voting directors present may adjourn the meeting to another time without further notice.

SECTION E. MANNER OF ACTING

The act of a majority of the voting directors present at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these bylaws or the articles of incorporation. Directors may not vote by proxy or under any other power of attorney.

SECTION F. TELEPHONE OR VIRTUAL MEETING

Any meeting of the directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic conference call lines. Members of the Board may participate in, and act at, any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION G. INFORMAL ACTION BY DIRECTORS

Any action required or permitted by the Illinois Not for Profit Corporation Act, to be taken at a meeting of the Board of a Corporation, 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 entitled to vote. 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. All of 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 entitled to vote have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the directors entitled to vote shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State. As used in this section, the terms "written", to be "in writing", to have "written consent", to have "written approval" and the like shall include any communication transmitted or received by electronic means.

ARTICLE V. COMMITTEES

SECTION A. CREATION AND AUTHORITY OF COMMITTEES

The Board shall have power to appoint committees for the purpose of conducting certain aspects of the corporate business. Committees shall serve at the pleasure of the Board and may be dissolved at any time by the Board. Committees may not act on behalf of the Corporation unless such authority is delegated to the committee by the Board.

SECTION B. LIMITATIONS ON THE AUTHORITY OF COMMITTEES

To the extent specified by the Board or in the articles of incorporation or bylaws, each duly-constituted committee may exercise the authority of the Board, provided, however, that a committee may not:

- (1) Adopt a plan for the distribution of the assets of the corporation or for dissolution;
- (2) Fill vacancies on the Board or on any of its committees;
- (3) Elect, appoint or remove any officer or director or member of any committee, or fix the compensation of any member of a committee;
- (4) Adopt, amend, or repeal the bylaws or the articles of incorporation;
- (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 when the resolution or action of the Board provides by its terms that it shall not be amended, altered or repealed by action of a committee.

SECTION C. MEMBERSHIP

If the Board resolves to create an executive committee, it shall be composed entirely of directors. Each committee of the Board other than an executive committee shall have two or more

directors, a majority of its membership shall be directors, and all committee members shall be appointed by, and serve at the pleasure of, the Board. Members of the committees may be any persons deemed to be qualified by the Board who have actively demonstrated a willingness to work toward the goals of the Corporation.

SECTION D. COMMITTEE MEETINGS

Meetings of any committee may be called by the Board, the chairman of the Board, the chairman of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting.

SECTION E. RESIGNATION AND REMOVAL

Any member of a committee may resign at any time by giving written notice to the chairman of the committee and to either the chairman or secretary of the Corporation who shall convey such notice to the Board. Such resignation shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by the Board.

SECTION F. QUORUM AND MANNER OF ACTING

A majority of the voting members of any committee shall constitute a quorum for the transaction of the business at any meeting provided that if fewer than a majority of the voting committee members are present at the meeting, a majority of those present and entitled to vote may adjourn the meeting to another time without further notice. Unless otherwise provided in these bylaws or in the resolution of the Board designating a committee, the act of a majority of those present and entitled to vote at any duly convened committee meeting shall be the act of the committee.

SECTION G. RULES

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

SECTION H. TELEPHONE MEETING

Any committee meeting may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic conference call lines. Committee members may participate in and act at any meeting of such committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION I. INFORMAL ACTION BY COMMITTEES

Any action which may be taken at a meeting of a committee of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. 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 committee members. All of 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 committee members entitled to vote have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the committee members entitled to vote shall have the same effect as a unanimous vote. As used in this section, the terms "written", to be "in writing", to have "written consent", to have "written approval" and the like shall include any communication transmitted or received by electronic means.

ARTICLE VI. ADVISORY COMMISSIONS

The Board may from time to time appoint advisory commissions or bodies for specific purposes that do not require corporate action. The composition of such advisory bodies may include persons with professional skills or special experience necessary to advise and inform the Board. Such advisory bodies shall not have the authority to commit the Corporation to any legal contracts or agreements. The Board shall not lend "apparent authority" to such advisory bodies and all related corporate resolutions shall expressly limit the body's authority in this respect.

ARTICLE VII. OFFICERS AND AGENTS

SECTION A. OFFICERS

The officers of the Corporation shall consist of a chairman, a vice chairman, one or more executive directors, a secretary, and a treasurer. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person, except that the offices of chairman or secretary may not be held by the same person concurrently.

SECTION B. ELECTION AND TERM OF OFFICE

The officers of the Corporation shall be elected by the Board for a term of one year at the annual meeting of the directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: his or her successor has been duly elected; his or her death or disability; or his or her resignation or removal, as provided in Section C below. Election or appointment of an officer or agent shall not in itself create contract rights.

