

**BYLAWS OF**  
***CIRCESTEEM***  
**AN ILLINOIS NOT FOR PROFIT CORPORATION**

**ARTICLE I**  
**GOVERNING LAWS**

**1.01 Introductory Definition of Bylaws**

These Bylaws constitute the code of rules adopted by CircEsteem Inc. for the regulation and management of its affairs.

**1.02 Purposes and Powers**

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

The primary purposes of the Corporation are:

Building self-esteem and teamwork through circus arts; educating youth through non-competitive, non-gender specific, active learning; teaching a variety of skills that foster cooperation and confidence, including clowning, juggling, stilt-walking, ball-walking, unicycling, acrobatics, and trapeze; finding youths' skills such as balance, strength, flexibility, or creative expression.

Celebrating individuality and diversity, CircEsteem unites participants from different races and economic standings to perform in the Chicago Youth Circus.

**ARTICLE II**  
**OFFICES AND AGENT**

**2.01 Offices**

The Corporation shall have and continuously maintain a Registered Office in the State of Illinois and a Registered Agent at such office. In addition, the Corporation may maintain other offices either within or without the State of Illinois.

**ARTICLE III**  
**MEMBERSHIP**

**3.01 No Members**

The Corporation shall not have members.

### **3.02 Effect of Prohibition**

Any action which by statute would require notice to, the presence of, or the vote, consent, approval or other action by the members shall only require notice to, the presence of, or the vote, consent, approval or other action by the Board of Directors.

### **3.03 Associates**

Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as “members,” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 101.80 of the Illinois General Not For Profit Act of 1986 (the “Act”) or corresponding section of any subsequent law. The Corporation may confer by amendment of these Bylaws some or all of the rights of a member as set forth in the Act on any person or persons who do not have the Incorporation, or on a merger, consolidation, or dissolution of the Corporation, or on a distribution of the Corporation's assets, or on a sale, lease, exchange or mortgage of assets, but no such person shall be a member within the meaning of Section 101.80 of the Act.

## **ARTICLE IV DIRECTORS**

### **4.01 General Powers**

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

### **4.02 Number of Directors**

The number of Directors of the Corporation shall not be fewer than three at any time, nor more than nineteen. The number of Directors shall be changed from time to time by amendment of these Bylaws.

### **4.03 Qualifications of Director**

Each Director should have the personal qualities to be able to make a substantial active contribution to board discussions and deliberations. These qualities include a high ethical standard, inter-personal skills, independence, courage, a willingness to ask the difficult question, and a commitment to the Corporation. In considering a candidate, the Board may choose to independently verify or assess information provided by the candidate. Each Director must be at least fifteen years old. A Director need not be a resident of Illinois. Participating youths may serve as a Director.

### **4.04 Terms of Directors**

At each annual meeting, Directors shall be elected for a two-year term.

#### **4.05 Resignation of Directors**

A Director may resign at any time by written notice delivered to the Board of Directors, the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a certain date.

#### **4.06 Removal of Director**

A Director may be removed by the affirmative vote of a majority of the Directors present and voting at a Board meeting at which a quorum is present.

#### **4.07 Vacancies in the Board**

Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a vote of the majority of the Directors. The new Director so elected to fill the vacancy shall serve for the unexpired term of his or her predecessor in office, or until the next annual meeting.

#### **4.08 Quorum of Directors**

A majority of Directors then in office shall constitute a quorum. If less than such a majority is present at a meeting, a majority of the Directors present at a meeting may adjourn the meeting to another time. The act of the 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 the Articles of Incorporation or these Bylaws).

#### **4.09 Place of Directors Meetings**

Meetings of the Board of Directors, regular or special, will be held at the registered office of the Corporation or at any other place within or without the State of Illinois, as the President designates by written notice to the Board of Directors or as the Board of Directors designates by resolution duly adopted.

#### **4.10 Notice of Directors Meetings**

**(a)** Meetings of the Board of Directors will be held upon written notice to the Board of Directors from the President, or as the Board of Directors designates by resolution duly adopted, stating the place, day, and hour of such meeting, and if the Board determines that Directors may participate in such meeting by conference telephone or other means of remote communication, a description of the means of remote communication by which a Director may participate. Written notice will be delivered to each Director not less than five nor more than thirty days before the day of the meeting, either personally, by mail, or electronically to the email address supplied by the Director.

**(b)** Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of such meeting, except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty days prior to such

meeting.

(c) Upon determination and appropriate notice by the Board of Directors with respect to a specific meeting, Directors may participate by conference telephone or other means of remote communication in such meeting and shall be considered present in person and may vote at such meeting provided that: all persons participating in the meeting may hear each other; the names of the participants in the meeting are divulged to all participants; the Board of Directors has implemented reasonable measures to verify that each person considered present and permitted to vote by remote communication is a Director; the Director participating by remote communication is provided a reasonable opportunity to participate in the meeting and to vote on matters submitted to a vote; a record of any vote or action taken by means of remote communication is maintained by the Board of Directors; and, Directors may be present and vote at an adjourned Board of Directors meeting by means of remote communication if participation by remote communication was permitted and interrupted.

