

CHICAGO MSA, INC.

BYLAWS

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The following Bylaws were formulated with the definitions and laws as stated within the applicable Not-for-Profit Corporations Act of the State of Illinois, wherein the Corporation (Chicago MSA) was incorporated September 1, 1998.

BYLAWS RATIFIED September 1998

I. THE CORPORATION

A. NAME

Chicago MSA

B. PURPOSES OF THE CORPORATION

1. Chicago MSA's (CMSA's) first specific purpose shall be to promote competitive league and recreational activities within the lesbigay community, in any of several areas, such as: softball, bowling, volleyball, tennis, hayrides, ice skating, banquets/parties relating to a specific athletic competition or event, or other activities deemed appropriate to the Board of Directors of CMSA.
2. Chicago MSA's (CMSA's) second specific purpose shall be to foster knowledge and training in the field of athletics by conducting regular classes of instruction in any of the athletic areas mentioned above, for those needing and wanting such instruction; and by conducting public programs (forums, discussion groups, lectures or films) aimed at educating the community served about the physical, social, psychological and intellectual benefits of athletics.

C. ORGANIZATIONAL STRUCTURE

This Corporation is organized exclusively for the educational, social and other purposes deemed appropriate by the Board of Directors as prescribed by the applicable Not-for-Profit Corporations Act of Illinois and the applicable sections of the Internal Revenue Code, including, for such purpose, the making of distributions to organizations that qualify as exempt under Section 501 (c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private 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 hereof. 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 distributing of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation in such manner, or to such organization or organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by donations to Illinois Not-for-Profit

corporations for the benefit of the lesbian community, as determined by the Board of Directors.

II. BOARD OF DIRECTORS

A. POWERS

The Board of Directors shall have the power, after the membership, to determine policy, give direction, determine design, specify purposes and goals, assent to and dissent from action, and in all other ways act as agent for the membership in controlling and governing the overall function of the Corporation (Chicago MSA). Although CMSA Membership shall be superordinate to the Board of Directors, the sole power to elect officers and create offices shall be vested in the Board of Directors.

B. FURTHER POWERS

The Board of Directors of Chicago MSA, which shall herein be known as the Parenting Corporation and which was incorporated September 1, 1997 in the State of Illinois, shall have the power after receiving authorization from the CMSA Membership, to enlarge the Corporation by parenting, forming, establishing, or acquiring other corporations and other types of organizations both within and without the State of Illinois and the United States of America, provided such power and action by Chicago MSA (CMSA) shall not violate its Articles of Incorporation, Bylaws, the applicable Not-for-Profit Corporations Act of Illinois, the Federal Laws of the United States of America, or the laws of whatsoever state, province or nation in which the branch or parented, formed, established or acquired corporations shall exist, and provided that such branches and parented or acquired corporations shall have the following conditions

1. Such branches and parented corporations shall be established, parented or acquired by specific act and vote of the Board of Directors of the Parent Corporation, CMSA.
2. Such branches and parented, established or acquired corporations shall remain under the control, supervision and direction of the Board of Directors of the Parent Corporation, CMSA, subject only to the laws of the state, province, or nation in whose jurisdiction the branches or corporations are so established, parented or acquired.
3. The Board of Directors of the parented, established or acquired corporation shall be appointed by the Board of Directors of the Parent Corporation, CMSA, with the following provisions:
 - a. All Directors of the Parenting Corporation shall be appointed to the Board of Directors of the parented, established or acquired corporation.
 - b. The Board of Directors of the Parent Corporation and the local law shall determine the size of the Board of Directors of the parented, established or acquired corporation.

- c. The Board of Directors of the Parent Corporation may enlarge itself, where it sees fit, to encompass the Board of Directors of the parented, established or acquired corporation, thereby making the two Boards coextensive, coequal and congruent.
- d. No Board of the parented, established or acquired corporation shall have the power to dissolve, alter, destroy or otherwise change the nature of its relationship with the Parent Corporation without the express consent and authorization of the Parent Corporation, CMSA's voting majority.

C. SIZE

The Board of Directors of CMSA shall consist of no less than five (5) and no more than eleven (11) members. The Voting Majority of CMSA shall elect five (5) members of the Board. The Board, by majority vote, may determine how many of the remaining available positions on the Board shall be filled in order to further the goals and programs of the organization. The Board, by majority vote, may elect individuals to fill any available positions on the Board.

D. VOTE & TERM OF OFFICE

All members of the Board elected by the Voting Majority shall serve for two (2) years from the date on which they were elected. In case of resignation, removal or vacancy by reason of illness or death, the Board, by majority vote, shall make an appointment to fill the seat until the next election.

