CORPORATE BYLAWS

OF

Us TOO INTERNATIONAL, INC.

Approved March 2, 2018

(Previously amended
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OF
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CORPORATE BYLAWS

OF

Us TOO INTERNATIONAL, Inc.

ARTICLE I.

CORPORATION

SECTION 1.1. Corporate Name. The name of the Corporation shall be Us TOO INTERNATIONAL, Inc., an Illinois not-for-profit Corporation (the “Corporation”).

SECTION 1.2. Corporate Purposes. The purposes of the Corporation are to operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (the “Code”), as amended, in the course of which operation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to improperly influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Code;

(c) Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

(d) Through the development and nurture of local support groups, and any other efficacious modes of communication and dissemination, the Corporation may establish, develop, sponsor, promote and/or conduct education programs, support programs, information dissemination, scientific research, treatment facilities, consulting and management services, human services programs and other charitable activities devoted to improving and protecting the health and welfare of men (and their families/ significant other) diagnosed with prostate cancer, including men at risk.
SECTION 1.3. **Corporate Powers.** The Corporation shall have all of the powers granted by the General Not for Profit Corporation Act of 1986 of the State of Illinois, 805 ILCS 105, (as amended from time to time, the “Act”), including the power to purchase, take, receive, lease as lessee, take by gift, devise or bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, in or out of this State. Without limitation of the generality of the foregoing, but subject to the Act, the Corporation shall have the powers necessary or appropriate to:

(a) restore, reclaim or aid persons suffering from physical, mental or emotional disabilities, providing access to community resources aimed at promoting life and health, and providing assistance to persons with the aim of leading full and meaningful lives; provided that in no instance will the Corporation engage in the practice of medicine;

(b) sponsor, develop, promote and encourage public participation in public services and programs which are charitable, scientific or educational;

(c) own or operate facilities or own other assets for public use and the public’s health and welfare;

(d) solicit support for the Corporation’s activities from the public generally and through a Board of Directors (the “Directors” or “Board”) which is representative of the public, members and the communities which the Corporation serves;

(e) promote, by donation, loan or otherwise, the interests of any not-for-profit and federally tax-exempt organizations which are affiliated with the Corporation, the purposes of which are not inconsistent with those of the Corporation;

(f) own, lease or otherwise deal with all property, real and personal;

(g) contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of the purposes of the Corporation.

SECTION 1.4. **Corporate Offices.** The Corporation shall have and continuously maintain in this State a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may determine.

SECTION 1.5. **Corporate Dissolution.** In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in a manner consistent with the Act.
ARTICLE II.
MEMBERSHIP

Any man diagnosed with prostate cancer, or disease or condition related to prostate cancer, a member of such a man’s family or significant other, or any person involved in or interested in support or treatment of any such patients, or research directed toward prevention, detection, treatment or management of such diseases or conditions may participate in the activities of the Corporation; provided, however, such persons shall not be deemed or considered members or a class of members for purposes of the Act. Pursuant to the Act, the Corporation shall have no members. Only those persons currently serving as members of the Corporation’s Board of Directors shall be entitled to vote, except as members of committees of the Board where such power is specified.

ARTICLE III.
BOARD OF DIRECTORS

SECTION 3.1. Powers. The Board of Directors shall direct the affairs of the Corporation, shall exercise its powers and shall control its property. It alone shall determine compliance with the Corporation’s stated purposes and shall have the power and authority to do and perform all acts or functions not inconsistent with these bylaws or the Corporation’s Articles of Incorporation, including any duly filed amendments thereto.

SECTION 3.2. Number The Board of Directors shall consist of not less than ten (10) or more than fifteen (15) voting Directors.

SECTION 3.3. Criteria for Selection. Criteria consideration for the selection of Directors shall include:

(a) Relationship to Corporation’s purposes as set forth in Article I;

(b) Application of the criteria for participation in the activities of the Corporation as set forth in Article II;

(c) Enjoyment of respect of his or her peers;

(d) Demonstration of ability to perform positively in a group environment;

(e) Ability to think creatively for the benefit of the Corporation;

(f) Possession of skills or experience deemed beneficial to the work and support of the Corporation; and

(g) Commitment to the purposes and mission of the Corporation.

