

AS APPROVED BY
MEMBERSHIP ON
APRIL 25, 2000
Adopted by Board
May 8, 2000

BYLAWS
OF
MAHOMET AQUIFER CONSORTIUM

ARTICLE I.
Offices

Section 1. Registered Office. The registered office of Mahomet Aquifer Consortium, an Illinois not-for-profit corporation (hereinafter, the "Corporation") shall be 201 Devonshire Drive, Champaign, Illinois 61820. The Board of Directors of the Corporation may, from time to time, change the location of the registered office. On or before the day that such change is to become effective, a certificate of such change and of the location and post office address of the new registered office shall be filed with the Secretary of State of Illinois.

Section 2. Principal Office. The principal place of business and principal office of the Corporation is located at 201 Devonshire Drive, Champaign, Illinois 61820. The mailing address of the Corporation is 201 Devonshire Drive, Champaign, Illinois 61820-7226. *(Amended September 16, 2003)*

Section 3. Other Offices. The Corporation may establish and maintain such other offices, within or without the State of Illinois, as are from time to time authorized by the Board of Directors.

ARTICLE II.
Exempt Purposes; Prohibited Activities

Section 1. Purposes. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The principal purposes of the Corporation are to further study the Mahomet Aquifer system, the river basins and surface waters located in the fifteen (15) county¹ regional water supply planning area and to develop and recommend options for the planning and management of these valuable public resources. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. *(Amended November 29, 2010)*

Section 2. Private Inurement. No part of the earnings of the Corporation shall inure to the benefit of its Directors or officers, directly or indirectly, nor shall the Corporation afford pecuniary gain, incidentally or otherwise, to its officers or Directors, excepting solely such reasonable compensation as may be allowed for services rendered to the Corporation or as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation.

¹ Counties include: Cass, Champaign, DeWitt, Ford, Iroquois, Logan, Macon, Mason, McLean, Menard, Piatt, Sangamon, Tazewell, Vermilion and Woodford.

Section 3. Lobbying. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III.
Activities of Corporation

Section 1. Scientific Studies. The Corporation shall support studies and research projects to learn more about the qualities and characteristics of the Mahomet Aquifer system, the river basins and surface waters located in the fifteen (15) county¹ regional water supply planning area and provide a scientific base for future decision-making. *(Amended November 29, 2010)*

Section 2. Public Resources; Public Education. The Corporation shall serve as a resource in matters concerning planning and usage of the Mahomet Aquifer, the river basins and surface waters located in the fifteen (15) county¹ regional water supply planning area and shall provide technical support and assistance and advice to public and private bodies involved in the stewardship and provision of water resources. The Corporation shall also undertake to educate the general public about these valuable resources. *(Amended November 29, 2010)*

ARTICLE IV.
Members

Section 1. Classes of Members; Indicia of Membership. The Corporation shall have one class of members. The Board of Directors of the Corporation may, from time to time, establish additional classes of membership, with or without voting rights and with such qualifications as the Board of Directors shall determine. Membership shall be evidenced by enrollment on the official books and records of the Corporation, and no certificates or other documentary evidence of membership shall be issued.

Section 2. Qualification for Membership. Prospective members must submit an application for membership to the Corporation. Membership in the Corporation shall be open to any person or entity who or which has an interest in the activities of the Corporation and whose interest or participation will not be disruptive to the furtherance of the activities of the Corporation. There shall be no numerical limit on the number of members. Members need not be residents of the State of Illinois, and membership shall not be conditioned upon age, sex, race, color, creed, or national origin.

Section 3. Member Dues. The Board of Directors, in its discretion, may require the payment of annual dues in a reasonable amount as a condition of membership, but only to the extent reasonably required to fund the ongoing activities of the Corporation.

Section 4. Member Responsibilities. The Board of Directors, in its discretion, may impose reasonable conditions of membership and require the payment of annual dues in a reasonable amount as a condition of membership. The Board of Directors may also establish criteria for continuation of membership in the organization, including, but not necessarily limited to:

1. Attendance at meetings of members
2. Participation in and support of projects and events sponsored by the Corporation
3. Service on committees as requested by the Board of Directors or officers of the Corporation

Section 5. Voting Rights. Each member shall be entitled to one (1) vote on each matter submitted to or subject to a vote of the members.