E. VOTING & PROXIES

Each member of the Board shall have one (1) vote and each Member shall have the right to assign his or her voting right to a proxy, provided he or she shall specify this assignment in writing to the Board in advance of its exercise, and shall specify in his or her writing the time interval and purpose and manner for which the proxy may be used. A proxy vote shall not constitute attendance.

F. QUORUM

The following table shall be utilized to determine whether a quorum of the members of the Board of Directors is present so that business may be conducted:

If the Number of Board Members is:	Then a quorum is:
5	3
6	4
7	4
8	5
9	5
10	6
11	6

G. CHAIRPERSON

The Board of Directors shall elect a President who shall preside and officiate at all meetings of the Board. He/she shall have the power to designate an alternate Chairperson to serve in his/her absence from the membership of the Board. He/she shall supervise and initiate all investigation leading to the removal of a Director, except him/herself, in which case an alternate shall serve. The Chairperson shall be elected by majority vote of the Board, and shall serve until a majority of the Board shall call for a change in Chairpersonship.

H. MEETINGS

The Board of Directors shall meet at least six (6) times a year; in the months of January, March, May, July, September and November. Any three (3) Members of the Board may call a special meeting of the Board upon notice. In the event of a special meeting of the Board, at least one (1) week's notice must be given all Board Members or their proxies, in writing, unless a dire and utter emergency is encountered, in which case a meeting may be convened any time after advance notice is given. The business to be conducted in the meeting shall be specified in the notification. All general meetings of the Corporation shall be conducted under the Robert's Rules of Order.

I. REMOVAL FROM OFFICE

A Director may be removed from office provided if it can be shown that he or she has:

1. Failed to fulfill his or her duties and functions, or
2. Manifested no interest or desire to serve the interest of the Corporation, or
3. Assaulted the integrity or threatened the person of fellow Board Members, or
4. Shown him or herself to be incapable of action or responsibility, or
5. Failed to attend three (3) consecutive meetings of the Board.

J. PROCEDURE FOR REMOVAL

The office of Director may be vacated and the Director occupying it removed in the following manner:

1. When it shall seem necessary to the well being of the Corporation (CMSA) that a Director be removed, those Directors seeking the removal of a fellow Board Member shall first place before the Chairperson of the Board a written statement calling for an investigation leading to the removal of the challenged Director, and setting forth the reason(s) why this course of action is sought.

2. Having been given a written statement as before described, the Chairperson shall initiate an investigation of the reason(s) set forth in the statement, and shall involve actively in the investigation at least one (1) other Board Member, who shall be from the Members NOT involved with the challenge.
3. The Chairperson shall inform the challenged Director, as well as the Members of the Board, of receipt of the statement and the initiation of the investigation. This shall be done in writing directly to each Member or his or her proxy immediately upon beginning the above process.
4. The Chairperson shall invite the challenged Director to prepare and present a defense against the charges and shall call a meeting of the Board for the purpose of holding a hearing and taking a vote.
5. The Chairperson shall officiate at the hearing.
6. All charges, defenses and results of the investigation shall be presented at the hearing. An opportunity must then be provided for the Board Members to ask questions and obtain answers. If the Board unanimously requests it, the hearing may be recessed and reconvened at the Boards discretion.
7. With the conclusion of the period of questioning, all parties to the challenge (investigator, challenger(s), and the challenged shall be allotted time to summarize and present final arguments.
8. The Chairperson shall close all arguments after sufficient time and shall instruct the Board to deliberate upon the matter for a period of time to be agreed upon by majority vote of the Directors, excluding the challenged Director, but which shall not exceed forty-eight (48) hours.
9. At the close of the deliberation period, the Chairperson shall call for a vote among the Board Members, excluding the challenged Director, to decide whether the challenged Director may be removed from office.
 - a. Where a legal meeting of the Board has been convened in the matter of removal, and a vote is called, a majority vote (at least fifty-one percent of the TOTAL Board eligible to vote) in favor of removal shall be required before the challenged Director may be removed.
 - b. Where a legal meeting of the Board has been convened in the matter of removal, proxy votes WILL NOT be allowed.
10. Removal of a Director from office shall not effect his or her membership in the Corporation (CMSA).

K. RETIREMENT/RESIGNATION

A Director may either retire or resign from the Board by filing a written notification two (2) weeks in advance if the intended action. A Board Member's retirement or resignation shall not effect his or her membership in the Corporation (CMSA).

L. DEATH

In the event of the death of a Member of the Board, his or her office shall be considered vacated without complication provided it shall be definitely established that he or she is dead.

