

**BYLAWS
OF
WHEATON LEADERSHIP PRAYER BREAKFAST, INC., an
Illinois Not For Profit Corporation**

ARTICLE I. NAME; STATUS; HISTORY

Section 1.01 Name: The name of this organization is Wheaton Leadership Prayer Breakfast, Inc., an Illinois Not For Profit Corporation (sometimes hereinafter the “Corporation”) until such time as it is formally amended by appropriate Resolution and the filing of all necessary forms with the Secretary of State and any other necessary entities.

Section 1.02 Type: The Corporation is an Illinois not for profit corporation incorporated under the Illinois General Not For Profit Corporation Act of 1986, as amended, or any successor statute thereto (the “NFPC Act”).

Section 1.03 Acknowledgement: The Corporation and its founders and incorporators acknowledge the hard work of the Wheaton Leadership Prayer Breakfast Committee, a voluntary unincorporated association (the “Former Association”), which was founded in 1986 as an initiative by the public affairs director of Wheaton College and friends in government and business in Wheaton. Its purpose was to bring together City of Wheaton businessmen and women, and civic leaders, in order to pray for our leadership. The Corporation was formed and is intended to continue the work of the Association, and gladly embraces similar ideals and purposes.

ARTICLE II. PURPOSES

Section 2.01 Biblical Foundation: The Corporation is founded upon the Christian faith, with particular attention to the following two areas of scripture:

- (a) Romans Chapter 13, Verses 1 through 7, including but not limited to verse 1c, which provides that there is no authority except from God, and those that exist have been ordained of God; and
- (b) I Timothy 2:1-2, which instructs us to "Pray for all that are in authority."

Section 2.02 Purposes: The purposes for which the Corporation is organized are as follows:

- (a) to promote awareness of the spiritual dimension of civic leadership, and assist civic leaders in and around Wheaton, Illinois, in recognizing that leadership is ordained of God and that guidance for leaders is provided by God; and
- (b) to host an annual prayer breakfast event (the “Prayer Breakfast”) designed to:
 - (i) recognize the important role of leaders in our society today;
 - (ii) express appreciation for the commitment to service of local leaders;

- (iii) call upon the community to pray for God's endowment of wisdom upon local leaders; and
- (iv) inspire local leaders to come forth with courage and lead with conviction, consistent with God's will and calling upon them.

Section 2.03 Additional Purposes: In addition, the Corporation may, upon the vote of the Board and without amending these Bylaws, adopt other purposes:

- (a) not inconsistent with these Bylaws to the extent the same are powers conferred upon Illinois not for profit corporations formed under the NFPC Act; and
- (b) subject to limitations and conditions as are or may be prescribed by law, such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or are necessary or incidental to, the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that only such powers shall be exercised, as are in the furtherance of the exempt purposes of the organization, set forth in Section 501(c)(3) of the Internal Revenue Code of 1954, as it now exists, or as it may hereafter be amended.

Section 2.04 Prayer Breakfast Planning: The Prayer Breakfast shall be planned by the Board who shall be local citizens whose members affirm the Biblical principles of leadership and profess a lifestyle of Christian faith and practice.

Section 2.05 Invitees: Invitees of the Prayer Breakfast shall include, but shall not be limited to, local government officials, school and park board members, Chamber of Commerce leaders, and civic, business, and religious constituencies. The Board shall endeavor to include people from every civic and political group, and from every church in the City of Wheaton.

Section 2.06 Prayer Breakfast Foundation: The Prayer Breakfast shall acknowledge the Biblical truth of God's sovereignty in society, and uphold the example of Jesus Christ, God's only Son and Savior of all who believe in Him, and who took the role of a servant.

Section 2.07 Prayer Breakfast Components: The Prayer Breakfast, therefore, should be characterized by the component parts of prayer, selected scripture readings, appropriate sacred music, recognition of leaders, response by the Mayor of Wheaton or other appropriate local leader, and a keynote speaker. Criteria for speaker selection should include the individual's known Christian faith, role in national (or regional) life, communication skills, and insight for addressing the purpose of the Prayer Breakfast.

