

BY-LAWS
OF
THE CHIDITAROD FOUNDATION
An Illinois Not for Profit Corporation

ARTICLE I
NAME

The name of the Corporation shall be **The Chiditarod Foundation**, and it is sometimes referred to in these By-Laws as the Corporation.

ARTICLE II
PURPOSES

The Foundation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, all for the public welfare, within the meaning of section 501(c)(3) of the Internal Revenue Code.

In particular, the Foundation is organized to solicit, accept, hold, administer, invest and disburse such property and funds as may from time to time be contributed to the Foundation for charitable, scientific and educational purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) and the operation of such other programs as determined by the Foundation's Board of Directors, pursuant to guidelines approved by the Internal Revenue Service.

Among the specific activities and undertakings of the Foundation is the following: to raise and expend property and funds for the purposes of: 1) combating hunger in Illinois; 2) financing and sponsoring, publishing, promoting and distributing research on issues important to combating hunger in Illinois; 3) providing educational programs that facilitate the discussion and debate of policy or operational matters that impact hunger in Illinois; and 4) sponsoring activities and projects that are consistent with the stated purposes within these By-Laws.

ARTICLE III
BASIC POLICIES

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any directors in their official capacities shall not be used in any connection with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

ARTICLE IV
OFFICE

The principal office of the Corporation shall be located in the City of Chicago, State of Illinois, provided that other offices of this Corporation, if any, shall be located at such other places as the Board of Directors may from time to time designate.

ARTICLE V
MEMBERS OF CORPORATION

This Corporation has been organized on a directorship basis as permitted under the Illinois Nonprofit Corporation Act. The Corporation therefore has no members.

ARTICLE VI
THE BOARD OF DIRECTORS

1. Members of the Board of Directors. The business, property and affairs of this Corporation shall be managed by its Board of Directors, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws including amendments thereto. Each director shall hold office until his resignation, removal, or disqualification to continue to be a director. A director may resign by written notice to the Corporation. Such resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. The Board of Directors shall be composed of not less than three (3) members and may be composed of such greater number as determined initially by the Incorporator, and subsequently by the Board as it shall from time to time determine.

2. Vacancies, New Directors. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors. If, because of death, resignation or other cause, the Corporation has no directors in office, a director shall be appointed by the highest-ranking officer of the Corporation, or in default thereof, by the executor, administrator, or other fiduciary entrusted with like responsibility for the person or estate of the last surviving director.

3. Power to Make By-Laws. The Board of Directors may amend, repeal or adopt new By-Laws, by majority vote of the members of the Board then in office. Provided, however, that the Board of Directors shall not be empowered to amend the By-Laws or to adopt new By-Laws which would permit the Corporation to engage in any activities which would cause the Corporation to fail to qualify or to continue to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or as a not for profit corporation under the laws of the State of Illinois.

4. Quorum and Vote of Board of Directors. A majority of the members of the Board of Directors then in office constitutes a quorum for transaction of business. The vote of the majority of the members of the Board of Directors present at a meeting at which a quorum is present constitutes the action of the Board of Directors, provided, however, that amendment of the By-Laws by the Board of Directors requires the vote of not less than a majority of the members of the Board of Directors then in office.

5. Power to Elect Officers. The Board of Directors shall select a President, a Secretary and a Treasurer.

6. Power to Appoint Other Officers and Agents. The Board of Directors may appoint such other officers and agents as the Board may deem necessary for carrying out the purposes of the Corporation. All officers and agents of the Corporation shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be delegated to them from time to time by the Board of Directors.

7. Removal and Resignation of Officers.

(a) Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

(b) An officer may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at the subsequent time specified in the notice of resignation.

8. Power to Fill Vacancies. The Board shall have power to fill any vacancy in any office occurring for any reason whatsoever.

9. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may, to the extent not inconsistent with any federal, state or local law governing not for profit corporations, the Articles of Incorporation of the Corporation, or these By-Laws, delegate all or any of the powers and duties of any officer to any other officer or director.

