

**UNANIMOUS WRITTEN CONSENT
OF THE DIRECTORS OF CASA-KANE COUNTY**

The undersigned, being the all of the directors of CASA-KANE COUNTY, an Illinois not-for-profit corporation, hereby consent in writing to the following action in lieu of holding an organizational meeting of the directors and waive any and all notice whatsoever required.

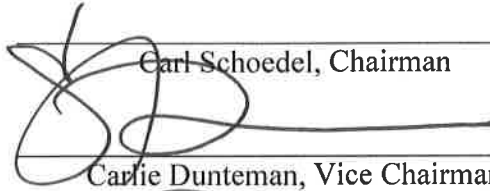
WHEREAS, the Board of Directors desire to amend the by-laws of the corporation to permit the number of directors of the corporation to be between twenty (20) and twenty-five (25);

NOW, THEREFORE, BE IT RESOLVED: That the amendment of the first paragraph of Article III, Section 2 to “The number of Directors of CASA shall not be fewer than twenty (20) Directors and no more than twenty-five (25) Directors. The number of Directors may be changed from time-to-time by amendment of these Bylaws, but so long as the number of Directors is between twenty (20) and twenty-five (25), no amendment to the Bylaws shall be required.” is hereby ratified, approved and confirmed.


FURTHER RESOLVED: That the appropriate officers of the corporation are hereby authorized, directed and empowered, in the name and on behalf of the corporation, to take all steps and do all acts and things, including, without limitation, the execution and delivery of documents, as are or may become necessary or appropriate to effect the purpose and intent of the foregoing resolution.

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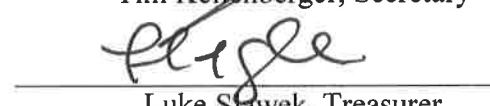
CASA KANE COUNTY BOARD OF DIRECTORS



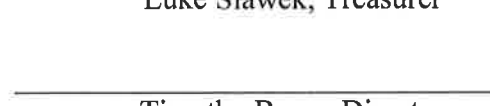
Carl Schoedel, Chairman



Carlie Dunteman, Vice Chairman



Tim Kellenberger, Secretary



Luke Slawek, Treasurer

Timothy Barry, Director

Katheryne Clippert, Director

Steve Collins, Director

Daniel Dolan, Director

Raymond Drake, Director

Anton Engelmann, Director



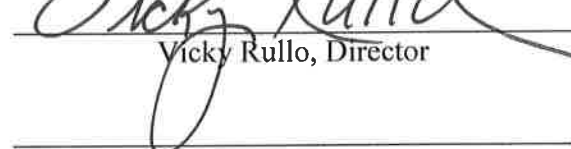
Jennifer Paganessi-Fisher, Director

Glen Kaegi, Director

Jeff Kubas, Director

Kevin O'Donnell, Director

Rolando Orama, Director



Vicky Rullo, Director

Gary Sandlund Director

Fred Schramm, Director

Michael Trimarco, Director

Dated: _____

BYLAWS OF CASA KANE COUNTY, INC.
An Illinois Not-For-Profit Corporation
As amended by unanimous vote on

November 10, 2009

Amended and Restated January 2019

ARTICLE I: GOVERNING LAWS

1.01 Introductory Definition of Bylaws

These Bylaws constitute the code of rules adopted by CASA Kane County, Inc., (“CASA”) for regulation and management of its affairs.

1.02 Purpose and Powers

CASA shall have such purposes or powers as stated in its Articles of Incorporation. CASA shall also have such powers as are now or may be granted hereafter by the General Not For Profit Corporation Act of the State of Illinois (the “Act”), or any successor legislation; provided that such powers may be exercised only in furtherance of the purposes of the Corporation as stated in its Articles of Incorporation and consistent with its status as a Corporation described in Section 501(c)(3) of the Internal Revenue Code, as from time-to-time amended (hereinafter called the “Code”).

The primary purpose of CASA is to advocate for the best interests of abused and neglected children within the Juvenile Court System.

ARTICLE II: OFFICES AND AGENT

2.01 Registered Offices and Agent

CASA shall have and continuously maintain a Registered Office in the County of Kane, in the State of Illinois, and a Registered Agent at such office. In addition, CASA may maintain other offices either within the State of Illinois or in another State. The registered office of the corporation required by the State Revised General Non-Profit Corporation Act to be maintained in the state may, but need not, be the same as the principal office if in the state, and the address of the registered office may be changed from time to time by the board of directors.