M. ELECTIONS

All elections for Members of the Board of Chicago MSA shall be held in the month of July, with nominations for candidates taken in the month of June. All members will be notified by mail of the election, and at least one public notice shall be disseminated via a gay community mode of communication.

1. Election to the Board shall be conferred by a majority vote (at least 51%) of those voting members of CMSA gathered in convention at a specified place, date and time, or by such method deemed appropriate by the Board.
2. Board President, Secretary and all Members at large are elected in even numbered years. Vice President and Treasurer shall be elected in odd number years.
3. Voting shall be done by secret ballot.
4. Proxy voting and absentee voting shall not be allowed.
5. All appointed Board Members shall be up for election at the next election.

III. CORPORATE OFFICERS

A. TITLE

1. President
2. Vice President (one or more)
3. Secretary
4. Treasurer

B. ELECTIONS

All Corporate Officers shall be elected each year by majority vote of the Board of Directors, in the month of July.

C. DUAL OCCUPATION

There shall be NO DUAL OCCUPATION of office by any individual.

D. DESIGNATION BY DIRECTORS

The Board of Directors may designate the Officers of the Corporation by other titles as it may later specify.

E. REQUIREMENTS

All Corporate Officers must be members of CMSA, Members of the Board and at least eighteen (18) years of age.

F. REMOVAL FROM OFFICE

Any Officer elected by the Board of Directors may be removed whenever, in its judgement, the best interests of the Corporation will be served. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Office so removed.

G. PROCEDURE FOR REMOVAL

The challenge and procedure for removing a Corporate Officer shall be the same as that of removing a Member of the Board, set forth in Sections I and J/Article II. Removal of a Corporate Officer shall not effect his or her membership on the Board nor that of the General Membership.

H. DUTIES

The duties of the Officers shall be those specified in writing by the Board of Directors.

PRESIDENT: The duties of the President shall be to manage, lead, oversee and conduct the business of the Corporation. He or She shall be subordinate only to the Board of Directors, and shall be charged with carrying out the directives, fulfilling their guidelines, and achieving the goals and purposes they specify. He or she shall be superordinate to all other officers within the Corporation in their corporate functions and shall be charged by the Board of Directors to supervise the work of all other Corporate Officers and exercise his or her right to executive decisions over them. On the matters affecting the activity of the Board of Directors, the Board on all action affecting the structure and staffing of the Corporate Officers shall consult the President. The President shall be expected to hold regular corporate office business meetings at his or her own calling. Further, shall have the power after the Board of Directors to define the latitude of discretionary power exercised by other Officers, but in no way may countermand or overrule the action of the Board. The President shall see to it that the decisions of the Board are carried out, making reports regularly to the Board concerning his or her activities and the conduct of corporate business. The President shall serve as ex officio member of all committees to CMSA.

VICE PRESIDENT: The Vice President shall be next in succession after the President and shall be charged with assisting the President in all his or her duties. The Vice President shall assume control of the Corporation at the request of the President or whenever the President shall be so incapacitated as to be incapable of the exercise of the duties of that office. In the event of the Vice President assuming office, the Board of Directors must be immediately notified and consent to leadership by the Vice President, and that such assumption shall not take place over its veto. When the President is again able to fulfill his or her duties, the Vice President shall stand down from office. The Vice President shall be assigned specific supervisory duties within the Corporation and shall be placed in charge of some or all of the subordinate officers within the corporate structure by the President.

SECRETARY: The Secretary shall be responsible for all records and correspondence for the corporation. The secretary shall be present and take minutes of all corporate meetings where his or her presence is required. He or she shall maintain a complete file and data system for the Corporation and shall be charged with notifying all Officers of business meeting. Copies of all records shall be maintained one (1) copy of all records and correspondence shall be made available to the President and Vice President. Any correspondence, records, purchase orders, vouchers or memos issued by any segment of the Corporation in the conduct of corporate business, shall be at least duplicated with one (1) copy sent to the secretary. Whenever so designated, correspondence will be handled through the Secretary's office. He or she shall furthermore be charged with the supervision of all executive office personnel. The Secretary shall also be charged with the counting of all votes cast by the general membership, in secrecy or by call of the roll.

TREASURER: The Treasurer shall be charged with the management and supervision of all corporate funds, fiscal resources and properties. The Treasurer shall be responsible to the President and thence to the Board of Directors. He or She shall be required to maintain complete and accurate financial records on all exchanges, cash expenditures, sales, leases and/or monetary manipulations shall issue from the Treasurer's office. He or she shall see that all fiscal operations are conducted according to the desires and aims of the Board of Directors and the President and Vice President. The Treasurer shall supervise all fiscal personnel and shall report to the President on the corporate financial status at each business meeting and shall make him or herself available to the Board of Directors for consultation. The Treasurer shall be charged with the management of all payroll operations and he or she shall be responsible for all supervision of all fund raising activities. All disbursements from the Corporate Treasury will be required to be in the form of a draft or check; such draft or check shall require two (2) or four (4) signatures.