Section 6. Termination of Membership. A member may be expelled from the Corporation with or without cause upon the vote of not less than sixty-six and two-thirds percent (66-2/3%) of the Board of Directors. Any member may resign by filing a written resignation with the Secretary of the Corporation.

Section 7. No Transfer. Membership in the Corporation is not transferable or assignable in any manner by any member to another person or entity.

Section 8. Annual Meetings. The annual meeting of members for the election of Directors and for the transaction of such other business as may properly be brought before the meeting shall be held annually at such time and place as shall be determined by the Directors of the Corporation and pursuant to written notice thereof to all members.

Section 9. Special Meetings. Special meetings of members may be called either by the Chairman or members having not less than one-third (1/3) of the votes entitled to be cast at such meeting.

Section 10. Place of Meeting. All meetings of members shall be held at such place within or without the State of Illinois as the Board of Directors may provide by written notice. In the absence of any such provision, the meeting shall be held at the principal office of the Corporation.

Section 11. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member not less than five (5) nor more than forty (40) days before the date of such meeting, either personally or by mail, by or at the direction of the Chairman, Secretary, or any officers or persons calling the meeting, to each member entitled to vote at such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

Section 12. Action Without a Meeting. Any action required by law to be taken at a meeting of members, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members entitled to vote in respect of the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the General Not for Profit Corporation Act of Illinois.

Section 13. Entity Definition. A member entity is defined as a firm, organization, or group.

Section 14. Organization. At each meeting of members, the Chairman or, in the absence of the Chairman or Vice Chairman, any other Officer shall act as Chairman of the meeting. The Secretary or Assistant Secretary, in the Secretary's or Assistant Secretary's absence, such person as the Chairman of the meeting shall appoint, shall act as Secretary of the meeting. (*Amended November 29, 2010*)

Section 15. Waiver of Notice. Notice of any meeting of the members may be waived by any member either before, at, or after such meeting orally, in a writing signed by such member, or by attendance at the meeting. A member, by his attendance at any meeting of the members, shall be deemed to have waived notice of such meeting, except where the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 16. Quorum. The lessor of ten (10) members or ten percent (10%) of the membership shall constitute a quorum for the transaction of business at such meeting. In the absence of a quorum, the majority of the members present adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a number of members originally present leaves less than a proportion or number otherwise required for a quorum.

ARTICLE V. **Board of Directors**

Section 1. General Powers. The business and affairs of the Corporation shall be managed solely by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as allowed by statute or by the Articles of Incorporation or by these Bylaws.

Section 2. Number, Qualification and Term of Office. The number of Directors shall be not less than five (5), nor more than nine (9), as shall be established by resolution of the Board of Directors. In the absence of any such change, the number of Directors shall be the number last fixed by the Board of Directors or the Articles of Incorporation. Directors need not be residents of the State of Illinois. Each Director shall hold office until such Director's successor shall have been elected and shall qualify, or until the earlier death, resignation, removal, or disqualification of such Director.

Section 3. Designation of Special Directors. The Board shall include not less than five (5) Directors (hereafter “Special Directors”) designated pursuant to this Section. Special Directors shall be designated annually as follows:

1. One (1) Special Director shall be designated by the Illinois Water Authority Association for so long as such entity is a member of the Corporation
2. One (1) Special Director shall be designated by Illinois-American Water Company for so long as such entity is a member of the Corporation
3. One (1) Special Director shall be designated by the City of Bloomington for so long as such entity is a member of the Corporation
4. One (1) Special Director shall be designated by the Illinois Farm Bureau for so long as such entity is a member of the Corporation
5. One (1) Special Director shall be designated by the Mackinaw Valley Water Authority for so long as such entity is a member of the Corporation

The Corporation shall provide to each party entitled to designate Special Directors hereunder prior written notice of any intended mailing of notice to members for a meeting at which Directors are to be elected, and any party entitled to designate Special Directors pursuant hereto shall notify the Corporation in writing, at or prior to such meeting, of the person(s) designated by it or them as its or their nominee for election as a Special Director. Special Directors shall be selected by written directive executed by the Chief Executive Officer, Executive Director, or governing board of each entity entitled to designate a Special Director, or pursuant to a delegation of such authority.

