

AMENDED AND RESTATED BY-LAWS
OF
INNER-CITY COMPUTER STARS FOUNDATION

Effective as of July 14, 2006

ARTICLE I

OFFICES

The corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have such other offices within or without the State of Illinois as may from time to time be designated by the board of directors.

ARTICLE II

NO MEMBERS

The corporation shall have no members.

ARTICLE III

PURPOSE

The purpose of the corporation is to operate exclusively for charitable and educational purposes, and consistent with these purposes and by way of illustration, but not in limitation thereof, to provide IT career programs that strengthen the leadership potential of inner city adults, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), such described operations to be undertaken by the Corporation directly, by assisting or contributing to other organizations that qualify as exempt organizations under and as described in Section 501(c)(3) of the Code, or by contributions to organizations that do not so qualify, provided that such contributions are used for specific projects in furtherance of the corporation's own exempt purposes, and the corporation retains control and discretion as to the use of such contributions.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors, which shall have such powers as are set forth in other Articles hereof and other powers including, but not limited to, the following:

- A. Interpreting the provisions of the articles of incorporation and by-laws.
- B. Controlling the funds of the corporation and designating its depositaries.
- C. Authorizing expenditures from the funds of the corporation to implement its goals and purposes.

- D. Appointing or authorizing the appointment or employment of professional and administrative staff personnel, professional auditors and others to assist in carrying out the purposes and resolves of the corporation.
- E. Determining compensation for services rendered or to be rendered to the corporation by persons other than directors and officers of the corporation in such capacities.
- F. Performing all other acts consistent with the articles of incorporation and by-laws that may be needed to carry out the purposes and resolves of the corporation.

SECTION 2. NUMBER, TERMS, QUALIFICATIONS AND ELECTIONS

- A. **NUMBER.** The number of directors shall be determined by resolution of a majority of board members. The number of directors may be decreased to not fewer than three (3) or increased to any number from time to time by resolution of a majority of board members. The directors shall be assigned by the board of directors (or any committee thereof which the board of directors designates to make such assignment) to three (3) equal (or as nearly equal as possible) groups which shall be designated “Group 1,” “Group 2,” And “Group 3.” The Board shall include a Chair, a Vice Chair, an Assistant Vice Chair, a Treasurer and a Secretary, with those duties as provided in Article V, Section 1A below.
- B. **TERM.** The initial term of the Group 1 directors shall expire at the first annual meeting of the board of directors to be held in 2009. The initial term of the Group 2 directors shall expire at the first annual meeting of the board of directors to be held in 2010. The initial term of the Group 3 directors shall expire at the first annual meeting of the board of directors to be held in 2008. Upon the expiration of the terms of office of the Group 1, Group 2, and Group 3 directors, their respective successors shall be elected for the term of three (3) years each. Each director shall otherwise hold office until his or her successor shall have been elected and qualified. A director may serve more than one (1) term of office as a director. The Governance and Nominating Committee will evaluate and make recommendations to the board of directors with respect to whether directors should not be directors for successive terms.
- C. **QUALIFICATIONS.** Directors need not be residents of the State of Illinois. Directors shall be selected on the basis of their ability and willingness to contribute their efforts or support to the implementation of the charitable, educational and other exempt purposes of the corporation.
- D. **ELECTION OF DIRECTORS.** Not less than fifteen (15) days prior to each annual meeting of the board of directors, the board of directors shall meet to nominate at least that number of candidates for directors equal to the number of directors. Each director may nominate one candidate for each position on the board, including himself or herself to succeed himself in office. Each director shall have one vote for each position on the board to be filled, and voting shall not be cumulative. The nominees receiving the largest number of votes shall be elected.
- E. **RESIGNATION AND REMOVAL.** Any director of the corporation may resign at any time by giving written notice to the Chair of the board, or if the director resigning is the Chair, then to the Vice Chair of the board. The resignation of any director shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director may be removed at any time, with or without cause, upon a majority of the directors, other than the director(s) upon whose removal the board is voting.

SECTION 3. **REGULAR MEETINGS.** A regular annual meeting of the board of directors shall be held on the second Friday in July without other notice than these by-laws at such time and place as may be fixed by the Chair. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. **SPECIAL MEETINGS.** Special meetings of the board of directors may be called by or at the request of the Chair of the Board, the President/Executive Director of the corporation or any three (3) directors. The person or persons calling the meeting may fix any place as the place for holding any special meeting of the board of directors called by him or them.

