

**August 6, 2015, Amended and Restated Bylaws Of
Peoria Area World Affairs Council, Inc.
(An Illinois Nonprofit Corporation)**

ARTICLE I

Purpose

The purpose of the PEORIA AREA WORLD AFFAIRS COUNCIL, INC., hereafter referred to as PAWAC, is to promote a better understanding of world affairs among the citizens of central Illinois through various civic programs, fostering a cooperative educational approach concerning global issues.

ARTICLE II

Members

SECTION 1: MEMBERSHIP. Any interested person or organization is eligible for membership in PAWAC. The Board of Directors of PAWAC may determine categories of membership. Annual dues must be paid in full for PAWAC membership status and privileges. Eligibility and qualification for membership are at the discretion of the Board of Directors.

SECTION 2: ANNUAL DUES. The amount of annual dues for membership shall be determined at the PAWAC annual meeting of the membership.

SECTION 3: VOTING RIGHTS. Each individual PAWAC member shall be entitled to one vote on each matter submitted to a vote at a membership meeting. A PAWAC family membership shall be entitled to no more than two votes per household. Organizations that hold membership in PAWAC shall be entitled to one vote per organization.

ARTICLE III

Meeting of the Members

SECTION 1: ANNUAL MEETING. The annual meeting of the membership of PAWAC shall be held during the month of August of each year for the purpose of electing Directors to its Board, approving the budget, and for the transaction of other business that may come before the meeting. An additional regular meeting of the membership shall be held during the month of September to address unfinished business.

SECTION 2: SPECIAL MEETINGS. Special meetings of the membership may be called by the president, Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 3: PLACE AND TIME OF MEETING. The PAWAC Board of Directors shall determine the day, place and time of day for the annual meeting of the membership. The place and time for special meetings shall also be arranged by the Board of Directors.

SECTION 4: NOTICE OF MEETINGS. Written or electronic (e-mail) notice stating the place, date, hour and purpose of the annual membership meeting and any special meetings shall be given to each member entitled to vote at such meetings not less than five nor more than forty days before the date of such meetings. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of PAWAC, with postage thereon prepaid.

SECTION 5: QUORUM. A quorum of at least FIVE percent (5%) of the PAWAC membership must be present in order to transact business for PAWAC.

ARTICLE IV

Board of Directors

SECTION 1: GENERAL POWERS AND DUTIES. The affairs of PAWAC shall be managed by its Board of Directors. The members of the Board of Directors shall serve as ambassadors of PAWAC with the responsibility to recruit members and solicit funds for the corporation.

SECTION 2: NUMBER, TENURE, AND QUALIFICATIONS. The number of directors shall be no less than 11 and no more than 17 and shall consist of the 4 officers of PAWAC and the immediate past-president. New directors shall take office at the beginning of the fiscal year following their election.

The elected members of the Board of Directors who are not officers shall have three year terms. No more than four members of the Board shall be elected in a single year, except when necessary to fill a term that has not expired.

No director, other than an ex-officio member, shall serve more than two (2) consecutive full terms. After an absence of one year from the Board of Directors, a former director may be re-elected.

SECTION 3: MEETINGS. The Board of Directors shall as a minimum meet in January and June of each year. The Board of Directors may provide by resolution the time and place for the holding of additional meetings of the Board without other notice than such resolution.

SECTION 4: SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any three Directors. The persons or persons authorized to call special meetings of the Board shall determine the time and place of such meetings.

SECTION 5: NOTICE. Written or electronic (e-mail) notice of any special meeting of the Board of Directors shall be given no less than seven days prior to the meeting to each Director at his address as shown by the records of PAWAC. If mailed, such notice shall be deemed to be delivered when deposited in the US post in a sealed envelope so addressed, with postage thereon prepaid.

SECTION 6: QUORUM AND MANNER OF ACTING. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a

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

Directors may participate in regular or special meeting by, or conduct the meeting through the use of, any electronic means of communicating by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present and in person at the meeting.

