

CORPORATE BYLAWS
OF
THE MILL FOUNDATION

ARTICLE I
CORPORATION

SECTION 1.1. Corporate Name. The name of the corporation shall be THE MILL FOUNDATION, an Illinois not-for-profit corporation.

SECTION 1.2. Corporate Purposes. The purposes of the corporation are to provide funding to programs and organizations which help abused, neglected and at-risk youth and their families to develop and establish appropriate values, healthy relationships, behaviors and life skills that will lead to responsible and productive lives and in the course of doing so, to operate exclusively for charitable, scientific or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1954, as amended, in the course of which operation:

- 1.2.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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;
- 1.2.2 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to 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 Internal Revenue Code;
- 1.2.3 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 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

and in furtherance thereof:

- 1.2.3.1 To raise funds from the public and from all other sources available; to

receive, maintain and administer such funds and to expend principal and income therefrom in furtherance of programs and organizations which help abused, neglected and at-risk youth and their families to develop and establish appropriate values, healthy relationships, behaviors and life skills that will lead to responsible and productive lives.

1.2.3.2 To own, lease, donate or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

1.2.3.3 To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

SECTION 1.3. 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 from time to time determine.

SECTION 1.4. 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 in such manner, or 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 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. 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.

ARTICLE II

MEMBER

The corporation shall have no members.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1. Powers. The board of directors shall manage the affairs of the corporation, shall exercise its powers and shall control its property. It 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.

SECTION 3.2. Appointments. Directors whose terms expire shall be appointed by the remaining directors of the corporation at the annual meeting. The directors, acting by a two-thirds majority of all directors then serving may remove a director at any time.

SECTION 3.3. Number, Classes and Terms. The board of directors of the corporation shall consist of not less than 7 nor more than 12 persons. At all annual meetings, directors appointed to fill expired terms shall be appointed for a term of one (1) year.

SECTION 3.4. Vacancies. Vacancies due to death, resignation or other cause shall be filled by appointment of the remaining directors at a regular meeting, such successor to serve for the remainder of the term of the vacant director.

SECTION 3.5. Annual Meeting. The annual meeting of the board of directors shall be held in May at the principal office of the corporation, or at such place and at such hour as may be designated by the Chairperson in the notice. The purposes of the annual meeting shall be to appoint the officers of the corporation for the coming year and to transact such other business as may be desirable.

SECTION 3.6. Regular Meeting. The board of directors shall hold regular meetings at least semi-annually at the principal office of the corporation or at such place as may be designated by the Chairperson. The annual meeting may be counted as one of the semi-annual meetings.

SECTION 3.7. Special Meetings. Special meetings of the board of directors may be called by the Chairperson, or upon receipt of a written request of three (3) directors.

SECTION 3.8. Notice. Written notice of all board meetings shall be mailed by first class mail or delivered to each director not less than five (5) nor more than forty (40) days before the date of the meeting, which notice shall in the case of special meetings state generally the nature of the business to be taken up at the meeting.

SECTION 3.9. Action by Unanimous Consent. Any action that may be taken at a board meeting may be taken without a board meeting if a unanimous written consent is executed as required by the Illinois Not For Profit Corporation Act.

SECTION 3.10. Quorum. For all meetings of the board of directors (other than for action taken by unanimous written consent), a quorum shall be one-third of the directors then serving, who shall

be present in person. Any director may participate in and act at any meeting of the board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 3.11. Procedure. Roberts Rules of Order Revised (latest edition) shall govern procedure at all meetings of the board of directors and its committees where not covered expressly by these bylaws.

SECTION 3.12. Advisors to the Board. The board of directors may designate non-voting advisors to the board, who shall be entitled to notice of and to attend all meetings of the board, who may express their views, but who shall not be entitled to vote.

ARTICLE IV

OFFICERS OF THE CORPORATION

SECTION 4.1. Designation of Corporate Officers. The officers of the corporation shall be a Chairperson and a vice Chairperson of the board, a secretary, a treasurer and such other assistant secretaries and/or assistant treasurers as may be deemed necessary, who shall be appointed by and serve at the pleasure of the Chairperson. The Chairperson, vice Chairperson shall be elected by the board of directors at the board's annual meeting, shall hold office for a period of two years or until their successors shall have been duly elected and qualified. The Chairperson and the vice Chairperson shall not serve more than two consecutive terms in the same office.