SECTION 5. **NOTICE.** Except as otherwise required by statute, notice of any special meeting of the board of directors shall be given at least five (5) days prior thereto by written, facsimile or electronic mail notice 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. If notice is given by facsimile, such notice shall be deemed to be delivered upon completion of transmission to the facsimile number as shown on the records of the corporation. If notice is given by electronic mail, such notice shall be deemed delivered upon transmission to the electronic mail address shown on the records of the corporation. Notice of any special meeting of the board of directors 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 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. The business to be transacted at and the purpose of a special meeting of the board shall be specified in the notice or waiver of notice of such meeting.

SECTION 6. **QUORUM.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided that if less than a majority of the board of directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. **MANNER OF ACTING.** The act of a majority of the directors present at a 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 statute, these by-laws or the articles of incorporation.

SECTION 8. **INFORMAL ACTION BY DIRECTORS.** Any action required by the General Not For Profit Corporation Act of the State of Illinois or these by-laws to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors entitled to vote with respect to the subject matter thereof.

SECTION 9. **VACANCIES.** Vacancies 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 board of directors at any regular or special meeting of the board. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

SECTION 10. **COMPENSATION.** Directors shall not receive any salaries for their services nor reimbursement for their expenses of attendance at any meeting of the board or of any committee thereof, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any capacity other than as a director and receiving reasonable compensation therefor.

SECTION 11. **MEETINGS BY CONFERENCE CALL.** Unless specifically prohibited by the articles of incorporation or these by-laws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or 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, and participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 12. **NO PROXIES.** No director may act by proxy on any matter.

ARTICLE V

COMMITTEES

SECTION 1. **COMMITTEES OF DIRECTORS.** The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which will consist of at least two (2) directors, which committees, to the extent provided in said resolution, the articles of incorporation or these by-laws, shall have and exercise the authority granted to such committee by the board of directors in the management of the corporation; but the designation and appointment of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law, including, without limitation, Section 108.40 of the General Not For Profit Corporation Act of the State of Illinois. The Chairs and Vice-Chairs of each committee must be directors of the board. Subject to the foregoing, the board of directors may refer or assign any matter to any committee and discharge or terminate any such committee. Such committees may include:

A. **Executive Committee.** To the extent provided in a resolution by the board, the Executive Committee shall have and exercise the authority of the board in all matters not specifically reserved to the board herein. The Executive Committee shall consist of the Chair of the board, Vice Chair of the board, Assistant Vice Chair of the board, Secretary of the board, Treasurer of the board, the Immediate Past Chair of the board and the Committee Chairs specified by the Chair. The board may designate additional Executive Committee members if it deems appropriate. Only members of the board may be nominated to serve on the Executive Committee. The Governance and Nominating Committee shall prepare and submit to the board at its annual meeting nominations for Chair, Vice Chair, Secretary and Treasurer of the board when the terms of the directors holding such positions are due to expire pursuant to these bylaws. Any person so nominated shall have given his or her prior consent to the nomination and election as an Executive Committee member. The Immediate Past Chair will serve on the Executive Committee for one year immediately after his or her term as the Chair. The Executive Committee may request other members of the board to be present at any of its meetings if such presence is warranted. A meeting shall be called by the Chair at the request of two (2) members of the Executive Committee. Notice may be given by telephone, overnight mail, hand delivery, facsimile, or electronic mail messaging. Actions of the Executive Committee shall be reported to the board by mail, facsimile, or electronic mail messaging, or at the next board meeting. The duties of the Executive Committee members shall be as follows:

Chair. The Chair of the board shall serve as a member, ex-officio, with the right to vote, on all committees. The Chair shall make all required appointments of standing and special committees subject to the approval by the Executive Committee except as otherwise provided herein. The Chair shall preside at all meetings of the board. Upon completion of the Chair's term, the Chair shall serve as Immediate Past Chair and

continue to serve on the Executive Committee with voting rights for one year. At meetings of the board and at such other times as he or she shall deem proper, the Chair shall communicate to the members of the board such matters and make such suggestions as, in the Chair's opinion, tend to promote the welfare and increase the usefulness of the corporation. The Chair shall perform such other duties as are necessarily incident to the office of Chair or as may be prescribed by the board.

