

## BY-LAWS OF MOMS AND MORE

### ARTICLE 1

#### NAME; OFFICES AND REGISTERED AGENT; BOOKS AND RECORDS

Section 1.1 Corporate Name. The name of the corporation, as incorporated and existing under and by virtue of the General Not For Profit Corporation Act of the State of Illinois (hereinafter referred to as the "act"), shall be "Moms and More, Inc." (hereinafter referred to as the "Corporation").

Section 1.2 Principal Office. The Corporation shall have and continuously maintain a principal office as such location in the State of Illinois as the Board of Directors of the Corporation (hereinafter referred to as the "Board of Directors" or the "Board") shall from time to time determine. The Corporation may have such other offices, within or without the State of Illinois, as the Board shall from time to time determine.

Section 1.3 Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Illinois in accordance with the requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

Section 1.4 Books and Records. The books and records of the Corporation shall be kept at its principal office or at such other place or places as the Board of Directors shall from time to time determine.

### ARTICLE 2

#### PURPOSE

Section 2.1 Purpose. Moms and More is a non-profit organization whose mission is to improve the lives of women within the community; through all the stages, phases and transitions of motherhood.

Section 2.2 Exempt Status. The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Section 2.3 Profits and Activities. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or 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 in Sections 2.1 and 2.2 of this Article. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not

carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue code of 1986, or the corresponding section of any future federal tax code, contributions to which are deductible under Section 170(a) of such Code.

Section 2.4 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making a provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as said court shall determine, which are organized or operated exclusively for such purposes.

## ARTICLE 3

### MEMBERS

Section 3.1 Classes of Members. The Corporation shall have one class of members, designated as "Members." The Board of Directors may establish one or more other classes of Members, the eligibility for, and rights and responsibilities of which shall be established by resolution of the Board.

Section 3.2 Membership. Membership in the Corporation shall be by written application filed with the Secretary of the Corporation or other person as designated by the board, subject to any required Board approval and the payment of any dues established by the Board of Directors.

Section 3.3 Expulsion, Suspension and Censure. The Board of Directors may expel, suspend or censure any Member by a majority of the members of the governing board entitled to vote at any regular or special meeting of which notice in writing shall be have given to such Member, whenever it is judged to be in the best interests of the Corporation. The Member with respect to whom action has been proposed shall be entitled to be heard by the Board before any such motion is acted upon.

Section 3.4 Resignation. Any Member may resign Membership in the Corporation by filing a written resignation with the Secretary of the Corporation or other such person as designated by the Governing Board.

Section 3.5 Reinstatement. Upon written request signed by a former Member of the Corporation filed with the Secretary or other such person as designated by the Governing Board of the Corporation by the affirmative vote of a majority of the Directors present and voting at any regular or special meeting thereof, may reinstate such former Member who has been expelled, suspended, or censored to Membership upon such terms as the Governing Board may deem appropriate. Payment of dues will reinstate a lapsed member with no approval necessary.

Section 3.6 Transfer of Membership. Membership in the Corporation is neither transferable nor assignable.

Section 3.7 Rights of Members.

(a) Voting Rights: Each Member shall be entitled to one full vote for each Director nominated to serve on the Governing Board. Voting for Directors shall be noncumulative.

In addition, each Member shall be entitled to one full vote on the approval of the initial By-laws, any proposed amendment to the Articles of Incorporation or these By-laws, and any other matter to which they are entitled to a vote by law or under these By-laws.

(b) Holding Office: Any Member may hold the offices prescribed by these By-laws.

Section 3.8 Reimbursement and Compensation. The Members of the Corporation shall serve without compensation. Members shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of duties as Members if such expenses are authorized or deemed reasonable by the Governing Board.

## ARTICLE 4

### MEETINGS OF MEMBERS

Section 4.1 Bi-Annual Meetings of Members. A bi-annual meeting of the Members shall be held in April and October of each year for the purpose of electing Governing Board members, and for the transaction of such other business as may come before the meeting. The Board of Directors shall designate the place, day and time of such meeting. Failure to hold an annual meeting of the Members by the time designated herein shall not work a forfeiture or dissolution of the Corporation. If the election of Directors shall not be held by the day designated herein for any annual meeting of the Members, or at any adjournment thereof, the Executive Director or the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently may be held.

Section 4.2 Special Meetings of Members. Special meetings of the Members may be called either by the Board of Directors, Governing Board, or not less than one-tenth of the Members entitled to vote at such meeting.

Section 4.3 Place of Meeting. The Board of Directors may designate any accessible place as the place of meeting for any annual, regular or special meeting of the Members.