SECTION C. REMOVAL

Any officer may be removed by the Board whenever, in its sole judgment, the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION D. CHAIRMAN

The chairman shall preside at all meetings of the Board as chair of the Board. He or she must be a director. He or she may sign such documents and deeds of the Corporation as necessary or

appropriate including, but not limited to, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and, in general, shall discharge all duties incident to the office of chairman and such other duties as may be assigned to him or her by the Board from time to time.

SECTION E. VICE CHAIRMAN

During the absence or disability of the chairman, the vice chairman shall exercise all of the functions of the chairman. He or she must be a director. He or she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the chairman or by the Board.

SECTION F. SECRETARY

The secretary shall: (1) be responsible for the keeping of the minutes of the Board and Committee meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be custodian of the corporate records; and (4) in general, discharge all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the chairman or by the Board.

SECTION G. TREASURER

The treasurer shall: (1) monitor the financial books of the Corporation; (2) ensure the Corporation keeps regular books of account and makes them available for inspection at all times to the directors of the Corporation; (3) render to the Board from time to time as may be required of him or her, an account of the financial condition of the Corporation; and (4) in general, discharge all duties incident to the office of treasurer, and such other duties as may be assigned to him or her by the chairman or by the Board.

SECTION H. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES

The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the chairman or the Board.

SECTION I. EXECUTIVE DIRECTOR(S)

The Corporation shall employ no more than one executive director, who shall serve as the chief executive officer of the Corporation and be principally responsible for the day-to-day administrative management of the Corporation. The Executive Director shall be the only staff member who reports directly to the Board. The duties and responsibilities of the executive director shall be determined by the Board. Executive director shall be an officer and shall not be an ex officio member of the Board. The Board, in its discretion, may determine to appoint an executive director to the Board.

SECTION J. DELEGATION OF AUTHORITY

In case of the absence of any officer of the Corporation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or another officer or employee of the Corporation, for the time being, or may eliminate some or all of such powers or duties of such officer.

ARTICLE VIII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION A. INDEMNIFICATION

The Corporation shall indemnify and protect each of its directors and officers to the fullest extent permitted by the laws of the State of Illinois.

SECTION B. INDEMNIFICATION NOT EXCLUSIVE

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

SECTION C. INSURANCE

The Corporation shall 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 such liability under the provisions of this Article.

ARTICLE IX. FINANCIAL POLICIES

SECTION A. FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31.

SECTION B. EXECUTIVE SPENDING AUTHORITY

Each executive director employed by the Board shall have such spending authority as may be determined from time to time by the Board.

SECTION C. SALE OF ASSETS

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms

and conditions and for such consideration, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation shall be authorized only upon receiving the vote of two-thirds of the directors in office.

SECTION D. CONTRACTS

The Board may authorize any officer or officers, employee or employees, agent or agents, 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.

SECTION E. CHECKS, DRAFTS, ETC

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, employee or employees, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board.

SECTION F. LOANS

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

SECTION G. DEPOSITS

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

SECTION H. GIFTS

The Board or the chairman may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

ARTICLE X. MISCELLANEOUS

SECTION A. REGISTERED OFFICE

The Corporation shall maintain a registered agent and a registered office within the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board. The Corporation may have other offices within or without the state.

SECTION B. WAIVER OF NOTICE OF MEETINGS

Whenever any notice is required to be given to any director or committee member of the Corporation under the provisions of these bylaws or under the provisions of the articles of

incorporation or under the provisions of the Illinois Not for Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION C. AMENDMENTS

The articles of incorporation and these bylaws may be altered, amended or repealed, and new articles and bylaws may be adopted, by a vote of two-thirds of the directors entitled to vote and present at any regular meeting or any special meeting called for that purpose. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors at least twenty days before the meeting at which the vote thereon is to be taken, and shall identify the persons proposing the amendment.

SECTION D. SEVERABILITY

The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

SECTION E. DIRECTOR AND OFFICER CONFLICT OF INTEREST

The Corporation shall follow its conflict of interest policy in approving any transaction between the Corporation and any of its directors or officers.

SECTION F. SEAL

The Corporation shall not maintain a corporate seal.

SECTION G. BOOKS AND RECORDS

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Corporation may be inspected by a director, or his agent or attorney at any reasonable time.

SECTION H. ELECTRONIC COMMUNICATIONS

Actions required to be "written", to be "in writing", to have "written consent", to have "written approval" and the like by or of the directors or committee members shall include any communication transmitted or received by electronic means.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the duly elected secretary of The Foundation for Self Leadership, an Illinois Not for Profit Corporation, does hereby certify that the attached bylaws of said Corporation were adopted by the official act of the board of directors on [DATE], effective on the date by which they are adopted by the board of directors, and the same do now constitute the bylaws of the corporation.

Dated this [DATE].

[NAME OF SECRETARY], Secretary