Vice Chair. The Vice Chair of the board shall serve as a member of the Executive Committee and perform such other duties as delegated to him or her by the board. The Vice Chair shall perform the duties of the Chair in the event of his or her inability to serve in such capacity.

Treasurer of the Board. The Treasurer of the board shall serve as a member of the Executive Committee and act as the chair of the Budget, Audit and Finance Committee. The Treasurer of the board shall report on the financial condition of the corporation at all meetings of the board and at other times when called upon by the Chair. At the end of each fiscal year, the Treasurer of the board shall prepare an annual report which shall reflect an audit of a certified public accountant.

Secretary of the Board. The Secretary of the board shall serve as a member of the Executive Committee and act as secretary for the board and shall record the minutes of the meetings of the board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the board.

Assistant Vice Chair. The Assistant Vice Chair, if any, shall be a member of the Executive Committee with all of the rights and responsibilities provided in this Article V, Section 2. The Assistant Vice Chair shall perform the duties of the Vice Chair in the event of his or her inability to serve in such capacity; and perform such other duties as delegated to him or her by the board of directors or the Chair.

B. **Governance and Nominating Committee.** The board Chair shall appoint a Governance and Nominating Committee which shall consist of four (4) members of the board. The Governance and Nominating Committee may invite recommendations from the board for those offices and directorships which are vacant or about to expire, allowing at least fifteen (15) days for recommendations. The Governance and Nominating Committee shall then nominate candidates for the required offices and directorships of the corporation and report such nominations to the board at least fifteen (15) days before any meeting as it relates to directors and any Annual Meeting as it relates to officers.

C. **Budget, Audit and Finance Committee.** The Budget, Audit, and Finance Committee shall consist of the Treasurer of the board acting as the chair of such committee. The Board Chair shall appoint two (2) additional members of the board to serve on the committee. The Budget, Audit, and Finance Committee shall prepare recommendations for an annual budget of the corporation to be submitted for adoption by the board and shall prepare, with the assistance of an independent certified public accountant, an audit report of the corporation to be submitted annually to the Internal Revenue Service. The committee may perform such other duties in connection with the finances of the corporation as the Board may determine from time to time.

D. **Event Fundraising Committee.** The Event Fundraising Committee is to promote the reputation and financial support of the corporation, and shall consist of the Vice Chair, who shall serve as chair of such committee. The Chair of the board shall appoint a minimum of four (4) additional members of the board to the Event Fundraising Committee.

E. **Special Committees.** The Chair of the board, upon notification to the board, shall appoint such committees, subcommittees or task forces as are necessary and which are not in conflict with other provisions of these by-laws, and the duties of any such committees shall be prescribed by the board upon their appointment.

SECTION 2. **TERM OF OFFICE.** Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof, for any reason, including his or her resignation or removal as a director of the corporation. Each member of a committee shall serve at the pleasure of the board of directors.

SECTION 3. **VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 4. **QUORUM.** Unless a greater number shall be provided in the resolution of the board of directors designating and appointing a committee or in these by-laws, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5. **RULES.** The board of directors may adopt rules for the governance of any committee not inconsistent with these by-laws.

SECTION 6. **INFORMAL ACTION BY COMMITTEE.** Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all committee members.

SECTION 7. **ADVISORY BODIES.** 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 shall 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 of the corporation. Members of any such body shall be selected on the basis of such qualifications as the board of directors may from time to time determine. No member of any such body shall be entitled to receive any compensation for services rendered in such capacity or reimbursement for expenses of attendance at any meeting of such body.

ARTICLE VI

OFFICERS

SECTION 1. **OFFICERS.** The officers of the corporation shall be a president/executive director, vice-president, a treasurer and a secretary and any such other vice presidents, assistant treasurers, assistant secretaries or other officers as may be appointed by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed from time to time by the board of directors. Any two or more offices may be held by the same person.

SECTION 2. **ELECTION AND TERM OF OFFICE.** The officers of the corporation shall be elected annually by the board of directors at the regular annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Vacancies may be filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, unless the office is vacated prior to that time. Election of an officer shall not of itself create contract rights.