ARTICLE III: BOARD OF DIRECTORS

3.01 General Powers

The affairs of CASA shall be managed under the direction of the Board of Directors which shall be the governing body of CASA. The Board of Directors, in addition to the powers, authority, and duties that may be granted or imposed by the Articles of Incorporation of CASA or elsewhere in these Bylaws, shall have all of the powers, authority, and duties prescribed or imposed by the Act; except that no Director may act or cast any vote by proxy on any matter.

3.02 Constitution of The Board

The number of Directors of CASA shall not be fewer than twenty (20) Directors and no more than twenty-five (25) Directors. The number of Directors may be changed from time-to-time by amendment of these Bylaws, but so long as the number of Directors is between twenty (20) and twenty-five (25), no amendment to the Bylaws shall be required.

The Executive Director will serve as a non-voting, ex-officio member of the Board.

3.03 Terms of Directors

Each new Board member shall be elected for a term of three years by the then serving Board members upon a majority vote.

Board members shall not be elected for more than three consecutive terms of three years each, exclusive of serving any partial term immediately preceding the first elected term. Any individual who has previously served on the Board may be considered to serve again, after one year from the date of the end of the person's most recent service on the Board. Existing terms are staggered so that at each annual meeting, approximately one-third (1/3) of the Directors shall be elected for one three (3) year term.

3.04 Resignation of Directors

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

3.05 Quorum of Directors

A quorum shall consist of 51% of the Board of Directors attending in person or through electronic communication. All decisions, except in those matters arising under Sections 3.06 and 9.01, will be by the affirmative vote of at least two-thirds (2/3) of the Directors voting at a meeting of the Board of Directors. If less than a quorum of 51% of the total Board of Directors is present at said meeting, the meeting will be rescheduled with due notice in writing to all board members.

3.06 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 a two-thirds (2/3) vote of the Directors then in office. If the new Director is elected to fill a vacancy of an already existing Directorship, the new Director shall serve for the unexpired term of the predecessor Director's term. If the new Director is elected to fill a newly created Directorship, then the Director shall serve a term of three (3) years.

3.07 Removal of Director

A Director may be removed with or without cause by the affirmative vote of at least two-thirds (2/3) of the Directors voting at a meeting of the Board of Directors.

3.08 Place of Directors' Meetings

Regular or special meetings of the Board of Directors will be held at the registered office of CASA or at any other place within the County of Kane, State of Illinois, as the Executive Director designates on behalf of the Board Chairperson by written notice to the Board of Directors or as the Board of Directors designates by a duly adopted resolution. A Director may participate in a meeting by telephone or video conference or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.09 Notice of Directors' Meetings

- (a) Meetings of the Board of Directors will be held upon written notice of the Board of Directors from the Executive Director on behalf of the Board Chairperson, or as the Board of Directors designates by a duly adopted resolution, stating the place, day, and hour of such meeting. Written notice will be delivered to each Director not less than two (2) days, nor more than fifteen (15) days, before the day of the meeting, by electronic mail ("e-mail").
- (b) 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 express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

- (c) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need to be specified in the notice or waiver of notice of such meeting, except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting.

3.10 Directors' Meetings

- (a) Annual Meeting

The Annual Meeting of the Board of Directors shall be held at a place within the County of Kane, in the State of Illinois, designated by the Executive Director on behalf of the Board Chairperson, provided that such meeting shall be held on a date on or before the last day of the fiscal year of CASA. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice.

- (b) Regular Meeting

By resolution of the Board of Directors, regular meetings of the Board of Directors shall be held at a place and time designated by the Board of Directors in accordance with these Bylaws.

- (c) Special Meetings

Special meetings of the Board of Directors may be called by the request of any four (4) Directors within a twenty-four (24) hour time period depending upon the urgency of the meeting purpose. The persons calling any special meeting may fix any place in Kane County, Illinois, as the place for holding such special meeting. Written notice of a special meeting must be delivered to each Director not less than five (5) business days, nor more than ten (10) business days, before the day of the meeting, via written or electronic communication. Each Director consents to receiving notification concerning all matters of the organization through electronic communication upon providing an active e-mail address or other electronic method. If a Director indicates that an alternate method other than electric communication is preferred, the Director must notify the Executive Director of the preferred method of communication.

3.11 Committees of the Board

- (a) CASA's Board of Directors shall have such committees as from time-to-time are established by a duly adopted resolution of the Board of Directors. These committees and members will serve at the pleasure of the Board of Directors.