If any party entitled to designate a Special Director hereunder fails to give notice to the Corporation as provided above, it shall be deemed that the designee of such party then serving as Director shall be its designee for reappointment.

It is understood that Special Directors shall serve only by virtue of their status as a designated representative of the member entity by whom they are designated. Accordingly, upon the withdrawal or expulsion of any entity entitled to designate a Special Director hereunder, such entity shall deliver the resignations of the Special Director(s) who represented such entity’s interest.

None of the parties entitled to designate Special Directors, and none of the Special Directors appointed hereunder, shall vote to remove any Special Director designated pursuant hereto, except as set forth in this paragraph. Each of the parties hereto shall vote:

1. To remove from the Board of Directors any Special Director designated by any party pursuant hereto at the request of such party

2. To fill any vacancy in the membership of the Board of Directors with a designee of the party whose designee's resignation or removal from the Board caused such vacancy

Special Directors may be removed:

1. With the written consent of the entity entitled to designate such Director
2. By the vote of a majority of the Board of Directors at a duly noticed meeting thereof, on account of such Director's:
 - A. Willful and continued failure substantially to perform such Director's duties as a Director
 - B. Willful conduct which is injurious to the Corporation or its members
 - C. Conviction for, or guilty plea to, a felony or a crime involving moral turpitude
 - D. Abuse of illegal drugs or other controlled substances or habitual intoxication

If, as a result of death, disability, retirement, resignation, removal or otherwise, there shall exist or occur any vacancy on the Board: the persons entitled to designate or nominate the Special Director whose death, disability, retirement, resignation, or removal resulted in such vacancy, may designate another individual (the "Nominee") to fill such vacancy and serve as a Director of the Corporation; and each member, Director, and Special Director then entitled to vote for the election of the Nominee as a Director of the Corporation agrees that it will vote or execute a written consent, as the case may be, in order to ensure that the Nominee be elected to the Board.

Section 4. Election of Directors. Elections of Directors shall be held at each annual meeting of the members. Except for the Special Directors appointed pursuant to the Section titled "Designation of Special Directors," each Director shall be elected by vote of a majority of the members present at such meeting at which there is a quorum. Each member shall be entitled to cast one vote for each Director position being voted upon.

Section 5. Board Meetings. Meetings of the Board of Directors may be held from time to time at such time and place within or without the State of Illinois as may be designated in the notice of such meeting.

Section 6. Calling Meetings; Notice. Meetings of the Board of Directors may be called by the Chairman, any Director, or any Special Director by giving at least forty-eight (48) hours notice of the date, time, and place thereof to each other Director and Special Director by mail, telephone, facsimile, telegram, or in person. If mailed, such notice shall be deemed given three (3) days after the deposit thereof in the United States Mail, with postage thereon prepaid. The date of postmark on any such mailing shall be conclusive as to the date of mailing. Notice given by any other means shall be effective on the actual date of receipt of such notice by the recipient.

Section 7. Waiver of Notice. Notice of any meeting of the Board of Directors may be waived by any Director or Special Director either before, at, or after such meeting orally, in a writing signed by such Director or Special Director, or by attendance at the meeting. A Director or Special Director, by his attendance at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting, except where the Director or Special Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 8. Quorum. A majority of the Directors and Special Directors holding office immediately prior to a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. In the absence of a quorum, the majority of the Directors and Special Directors present adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the Directors and Special Directors present may continue to transact business until adjournment, even though the withdrawal of a number of Directors and Special Directors originally present leaves less than a proportion or number otherwise required for a quorum.