10. Organizational Meeting of the Board. An annual meeting of the Board of Directors shall be held on such date as the Board of Directors shall determine, for the purpose of electing officers and transacting any other business properly brought before it.

11. Place and Notice of Meetings of the Board of Directors.

(a) Regular or special meetings of the Board may be held either within or without the State of Illinois.

(b) A regular meeting may be held without notice. A special meeting shall be held upon notice as prescribed by Section 13 of this Article VI. Attendance of a director at a meeting constitutes a waiver of notice of the 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, a regular or special meeting need be specified in the notice or waiver of notice of the meeting.

(c) A member of the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection constitutes presence in person at the meeting.

12. Regular Meetings of Board. Regular meetings of the Board of Directors shall be held not less frequently than annually at such time and place as the Board of Directors may from time to time determine. If regular meetings of the Board are provided for by action of the Board of Directors, and notice of such provision is given to each of the directors, no further notice of such regular meetings of the Board shall be required.

13. Special Meetings of Board. A special meeting or special meetings of the Board may be called at any time by the President or any other member of the Board, by written notification to each director briefly setting forth the time and place and purpose of the meeting, such notice to be dispatched (by air mail, by regular or certified or registered mail, telegram or cable as circumstances warrant) at least ten (10) days (exclusive of Saturday, Sunday and holidays) in advance of such meeting. Action taken at any such meeting shall not be invalidated for want of such notice if such notice shall be waived as hereinafter provided.

14. Action by the Board of Directors Without a Meeting. Action required or permitted to be taken pursuant to authorization voted at a meeting of the Board or by the Executive Committee may be taken without a meeting if, before or after the action, all members of the Board or the Executive Committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board or the Executive committee for all purposes.

15. Notice and Mailing. All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued (as, "by order of the President", or "by order of the Board of Directors," as the case may be) and shall bear the written or printed signature of the Secretary or other person issuing the same. When a communication is required or permitted to be given by mail, it shall be mailed to the person to whom it is directed at the address designated by him for that purpose or, if none is designated, at his last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States postal service. The mailing shall be registered, certified or other first class mail. Every notice shall be deemed duly served when the same has been mailed as herein provided.

16. Waiver of Notice. When, under Illinois law as now existing or as may hereafter be amended, or under the Articles of Incorporation of this Corporation, or under these By-Laws or by the terms of an agreement or instrument, this Corporation or the Board may take action after notice to any person or after lapse of a

prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken or, in a case of a member, by his attorney-in-fact, submits a signed waiver of such requirements.

ARTICLE VII
COMMITTEES

1. The Board of Directors may establish an Executive Committee of members of the Board, which shall be composed of such members of the Board as the Board shall designate. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the affairs of the Corporation between the meetings of the Board.

2. The Board may designate one (1) or more other committees, each committee to consist of one (1) or more of the directors of the Corporation, and may include one or more members of the Corporation. The Board may designate one (1) or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the Board.

3. A committee to the extent provided in the resolution of the Board, may exercise all powers and authority of the Board in management of the business and affairs of the Corporation. However, such a committee does not have power or authority to do any of the following:

- (a) Amend the Articles of Incorporation.
- (b) Adopt an agreement of merger or consolidation.
- (c) Recommend to members the sale, lease or exchange of all or substantially all of the Corporation's property and assets.
- (d) Recommend to members a dissolution of the Corporation or a revocation of a dissolution.
- (e) Amend the By-Laws of the Corporation.
- (f) Fill vacancies in the Board of Directors.
- (g) Fix the compensation of the directors for serving on the Board or a committee.
- (h) Cancel or terminate a members membership.

ARTICLE VIII
OFFICERS

The officers of the Corporation shall consist of the following:

1. The President who shall preside at all meetings of the Corporation and of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these By-Laws or assigned to him by the Corporation or by the Board of Directors; and shall coordinate the work of the officers of the Corporation in order that the purposes may be promoted.

2. Such Vice President or Vice Presidents as the Board may designate by resolution from time to time who shall perform the duties and exercise the powers of the President during the absence or disability of the President, and such other duties as shall be assigned from time to time by the President or by the Board of Directors.

