

FOUNDING RESOLUTION

Resolution Establishing the Illinois Legislative Diabetes Caucus

WHEREAS, more than 8% of the population of Illinois has diabetes and,

WHEREAS, type I and type II diabetes are serious conditions with far reaching physical, public health and fiscal implications; and

WHEREAS, type I diabetes, often referred to as juvenile diabetes, is a condition in which the body's immune system destroys pancreatic cells responsible for the production of insulin; and

WHEREAS, the cause of type I diabetes in children is not fully understood; and

WHEREAS, type I diabetes is not preventable and it is essential that effective treatment options are made available to all Illinois citizens; and

WHEREAS, type II diabetes is a condition characterized by high blood glucose levels caused by either a lack of insulin or the body's inability to use insulin efficiently; and

WHEREAS, type II diabetes will affect one of every three children born after the year 2000; and

WHEREAS, type II diabetes accounts for approximately 90 to 95 percent of all diagnosed cases of diabetes in adults; and

WHEREAS, minority population are at a significant and increased risk for developing type II diabetes; diabetes rates are 18% higher among Asian Americans, 66% higher among Hispanics/Latinos, and 77% higher among non-Hispanic blacks; and

WHEREAS, diabetes is among the leading causes of morbidity and mortality associated with heart disease and stroke in all populations; and

WHEREAS, diabetes is the leading cause of blindness in those over the age of 20, and is the leading cause of renal (kidney) failure for all age groups; and

WHEREAS, nationally, the economic burden of pre-diabetes and diabetes has reached 218 billion dollars; at the State level, the cost in Illinois is anticipated to reach 19.5 billion by the year 2025; and

WHEREAS, the economic and public health burden will influence much of State government including the Department of Public Health, Department of Children and Family Services and Department of Human Services; and therefore, be it

RESOLVED, that there is an urgent and significant need to introduce and evaluate legislation and policies that will affect the research, treatment, education, and prevention of diabetes; and be it further

RESOLVED, That the organizing members of the Illinois Senate and the Illinois House of Representatives, by this resolution, express their support for the establishment of a joint legislative diabetes caucus to be formally known as the Illinois Legislative Diabetes Caucus; and be it further

RESOLVED, That the Illinois Legislative Diabetes Caucus will act as a forum for legislators and affiliate members to learn about important public health issues regarding diabetes and to evaluate legislative issues that come before respective legislative chambers; and be it further

RESOLVED, That the members and the affiliate members of the Illinois Legislative Diabetes Caucus will send a strong message about the prevention, treatment and education of diabetes, and will work towards finding solutions to unmet needs; and be it further

RESOLVED, That the Illinois Legislative Diabetes Caucus will work to strengthen community support programs, to meet the diverse needs of Illinois' afflicted minority populations, and to support programs that avail treatment options to the medically indigent, Medicaid, and Medicare populations; and be it further

RESOLVED, That the undersigned organizing members of the Illinois General Assembly officially create the Illinois Legislative Diabetes Caucus; and be it further

RESOLVED, That the organizing members of the Illinois General Assembly respectfully request recognition within the Illinois General Assembly as the official caucus for issues that affect the prevention, treatment and education of diabetes.

BYLAWS

BYLAWS OF THE ILLINOIS LEGISLATIVE DIABETES CAUCUS

ARTICLE I – ILLINOIS LEGISLATIVE DIABETES CAUCUS,

The Illinois Legislative Diabetes Caucus will promote sound diabetes policy development including, but not limited to, the following:

- (1) The education of colleagues on key issues from consumer, family, and caregiver perspectives;
- (2) The establishment of a forum to develop political strategies to advance diabetes issues;
- (3) The development of local district-centric awareness activities;
- (4) The evaluation of legislative and public policy changes for the advancement of diabetes education, prevention and treatment;
- (5) Education regarding the differences between type I and type II diabetes and the dissemination of information regarding such differences; and
- (6) The creation of a forum for dialogue, learning and communication with varied stakeholders.

Section 1: The name of the organization shall be Illinois Legislative Diabetes Caucus.