Section 9. Absent Directors. A Director or Special Director may give advance written consent or opposition to a proposal to be acted on at a meeting of the Board of Directors. If such Director or Special Director is not present at the meeting, consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting, if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the Director and Special Director has consented or objected.

Section 10. Conference Communications. Any or all Directors and Special Directors may participate in and be present at any meeting of the Board of Directors, or of any duly constituted committee thereof, by any means of communication through which the Directors and Special Directors may simultaneously hear each other during such meeting. For the purposes of establishing a quorum and taking any action at the meeting, such Directors and Special Directors participating pursuant to this Section shall be deemed present in person at the meeting, and the place of the meeting shall be the place of origination of the conference communication.

Section 11. Presumption of Assent. A Director or Special Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate 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 Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director or Special Director who voted in favor of such action.

Section 12. Vacancies; Newly Created Directorships. Vacancies in the Board of Directors of this Corporation resulting from the death, resignation, removal, or disqualification of a Director or Special Director may be filled for the unexpired term by the affirmative vote of a majority of

the remaining Directors and Special Directors of the Board, although less than a quorum; newly created directorships resulting from an increase in the authorized number of Directors or Special Directors by action of the Board of Directors may be filled by a majority of the Directors and Special Directors serving at the time of such increase; and each Director or Special Director elected or appointed pursuant to this Section shall be a Director or Special Director until such Director's or Special Director's successor is elected or appointed by the Board of Directors at their next regular or special meeting.

Section 13. Removal. Any or all of the Directors may be removed from office at any time, with or without cause, by the affirmative vote of the Board of Directors. Special Directors may only be removed from office subject to the provisions of Article V, Section 3, par. 5.

Section 14. Committees. A resolution approved by the affirmative vote of a majority of the Board of Directors may establish committees having the authority of the Board in the management of the business of the Corporation to the extent provided in the resolution. A committee shall consist of one or more persons, who need not be Directors or Special Directors, appointed by affirmative vote of a majority of the Directors and Special Directors present. Committees are subject to the direction and control of the Board of Directors. Vacancies in the membership of committees shall be filled by the Board of Directors.

A majority of the members of the committee present at a meeting is a quorum for the transaction of business, unless a larger or smaller proportion or number is provided in a resolution approved by the affirmative vote of a majority of the Directors and Special Directors present.

Section 15. Steering Committee. The Board of Directors may, by unanimous affirmative action of the entire Board, designate two or more of their number to constitute a Steering Committee. The Steering Committee shall act only during intervals between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. During such intervals and subject to such control and direction, the Steering Committee shall have and may exercise all of the authority and powers of the Board of Directors in the management of the affairs of the Corporation, subject to such limitations as the Board of Directors may impose from time to time. Unless specifically authorized by the Board of Directors, by resolution adopted by a majority of the Board of Directors, the Steering Committee shall not have the power and authority to elect Directors or officers, to amend the Articles of Incorporation, to adopt a plan of merger or consolidation, to authorize the sale or other disposition of all, or substantially all, of the property and assets of the Corporation, to authorize a voluntary dissolution of the Corporation or a revocation thereof, or to amend these Bylaws.

Section 16. Selection Committee. The Board of Directors may appoint a Selection Committee consisting of not less than three (3) and not more than five (5) persons to review applications and nominate applicants for scholarship awards. Members of the Selection Committee may be members of the Board of Directors.

Section 17. Unanimous Written Action. An action required or permitted to be taken at a meeting of the Board of Directors (or any committee thereof) may be taken by written action signed by all of the Directors. Such written action is effective when signed by all of the

Directors and Special Directors, unless a different effective time is provided in the written action. Any such consent shall have the same effect as a unanimous vote of the Directors and Special Directors.

Section 18. Resignations. Any Director or Special Director of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 19. Compensation of Directors. By resolution of the Board of Directors, each Director and Special Director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated amount as Director or Special Director or a fixed sum for attendance at each meeting of the Board of Directors, or both. No such payment shall preclude a Director or Special Director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed, pursuant to resolution by the Board of Directors, like compensation for attending committee meetings.