SECTION 3. **REMOVAL.** Any officer elected or appointed by the board of directors may be removed by the board of directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. **VACANCIES.** A vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise may be filled by the board of directors for the unexpired portion of the term.

SECTION 5. **PRESIDENT/EXECUTIVE DIRECTOR.** The President/Executive Director shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of President/Executive Director and such other duties as may be prescribed by the board of directors. The President/Executive Director shall preside at all meetings of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, he or she may execute for the corporation any contracts or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either individually or with the Secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

SECTION 6. **VICE PRESIDENT.** The Vice President, if any, shall assist the President/Executive Director in the discharge of his or her duties as from time to time may be assigned to him or her by the President/Executive Director or by the board of directors. In the absence of the President/Executive Director, or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President/Executive Director and when so acting, shall have all the powers of and be subject to all the restrictions upon the President/Executive Director.

SECTION 7. **TREASURER.** The Treasurer shall be the principal accounting and financial officer of the corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President/Executive Director or by the board of directors.

SECTION 8. **SECRETARY.** The Secretary shall record the minutes of the meetings of the officers in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each director which shall be furnished to the Secretary by such director; and perform 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 President/Executive Director or by the board of directors.

SECTION 9. ASSISTANT VICE PRESIDENTS, ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The assistant vice presidents, assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the Vice President, the Treasurer or the Secretary, respectively, or by the President/Executive Director or the board of directors.

SECTION 10. COMPENSATION. The board of directors may from time to time establish the rate of compensation and benefits for the President/Executive Director, any other officer and staff personnel of the corporation.

SECTION 11. ADDITIONAL PERSONNEL. From time to time, the board of directors may employ such other staff personnel with such titles as the board of directors shall determine according to available administrative funds and needs of the corporation, and subject to approval by the board of directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation (collectively "Payment"), shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed or Payments made by the Treasurer or an Assistant Treasurer of the corporation, and countersigned by the President/Executive Director or the Vice President of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

SECTION 4. GRANTS AND GIFTS. The board of directors may apply for and/or accept on behalf of the corporation any grant, contribution, gift, bequest or devise for the general purposes or for any special purposes of the corporation.

ARTICLE VIII

GRANTS AND OTHER EXPENDITURES

SECTION 1. AUTHORIZATION. Grants, gifts, contributions, or other distributions for the advancement of the charitable purposes of the corporation shall be made only if specifically authorized by the board of directors.

SECTION 2. DISCRETION RETAINED BY BOARD OF DIRECTORS. The board of directors shall at all times maintain complete control and discretion over the distribution of funds received by the corporation, and shall not enter into any agreement with any person or organization that would in any way limit

such control or discretion. The board of directors shall not represent to any person from whom it solicits or receives gifts, grants, bequests, or contributions that any funds received will be distributed other than at the discretion of the board. The board of directors may solicit or receive gifts, grants, bequests, or contributions for a specific project that it has reviewed and approved as in furtherance of the purposes of the corporation as stated in its certificate of incorporation. The board of directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest, or contribution and return to the donor any such contribution actually received.

SECTION 3. PROCEDURES FOR DISTRIBUTIONS. The board of directors shall adopt procedures from time to time for grants, gifts, contributions, or other distributions by the corporation. Such procedures shall not be inconsistent with Federal tax law or the Illinois Not-for-Profit Corporation Law and shall further the charitable purposes of the corporation.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the board of directors and committees having any of the authority of the board of directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the board of directors.

ARTICLE XI

POLITICAL CAMPAIGNS

The corporation shall not, at any time, directly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office or, except as an insubstantial part of its activities, attempt to influence the passage or defeat of legislative proposals. This provision shall not be construed to prevent any officer or director in his or her individual capacity from engaging in any of the foregoing activities.