The Board Membership Committee (as described in Section 5.4) shall strive to achieve and maintain a Board composition that is racially, ethnically and geographically diverse, crossing the boundaries of age, educational experience, gender, and sexual orientation.
SECTION 3.4. **Expectations of Board Service** Directors shall attend any Board orientation and Board evaluation and educational program from time to time implemented by the Board, unless excused by the Board Chairperson. Directors shall serve on at least one, but not more than three (3), standing or special committees of the Board. Directors shall meet at least the minimum attendance requirements set forth in Section 3.21 below.

SECTION 3.5. **Election and Terms of Directors.** The membership of the Board shall be divided into three (3) classes which shall be as nearly as possible equal in number of members, given the number elected. Directors shall be elected by the Board to serve for three (3) year staggered terms, commencing January 1st following their election, and until December 31st following election of their successors, with approximately one-third (1/3) of the total number of Directors to be elected prior to each annual meeting of the Board of Directors as provided in Section 3.12 below and in accordance with Article V, Section 5.4 below. In case of any increase in the number of Directors, the additional Directors shall be elected by majority vote of the Directors present at the meeting at which such election occurs, and one-third (1/3) of such additional Directors shall be elected for the unexpired portion of the term of one year, one-third (1/3) for the unexpired portion of the term of two (2) years, and one-third (1/3) for the unexpired portion of the term of three (3) years so that each class of Directors shall be increased equally. A Director shall be ineligible for re-election after he/she has served two (2) full consecutive three (3) year terms, unless a year of not so serving intervenes. A Director undertaking special assignments or responsibilities or serving in a special role or function, ongoing at the time his or her term as Director is scheduled to expire may be granted authority to continue in such role or roles in order to complete his or her responsibilities therein, in which event, his or her status will become that of an advisor to the Board under 3.8 below.

SECTION 3.6. **Directors Emeriti.** Certain persons may be recognized by the Board as Director Emeritus. To be so recognized a person must either have been a Founding Director of the Corporation or must be a person who has served as a Director for at least two (2) full terms of three (3) years each and who has rendered uncommonly distinguished service to the Corporation. Directors Emeriti shall be entitled to attend and to participate in discussions at all meetings of the Board of Directors, without vote so long as they are able, but shall have no responsibilities or authority to direct the affairs of the Corporation, unless serving as or until re-elected as a Director pursuant to 3.10 or 3.12 below. This recognition may also be awarded posthumously.

SECTION 3.7. **Voting.** Each Director shall have one vote on any matter considered by the Board of Directors.

SECTION 3.8. **Advisors to the Board.** The Board of Directors may designate advisors to the Board, who, when so designated and until such designation is revoked by the Board, shall be entitled to notice of and to attend all meetings of the Board. Such advisors may participate in Board discussion at the pleasure of the Board, but shall not be entitled to vote.

SECTION 3.9. **Reserved.**

SECTION 3.10. **Vacancies.** Vacancies shall be filled by a majority vote of the remaining Directors, such successor to assume his or her seat on the Board immediately upon election, to serve for the remainder of the term of the vacant directorship.

SECTION 3.11. **Removal of Directors.** Any Director (including a director emeritus) may be removed from office by a vote of two-thirds (2/3) of the Directors then serving. Removal
shall become effective upon written notice delivered to the Director in the manner provided for in Section 3.15.

SECTION 3.12. Annual Meeting. The annual meeting of the Board of Directors shall be held in November or December of each year at such time and place as shall be designated by the Board, and in the absence of such designation, shall be held at the principal office of the Corporation or another location designated by the President/Chief Executive Officer at 12:00 Noon on the first Friday in December. The purposes of the annual meeting shall be (a) to confirm the election of Directors under Section 5.4; (b) to elect the officers of the Corporation for the coming year; (c) to elect the Directors of any subsidiary or affiliated Corporation for which the Board of Directors has this obligation; and (d) to transact such other business as shall come before the meeting.