Section 4.4 Notices of Meetings. Communication stating the place, day and hour of any annual or special meeting of Members shall be delivered to each Member entitled to vote as of the date of the notice, not less than five, nor more than 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 20, nor more than 60, days before the date of the meeting, by or at the direction of the Board of Directors, or the secretary, or the officer of persons calling the meeting, to each member of record entitled to vote at such meeting. In case of a special meeting or one required by statute or these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered seven days after being deposited in the United States mail addressed to the Member

at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Notice of any meeting of Members may be waived in writing by the person or persons entitled to the notice, wither before or after the time of the meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting except where a Member attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened, and the Member so states for purposes of the record of the meeting.

Section 4.5 Interim Action. The Governing Board may act on behalf of the Members between meetings. A summary of Board action shall be made available to the Members prior to each Bi-annual Meeting.

Section 4.6 Proxies. Each member entitled to vote at a meeting of the Members may authorize any other Member to act for such Member by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact, but no such proxy shall be voted or acted upon after 11 months from its date, unless otherwise provided in the proxy.

Section 4.7 Quorum. A quorum for the transaction of business at any meeting of the Members shall consist of the presence in person or by proxy of one-tenth of the Members entitled to vote at such meeting, represented in person or by proxy, provided that if less than a quorum is present at any meeting of Members, the meeting may be adjourned to another time by a majority of the voting Members present without further notice.

Section 4.8 Manner of Action. The affirmative vote of a majority of the Members entitled to vote who are present in person or by proxy at any meeting of the Members at which a quorum is present shall be the act of the Members, except where otherwise provided by law or these By-laws. Voting on any question or at any election may be by voice unless the Chair of the meeting or any Member shall demand that voting be by ballot.

Section 4.9 Organization. At meetings of Members, the leader shall act as chair of the meeting or, in the absence of the leader, the co-leader shall act as chair of the meeting. The Secretary of the Corporation or, in the Secretary's absence, a person appointed by the chair of the meeting, shall act as Secretary of the meeting. The chair of the meeting shall have the right to decide the order of business for such meeting and all procedural matters, including the right to limit discussion as being unreasonably cumulative or prolonged or irrelevant.

Section 4.10 Mode of Meetings. Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment by means of which all Members participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person of such meeting.

Section 4.11 Informal Action by Members. Any action required to be taken, or which may be taken, at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either (i) by all the Members entitled to vote with respect to the subject matter thereof, or (ii) by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting. If such consent is signed by less than all of the Members entitled to vote, then such consent shall become effective only (1) if at least five days prior to the effective date of such consent a notice in writing of the proposed action is delivered to the Members entitled to vote with respect to the subject matter

thereof, and (2) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those Members entitled to vote who have not consented in writing.

## ARTICLE 5

### BOARD OF DIRECTORS

Section 5.1 General Powers. The property and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The Board may exercise all powers, rights and privileges of the Corporation, whether expressed or implied in the Articles of Incorporation or conferred by the Act or otherwise, and may do all such acts and things which may be done by the Corporation, as are not by statute, the Articles of Incorporation of the Corporation or by these By-laws directed or required to be exercised or done by the Members.

Section 5.2 Number, Tenure. Qualification and Election. The number of Directors shall be not less than three and not more than eleven. The exact number of Directors shall be fixed from time to time by resolution of the Board of Directors. Each Director shall serve a one-year term, with all Directors divided into two classes as nearly equal in number of Directors as practicable in order to stagger the terms of Directors and achieve continuity of governance of the organization:

- Class A Directors, whose terms expire at the end of the Bi-Annual Meeting of Members in the month of April; and
- Class B Directors, whose terms expire at the end of the Bi-Annual Meeting of Members in the month of October.

The number of Directors in each class shall be fixed as the Board of Directors shall from time to time determine. A Director may serve as a Director for no more than five consecutive years (inclusive of partial terms) and must remain off the Board for at least one year before being eligible to serve again as a Director; provided, however, that the foregoing limitation shall not apply to any term begun prior to February 8, 2016.

Section 5.3 Officers and Duties. There shall be four officers of the board, consisting of a senior co-leader, junior co-leader, secretary, and treasurer. Their duties are as follows:

President. The Senior Co-leader of the Governing Board will be designated The Board of Directors President. In absence of the Senior Co-Leader, the Junior Co-Leader shall act as the President. The President shall call meetings of the Board to order and shall run such meeting according to the rules of order. The Co-Leader serving as President shall not be given a second vote at Board meetings by reason of election to that position.

Secretary. In general, the powers and duties of the Secretary shall be those ordinarily incident to the office of secretary of a corporation and such other powers and duties as may be assigned to the Secretary by the Board or by the governing board. Without limiting the preceding sentence by the specification, the Secretary shall attend all meetings of the Members and of the Board and shall act as Secretary of such meetings, provided that, in the absence of the Secretary at any such meeting, the President shall designate a Member to act as secretary for the meeting; shall give or cause to be given all notices provided for or required by law, the Articles of the Incorporation or these By-laws; shall be custodian of the corporate records of the Corporation; shall be custodian of the seal of the Corporation and shall cause the seal of the Corporation to be affixed to and attested on all documents, the execution of which on behalf of

the Corporation under its seal are duly authorized in accordance with the provisions of these By-laws unless another person is authorized to do so by resolution of the Board; shall have charge of all books, records and papers of the Corporation relating to its organization and existence as a Corporation and to Membership in the Corporation; and shall maintain a record of the post office address of each Member of the Corporation which shall be furnished to the Secretary by such Member.

Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation and, in general, the powers and duties of the Treasurer shall be those ordinarily incident to the office of Treasurer of a corporation and such other powers and duties may be assigned to the Treasurer by the Governing Board. Without limiting the preceding sentence by this specification, the Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and sign checks and other bank drafts on the Corporation's accounts.

Section 5.4 Bi-Annual Meeting. A Bi-annual meeting of the Board of Directors shall be held in conjunction with the bi-annual meeting of the Members of the Corporation in each year.

Section 5.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the either co-leader, or any member of the Board of Directors. Such meetings shall be held at such time and place as may be designated in the call therefor.

Section 5.6 Notice of Special Meetings. Written notice of any special meeting of the Board of Directors shall be delivered to each Director at least three days prior. Any Director may waive notice of any meeting in writing 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, unless 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, and the Director so states for the purpose of the record of the meeting. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

Section 5.7 Quorum. A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any duly-called meeting of the Board, provided that if less than a majority of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. 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. The presence of the President is not required for the transaction of business at a duly-called meeting of the Board, where a quorum is otherwise present.

Section 5.8 Informal Action by Directors. Any action required to be taken, or which may be taken, at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 5.9 Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected by the Board to fill a vacancy shall serve until the next Bi-Annual Meeting of Members.

Section 5.10 Removal. One or more of the Directors may be removed by the Members, by the affirmative vote of two-thirds of the votes present and voted, either in person or by proxy. No Director shall be removed at a meeting of the Members unless written notice of such meeting, stating that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, is delivered to all Members entitled to vote. Only the named Director or Directors may be removed at such meeting.

Section 5.11 Resignation. Any Director may resign from the Board of Directors upon thirty (30) days prior written notice to the President. Such resignation shall be effective at the end of the thirty (30) day period unless sooner accepted by the President. The vacancy created by a Director's resignation shall be filled in accordance with the terms of Section 5.9 and Section 5.2 herein.

Section 5.12 Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any 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. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 5.13 Mode of Meeting. Members of the Board of Directors may participate in a meeting thereof by means of 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 such meeting.

Section 5.14 Reimbursement and Compensation. The Board of Directors of the Corporation shall serve without compensation. Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as Directors.

Section 5.15 Conflict of Interest. Any Director will abstain, and state his or her reason for abstention during a Board vote, when there is a conflict of interest arising between the issue to be voted on and his or her personal or financial interest.

## ARTICLE 6

### INDEMNIFICATION

Section 6.1 Indemnification. Each person who at any time is or shall have been a director, officer, employee or agent of this Corporation, or is or shall have been serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Corporation in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of these By-laws or as amended from time to time.

The foregoing right of indemnification shall not be deemed exclusive of any other right to which a person seeking indemnification may be entitled under any By-law, agreement, vote of members or disinterested directors or otherwise. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of the adoption of these By-laws or as amended from time to time.

## ARTICLE 7

### MISCELLANEOUS

Section 7.1 Books, Records and Minutes. The Corporation 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 Governing Board having any of the authority of the Board of Directors, and shall keep a record of the names and addresses of all the Members of the Corporation entitled to vote. All such books, records and minutes, both paper and electronic, shall be kept at the principal office of the corporation, or at such other place or places as the Board of Directors shall from time to time determine. All such books, records and minutes of the Corporation may be inspected by any Member, Director, or his or her agent or attorney for any proper purpose at any reasonable time.

Section 7.2 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. In no event shall any loans be made by the Corporation to its officers, Directors or Members.

Section 7.3 Leases. No leases of land, building or equipment, whether written or oral, shall be made on behalf of the Corporation, either as lessor or lessee unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section 7.4 Contracts. The Board of Directors may authorize any one or more officers of the Corporation, or any one or more agents, 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 7.5 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Governing Board.

Section 7.6 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation or other depositories as the Board of Directors shall designate.

Section 7.7 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, request or devise for the general purposes or for any special purpose of the Corporation.

Section 7.8 Fiscal Year. The Fiscal Year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

Section 7.9 Corporate Seal. The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the words "Corporate Seal, Illinois," and such other appropriate insignia and inscriptions as may be determined by the Board of Directors.

Section 7.10 Waiver of Notice. In each event whereby a notice is required to be given under the provisions of the General Not For Profit Corporation Act of 1986 or under the provisions of the

Articles of Incorporation or by these By-laws, 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 7.11 Amendment to By-Laws. These By-laws may be amended or repealed and new By-laws may be adopted at any time or from time to time by the vote of the majority of the Members of the Corporation at a duly-called meeting.