

Member Corporate Bylaws - Cheetah Experience Foundation

ARTICLE I - OFFICES

The corporation shall maintain a registered office in the State of Illinois and a registered agent at such office. The office shall be located at 605 17th Avenue East Moline IL 61244

ARTICLE II - MEMBERS

Section 1. Classes of Members. The corporation shall have one class of members, being the duly elected members of Cheetah Experience Foundation.

Section 2. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3. Transfer of Membership. Membership is not transferable or assignable.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held during the month of February, at such time and place as may be fixed by the board of directors.

Section 2. Special Meetings. Special meetings of the members may be called by the president, or not less than one-third of the members.

Section 3. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease, or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of 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 4. Record Date. The record date for any meeting of the members shall be the date on which notice is delivered.

Section 5. Quorum. Four members shall constitute a quorum at any meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6. Proxies. Members shall be entitled to vote by proxy.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors. This shall include, but not be limited to, the power (i) to modify restrictions on the distribution of funds for purposes designated by donors if the restrictions become obsolete and (ii) to determine investment policy, including the designation of a depository for the corporation's funds.

Section 2. Number, Tenure and Qualifications. The number of directors shall be three (3). Directors shall be elected annually by the members at the annual meeting of the members, and shall include: three members, all who are representative of the public interest of Cheetah Experience Foundation. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each director shall hold office for a term of one (1) year, or until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign. Directors need not be residents of Illinois or members of the corporation. The number of directors may be increased to any number or decreased to not fewer than three (3) from time to time by amendment of this Section.

Section 3. Annual Meeting. An annual meeting of the board of directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of members.

Section 4. Other Regular Meetings. The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of any special meeting of the board of directors shall be given at least (10) days prior thereto by written notice to each director at the address shown for such director on the records of the corporation. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except 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 at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. At all meetings of the board of directors a majority of the total number of directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the

directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, the articles of incorporation or these bylaws.

Section 9. Action Without Meeting. Any action required to be taken at a meeting of the directors of the corporation, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof.

Section 10. Vacancies. Any vacancy occurring in the board of directors or any directorship to be filled by reason of any increase in the number of directors shall be filled by the board of directors. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 11. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be paid for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE V - COMMITTEES

Section 1. Creation of Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one (1) or more committees, each of which shall consist of one (1) or more directors and such other persons as the board shall appoint.

Section 2. Manner of Acting. Each committee, to the extent provided in the resolution creating such committee and except as limited by law, the articles of incorporation or these bylaws, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him or her by law. Unless otherwise provided in the resolution creating a committee, such committee may select its chairman, fix the time and place of its meetings, specify what notice of meeting, if any, shall be given, and fix its rules of procedure which shall not be inconsistent with these bylaws or with rules adopted by the board of directors. The act of a majority of committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 3. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Action Without Meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 7. Attendance by Electronic Means. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE VI - OFFICERS

Section 1. Enumeration. The officers of the corporation shall be a president, a secretary, and a treasurer. The board of directors may also elect one or more additional vice-presidents, one or more assistant secretaries or assistant treasurer, and such other officers as it shall deem appropriate. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. Term of Office. The officers of the corporation shall be elected at the annual meeting of the board of directors and shall hold office until their successors are elected and qualified or until their death, resignation, or removal. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Any officer elected by the board of directors may be removed by the board whenever in its judgment the best interests of the corporation would be served thereby.

Section 3. President. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, the president shall have general supervision, direction, and control of the business and affairs of the corporation and shall perform all duties incident to the office of president and such other duties as may be assigned to him or her by the board of directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors, the president 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 assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. The president may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

Section 4. Vice President. The vice president shall perform such duties and have such other powers as shall be assigned to him or her by the president or the board of directors. Further, in the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 5. Secretary. The secretary shall keep a record of all proceedings of the board of directors in a book to be kept for that purpose; see that all notices are duly given in accordance with the provision of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 6. Treasurer. The treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the corporation; have charge and custody of all funds and securities of the corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a treasurer and such other duties as may be assigned to him or her by the president or the board of directors. With the approval of the board of directors, the treasurer may delegate specified duties to an assistant treasurer or other person for the effective conduct of the affairs of the corporation.

ARTICLE VII - GENERAL PROVISIONS

Section 1. Contracts. The board of directors may authorize any officer or officers or agent 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 and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the secretary and countersigned by the president of the corporation.

Section 3. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors.

Section 4. Seal. On the corporate seal shall be inscribed the name of the corporation and the words "corporate Seal" and "Illinois."

Section 5. Waiver of Notice. Whenever any notice is required to be given under law, the articles of incorporation or the bylaws of the corporation, 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.

Section 6. Amendments. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the members. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

ARTICLE VIII - INDEMNIFICATION AND INSURANCE

Section 1. 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 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.

Section 2. 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 a director, officer, employee, or agent of the corporation, or 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) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. To the extent that a 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 Sections

(1) and (2) of this Article VIII, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Any indemnification under Sections (1) and (2) of this Article VII (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 Sections (1) and (2) of this Article VII. Such determination shall be made (i) 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, (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (iii) by the members entitled to vote, if any.

Section 5. Expenses 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 by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article VII.

Section 6. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. 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 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 such liability under the provisions of this Article VIII.

Section 8. If the corporation has paid indemnity or has advanced expenses under this Article VIII to a director, officer, employee, or agent, the corporation shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.