Section 2: The Illinois Legislative Diabetes Caucus is organized exclusively for charitable and educational purposes.

The Illinois Legislative Diabetes Caucus will support public policies and programs to improve the lives of those affected by diabetes.

The Illinois Legislative Diabetes Caucus will work with advocates and stakeholders to create awareness and promote enhanced detection, prevention and management of the disease.

The Illinois Legislative Diabetes Caucus will hold informal meetings for members, affiliate members, and staff in both Springfield, Illinois and Chicago, Illinois to acquaint State agencies, members, affiliate members, and staff with relevant changes in the delivery, support, education, treatment and research of this disease.

The Illinois Legislative Diabetes Caucus will work to ensure that diabetes is adequately addressed in all relevant legislation and regulations.

The Illinois Legislative Diabetes Caucus will urge all committees of the Illinois General Assembly to support diabetes programs and patient care through letters and testimony.

The Illinois Legislative Diabetes Caucus will act as an informational clearing house, a sustainable, dynamic entity, and a constituent outreach services organization.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall be divided into two classes: Member Class and Affiliate Member Class as defined below.

Section 2: Member Class. Member Class members shall consist of members who are duly elected to or appointed to the Illinois General Assembly. Members of the Member Class shall serve as the Co-Chairs.

Section 3: Affiliate Members. Affiliate membership is available to any and all interested parties. Affiliate members shall be representative of, but not limited to, corporations, government agencies, community service agencies, diabetes professionals, and individual citizens that have a demonstrated interest in the Illinois legislative diabetes caucus and the advancement of diabetes prevention, treatment and care.

ARTICLE III – ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by one of the Co-Chairs at any time.

Section 3: Notice. Notice of each annual meeting shall be given to each member, by mail or email, not less than ten days before the annual meeting.

ARTICLE IV – Caucus Co-Chairs

Section 1: Co-Chairs Role, Size, Compensation. The chairs are responsible for the overall policy and direction of the Caucus. The Co-Chairs shall delegate responsibility for day-to-day operations to Caucus committees, as established pursuant to Article IV of the Caucus bylaws, and to Caucus members. The Co-Chairs shall have up to 12 and not fewer than 7 members. Board members shall receive no compensation.

Section 2: Meetings. The Co-Chairs shall meet at least 3 times per year, at an agreed upon time and place.

Section 3: Co-Chair Elections. Election of new Co-Chairs members or reelection of current Co-Chairs shall be the first item of business at the annual meeting of the corporation. Co-Chairs shall be elected and reelected by a majority vote of current members.

Section 4: Terms. All Co-Chairs shall serve 2 year terms, but are eligible for re-election.

Co-Chair terms shall coincide with the legislative terms of each General Assembly of the State of Illinois.

Section 5: Quorum. One member of the House Republicans, House Democrats, Senate Democrats and Senate Republicans must be present to constitute a quorum. A quorum must be present before business can be transacted or motions made or passed.

Section 6. Officers and Duties. Eight Co-Chairs shall serve as an Executive Committee. There shall be 8 Co-Chairs, two from each of the four political Legislative Caucuses. Their duties are as follows.

Section 6, subsection (a). Co-Chairs. The Co-Chairs shall convene and preside over regularly scheduled meetings and ensure that the goals and objectives of the Illinois Legislative Diabetes Caucus are implemented. The Co-Chairs will evaluate and monitor programs; develop programs and activities to promote the purposes of Illinois Legislative Diabetes Caucus and will chair committees on special subjects as designated by the Chairs. Each Co-Chair shall nominate 3 members to the Illinois Legislative Diabetes Caucus Foundation ("Foundation"), the charitable affiliate of the Illinois Legislative Diabetes Caucus. The nominated members of the Foundation must have demonstrated interest in the advancement of diabetes prevention, education and treatment.