Directors may also take action without a meeting by unanimous written consent.

SECTION 7: ATTENDANCE. Any member of the Board of Directors who misses three meetings of the Board of Directors during a 12 month period of time without notifying either the President or the Executive Director in advance of the meeting that the member will not be able to attend shall be deemed to have resigned from the Board of Directors. The President will declare a vacancy and send written notification to the member.

Any director may be removed at any time with or without cause by vote of two-thirds (2/3) of the directors in a manner consistent with these bylaws. Such a removal, as well as resignation or death, shall create a vacancy.

SECTION 8: VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by election by members at any membership meeting or by the Board at any board meeting. A Director elected to fill a vacancy shall be elected to fill the term of his or her predecessor in office until the expiration of that original term.

SECTION 9: CHAIR OF THE BOARD. The President of PAWAC shall be the Chairperson of the Board of Directors.

ARTICLE V

Officers and Executive Director

SECTION 1: OFFICERS. The officers of PAWAC shall be a President, a President-elect, a Treasurer and a Secretary. The Board of Directors may prescribe authority and duties to additional officers not defined in these by-laws. No more than two (2) offices may be held by the same person, except the offices of president and secretary.

SECTION 2: ELECTION AND TERM OF OFFICE. The offices of President, President-elect, Treasurer, and Secretary of PAWAC shall be elected to one-year terms at the annual meeting of the membership, or as soon thereafter as conveniently possible. The President and President-elect shall serve no more than two (2) consecutive years unless approved by 3/4 of the membership in attendance at the annual meeting. Vacancies may be filled by the President on an interim basis until those appointments can be confirmed or replaced at the next meeting of the Board of Directors or of the membership. New offices may be created and filled at any meeting of the Board of Directors and must be confirmed at the next meeting of the membership. New officers shall take office at the beginning of the fiscal year following their election.

SECTION 3: REMOVAL. Any elected officer may be removed by a vote of 2/3 of the Board of Directors whenever in its judgment the best interests of PAWAC would be served thereby.

SECTION 4: PRESIDENT. The President shall be the principal executive officer of PAWAC. Subject to the direction and control of the Board of Directors, he/she shall be in charge of the business and affairs of the corporation; he/she shall see that the resolutions and directives of the

Board of Directors are implemented, except when that responsibility is assigned to some other person by the Board of Directors; and, in general, he/she shall discharge all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Directors. He/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 PAWAC or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he/she may execute for PAWAC any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors have authorized to be executed, and he/she may accomplish such execution either under or without the seal of 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 instrument. The President shall inspect the financial records on a quarterly basis. The President shall be Chairperson of the Nominating Committee.

SECTION 5: PRESIDENT-ELECT. In the absence of the President or in the event of his inability or refusal to act, the President-elect shall perform the duties of the President and when so acting, shall have all the powers of the President and be subject to all the restrictions upon the President. The President-elect shall aid the President in the coordination of PAWAC affairs, including conduction of meetings in the absence of the President, and conduct all other such duties usually associated with this office.

SECTION 6: TREASURER. The Treasurer shall be the principal accounting and financial officer of the corporation. He/she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; and; (c) perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. The Treasurer shall annually file the Annual Report to the Secretary of State of the State of Illinois. The Treasurer has the right to delegate some of the above authority to the Executive Director as necessary, although the Treasurer shall retain complete oversight and responsibility of any duties assigned to the Executive Director. The Treasurer shall serve on the Finance and Development Committee.

SECTION 7: SECRETARY. The Secretary shall record attendance at and prepare minutes of all meetings of the membership and the Board of Directors. The Secretary shall provide those minutes to the Executive Director in a timely fashion for distribution to the members for approval by the appropriate body and 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 President or by the Board of Directors.