SECTION 3.13. Regular Meetings of the Board. The Board shall meet at such time and in such place and manner as may be deemed necessary and desirable by a majority of the Board - but not less than annually.

SECTION 3.14. Special Meetings of the Board. Special meetings of the Board of Directors may be called by (a) the Secretary, provided he or she has received a request in writing from three (3) Directors, (b) the Board Chair, or (c) the President/Chief Executive Officer.

SECTION 3.15. Notice. Written notice of all meetings of the Board shall be sent by first class mail, e-mail or facsimile by the Secretary or the President/Chief Executive Officer to each Director at his or her most recent mailing address, e-mail address, or facsimile number on file at the principal office of the Corporation not less than twenty (20) days prior to any meeting. Written notice shall be considered delivered: if sent by first class mail, three (3) days after it is deposited in the United States mail in a sealed, properly addressed envelope, first class, postage prepaid; if sent by e-mail when the "send" function is carried out when properly addressed; and if sent by facsimile, when the receipt of the facsimile is confirmed by facsimile printout. Written notice shall, in the case of a special meeting, state the purpose or purposes for which the meeting is called.

SECTION 3.16. Waiver of Notice. Notice of any 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. Such waivers of notice are to be filed by the Secretary with the records of the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends for the sole purpose of objecting to the holding of such meeting.

SECTION 3.17. Informal Action by Directors. Any action that may be taken at a meeting of the Board or of any committee thereof may be taken without such a meeting if a consent in writing setting forth the action so taken is signed by all Directors or committee members as the case may be in accordance with Section 107.45 of the Act and filed with the Secretary to form a part of the corporate minute book.

SECTION 3.18. Quorum. For all meetings of the Board of Directors, one-half (1/2) of the Directors then serving, who shall be present in person shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting until a quorum shall be present.

SECTION 3.20. Compensation. Directors shall receive no compensation as such but may be reimbursed for reasonable expenses incurred in attending meetings or making other appearances on behalf of the Corporation. Any contract with or compensation paid to any Director shall be approved by the Board without any participation in discussion or vote by the affected Director.

SECTION 3.21. Attendance. Inasmuch as attendance at Board meetings and participation in committee work are so important to the Director’s discharge of his or her responsibilities of office, if a Director does not attend at least one-half (1/2) of the total of regular and special Board meetings in any year, and at least one-half (1/2) of his or her committee meetings in any year, in the absence of extenuating circumstances appropriately documented and approved by the Board without any participation in discussion or vote by the affected Director, he or she shall be deemed to have resigned at the end of such year. The Secretary or President/Chief Executive Officer shall, with the Notice of the third quarter regular meeting of the Board, enclose a list of all Board members who appear to be in jeopardy as to these attendance requirements and it shall be incumbent upon any Board member included on such list to timely apprise the Board, in writing, of any extenuating circumstances he or she believes should be considered. If it is clear, prior to the Annual Meeting that a Director is so in violation of these attendance requirements as to be unable to satisfy them even by attending the Annual Meeting, his or her resignation shall be deemed accelerated so that the vacated seat may be filled at said Annual Meeting. In any event, when a Director’s deemed resignation under this paragraph is effective, the Secretary shall promptly inform such Director in writing.

SECTION 3.22. Meetings by Conference Telephone. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with each other simultaneously. Participation in a meeting in this manner shall constitute presence in person at the meeting, but physical presence in person nonetheless shall be the preferred mode of attendance for all Directors.

ARTICLE IV.
OFFICERS OF THE CORPORATION

SECTION 4.1. Designation of Corporate Officers. The officers of the Corporation shall be a Chair of the Board (Chair), a Vice-Chair, a President/Chief Executive Officer, a Secretary, a Treasurer and, if approved by the Board, an Assistant Secretary and/or Assistant Treasurer. The Board may elect such other officers as the Board shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board. Any two (2) or more offices may be held by the same person, except that officers who are to serve in place of another officer, such as Vice Chair, Assistant Secretary or Assistant Treasurer may not concurrently serve in their respective offices and also as the officer for whom they are intended
to assume duties in such latter officer’s absence. The officers shall be elected from among the Directors of the Corporation.