#### **4.11 Directors Meetings**

The Annual Meeting of the Board of Directors shall be held at a place designated by the President, provided that such meeting shall be held on a date on or before the last day of the fiscal year of the Corporation. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice.

A special meeting of the Board of Directors may be called either by the President or any two members of the Board of Directors.

#### **4.12 Committees of the Board**

(a) A majority of the Directors may create committees and appoint Directors, or such other persons as the Board may designate, to serve on a committee. Each committee shall have at least one Director, and all committee members shall serve at the pleasure of the Board.

Unless the appointment by the Board requires a greater number, a majority of any committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting and the committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

(b) The Board may delegate to a committee specific and prescribed authority of the Board and each committee may exercise the authority of the Board provided, however, a committee may not:

- (1) Adopt a plan for the distribution of the assets of the Corporation or for its dissolution;
- (2) Fill vacancies on the Board or any of its committees;
- (3) Elect, appoint or remove any Officer or Director or member of any committee, or fix compensation of any member of a committee;
- (4) Adopt, amend, or repeal these Bylaws or the Articles of Incorporation of this Corporation;
- (5) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
- (6) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors unless the resolution or action of the Board of Directors provides by

its terms that it may be amended, altered or repealed by action of a committee.

(c) The Board of Directors may create and appoint persons to a commission, advisory body or other such body which may or may not have Directors as members, which body may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or to the officers.

#### **4.13 Informal Action**

(a) Any action required to, or which may, be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and all of any non-Director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

(b) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors or committee members. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

(c) Any such consent signed by all the Directors or all the committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Act.

### **ARTICLE V OFFICERS**

#### **5.01 Roster of Officers**

The officers of the Corporation will consist of the following:

1. a President;
2. such number of Vice Presidents as the Board shall determine;
3. a Treasurer;
4. a Secretary; and
5. such other Officers as the Board shall determine.

Two or more offices may be held by the same person, except one person may not serve simultaneously as President and Secretary.

#### **5.02 Selection of Officers**

Each of the Officers of the Corporation shall be elected annually by the Board of Directors. Each Officer shall be a member of the Board of Directors and will remain in office until a successor to such office has been elected and qualified. Such election will take place at the Annual Meeting of the Board of Directors.

### **5.03 President**

The President will be the chief executive officer of the Corporation and will, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation. The President will further perform all other duties incident to such office and such other duties as may be provided in these Bylaws.

### **5.04 Vice Presidents**

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

### **5.05 Secretary**

The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, and generally will perform all other duties incident to such office and such other duties as may be prescribed from time to time by the Board of Directors. In addition, the Secretary shall have authority to certify the Bylaws, resolutions of the Board of Directors and committees thereof, and other documents of the Corporation as true and correct copies thereof.

### **5.06 Treasurer**

The Treasurer will have charge and custody of all funds of the Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors as required by the Board and, generally, will perform all duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

## **ARTICLE VI INDEMNIFICATION OF EMPLOYEES AND AGENTS**

### **6.01 Claim Brought By Third Party**

The Corporation 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 Corporation) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation 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, 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 in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

## **6.02 Claim By or in the Right of the Corporation**

The Corporation 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 Corporation to procure a judgment in its favor by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, 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 be 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.

## **6.03 Successful Defense**

To the extent that a present or former Director, Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 6.01 or 6.02 of these Bylaws, or in the 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; if that 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.

## **6.04 Determination of Conduct**

Any indemnification under Section 6.01 or 6.02 of these Bylaws (unless ordered by a court) shall be made by the Corporation 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 said Section 6.01 or 6.02. Such determination shall be made by a majority vote of the Board of Directors who were not parties to such action, suit or proceeding, even though less than a quorum, and if there are no such Directors, by independent legal counsel.

## **6.05 Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such a person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this Article VI.

## **ARTICLE VII OPERATIONS**

### **7.01 Fiscal Year**

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

### **7.02 Execution of Documents**

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money and other evidences of indebtedness of the Corporation and contracts, leases or other instruments executed in the name of and on behalf of the Corporation will be signed by at least two of the Officers of the Corporation.

### **7.03 Books and Records**

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

### **7.04 Inspection of Books and Records**

All books and records of the Corporation may be inspected by a Director or his or her agent or attorney for any purpose at any mutually agreed upon time.

### **7.05 Not for Profit Operation**

The Corporation will not have or issue shares of stock. No dividend shall be paid, and no part of the money, property or other assets of the Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for services rendered other than as an Officer or Director.

### **7.06 Loans to Management**

The Corporation will make no loans to any of its Directors or Officers.

### **7.07 Gifts**

The Officers or Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests or devises for the general purpose or for any specific purpose of the Corporation.

## **ARTICLE VIII DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation, 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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