- (b) Unless the appointment by the Board of Directors requires a greater number, 51% of any committee shall constitute a quorum, and two-thirds (2/3) 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 consent in writing without a meeting, and the committee, by two-thirds (2/3) committee vote of its members, shall determine the time, place, and hour of meetings, and the required notice for its meetings.
- (c) The Board of Directors shall determine the scope and responsibilities of each committee and shall delegate to each committee the specific and prescribed authority of the Board of Directors. Each committee may solely exercise the prescribed authority of the Board of Directors. A committee may *never*:
- (1) Adopt a plan for the distribution of the assets of CASA, 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 CASA;
 - (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 CASA; 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 CASA or bind it to any action, but which may make recommendations to the Board of Directors, the Officers, or a committee of the Board.
- (e) The Executive Committee shall consist of the following members: the Chairperson, Vice-Chairperson, Secretary, Treasurer, and Executive Director. The Executive Director participates without a vote in all Executive Committee meetings except when the Executive Committee meets in executive session. Among other duties assigned from time-to-time by the Board of Directors, the Executive Committee shall pursue the search for qualified candidates for the position of Executive Director of CASA. The Executive Committee and Board

Development Committee will select candidates to present to the Board of Directors for appointment. The Executive Committee shall supervise the Executive Director.

3.12 *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, set forth the action so taken, shall be signed by a majority of the Board of Directors 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.
- (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. 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 majority vote and may be stated as such in any document filed with the Secretary of State under the Act.

3.13 *Conflict of Interest*

(a) Purpose

No Director shall serve as a member of the Board of Directors if that individual's professional, civic, social, or occupational commitments are in conflict with, or are detrimental to, the programs and/or goals of CASA. Nor shall any Director vote on any matter in which that individual has any direct or indirect financial interest or conflict as set forth herein.

(b) Financial Interest

Any Director has a "financial interest" if the person has, directly or indirectly, through business, investment, or family:

- (i) an ownership or investment interest in any entity with which CASA has a business transaction;
- (ii) a compensation arrangement with CASA or with any entity or individual with which CASA has a business transaction; or,

(iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which CASA is negotiating a business transaction.

(c) Procedure

(i) Duty to Disclose

In connection with any actual or possible conflicts of interest, a Director must disclose the existence of the Director's financial interest to the Board of Directors.

(ii) The Director must then recuse and remove himself or herself from all deliberations involving the proposed business transaction.

(d) Violations of the Conflict of Interest Section

(i) If the Board of Directors has reasonable cause to believe that a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the response of the Director and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that the Director has, in fact, failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as may be deemed appropriate under the circumstances.

ARTICLE IV: OFFICERS

4.01 Roster of Officers

The Officers of the Corporation will consist of the following:

1. Chairperson;
2. Vice-Chairperson;
3. Secretary;
4. Treasurer; and
5. such other Officers as the Board of Directors shall determine

An Officer cannot hold more than one (1) office at a time.

4.02 Selection of Officers

The Board of Directors shall elect each of the Officers of CASA at the Annual Meeting of the Board of Directors. Each Officer shall be a member of the Board of Directors and will remain in office until a successor to such office has been elected and qualified. An Officer cannot serve more than three (3) consecutive one-year terms in a single office.

4.03 Chairperson

The Chairperson will preside at all meetings of the Board of Directors. The Chairperson, with the advice of the Executive Director, shall develop meeting agendas. Executive Director and the Chairperson shall sign all documents on behalf of the Board. In addition, the Chairperson will 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.

4.04 Vice-Chairperson

The Vice-Chairperson will perform all duties and exercise all powers of the Chairperson when the Chairperson is absent or otherwise unable to act. In addition, the Vice-Chairperson will perform such other duties as may be prescribed from time-to-time by the Board of Directors.

4.05 Secretary

The Secretary will confirm all recordings with meetings of the Board of Directors, will be advised of the corporate records, and the Secretary shall have the authority to certify the Bylaws, resolutions of the Board of Directors and committees thereof, and other documents of CASA as true and correct copies thereof. In addition, the Secretary will 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.

4.06 Treasurer

The Treasurer will have charge and custody of all funds of CASA, supervise as required by the Board of Directors, will manage adequate and correct accounts of CASA's properties and business transactions. The Treasurer will provide oversight, ensure accuracy and make recommendations on the status of the CASA financial statements. The Treasurer will provide expertise to the budget planning process, monitor financial reports and clarify questions or concerns. He or she will render reports and accountings to and as required and will perform all duties as may be provided in these Bylaws or as may be prescribed from time-to-time by the Board of Directors.

4.07 Removal of Officers

Any Officer may be removed with or without cause by the affirmative vote of at least two-thirds (2/3) of the Directors voting at a meeting of the Board of Directors.