SECTION 4.2. Election and Term of Office. Officers of the Corporation, with the exception of the President/Chief Executive Officer who shall serve according to the terms of any approved contract or otherwise at the pleasure of the Board, shall be elected annually with results announced at the annual December meeting of the Board, from among those nominated by the Membership Committee in accordance with the procedure described in Section 5.4 hereof. If the election and appointment of officers shall not be held at such meeting, such election and appointment shall be held and any vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer’s term shall commence on January 1st next following his or her election, except as to elections to fill vacancies or newly created offices, wherein the term shall commence immediately upon election, and each shall hold office for one (1) year, or until his or her successor shall have been duly elected and his or her term commenced. No Board Chair shall serve as Chair for more than one (1) full Director term of three (3) years. In the event an individual has served for one (1) full term of three (3) years as Board Chair, following one year without serving as Board Chair, that individual may, under exceptional circumstances, at the request of the Board, be eligible to again serve as Board Chair.

SECTION 4.3. Duties of the Chair. The Chair shall be the chief policy officer of the Corporation and shall have all the duties and authority as customarily respectively required of and accorded that position. He or she shall preside at all meetings of the Board, and shall be an ex officio member of all Board committees. He or she may sign, singularly or with the Secretary or any other officer of the Corporation so authorized by the Board, any documents on behalf of the Corporation authorized for execution by the Board, and shall perform such other duties assigned to him or her under these bylaws or as may be prescribed by the Board from time-to-time.

SECTION 4.4. Duties of the Vice-Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice-Chair shall chair meetings of the Board of Directors. When so acting, he or she shall have the same duties and authorities as apply to the Chair. The Vice-Chair shall perform such other duties as may be delegated to him or her by the Chair. In the event the Chair is unable to complete the remainder of his or her term as Chair, the Vice-Chair shall serve as Chair Pro Temp until an election is held to fill the vacancy and any other vacancies resulting therefrom.

SECTION 4.5. Duties of the President/Chief Executive Officer. The President/Chief Executive Officer shall be the direct executive representative of the Board of Directors in the management of the Corporation. The President/Chief Executive Officer shall report to, and is evaluated by the Chairperson and the Executive Committee of the Corporation’s Board of Directors. The President/Chief Executive Officer shall be an ex officio member, without vote, of all Corporate and Board committees and shall have all the duties and authority as customarily respectively required of and accorded that position, including, but not limited to the following:

(a) Carrying out all policies established by the Board and advising on the formulation of these policies.

(b) Developing and submitting to the Board for approval a plan of organization for the conduct of the various activities of the Corporation and recommending changes when necessary.
(c) Preparing written plans for the achievement of the Corporation's specific objectives and periodically reviewing and evaluating such plans.

(d) Developing and submitting through the Finance Committee annual capital and operating budgets showing the anticipated revenue and expenditures as required by the Board.

(e) Selecting, employing, supervising, and discharging corporate agents and employees and developing for Board approval and maintaining personnel policies and practices for the Corporation.

(f) Maintaining physical properties in good and safe state of repair and operating condition.

(g) Supervising the financial affairs to ensure that funds are collected and expended to the best possible advantage of the Corporation.

(h) Presenting to the Board, or its authorized committees, periodic reports reflecting the activities of the Corporation and such other special reports as may be required by the Board.

(i) Attending meetings of the Board and coordinating the preparation of Board meeting materials.

(j) Representing the Corporation, either personally, or through his or her designated representative, as the Corporation’s primary spokesperson and in its relationships with external entities, and the Corporation’s partners and affiliates.

(k) The President/Chief Executive Officer of the Corporation, in addition to criteria (a) through (g) in section 3.3, shall meet such additional criteria as the approved job description for the office may dictate.

SECTION 4.6. Duties of the Secretary. The Secretary shall act as Secretary of the Corporation and the Board of Directors, shall ensure the sending of appropriate notices or waivers of notice regarding Board meetings, shall ensure the preparation of agendas and other materials for all meetings of the Board of Directors, shall act as official custodian of all records, reports and minutes of the Board of Directors and committees, shall be responsible for the ensuring the keeping and reporting of adequate records of all meetings of the Board of Directors and shall perform such other duties as are customarily performed by or required of corporate secretaries.