SECTION 4.2. Duties of the Board Chairperson. The Chairperson shall be the principal officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the board of directors; and, in general, he or she shall discharge all duties incident to the office of Chairperson and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these bylaws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation, and either individually or with the secretary, any assistance secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authorized shall be vested in a different officer or agent of the corporation by the board of directors. He or she shall be an ex officio member of all board committees.

SECTION 4.3. Duties of the Vice Chairperson. In the absence of the Chairperson or in the event of his inability or refusal to act, the vice Chairperson shall chair meetings of the board of directors and shall perform such other duties as may be delegated to him from time to time by the board of directors.

SECTION 4.6. Duties of the Secretary. The secretary shall act as secretary of the corporation and the board of directors, shall send appropriate notices or waivers of notice regarding board meetings, shall prepare 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 corporation, the board of directors and committees, shall be responsible for 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 have custody and control of all funds of the corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving bond when requested by the board of directors. he or she 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.

SECTION 4.8. Duties of the Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or secretary, respectively, or by the Chairperson or the board of directors. If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine.

ARTICLE V

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 5.1. Executive Committee. The executive committee shall be a standing committee of the board and shall consist of the Chairperson, vice Chairperson and at least one additional director appointed by the board of directors. When the board of directors is not in session, the executive committee may have all the powers, duties, responsibilities and authority of the board, except as prohibited by law.

SECTION 5.2. Special Committees. Special committees may be created by resolution of the board. Chairpersons and committee members shall be appointed by the board of directors. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the board. Upon completion of the tasks for which it was created, a special committee shall stand discharged.

SECTION 5.3. Committee Procedures. Each committee shall record minutes of its

deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the secretary of the corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the Chairperson who shall have the right to attend and participate in the deliberations of the committee. The Chairperson or the committee chairperson may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee. For purposes of any action of a committee which is exercising any power of the Board of Directors, the committee shall be considered to consist only of those members who are also directors of the corporation both for purposes of determining whether a quorum is present or whether any proposed action has received the approval of a majority of a quorum to become the act of the committee.

ARTICLE VI

CORPORATE SEAL

The board shall adopt a corporate seal which shall be in the form of a circle and shall have inscribed thereon 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 be fixed by resolution of the board of directors.

SECTION 7.2. Contracts. The Chairperson and his express designees shall be authorized to execute contracts on behalf of the corporation. In addition, the board may authorize other officers or agents 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 or director 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 any two officers who shall be authorized as signatories on the accounts of the corporation by resolution of the board of directors. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

SECTION 7.5. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the board may select.

SECTION 7.6. Budgets. The board of directors of the corporation shall prepare or have prepared the annual capital and operating budgets of the corporation.

SECTION 7.7. Maintenance of Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors, and committees having any of the authority of the board of directors. All books and records of the corporation may be inspected by any director for any proper purpose at any reasonable time.

SECTION 7.8. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE VIII

CONFLICTS OF INTEREST

The board of directors shall adopt by resolution a policy of the corporation and a mechanism for requiring disclosure of all conflicts of interest.

ARTICLE IX

INDEMNIFICATION

SECTION 9.1. Basic Indemnification. The corporation may indemnify each of its officers and directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been an officer or director, except in relation to matters as to which any such officer or director shall be adjudged in such action, suit or proceeding to be guilty of or liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Indemnification shall be made only as authorized by a majority vote of disinterested directors or, if such a quorum is not obtainable, by independent legal counsel in a written opinion. Such right of indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaw, board resolution, agreement or otherwise.

SECTION 9.2. Insurance of Risk. The corporation's management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former officers, directors, employees or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been officers, directors, employees or agents of the corporation.

ARTICLE X

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 race, creed, color, handicap, sex, national origin or age.

ARTICLE XI

AFFILIATED ORGANIZATIONS

Any organization which by its actions or expressions of purpose seeks to support the purposes of the corporation shall, prior to taking any action reasonably related to the corporation, formulate bylaws, which shall be approved, along with any amendments thereto, by the board of directors.

ARTICLE XII

AMENDMENTS

These bylaws may be amended by affirmative vote of a three-fourths majority of the directors then serving at any meeting of the board; provided that a brief description of such proposed amendment shall have been published in or with the notice of the meeting.