4.08 Vacancy of Officer

A vacancy in any office position, or the creation of a new office position, shall be filled or created by a majority vote of the Directors then on the Board of Directors. If the new Officer is elected to fill a vacancy of an already existing office position, the new Officer shall serve for the unexpired term of the predecessor Officer's term. If the new Officer is elected to fill a newly created officer position, then the Officer shall serve a term of one (1) year.

ARTICLE V: EXECUTIVE DIRECTOR

5.01 Selection of Executive Director

Upon presentation by the Executive Committee, the Executive Director shall be appointed by the Board of Directors by the affirmative vote of at least two-thirds (2/3) of the Directors voting at a meeting of the Board of Directors.

5.02 Duties of Executive Director

The Executive Director shall supervise and direct all of the daily business affairs of CASA. In addition, the Executive Director shall hire the individuals to perform the staff positions. The Executive Committee shall set the Executive Director's salary and bonus. After consultation with the Executive Director, the Executive Committee of the Board of Directors shall determine the salary, or other monetary consideration, of the CASA staff.

5.03 Performance Review of Executive Director

The Executive Committee shall complete at least one annual performance review of the Executive Director, with review and input of the full Board of Directors.

5.04 Removal of Executive Director

The Executive Director may be removed with or without cause by the affirmative vote of at least two-thirds (2/3) of the Directors voting at a meeting of the Board of Directors.

ARTICLE VI: INDEMNIFICATION OF EMPLOYEES & AGENTS

6.01 Claim Brought by a Third Party

CASA may defend, indemnify, and/or hold harmless 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 action by or in the right of CASA) by reason of the fact that he or she is or was a Director, Officer, employee, or agent of CASA, or who is or was serving at the request of CASA as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise,

against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by 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, and not opposed to, the best interests of CASA, 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 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 CASA 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 CASA

CASA may defend, indemnify, and/or hold harmless a 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 CASA to procure a judgment in its favor by reason of the fact that such person or was an employee or agent of CASA, or is or was serving at the request of CASA 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, and not opposed to, the best interests of CASA, provided that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall be adjudged liable for negligence or misconduct in the performance of his or her duty to CASA, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon the application that, despite the adjudication or 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 CASA has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 6.01 or 6.02 of these Bylaws, in the defense of any claim, issue or matter therein, such person shall be defended, indemnified, and held harmless 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, and not opposed to, the best interests of CASA.

6.04 Determination of Conduct

Any defense and/or indemnification under 6.01 or 6.02 of these Bylaws (unless ordered by a court) shall be made by CASA only as authorized in the specific case, upon 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 Section 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 quorum, and if there is no such Directors, by independent legal counsel.

6.05 Insurance

CASA will purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of CASA or who is or was serving at the request of CASA 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 capacity, or arising out of his or her status as such, whether or not CASA would have the power to indemnify such person against liability under the provisions of this Article VI. If the subject insurance is cancelled or modified in any way, the Chairperson must be notified immediately. In turn, the Chairperson is required to notify the Board of Directors of this change in accordance with Section 3.09 of these Bylaws.

ARTICLE VII: OPERATIONS

7.01 Fiscal Year

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

7.02 Dedication of Assets

The properties and assets of CASA are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of CASA, upon dissolution or otherwise, shall inure to the benefit of any private person, individual or any Director of CASA. Upon liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to public benefit purpose, provided that the organization continues to be dedicated to the exempt purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law, as the Board of Directors shall determine.

7.03 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 CASA in excess of \$2,500.00, and contracts, leases or other instruments executed in the name of and on behalf of CASA shall be signed by the Executive Director and a Director or employee authorized to execute such documents by the Board of Directors.

7.04 Books and Records

CASA will keep correct and complete books and records of account and will also keep minutes of the proceedings of its Board of Directors and any committee of the Board of Directors, which books, records or account and minutes shall be kept at CASA's principal office or at such other place as the Board of Directors shall from time-to-time determine.

7.05 Inspection of Books and Records

All books and records of CASA may be inspected by a Director, or his or her agent or attorney, for any purpose at any mutually agreed upon time at the usually place where such records are kept.

7.06 Gifts

The Executive Director may accept, on behalf of CASA, any lawful contributions, gifts, bequests, or devises for the general purpose or for a special purpose of CASA based on The CASA Kane County Annual & Endowment Fund Gift Acceptance Policy then in effect.

ARTICLE XIII: AMENDMENT

8.01 Modification of Bylaws

The affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors then in office is required to amend, repeal, alter or adopt new Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of CASA not inconsistent with the Act, law or CASA's stated purpose.