Section 8. Vacancies. When a vacancy exists, a Co-Chair shall only be replaced by a member of that former Co-Chair's legislative political caucus. These nominations shall be sent out to members with the regular meeting announcement, and shall be voted upon at the next meeting. Members who are elected to fill a vacancy shall serve a term which expires at the time that the vacating member's term is scheduled to expire. These vacancies will be filled only to the end of the particular member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Co-Chairs must be in writing and received by the Caucus. A member shall be dropped for excess absences from the position of Co-Chair if he or she has three unexcused absences from meetings in a year. A member may be removed for other reasons by a three-fourths vote of the remaining members.

Section 10: Special Meetings. Special meetings of the Caucus shall be called upon the request of the Co-Chairs or one-third of the members. Notices of special meetings shall be sent out to each member.

ARTICLE V – COMMITTEES

Section 1: The Caucus may create committees as needed, such as fundraising, housing, etc. The Co-Chairs are responsible for appointing all committee chairs.

Section 2: The eight Co-Chairs serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Co-Chairs in the intervals between meetings of the Co-Chairs, subject to the direction and control of the Co-Chairs.

Section 3: A Ways and Means Committee shall be created to work closely with the Illinois Diabetes Caucus Foundation to provide community outreach.

Any major change in the budget must be approved by the Caucus or the Executive Committee. The fiscal year shall be the calendar year.

ARTICLE VI – AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Co-Chairs. Proposed amendments must be submitted to the Co-Chairs to be sent out with regular Board announcements.

BYLAWS OF THE ILLINOIS DIABETES CAUCUS FOUNDATION

Article I Purpose

The Illinois Diabetes Caucus Foundation (hereinafter "Foundation") is the charitable affiliate of the Illinois Legislative Diabetes Caucus, and shall be organized and operated exclusively for charitable, literary and educational purposes within the meanings of Section 501(c)3 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), and Section 103.5 of the Illinois General Not-For-Profit Corporation Act of 1986.

The specific purposes for which the Illinois Legislative Diabetes Caucus formed the Foundation is to educate, create awareness and promote enhanced detection, prevention and management of diabetes; and to support public policies and programs to improve the lives of those affected by the disease.

ARTICLE II Offices

The Foundation shall continuously maintain a registered office in the State of Illinois and a registered agent in the State of Illinois whose business office is identical with such registered office and may have other offices within or outside of Illinois.

ARTICLE IV Limitations on Nonprofit Activities

SECTION 1. NO PERSONAL BENEFIT. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

SECTION 2. NO POLITICAL ACTIVISM. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 3. COMPLIANCE WITH 501(C)(3). Notwithstanding any other provision in this documents, the Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI
Board of Directors

SECTION 1. GENERAL POWERS, COMPENSATION. The affairs of the Foundation shall be managed by or under the direction of its Board of Directors. Any compensation arrangements shall be approved in advance by the Board of Directors by resolution prior to any disbursements. Further, the compensation arrangement shall be documented in writing which shall set forth the date and terms of any agreement. Compensation, if any, shall be determined by evaluating similarly situated taxable or tax-exempt organizations for similar services, current compensations surveys compiled by independent firms, or actual written offers from similarly situated organization. The information on which the Board relies shall be documented in writing.

SECTION 2. DUTIES. The duties of the Board are to: ensure that the goals and objectives of the Foundation are implemented; evaluate and monitor programs; develop programs and activities to promote the purposes of Illinois Legislative Diabetes Caucus; hire and fire the Chief Executive Officer; establish personnel policies; approve an annual budget; monitor finances; ensure that adequate resources are available to the Illinois Legislative Diabetes Caucus; and authorize legal documents.

SECTION 3. NUMBER, APPOINTMENT, TENURE AND QUALIFICATIONS. The Directors of the Foundation will be appointed by the directors of the Illinois Legislative Diabetes Caucus. Each director of the Illinois Legislative Diabetes Caucus will have one appointment to the Foundation. Each Director appointed must have a demonstrated working knowledge of the issues surrounding diabetes. All Directors must support the purposes of the Illinois Diabetes Caucus Foundation and the Illinois Legislative Diabetes Caucus.

SECTION 4. ANNUAL MEETINGS. A regular annual meeting of the Board of Directors shall be held in the month of _____ at the regularly scheduled meeting.