SECTION 4.7. Duties of the Treasurer. The Treasurer shall ensure custody and control of and be responsible for all funds and securities of the Corporation from any source whatsoever, and shall ensure deposit of all such moneys not otherwise employed, in the name of the Corporation in such banks, trust companies, investment properties or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made periodically, that reports of such transactions are presented to the Board of Directors, and that all accounts payable are presented to such representatives as the Board may designate for authorization of payment. If required by the Board, the Treasurer, and his designee(s), shall furnish, at the expense, if any, of the Corporation, a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer
shall serve as the Chairperson of the Finance Committee and perform such other duties as are customarily performed by or required of corporate treasurers, and as may be assigned to him or her by the Board.

SECTION 4.8. Duties of the Assistant Secretary and Assistant Treasurer. If such positions have been designated by the Board, Assistant Secretary and Assistant Treasurer shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President/Chief Executive Officer or the Board of Directors. If required by the Board of Directors, the Assistant Treasurer shall furnish, at the expense, if any, of the Corporation, a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Assistant Secretary and Assistant Treasurer shall perform the duties of the respective officer to which they are the designated assistant, in the absence of such primary officer.

SECTION 4.9. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board, by a majority vote of the Directors then serving, exclusive of such person whose removal is being considered, 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 4.10. Vacancies. A vacancy in any office may be filled by a majority vote of the remaining Directors, for the unexpired portion of the term.
ARTICLE V.
COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 5.1. Committees of the Board of Directors. In order to provide guidance, counsel, oversight, measurements and/or evaluation for all programs and operations of the Corporation, Committees of the Board shall be established. Such Committees shall be standing or special. Standing committees shall be:

(a) Executive Committee (including the Compensation Subcommittee);
(b) Board Membership Committee;
(c) Finance Committee;
(d) Program Committee; and
(e) Development Committee.

SECTION 5.2. Committee Chairs and Members. The Chair shall appoint all committee chairs, except that of the Executive Committee which he or she shall chair, and except that the Treasurer shall chair the Finance Committee. Each Committee Chair shall report to the Executive Committee on a regular basis. Committee Chairs, with consultation and approval by the Board Chair, shall appoint all committee members. Each committee shall have two (2) or more Directors in addition to the President/Chief Executive Officer. Each Committee Chair may designate advisors to his or her Committee, who shall serve at the pleasure of the Committee Chair and shall be entitled to notice of and to participate in calls and/or meetings of the Committee.

SECTION 5.3. Executive Committee. The Executive Committee shall be composed of:

(a) the Board Chair;
(b) the President/Chief Executive Officer;
(c) the Vice-Chair;
(d) the Secretary; and
(e) the Treasurer;

each of whom, except the President/Chief Executive Officer, shall be entitled to vote. In the event the Secretary or Treasurer is unavailable to attend any meeting thereof, the Assistant such officer, if any, shall serve in his or her stead. The Board Chair may designate advisors to the Executive Committee, who shall serve at the pleasure of the Board Chair and shall be entitled to notice of and to attend all meetings of the Committee. Such advisors may participate in Committee discussion at the pleasure of the Committee, but shall not be entitled to vote.

The Executive Committee shall:

(a) With the advice and consent of the Board, develop the strategic direction for the Corporation.
(b) Have the power to transact all routine business of the Corporation during the interim between the meetings of the Board provided any action taken shall not conflict with the existing policies and directions of the Board.
(c) As to emergency matters, for which there is insufficient time to convene a special meeting of the Board, have and be vested with all powers of the Board, except as prohibited by law.

(d) Produce, approve and send copies of minutes of each of its meetings to each Director and thereafter report its actions at the next meeting of the Board. All actions, except those which have purported to give rights to third parties, shall thereupon remain effective only when ratified and affirmed by the Board.

(e) Annually review the performance of the President/Chief Executive Officer (without the presence of the President/Chief Executive Officer).