SECTION 8: EXECUTIVE DIRECTOR. The Executive Director shall be appointed by the Board of Directors. He/she shall develop and recommend to the Board policies which he/she believes to be appropriate or desirable for the conduct of the affairs of PAWAC. He/she shall be directly responsible to and report regularly to the President. He/she shall be in charge of the general day-to-day operation of PAWAC, including financial management as assigned. The Executive Director shall oversee and coordinate all fiscal, program, personnel and other activities of PAWAC, performing these functions within the policies established by the Board of Directors.

Acting with the assistance and guidance of the Program Committee and other appropriate committees, the Executive Director shall be responsible for developing the programming of PAWAC and for the ensuring that the programming is consistent with the general policies

established by the Board of Directors. He/she shall provide advice and counsel to PAWAC committees and provide other appropriate services to the committees or to PAWAC.

The Executive Director shall in conjunction with the Finance and Development Committee develop and propose an annual budget to the Executive Committee for submission to the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of corporation; keep a register of the post office address of each member which shall be furnished to the executive director by such member.

The Executive Director may sign, with any other proper officer of PAWAC authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of PAWAC.

SECTION 9: REGISTERED AGENT IN OFFICE. The corporation shall maintain in the State of Illinois a registered office and a registered agent to be determined and designated by the Board of Directors.

ARTICLE VI

Committees

SECTION 1: COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors, may designate one or more committees, each of which shall include at least two Directors. These committees, to the extent provided in said resolution and not restricted by law, 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/her by law or under these bylaws.

SECTION 2: EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the President, President-elect, Treasurer, Secretary, immediate Past President and the Executive Director serving as non-voting, *ex officio* member. In the event of a vacancy in the office of immediate Past President, another member of the Board of Directors may be selected by the Board to serve on the Executive Committee.

Each member of the Executive Committee shall serve on no less than one permanent committee and one ad hoc committee. The Treasurer shall serve on the Finance and Development Committee. The Executive Committee shall work in conjunction with the Executive Director to coordinate the day-to-day operation of PAWAC. The Executive Committee shall prepare the agenda, reports and proposals for the annual and special meetings of PAWAC.

The Executive Committee shall prepare a written annual evaluation of the Executive Director for consideration at the August meeting of the Board of Directors. This evaluation shall include an assessment of performance and duties during the preceding 12 months and a recommendation for compensation for the Executive Director to be approved by the Board of Directors.

SECTION 3: COMMITTEES.

A. **STANDING COMMITTEES:** The standing committees of PAWAC are: Membership Committee, Nominating Committee, Programming Committee, Finance and Development Committee, Marketing Committee, and Educational Outreach.

B. OTHER COMMITTEES: Ad hoc committees may be established by the Board of Directors as circumstances require.

SECTION 4: TERM OF OFFICE. Each member of a standing committee shall continue as such until the next annual meeting of the members of PAWAC and until his successor is appointed, unless the committee shall be terminated before that time, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Vacancies in the membership of any committee may be filled by appointments made in the manner provided for the original appointments.

SECTION 5: COMMITTEE CHAIRPERSONS. The chairperson(s) of the committee shall be appointed by the President. The chairperson(s) is responsible for providing written updates at regular meetings of the Board of Directors.

SECTION 6: 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.

SECTION 7: RULES. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

Finances

SECTION 1: CONTRACTS. The Board of Directors may authorize any officer or officers, or agent or agents of PAWAC in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PAWAC, and such authority may be general or confined to specific instances.

SECTION 2: 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 PAWAC shall be signed by such officer or officers, agent or agents, of PAWAC 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 treasurer of PAWAC.

SECTION 3: DEPOSITS. All funds of PAWAC shall be deposited from time to time to the credit of PAWAC in such banks, trust companies, or other depositaries as the Board of Directors may select.

SECTION 4: GIFTS. The Board of Directors may accept on behalf of PAWAC any contribution, gift, or bequest, or devise for the general purpose or for any special purpose of PAWAC.