Section 20. Contract for Services The Board of Directors may contract with a person or entity to provide support services for the Consortium. *(Added September 16, 2003)*

ARTICLE VI. **Officers**

Section 1. Number. The officers of the Corporation shall be chosen by the Board of Directors and shall include a Chairman, a Vice Chairman, a Treasurer and a Secretary. The Board of Directors may also choose one or more Assistant Secretaries and Assistant Treasurers. The offices of Secretary and Treasurer may be held by the same person. If a document must be signed by persons holding different offices or functions and a person holds or exercises more than one of these offices or functions, that person may sign the document in more than one capacity, but only if the document indicates each capacity in which the person signs. *(Amended November 29, 2010)*

Section 2. Election, Term of Office, and Qualifications. The Board of Directors shall elect or appoint, by resolution approved by the affirmative vote of a majority of the Directors and Special Directors present, from within or without their number, the Chairman, Secretary, and Treasurer and such other officers as may be deemed advisable, each of whom shall have the powers, rights, duties, responsibilities, and terms in office provided for in these Bylaws or a resolution of the Board of Directors not inconsistent therewith. The Chairman and all other officers who may be Directors shall continue to hold office until the election and qualification of their successors, notwithstanding an earlier termination of their directorship. Election of any person as an officer shall not create or result in any contract or employment rights in favor of such person.

Section 3. Removal and Vacancies. Any officer may be removed from his office by the Board of Directors at any time, with or without cause. Such removal, however, shall be without prejudice to the contract rights of the person so removed. If there be a vacancy among the officers of the Corporation by reason of death, resignation, removal, disqualification, or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors.

Section 4. Chairman. The Board of Directors shall select a Chairman from the five (5) Special Directors. The Chairman shall preside at all meetings of the Board of Directors and shall have such other duties as may be prescribed, from time to time, by the Board of Directors. The Chairman shall be the chief executive officer of the Corporation and shall have general active management of the business of the Corporation. The Chairman shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chairman shall execute and deliver, in the name of the Corporation, any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation. Such authority may be shared concurrently with such other persons or officers:

1. Duly authorized by these Bylaws
2. If required by law to be exercised by such other person
3. As delegated by the Board of Directors of the Corporation

The Chairman shall further have the power and authority to vote all securities which the Corporation is entitled to vote, subject to vesting of such authority in the Board of Directors or such other party determined by the Board of Directors.

Section 5. Vice Chairman. The Board of Directors shall select a Vice Chairman. The Vice Chairman shall assume the duties of the Chairman in his or her absence. *(Added November 29, 2010)*

Section 6. Secretary. The Secretary shall be secretary of and shall attend all meetings of the Board of Directors and shall record all proceedings of such meetings in the minute book of the Corporation. The Secretary shall maintain records of and, whenever necessary, certify all proceedings of the Board of Directors and shall perform all duties usually incident to the office of the Secretary. The Secretary shall give proper notice of meetings of Directors. The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Chairman. Notwithstanding the foregoing, the Secretary shall:

1. Record the minutes of the Board of Directors' meetings in one or more books provided for that purpose
2. See that these Bylaws are as required by law
3. Be custodian of the corporate records and of the seal of the Corporation
4. Keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director

5. Sign with the Chairman, or any other officer thereunto authorized by the Board of Directors, any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws
6. Have general charge of the books and records of the Corporation
7. 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
8. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chairman or by the Board of Directors

Section 7. Assistant Secretary. The Assistant Secretary, if any, or if there be more than one (1), the Assistant Secretaries, in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8, Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep accurate financial records for the Corporation. The Treasurer shall deposit all moneys, drafts and checks in the name of, and to the credit of, the Corporation in such banks and depositories as the Board of Directors shall designate from time to time. The Treasurer shall have power to endorse for deposit all notes, checks and drafts received by the Corporation and make proper vouchers therefor. The Treasurer shall disburse the funds of the Corporation, as ordered by the Board of Directors, making proper vouchers therefor. The Treasurer shall render to the Chairman and the Directors and Special Directors, whenever requested, an account of all his transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the Chairman.