(f) Recommend the compensation policies and programs of the Corporation, and, in keeping with standard corporate policy, shall review annually (a) all base and variable compensation of executive management and (b) all other variable compensation programs.

SECTION 5.4. Board Membership Committee. Only Directors may serve as members of the Board Membership Committee, except that the President/Chief Executive Officer shall be an ex officio member, without vote. Any member of the Committee who is then serving in a Director or Officer position for which the Committee has nomination responsibility, or whom, though not so serving, the Committee wishes to consider for such position, shall recuse himself or herself from the Committee's deliberations and nomination for such Director or Officer position.

The election of all Board positions shall be conducted in such manner as shall be determined by resolution of the Board. In the absence of such resolution by the Board, the following method shall be used:

a) A public call for nominations will be made by the President/Chief Executive Officer not later than September 1st annually.

b) Profiles of all potential nominees shall be provided to the Board Membership Committee for deliberation not later than September 21st annually.

c) The committee shall be responsible for recommending, evaluating and nominating all candidates for Directors of the Corporation and its subsidiaries not later than October 5th annually. In its deliberations the Committee shall not only give due consideration to the criteria set forth within Section 3.3 above, but also to the importance of geographic and other demographic diversity.

d) A ballot reflecting such recommendations of the Board Membership Committee shall be forwarded with candidate profiles by the President/Chief Executive Officer to all Directors for review and consideration by October 10th annually.

e) To be eligible to be counted, valid ballots must be received by the President/Chief Executive Officer, or his/her designee, not later than November 1st annually.

f) Each ballot shall provide space for “write-in” candidates for each open position. Any Director is permitted to place a name in nomination as a “write-in” candidate and
shall be responsible to provide timely information to all Directors about such
candidate.

g) The Committee shall tally the votes and report the election results to the Board by
November 10th

h) The Committee shall further be responsible for recommending, evaluating and
nominating all candidates for officers of the Corporation and its subsidiaries, such
nominations to be completed and communicated to the President/Chief Executive
Officer at least 14 days prior to the Annual Meeting, for inclusion on a ballot to be e-
mailed to all voting Board members, who will be required to return a completed
ballot to the President/Chief Executive Officer and the Chair of the Membership
Committee at least four (4) days prior to the Annual Meeting.

The Membership Committee shall also develop orientation and educational programs for
Directors, in particular, educating Directors as to their responsibilities as Directors and their
duties to the Corporation.

SECTION 5.5. Development Committee. The Development Committee shall ensure the
creation and implementation of fundraising and sponsorship programs and activities as necessary
or appropriate to provide revenues sufficient to support and grow the programs and activities of
the Corporation.

SECTION 5.6. Finance Committee. The Finance Committee shall make
recommendations to the Board on all matters of fiscal policy. Without limitation of the generality
of the foregoing, the Finance Committee shall:

(a) in cooperation with the President/Chief Executive Officer, approve the
appointment of and periodically review the performance of the Corporation’s accounting
firm.

(b) in connection with the Corporation’s annual audit:

(i) review audit scope and audit plan;

(ii) review proposals and candidates for auditor;

(iii) annually recommend an auditor for the year to the Board at the third
quarter Board of Directors’ meeting; and

(iv) review the results of the audit and the performance of the auditor for
each year and report its findings no later than the second quarter Board of
Directors’ meeting following the audit year.

(c) provide for the management of all endowment and trust funds of the
Corporation and direct and oversee the investment policy for the Corporation.

SECTION 5.7. Bylaws, Policies and Board Procedures. Review of bylaws and policies
should take place at least once every three years. The Board Chair shall appoint a subcommittee
to perform such review, which subcommittee shall include at least one member of the Executive
Committee who shall serve as Chair of the subcommittee.

SECTION 5.8. Program Committee. The Program committee is responsible for the
policy development and oversight of Us TOO’s programs that provide support, education and
advocacy and all events related thereto. The Program committee will coordinate its activities with other committees when appropriate. The Program committee will have responsibility for providing guidance, counsel, oversight, measurements and evaluation for all programs and operations of the Corporation.