I. POWERS

All Corporate Officers shall be superordinate to all corporate personnel who may be elected or appointed throughout Chicago MSA's corporate structure.

J. INCAPACITATION

In the event of catastrophe incapacitating one or more of the Officers, the succession to the Corporate leadership shall be fixed as follows:

1. President
2. Vice President (if more than one, the sequence shall be designated by the President)
3. Secretary
4. Treasurer

The highest-ranking Officer in this sequence shall assume the duties of the President until a higher Officer shall be capable of assuming them, or until the Board of Directors shall meet and elect new Officers.

IV. ATHLETIC DIVISIONS

A. GENERAL PROVISION

The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one (1) or more Committees to oversee the workings of any of its Athletic Divisions. Each of these committees shall have at least two (2) Board Members in their constituency. These committees shall have delegated to them responsibility for fulfilling whatsoever purpose their establishment specifies.

Notwithstanding, these Committees shall NOT have the powers or authority to:

1. Amend, alter or repeal the Bylaws.
2. Elect, appoint or remove any member of a Committee, a Director or an Officer of the Corporation.
3. Amend the Articles of Incorporation.
4. Adopt a plan of merger or consolidation with another Corporation.
5. Divorce itself from the Corporation (CMSA).
6. Authorize the sale, lease, exchange or mortgage of any of the assets or property of the Corporation.
7. Authorize voluntary dissolution of the Corporation or revoking proceedings thereof.
8. Amend, alter or repeal any resolution of the Board of Directors.
9. Adopt a plan for distribution of corporate assets.
10. Enter into any contract or contractual agreement binding the Corporation without the express authority and permission of the Board of Directors.

All Committee Members shall, at all times, be under the authority of the Board of Directors.

B. FUNDING

1. All Committees or Athletic Directors of all Athletic Divisions shall be allocated funds from the Corporate Treasury in the course of their season of operation. These funds shall at all times be under the direct control of the Board of Directors, unless the Board deems it appropriate for Athletic Divisions to operate their own accounts.
2. Where an Athletic Division exists having received no actual initial funding from the Board, such Division's funds, however so accumulated, shall be under the direct control of the Board of Directors.
3. All allocated funds not exhausted during an Athletic Division's season of operation shall revert to the control of the Board of Directors within two (2) weeks after its season is completed. (Where such Division is one of Special Events, then such funds shall revert to the control of the Board within one (1) week after the Event.) All remaining funds are to be received by the Corporate Treasurer, along with a financial statement of expenditures, income and assets held for that season (or Special Event) within the time frame set forth above.
4. Within the exception of the funds directly allocated a Committee or Athletic Director of an Athletic Division for the performance of its activity, no Committee may in itself, allocate or spend neither in currency, promissory note or binding verbal agreement, any funds in excess of its initial allotment from the Board without approval through majority vote of the Board.

C. PERFORMANCE

1. All Committees or Athletic Directors of all Athletic Divisions are obligated to fulfill to the best of their ability the purpose for which they were established.
2. All Committees or Athletic Directors must be ready to execute any schedule of date and/or time, when such execution is expected or required by the Board and/or General Membership.
3. All Committees are to elect a Representative to the Board by a vote taken amongst its ranks.
4. It will be the responsibility of each Committee or Athletic Director of each Division to have ready the necessary goods and services required for the performance of any athletic or social function sponsored by CMSA, for which it is in charge.
5. All Committees or Athletic Directors are obligated to acquire any needed assistance or advise, well in advance (no less than two months from their schedule date of operation as determined by the Board) for any LEAGUE competitions.

6. All Committees or Athletic Directors will establish, by majority vote, the rules and regulations under which they shall operate their respective Divisions. Such rules and regulations must be approved by the Board of Directors. Notwithstanding, no rules and regulations of a Committee can violate the Corporation's Article, Bylaws or Board Policy or any applicable state or federal statutes. In the event of any questions, the authority of the Corporation Bylaws and Articles shall remain supreme.
7. The Committee Representative or Athletic Director of any Division is obligated to be present at any Board meeting, when notified that he or she is required to do so.
8. Each Committee or Athletic Director **MUST** file a complete report regarding its performance in carrying out divisional activities of CMSA.