SECTION 5. REGULAR MEETINGS. The Board shall hold meetings at least quarterly. 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. Meetings may be held telephonically if (1) all notice requirements herein stated are complied with; (2) all Board members receive 24 hours notice or waive notice; and (3) that all Board members have the opportunity and ability to participate.

SECTION 6. EXECUTIVE SESSION. Executive session may be called by a majority vote of the Board of Directors. Executive session will be closed to all except the Board of Directors and the Chief Executive Officer of the Foundation, unless the Board chooses to invite additional individuals for the purpose of clarifying the issue at hand. Executive session may be called in the case of sensitive personnel matters, matters of either pending or possible litigation, or other such matters that would be detrimental to the Foundation if discussed in an open meeting.

SECTION 7. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them, or the Board may hold the meeting telephonically provided

that (1) all notice requirements herein stated are complied with; (2) all Board members receive 24 hours notice or waive notice; and (3) that all Board members have the opportunity and ability to participate. 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.

SECTION 8. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice to each director at his or her address as shown by the records of the Foundation 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 20 days prior to such meeting. 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 telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegram company. 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 a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

SECTION 9. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. A Director may attend any meeting of the Board of Directors through use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with one another.

SECTION 10. 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 Bylaws, or the Articles of Incorporation.

SECTION 11. PROXIES. There shall be no proxies. At any meeting of the Board of Directors, a Director will vote in person.

SECTION 12. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the articles of incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 13. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause by a majority vote of the Illinois Legislative Diabetes Caucus or as specified by statute.

SECTION 14. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

SECTION 15. PRESUMPTION OF ASSENT. A director of the Foundation who is present at a meeting of the Board of Directors at which action on any Foundation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VII Officers

SECTION 1. OFFICERS. The officers of the Foundation shall be a President, a Treasurer, and a Secretary. If deemed necessary, the Board may choose to elect Vice President(s). Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may not be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Foundation 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 conveniently may be. Vacancies may be filled or new offices created and 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 shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. 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 a majority vote of the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The President shall preside at all meetings of the Board of Directors. Subject to the direction and mandate of the Board, the President shall be in charge of the property and affairs of the Foundation; shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board; shall appoint all chairpersons of committees; shall supervise the Executive Director; and, in general, shall discharge all duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Foundation, or a different mode of execution is expressly prescribed by the Board or these bylaws, the President may execute for the Foundation any contracts, deeds, mortgages, bonds, or other instruments which the Board has authorized to be executed; the President may accomplish such execution either individually or

with any other officer thereunto authorized by the Board, according to the requirements of the form or the instrument.

He or she may vote all securities that the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Foundation by the Board of Directors.

SECTION 5. VICE PRESIDENT. The Vice President shall perform such duties as may be assigned by the President or by the Board of Directors.

SECTION 6. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Foundation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Foundation; (b) have charge and custody of all funds and securities of the Foundation and be responsible therefore, 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 or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 7. SECRETARY. The Secretary shall (a) record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the Foundation; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) 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 or by the Board of Directors.

ARTICLE VIII

Committees, Commissions, and Advisory Boards

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which will consist of two (2) or more directors and such other persons as the Board of Directors designates, provided that a majority of each committee's members are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Foundation; but the designation 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 on it, him, or her by law.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the Board of Directors in the Foundation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the Foundation or bind it to any actions, but may make recommendations to the Board of Directors or to the officers of the Foundation.

SECTION 3. TERM OF OFFICE. Each member of a committee, advisory board, or commission shall continue as such until the next annual meeting of the members of the Foundation. and until his or her successor is appointed, unless the committee, advisory board, or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board, or commission by a majority vote of the Board of Directors, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIR. One member of each committee, advisory board, or commission shall be appointed chair.

SECTION 5. VACANCIES. Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, advisory board, or commission, a majority of the whole committee, advisory board, or commission 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, advisory board, or commission.

SECTION 7. RULES. Each committee, advisory board, or commission may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

SECTION 8. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members entitled to vote and delivered to the Secretary for record keeping.