SECTION 5.9. Special Committees. Special ad hoc committees work groups or task forces may be appointed by the Chair with the concurrence of the Board for special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the tasks for which it was created, and shall have no power to act except such as is specifically conferred by action of the Board. Upon completion of the tasks for which it was created, a special committee shall stand discharged.

SECTION 5.10. Quorum at Committee Meetings. A majority of the members of each committee, other than the President/Chief Executive Officer, shall constitute a quorum for the transaction of business, but a lesser number may adjourn the meeting until a quorum shall be present, and the act of a majority of the voting members of any committee present at a meeting at which a quorum is present shall be the action of the committee.

SECTION 5.11. Terms of Committee Membership. Each member of a committee shall continue as such until the next annual meeting of the Board and 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.

SECTION 5.12. Committee Procedures. Each committee shall record minutes of its deliberations, recommendations and conclusions. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the Executive Committee and President/Chief Executive Officer, each of whom shall have the right to attend and participate in the deliberations of the committee; provided that only Committee members shall be entitled to vote. The Chair, Vice-Chair, President/Chief Executive Officer or committee chairs may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. Committee members may be either voting or non-voting of their respective committees, such status to be determined at the time of appointment.

ARTICLE VI.
CORPORATE SEAL

The Board shall adopt a corporate seal which shall be in the form of a circle and shall have inscribed therein the name of the Corporation and the words “Corporate Seal, Illinois.”

ARTICLE VII.
FISCAL MATTERS

SECTION 7.1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.
SECTION 7.2. Contracts. The President/Chief Executive Officer and his or her designees shall be authorized to execute contracts on behalf of the Corporation. In addition, the Board may authorize other officers or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, with such authority being either general or confined to specific instances.

SECTION 7.3. Loans and Indebtedness. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board with such authority being either general or confined to specific instances. No loan shall be granted to an officer, Director or employee of the Corporation.

SECTION 7.4. 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 or to the Corporation, shall be signed or endorsed by officers or agents of the Corporation who shall be authorized as signatories on the accounts of the Corporation, and in such manner as shall be determined by approved policy and/or resolution of the Board. In the absence of such policy or resolution by the Board, such instruments shall be signed by the President/Chief Executive Officer or his or her designee. Amounts over $15,000 require any two signatures of the authorized check signers: one staff signature and one officer signature. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

SECTION 7.5. Approvals. Approval for expenditures shall be made in such manner as shall be determined by policy and/or resolution of the Board. In the absence of such policy/resolution by the Board, any purchase of $25,000 or more or any contract or loan obligating the Corporation to expend or repay an amount in excess of $25,000, either of which was not included in a previously approved annual budget, shall be subject to the vote of the Board.

SECTION 7.6. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, investment vehicles or other depositories as the Board may select.

SECTION 7.7. Gifts. The Board may accept on behalf of the Corporation any contribution gift, bequest or device for the general purpose or for any special purpose of the Corporation.

SECTION 7.8. Bonds. All agents of the Corporation responsible for the receipt, custody or disbursement of funds shall furnish, at the expense, if any, of the Corporation, bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine.

SECTION 7.9. Accounting Procedure. To minimize the risk of fraud, abuse or confusion regarding accounting procedures, it will be the responsibility of the President/Chief Executive Officer to work with the Corporation’s designated accounting firm to ensure proper handling of receivables, payables, bank deposits, and other financial matters as may from time to time be directed through policies from the Board of Directors.
ARTICLE VIII.

BOOKS AND RECORDS

The Corporation, through its Secretary, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and all committees to whom these bylaws or the Board delegates any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names, mailing addresses, available e-mail addresses and facsimile numbers and such other contact information as shall be deemed pertinent of the Directors, Committee Members, Directors Emeriti and Advisors to the Board. All books and records of the Corporation may be inspected at the principal office of the Corporation by any Director, Director Emeritus, or their agents or attorneys for any proper purpose at any reasonable time.

ARTICLE IX.

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws of the Corporation to any person or group of persons, 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 X.