3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to him.

4. The Treasurer who shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors. The Treasurer shall present a financial statement at every meeting of the Corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to the requirements of the By-Laws.

The Treasurer's accounts may be examined annually by an auditor as shall be selected by the Treasurer and approved by the Board of Directors.

5. All officers shall:

(a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time.

(b) Deliver to their successors all official material not later than ten (10) days following the election of their successors.

ARTICLE IX

REMUNERATION AND REIMBURSEMENT

The directors and officers of the Corporation shall receive such reasonable remuneration, if any, in connection with the performance of services for the Corporation as an officer or director, as the Board shall determine from time to time. The Board of Directors may authorize the reimbursement of expenses of officers or directors of the Corporation for out-of-pocket expenses actually incurred by any such officer or director on behalf of the Corporation. **In no event, however, shall the Board of Directors authorize, nor shall the Corporation pay, remuneration to any officer or any other persons if payment thereof would cause the Corporation or the officer (or other person) to be subject to any penalty excise taxes under the provisions of the Internal Revenue Code of 1986 or would cause the Corporation to lose its status as an organization qualified to be exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986.**

ARTICLE X

CORPORATE BOOKS AND RECORDS

The Corporation shall keep books and records of account and minutes of the proceedings of its Board and Executive Committee, if any.

ARTICLE XI

INVESTMENTS

The funds and assets of the Corporation shall be invested in such a manner as to enable the Corporation to carry out its exempt purposes, and in such a manner so as not to cause the Corporation, or any of its officers or directors, to be subject to any federal penalty excise taxes imposed on private foundations under the provisions of the Internal Revenue Code of 1986 (or similar penalty taxes under the laws of the State of Illinois).

ARTICLE XII

FISCAL YEAR

The fiscal year of the Corporation shall be as determined by the Board of Directors.

ARTICLE XIII

DUTY OF DIRECTORS AND OFFICERS

A director or an officer shall discharge the duties of his position in good faith and with that degree of diligence, care and skill which an ordinary prudent man would exercise under similar circumstances in a like position. In discharging his duties, a director or an officer, when acting in good faith, may rely upon the opinion of counsel for the Corporation, upon the report of an independent appraiser selected with reasonable care by

the Board, or upon financial statements of the Corporation represented to him to be correct by the President or the officer of the Corporation having charge of its books of account, or stated in written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Corporation.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

1. Actions other than Actions be or in the Right of the Corporation.

The Corporation shall 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 is or was a director, officer, agent, or a volunteer worker of the Corporation, or is or was serving at the request of the Corporation, as director, officer, volunteer worker 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 him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his 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 is reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.

2. Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party to 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 he is or was a director, officer, volunteer worker or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, volunteer worker or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except 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 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 circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. Indemnification against Expenses.

(a) To the extent that a director, officer, volunteer worker or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2 of this Article XIV, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

(b) Any indemnification under Sections 1 or 2 (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, volunteer worker or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 and 2. Such determination shall be made in either of the following ways:

(i) By the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding.

(ii) If such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

In no event, however, shall the Board of Directors authorize, nor shall the Corporation pay, indemnification to any officer or any other persons if payment thereof would cause the Corporation or the officer (or other person) to be subject to any penalty excise taxes under the provisions of the Internal Revenue Code of 1986 or would cause the Corporation to lose its status as an organization qualified to be exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

4. Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 or 2 may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Subsection (2) of Section 3 upon receipt of an undertaking by or on behalf of the director, officer, volunteer worker or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

5. Other Agreements, Duration. Nothing contained in Sections 1 to 4 shall affect any rights to indemnification to which persons other than directors and officers may be entitled by contract or otherwise by law. The indemnification provided in Section 1 to 4 continues as to a person who has ceased to be a director, officer, volunteer worker or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XV

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the organization, assets shall only be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to one or more organizations exempt from tax under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state and local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located, exclusively for charitable purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

Adopted by the Board of Directors on October 7, 2012.