ARTICLE XII

INDEMNIFICATION

SECTION 1. OBLIGATION TO INDEMNIFY. Subject to Section 5 of this Article, the corporation shall indemnify each director, officer, employee and agent of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), brought against him or her or in which he or she is named as a

party by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, if the person seeking indemnification 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 no contest or its equivalent, shall not, of itself, create a presumption that the person seeking indemnification 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, a presumption that the person seeking indemnification had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. MANNER OF DETERMINING ELIGIBILITY. Any indemnification shall be made by the corporation upon a determination that indemnification of such person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 3. ADVANCE PAYMENTS OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the person seeking indemnification to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 4. CONTRACT RIGHTS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person 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, committee chairman, committee member, employee or agent of the corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. INSURANCE. The obligation of the corporation under this Article shall not be limited to the proceeds of liability insurance policies actually paid to the corporation or directly to or for the benefit of the person claiming indemnification under this Article. The corporation may purchase and maintain insurance on behalf of any person who is a director, officer, committee chairman, committee member, employee or agent of the corporation against any liability asserted against him or incurred by him 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 him against such liability under the provisions of this Article.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Illinois Not For Profit Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, 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.

ARTICLE XIV

AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors. Such action may be taken at a regular or special meeting for which written notice of such purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE XV

DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision 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 as the board or directors shall determine. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in the State of Illinois or by any other appropriate court 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 such purposes.

ARTICLE XVI

CONFLICTS OF INTEREST

SECTION 1. DISCLOSURE. A conflict of interest may exist when the interests or concerns of any director, officer or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of the corporation. Any possible conflict of interest shall be disclosed to the board of directors by the person concerned in accordance with the corporation's conflict of interest policy attached hereto as Exhibit A.

SECTION 2. ABSTENTION FROM VOTING. When any such conflict of interest is relevant to a matter requiring action by the board of directors, the interested person shall call it to the attention of the board of directors, and such person shall not vote on the matter, nor shall he or she be recognized in determining the quorum for the meeting. Such person shall retire from the room in, or the teleconference on which the board of directors is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the board of directors or committee with any and all relevant information with respect to the conflict of interest.

SECTION 3. RECORDATION. The minutes of the meeting of the board of directors or committee shall reflect that 1) the conflict of interest was disclosed; 2) the interested person was not present during the final discussion or vote; and 3) such interested person did not vote. When there is uncertainty as to whether a conflict of interest exists, the matter shall be resolved by a vote of the board of directors, such vote is not to include such potentially interested person. This Article XVII shall constitute the corporation's conflict of interest statement and a copy shall be furnished to each director, officer and staff member serving the corporation at the time the person becomes associated with the corporation.

SECTION 4. ANNUAL REVIEW. The policy provided in this Article XVII shall be reviewed annually for the information and guidance of directors, officers, and staff members; and any new directors, officers or staff members shall be advised of the policy upon undertaking the duties of such office.

ARTICLE XVII

MISCELLANEOUS

All words used in the singular number shall mean, extend to and include the plural where applicable and vice versa and all words used in any gender shall mean, extend to and include any other gender, all as the context may require. Article and section headings are for the convenient reference only and are not a part of the context of these by-laws. Any waiver or consent given by the board of directors or any officer shall be effective only in the specific instance and for the purpose for which given and shall not be deemed a waiver or consent for or with respect to any other person, instance, purpose or circumstances.

EXHIBIT A

Form of Conflict of Interest Policy

CONFLICT OF INTEREST POLICY OF INNER-CITY COMPUTER STARS FOUNDATION

ARTICLE I

Purpose

The purpose of the conflict of interest policy is to protect the interest of **Inner-City Computer Stars Foundation** (the “Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II

Definitions

SECTION 1. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

SECTION 2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 hereof, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. Governing Board. The term “governing board” specifically contemplates both the Board of Directors, and any board or committee authorized to act by the Board of Directors.

ARTICLE III
Procedures

SECTION 4. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

SECTION 5. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

SECTION 6. Procedures for Addressing the Conflict of Interest

A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

C. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

SECTION 7. Violations of the Conflicts of Interest Policy

A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief in writing (“Notice”) and afford the member an opportunity to explain the alleged failure to disclose within 15 days such member receives Notice.

B. If, after receiving the member's response in writing and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V **Compensation**

A. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

I, the undersigned, a/the _____ of the Organization, hereby acknowledge that I have received, read, understood and agree to comply in all respects with the attached Conflict of Interest Policy of the Organization. Further, I understand that the Organization is charitable, and in order to maintain its federal tax exemption pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, that the Organization must engage primarily in activities that accomplish one or more of its exempt purposes.

Name: _____

Title(s): _____

Date: _____