

**BYLAWS  
OF**

GREAT VEST SIDE CLUB OF CHICAGO

**A CORPORATION NOT FOR PROFIT**

**ARTICLE I  
PURPOSE**

The Corporation is organized for the following purposes:

Charitable, Non-Profit Organization, organized and operated exclusively for  
charitable purposes in accord with Section 501(c)(3) of the Internal Revenue Code  
of 1986.

**ARTICLE II  
OFFICES**

The Corporation may have such offices as the Board of Directors/Trustees may require. The principal office shall be located at One North LaSalle Street, Suite 2200, Chicago, IL 60602 in the County of Cook and State of Illinois.

**ARTICLE III  
MEMBERS**

1. Members. The first members of the Corporation shall consist of the members of the original Board of Directors/Trustees of the Corporation, unless they have resigned or their membership otherwise terminated.

Thereafter, the eligibility and qualifications for membership and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors/Trustees of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors/Trustees.

All such resolutions or rules and regulations relating to members adopted by the Board of Directors/Trustees of the Corporation shall be affixed to the Bylaws of the Corporation and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors/Trustees may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

2. The Board of Directors/Trustees. The Board of Directors/Trustees may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors/Trustees and may bear the seal of the Corporation or facsimile thereof.

#### ARTICLE IV MEETING OF MEMBERS

1. Annual Meeting. An annual meeting of the members shall be held on the \_\_\_\_\_ 1st Mon day in the month of April \_\_\_\_\_ in each year beginning with the year. The Board of Directors/Trustees shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

2: Special Meetings. Special meetings of the members may be called by the President or the Board of Directors/Trustees.

3. Notice of Meetings. Written notice of a meeting of the members shall be mailed to each member, not less than 10 days nor more than 60 days before the date set for the meeting.

Such notice shall state the place, day and hour of the meeting. Notice for an annual meeting shall state that the meeting - is being called for the holding of elections and for the transaction of such other business as may properly come before the meeting. Notices of special meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. Quorum. At least 10 percent of the members must be present at any meeting of the members before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

5. Voting. At all meetings, except for the election of officers or directors/trustees, the membership will vote by a showing of hands. Written ballots will be used for all election and when otherwise requested by a simple majority of members present. Any member may vote by written proxy.

## ARTICLE V BOARD OF DIRECTORS/TRUSTEES

1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors/Trustees. Directors/Trustees do not need to be members of the Corporation or residents of the state of incorporation.

2. Board Members. The number of directors/trustees shall be 15 (not less than three). Each director/trustee shall hold office until such director/trustee's successor is elected at the annual meeting of the members, and duly qualified, subject to earlier termination by removal or resignation. The Board shall consist of all officers along with such other director/trustee positions as determined by the members at their annual meeting.

3. Regular Meetings. The Board of Directors/Trustees shall hold their annual meeting immediately after, and at the same place as the annual meeting of members. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.

4. Special Meetings. The President or any two directors/trustees may call for special meetings of the Board and fix the time and place for said meetings.

5. Notice. Directors/Trustees shall be notified of any special meeting by advance notice in writing which shall be sent by mail or personally delivered at least 10 days before the time set for the

meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.

6. Quorum. A majority of the directors/trustees must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

7. Vacancies. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining directors/trustees, even if less than a quorum of the Board. A director/trustee so elected to fill a vacancy shall complete the unexpired term of that director/trustee's predecessor in office.

If additional directors/trustees are to be elected to increase the size of the Board, this shall be done by election at the annual meeting of the membership.

8. Compensation. The Board may provide that a reasonable salary or reasonable other compensation be paid to any ~~director/trustee or other~~ employee for his or her services. The Board may also provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against that corporate agent by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the director/trustee was guilty of misconduct regarding the matter in which indemnity is sought.

9. Removal. The Board of Directors/Trustees may remove any director/trustee at any time if, in its judgment, the best interests of the Corporation would be served hereby. However, officers elected, by the members may not be removed except by the members, but the authority of such officer to act as an officer may be suspended by the Board for cause.

## ARTICLE VI OFFICERS

1. Officers. The officers of the Corporation shall be as follows:

President	Norman Levin
Vice President	William Woloshin
Secretary	Victor Elias
Treasurer	Jerome Lipman

Any two or more offices may be held by the same person except the offices of President and Secretary.

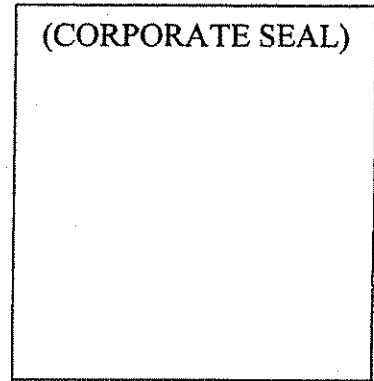
2. Term. The initial officers shall be elected by the Board of Directors/Trustees at their organizational meeting. Thereafter, the officers shall be elected annually by the members at their annual meeting. Vacancies may be filled at any meeting of the Board of Directors/Trustees. Each officer shall remain in office until that officer's successor is elected and qualified, subject to earlier termination by removal or resignation.
3. President. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and the Board of Directors/Trustees. The President shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.
4. Vice President. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.
5. Secretary. The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these Bylaws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, keep a list of all members and directors/trustees and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors/Trustees.
6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Directors/Trustees.

## ARTICLE VII COMMITTEES

1. Committees. The Board of Directors/Trustees may, by resolution of a majority of the Board, establish committees of two or more directors/trustees to conduct the management of the Corporation. Other committees shall be established consisting of members of the Corporation, but may not exercise the authority of the Board of Directors/Trustees in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Directors/Trustees.

**ARTICLE VIII  
SEAL**

Seal. The seal of the Corporation shall be in the form affixed below.



**ARTICLE IX  
AMENDMENTS**

Amendments. These Bylaws may be amended or repealed by an affirmative vote of at least 50 percent of those present at a meeting of the members called for the purpose of acting upon such amendment (provided that a quorum is present).