D. LITIGATION

Each Committee or Athletic Director has the complete and total responsibility of holding the Corporation harmless from any legal liabilities or obligatory binds incurred as a result of the operations of that Athletic Division for which it is in charge. Moreover, each Committee must assume, as a condition of its operation within the Corporation, full and unquestioned responsibility for any legal expense liabilities or penalties resulting from its actions. The Board may purchase liability insurance for its Directors, Officers or Athletic Directors or Committees.

E. DISBANDMENT

By authority of the Board of Directors, a Committee or Athletic Director of an Athletic Division will be dissolved after all reports have been received and approved. It shall be at this time that all Committee members shall be relieved of all responsibility and authority.

Such Athletic Division shall then remain dormant until activated by the Board of Directors, at which point a new Committee shall be formed and charged with carrying out that Division's activity.

V. MEMBERSHIP

A. GENERAL VOTING MEMBERSHIP

Each person wishing to become a Member of Chicago MSA must be eighteen (18) years of age, and sign a release form issued by CMSA.

Where an individual is under eighteen (18) years of age, he or she may still become a Member of CMSA by receiving consent from a parent or guardian on a release form, such form which must be notarized.

B. MEMBERSHIP DUES

All Members of Chicago MSA shall pay yearly dues, the amount of which shall be determined by the Board of Directors.

C. RIGHTS & PRIVILEGES

The Member shall be entitled:

1. To participate in any and all athletic and social functions sponsored by CMSA. His or her participation shall be governed by the Corporate Bylaws and its rules and regulations.
2. To attend all OPEN meetings of the Board of Directors held throughout the year.
3. To one (1) vote in any general meeting where such issue arises calling for a vote of the CMSA Membership.
4. To nominate potential new members to the Board, from amongst its ranks, at a meeting scheduled in the month of May for such purpose. Further, shall be entitled to elect from those nominees, by majority vote of the members gathered in convention, the new members to the Board of Directors.
5. By virtue of his or her membership status, to be nominated and thence elected to the Board of Directors of CMSA.

D. OBLIGATION OF MEMBER

Any individual who has been issued a membership in Chicago MSA must follow the rules and regulations set forth by the Board as well as those rules and regulations set forth by the Committee(s) or Athletic Director(s) for the Division(s) in which he or she has chosen to participate.

E. REVOCATION OF MEMBERSHIP

1. Where such Member of the Corporation has deliberately, repeatedly or grossly violated any Bylaw, rule or regulation set forth by the Board of Directors; the Committee(s), Athletic Director(s) of the Division in which he or she is participating at the time of violation, such member will forfeit all rights and privileges of CMSA Membership. Revocation of Membership shall last such period of time as determined by the Board of Directors.
2. The vote of revocation shall be by majority rule of the Board of Directors, at a special meeting called for the purpose of deciding upon the issue of revocation.

F. AMENDING BYLAWS

The Power to amend bylaws of the Corporation shall be vested in the CMSA Membership or the Board with notice to the Membership, when gathered in convention.

VI. PRESS RELEASE

Any and all news releases to the media concerning any and all corporate affairs must be in writing and approved by a majority vote of the Board of Directors. The responsibility of seeing to the accuracy of any release shall be charged to the Corporate Officers. The Board, if it so chooses, may elect to suspend approval on specified types of news release, charging an authorized individual with that responsibility.

VII. CATASTROPHE

In the event of the loss of the majority of the Members of the Board of CMSA, the surviving Directors shall call an emergency meeting of the CMSA Membership. The Membership shall then nominate and elect new Directors to the Board to the full number specified in the Bylaws of CMSA.

VIII. DISSOLUTION

The Corporation may be dissolved either voluntarily or involuntarily, only in the manner prescribed by Illinois State Law.

IX. ENJOINMENTS

All Officers of Chicago MSA and Directors are especially enjoined from engaging in political activity in the Corporate name, or from using the Corporate facilities or resources in the furtherance of political cause. Chicago MSA may not engage in any political activity; however, this may not be construed as to violate any individual's rights as a private citizen of the United States of America, under the Constitution and the Bill of Rights.

X. RENUMERATION

In conformity with Illinois Law the net earnings of the Corporation are not distributable to its members, Officers or Directors. The Directors may not be paid any sum in return for their functioning as Directors of the Corporation. However, the Corporation may pay salaries for employees of the Corporation and reasonable compensation for services rendered in the furtherance of its goals and purposes.

XI. PROTOCOL

For all matters not specifically dealt with in the Articles of Incorporation or these Bylaws, the Illinois Not-for-Profit Corporations Act applies as specifically stated within Illinois State Law. The Corporation and its Officers and Directors may not at any time knowingly act in such a manner to violate the law.