SECTION 9. PROHIBITIONS. No committee shall have the authority to:

- A. amend or repeal the Bylaws;
- B. amend or repeal the Articles of Incorporation;
- C. elect, appoint or remove any Director, officer or committee member of the Foundation;
- D. adopt a plan of merger or consolidation;
- E. authorize sale, lease, exchange or mortgage of all or substantially all of the property of the Foundation;
- F. authorize dissolution;
- G. adopt plans for distribution of the assets; or
- H. amend, alter or repeal any resolution of the Board of Directors.

ARTICLE IX
Membership

The Foundation shall have no voting members. All rights and powers that might be possessed by voting members shall be vested in the Directors of the Board.

ARTICLE X
Staff

SECTION 1. HIRING. The Board of Directors may hire a Chief Executive Officer to assist in the administration of the Foundation's activities. The Board of Directors may authorize the Chief Executive Officer to hire staff by resolution of the Board of Directors.

SECTION 2. CHIEF EXECUTIVE OFFICER. The Chief Executive Officer shall administer the day-to-day operations of the Foundation; shall serve as its official representative as directed by the Board; shall supervise other staff; shall submit to the Board such reports, plans and other information as may be periodically required; shall execute Board decisions as directed; shall attend all Board meetings except when excused by the Board; shall serve as a regular or ex-officio member of committees as designated; shall report to the Board on the program, finances and staffing of the Foundation; shall prepare an annual report; and shall consult with the Treasurer to file required financial and legal documents.

SECTION 3. RESPONSIBILITIES. The staff shall function according to the established policies and procedures in keeping with the Foundation's purposes and shall comply with Board decisions.

SECTION 4. RELATIONSHIP TO THE BOARD. As designated by the Chief Executive Officer, the staff may attend regularly scheduled Board meetings and may serve on committees.

ARTICLE XI
Business Administration

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers or agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, 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 Foundation shall be signed by such officer or officers or agent or agents of the Foundation 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 by at least two of the following individuals: Board Officers.

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

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

SECTION 5. SPECIAL POWERS. In order to acquire funds for the Foundation, the Directors shall have the power to:

- A. hold or sponsor fundraising events;
- B. solicit donations;
- C. borrow funds and give evidence of indebtedness if authorized by a resolution of the Board of Directors;
- D. prepare and submit proposals; and
- E. hire consultants to advise the Board on matters relating to the Foundation's organization, administration and programs.

SECTION 6. AUDIT. When the annual revenues exceed One Hundred Thousand Dollars (\$100,000), an audit shall be conducted by an independent certified public accountant.

ARTICLE XII Books and Records

The Foundation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Foundation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XIII Fiscal Year

The fiscal year of the Foundation shall be established as the calendar year (January 1 to December 31).

ARTICLE XIV
Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XV
Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or the Bylaws of the Foundation, 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. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XVI
Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Foundation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Foundation, or is or was serving at the request of the Foundation 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, 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, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Foundation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee, or agent of the Foundation, or is or was serving at the

request of the Foundation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee, or agent of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) 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; (b) 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; or (c) by the members entitled to vote, if any.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation 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 director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Article.

SECTION 6. 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 bylaw, agreement, vote of members or 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 7. INSURANCE. The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation 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 Foundation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XVII

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Foundation with such powers and to perform such acts or duties on behalf of the Foundation as the Board of Directors may authorize, so far as is consistent with these Bylaws, to the extent permitted by law.

ARTICLE XVIII

Amendments

The power to alter, amend, or repeal the Bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the Bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Foundation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIX

Dissolution

Upon the dissolution of the Foundation, any remaining assets after distribution of assets in accordance with section 112.16(a) and (b) of the Illinois General Not for Profit Act of 1986, 805 ILCS 105 et. seq., shall be distributed to the Illinois Legislative Diabetes Caucus, permitted it is in existence and qualifies as an exempt organization within the meaning of IRC section 170(c)(1), in the event that this organization is not in existence or does not qualify then the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