Section 9. Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one (1), the Assistant Treasurers, in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such powers as the Board of Directors may from time to time prescribe.

Section 10. Compensation. The officers of the Corporation may receive such compensation for their services as may be determined, from time to time, by resolution of the Board of Directors. Any such compensation shall be strictly limited to reasonable compensation for services rendered. Absent compelling or unusual circumstances, neither the Chairman, members of the Board of Directors, or any officer shall receive compensation for services rendered solely in their capacity as such.

ARTICLE VII.
Technical Advisors

The Board shall have available not less than five (5) advisors (hereafter “Technical Advisors”) designated pursuant to this Section. Technical Advisors shall be designated annually as follows:

1. One (1) Technical Advisor shall be designated by the Illinois State Water Survey for so long as such entity is a member of the Corporation
2. One (1) Technical Advisor shall be designated by the Illinois State Geological Survey for so long as such entity is a member of the Corporation
3. One (1) Technical Advisor shall be designated by the Office of Water Resources of the Illinois Department of Natural Resources for so long as such entity is a member of the Corporation
4. One (1) Technical Advisor shall be designated by the United States Geological Survey for so long as such entity is a member of the Corporation
5. One (1) Technical Advisor shall be designated by the Illinois State Natural History Survey for as long as such entity is a member of the Corporation

Technical Advisors shall attend all Board meetings and may be assigned to committees; however, they will have no voting powers on the Board or at committee meetings. (If they are representing an entity that is a member, at a member meeting they will be entitled to vote as such at the member meeting.) *(Amended November 29, 2010)*

ARTICLE VIII.
Exculpation; Indemnification of Officers and Directors

The Directors, Special Directors, officers, and employees of the Corporation shall have no personal liability whatsoever for obligations of the Corporation.

The Corporation shall indemnify the officers, Directors, and Special Directors of the Corporation from and against any loss, cost, expense, liability, or action arising by reason of the fact that he or she acted in such capacity, to the fullest extent permitted by Illinois law as now enacted or hereafter amended, or any successor or supplementary law or statute. The indemnification provided for herein shall be liberally construed in favor of finding indemnification for such officers and directors.

ARTICLE IX.
Books and Records

The Board of Directors shall cause to be kept at its principal executive office, originals or copies of the Corporation's books and records of account, minutes, and agreements, as the same may be modified or amended from time to time.

ARTICLE X.
Loans, Guarantees, Suretyship

The Corporation may lend money to, guarantee an obligation of, become a surety for, or otherwise financially assist a person if the transaction, or a class of transactions to which the transaction belongs, is approved by the affirmative vote of a majority of the Directors and Special Directors.

Any loan, guarantee, surety contract or other financial assistance may be with or without interest, and may be unsecured or may be secured in any manner. Nothing in this Section shall be deemed to deny, limit, or restrict the powers of guaranty or warranty of the Corporation at common law or under a statute of the State of Illinois.

ARTICLE XI.
General Provisions

Section 1. Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, except as fixed or changed by resolution of the Board of Directors.

ARTICLE XII.
Amendments

These Bylaws may be amended or altered by a vote of the majority of the whole Board of Directors at any meeting provided that notice of such proposed amendment shall have been given in the notice given to the Directors of such meeting.

THE UNDERSIGNED hereby certifies that these Bylaws were adopted by the Board of Directors of the Corporation as of the 8th of May, 2000.

/s/ Dorland W. Smith
Secretary

**AMENDED BY
MEMBERSHIP ON
SEPTEMBER 16, 2003
Adopted by Board
October 14, 2003**

THE UNDERSIGNED hereby certifies that these Bylaws amendments were adopted by the Board of Directors of the Corporation as of the 14th of October, 2003.

**/s/ Dorland W. Smith
Secretary**

**AMENDED BY
Board of Directors
November 29, 2010**

THE UNDERSIGNED hereby certifies that these Bylaws amendments were adopted by the Board of Directors of the Corporation as of the 29th of November, 2010

**/s/ Dorland W. Smith
Secretary**