CONFLICTS AND DUALITIES OF INTEREST

The Board of Directors will ensure that the corporation has a Dualities and Conflicts of Interest Policy and that it is maintained to reflect contemporary standards.

ARTICLE XI.

INDEMNIFICATION

SECTION 11.1. Definitions. For the purposes of this Article, the following terms are defined as follows:

(a) References to “the Corporation” shall include, in addition to the surviving Corporation, any merging Corporation (including any Corporation having merged with a merging Corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its Directors, officers and employees, so that any party who was a Director, officer or employee of such merging Corporation shall stand in the same position under the provisions of this Article with respect to the surviving Corporation as such party would have with respect to such merging Corporation if its separate existence had continued.
(b) References to “other enterprises” shall include employee benefit plans.

(c) References to “fines” shall include any excise taxes assessed on a party with respect to an employee benefit plan.

(d) References to “serving at the request of the Corporation” shall include any service as a Director, advisor, officer, employee, member of a committee, or agent of the Corporation which imposes duties on, or involves services by such Director, advisor, officer, employee, member of a committee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A party who acted in good faith and in a manner the party reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article.

SECTION 11.2. Basic Indemnification.

(a) The Corporation shall 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 or administrative by reason of the fact that the party is or was a Director, officer or employee of the Corporation, against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the party in connection with such action, suit, or proceeding if the party acted in good faith and in a manner the party 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 the party’s conduct was unlawful. Any indemnification payment or settlement, however must be approved in the manner provided in Section 12.3 below.

(b) The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the party did not act in good faith and in a manner which the party 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 reasonable cause to believe that the party’s conduct was unlawful.

(c) No indemnification shall be made, however, as it relates to Section 12.2(a) above if such party shall have been judged to be liable for gross negligence or willful misconduct in the performance of such party’s duty to the Corporation,

(d) It is intended that the scope of this indemnification provision shall at all times be as extensive as that allowed by the applicable statutes of the State of Illinois, as they are amended from time-to-time.
SECTION 11.3. Authorization for Payment of Indemnification or Settlement. Any indemnification or payment of any settlement under Section 12.2(a) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the indemnified party or settlement is proper in the circumstances because the party has met the applicable standard of conduct set forth in Section 12.2(a). 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, or

(b) if a quorum is not obtainable, or even if obtainable, if a majority of disinterested Directors so directs, by independent legal counsel in a written opinion;

Provided, however, that in no event shall such authorization or approval be unreasonably withheld or delayed.

SECTION 11.4. Payment in Advance of Final Disposition. Expenses (including reasonable attorneys’ fees) 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 in the manner provided in Section 12.3 upon receipt of a written undertaking by or on behalf of a Director, officer or employee of the Corporation to repay such amount.

SECTION 11.5. Nonexclusively of Indemnification Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of the disinterested Directors, or otherwise, both as to action in the party’s official capacity and as to action in another capacity while holding such office, and shall continue as to a party who has ceased to be Director, officer or employee of the Corporation, and shall inure to the benefit of the heirs, executors, administrators of such a party.

SECTION 11.6. Purchase of Director and Officer Liability Insurance. The Corporation shall purchase and maintain insurance on behalf of any party who is or was a Director, officer or employee of the Corporation, against any liability asserted against such party and incurred by such party in any such capacity, or arising out of the party’s status as such, whether or not the Corporation would have the power to indemnify such party against such liability under the provisions of this Article.

ARTICLE XII.

NON-DISCRIMINATION

The Corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, Director, officer, contractor or any other person with whom it deals, because of age, color, creed, gender, national origin, physical disability, race, religion or sexual orientation.
ARTICLE XIII.
BYLAW AMENDMENTS

These bylaws may be reviewed and amended by affirmative vote of a simple majority vote of the members of the Board of Directors then serving at any meeting of the Board; provided that a brief description of such proposed amendment(s) shall have been provided all Directors in advance of or with the notice of the meeting.

ADOPTED by the Board on the 2nd day of March, 2018 at Rosemont, Illinois.

[Signature]

Secretary of Us TOO INTERNATIONAL, Inc.

(Seal)