SECTION 5: BOOKS AND RECORDS. PAWAC shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, at the registered or principal office. PAWAC shall keep at the same location a record giving the names and addresses of the members entitled to vote. The President, Treasurer, and Secretary shall work in conjunction with the Executive Director to coordinate books and records outlined in this section. All books and records of PAWAC may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

SECTION 6: FISCAL YEAR. The fiscal year of PAWAC shall be fixed by resolution of the Board of Directors.

ARTICLE VIII

Miscellaneous Provisions

SECTION 1: CERTIFICATES OF MEMBERSHIP. The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation (PAWAC) which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the president and by the secretary and shall bear the corporation's seal which may be in facsimile. The name and address of each member shall be entered on the records of PAWAC. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

SECTION 2: SEAL. The corporate seal shall have inscribed thereon the name of PAWAC and the words "Corporate Seal, Illinois".

SECTION 3: WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the General Not-For-Profit-Corporation Act of Illinois or under the provisions of the article of incorporation or the bylaws of PAWAC, 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 4: AMENDMENTS. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the membership unless otherwise provided in the articles of incorporation or in the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. Such action shall require two-thirds (2/3) approval of those in attendance. The bylaws may contain any provisions for the regulation and management of the affairs of PAWAC not inconsistent with law or the articles of incorporation.

SECTION 5: For any matters not covered in the above bylaws, the official parliamentary authority for PAWAC will be Robert's Rules of Order Newly Revised, Latest Edition.

SECTION 6: NONLIABILITY. A trustee, officer or employee of the Corporation is not liable on the Corporation's debts or obligations and a trustee, officer or other volunteer is not personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for breach of the duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

This Section is intended to eliminate and limit the liability of trustees, officers and employees to the fullest extent allowed under applicable law. If Illinois law is hereafter changed to permit further elimination or limitation of the liability of trustees, officers, employees or other volunteers for monetary damages to the corporation, then the liability of such trustee, officer, employee or other volunteer of this Corporation shall be eliminated or limited to the full extent then permitted by law. The trustees, officers, employees or other volunteers of this Corporation have agreed to serve in their respective capacities in reliance upon the provisions of this Article.

SECTION 7: INDEMNIFICATION. This Corporation shall indemnify and advance expenses to trustees, officers, employees or other volunteers of this Corporation, and each trustee, officer, employee or other volunteer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, legal costs, judgments, penalties, fines, settlements and other reasonable expenses, actually incurred by such a person relating to such person's conduct as a trustee, officer, employee or other volunteer of this Corporation or as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this section shall not apply (i) to a breach of such person's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which such person derived an improper personal benefit or against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such trustee shall be adjudged liable to the Corporation.

SECTION 8: CORPORATE POWERS AND PURPOSES. The Corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful purposes for which corporations may be organized under the provisions of the laws of the State of Illinois, as the same exists or hereafter may be amended or otherwise changed.

SECTION 9: PROHIBITED TRANSACTIONS. No part of the net earnings of this Corporation shall inure to the benefit of any individual and no substantial part of the activities of this Corporation shall consist of carrying propaganda or otherwise attempting to influence legislation.

Upon the dissolution or termination of this Corporation, whether voluntary or involuntary, all property of the Corporation shall be distributed exclusively for charitable, scientific, literary, and educational purposes, only to organizations which have been granted exemption from Federal Income Tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the appropriate provision of the Internal Revenue Code then in effect, or to a local, state or Federal Government for exclusively public purposes, and cannot be distributed to any individual member, officer or trustee of the Corporation, or to any other person or persons whomever, except those who come within the purposes of the Corporation as above set forth; provided, however, that the Corporation shall have the right to pay and discharge such reasonable costs, expenses and liabilities as may be incurred in furthering such purposes.

No loans shall be made by the Corporation to its trustees or officers. Any trustee or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such a loan until the repayment thereof.

This Corporation shall not engage in a prohibited transaction, as defined in the Internal Revenue Code of the United States, or any amendment thereto.