Section 2.08 Additional Scriptural Guidelines: Guideline scriptural texts for the Corporation in general and the Prayer Breakfast in particular include the following:

- (a) Everyone must submit himself to the governing authorities, for there is no authority except that which God has ordained. The authorities that exist have been established by God. -Romans 13:1

- (b) I urge, then, first of all, that requests, prayers, intercession and thanksgiving be made for everyone for kings and all those in authority, that we may live peaceful and quiet lives in all godliness and holiness. - I Timothy 1:1-2
- (c) For dominion belongs to the Lord and He rules over the nations.- Psalm 22:28
- (d) For even the Son of Man (Jesus Christ) did not come to be served, but to serve, and to give His life as a ransom for many.- Mark 10:45
- (e) Righteousness exalts a nation, but sin is a disgrace to any people. - Proverbs 14:34

Section 2.09 No Pecuniary Benefit to Members: In the Prayer Breakfast the Corporation has members as the term is used in Section 107.03 of the NFPC Act (hereinafter a “Member”), no part of the net earnings of the Corporation shall inure solely to the benefit of any Member, Director, trustee, or Officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered or products provided to or for the Corporation affecting one or more of its purposes. No Member, Director, trustee, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 2.10 Dissolution Distribution to Continue Purposes: Upon dissolution of the Corporation and/or the winding up of its affairs, the assets of the Corporation, if any, shall be distributed exclusively to, or for the benefit of first, any successor Section 501(c)(3) organization to the Corporation, and second, if there is no such successor corporation, to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably-related to the purposes and goals of the Corporation, as may be determined by the Board in its sole discretion, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets, or income of the Corporation, in the event of dissolution thereof, be distributed to the directors, members or Officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose.

Section 2.11 Limitations: None of the foregoing purposes are intended or shall be construed, to authorize the Corporation to engage in any activity or to do any act or thing which is expressly prohibited by any law of the State of Illinois or to engage in any act not permitted by Section 4 of the NFPC Act.

ARTICLE III. OFFICES

Section 3.01 Office: The principal office of the Corporation shall be at a place designated by the Board, as hereinafter defined. The Corporation may also maintain other offices at such places as the Board may from time-to-time appoint, or as the affairs of the Corporation may require.

ARTICLE IV. STOCK; MEMBERS

Section 4.01 No Shares of Stock: The Corporation shall not have shares of stock of any class and shall not be owned by any person or persons, trust, or corporation.

Section 4.02 Membership: The Corporation shall not have members; however, the issue of whether the Corporation shall have members in the future is left to the Board. A resolution to establish membership must, at a minimum, state whether or not there shall be more than one class, and if more than one class, the differentiation among or between each class; a determination as to qualification and election or appointment to membership; a statement of voting rights of members, including a separate statement as to voting rights for each class of members if there are more than one class; a statement as to termination of membership; a statement as to resignation of members; a statement as to reinstatement of members; a statement as to transfer of membership; a statement as to certificates of membership; and any other provision to effectively define the rights, duties or obligations of members. A resolution approving the establishment of membership shall be deemed to amend or modify the by-laws of the Corporation and shall be passed by not less than a majority of the directors voting at a meeting called for that purpose and wherein a quorum of directors are present.

ARTICLE V. BOARD

Section 5.01 Management By Board of Directors: The business affairs and property of the Corporation shall be managed and controlled by the Board as the term is used in Section 108.05(a) of the NFPC Act (the “Board” or simply the “Board”). All members of the Board (individually a “Director” and collectively “Directors”) must be residents of the State of Illinois.

Section 5.02 Board Qualifications: Qualifications to become a member of the Board shall be as follows. Each Director:

- (a) Must have made a Christian faith commitment;
- (b) Must be prepared to take responsibility for at least one task to prepare for the Prayer Breakfast; and
- (c) Must satisfy such other criteria as the current Board reasonably deems important in order for such new Director to be a positive contributing member to the Board.

Section 5.03 Director Duties: Duties of each member of the Board include, but are not limited to, the following:

- (a) Attending regular Board Meetings, unless otherwise excused for reasonable reasons;
- (b) Following through on all assigned tasks, unless otherwise excused for reasonable reasons;
- (c) Attending, participating, and working at the Prayer Breakfasts; and
- (d) Such other tasks as may be assigned by the Board.

Section 5.04 Initial Elections: The initial election of the Board shall be made by the Incorporator, or, in the event the Incorporator is unable or unwilling to so elect the initial Board, it shall be the vote of the members of the Former Association. At the first Board meeting

following each annual Prayer Breakfast (the “Annual Meeting”), the Board shall elect (an “Election”) the Board for the upcoming year. Each member of the Board shall serve for a term beginning on the day of the Election, and terminating on the day of the second Election thereafter, or a two (2) year term, whichever is longer.

Section 5.05 Board of Directors: The number of Board shall be eleven (11). The Board shall consist of the Chair, the Secretary, the Treasurer, and up to eight Directors-At-Large. Nothing contained herein shall be construed or interpreted as a limitation on the Board from operating with less than the maximum number of Board members. One of the Directors-At-Large may be designated as a “Co-Chair” to fill the role traditionally held by a “Chair-Elect”, who is anticipated to become the Chair when the Chair resigns from being the Chair. Nothing contained herein shall require an Officer to resign from the Board at the time said Officer resigns from being an Officer. At all times the Chair is serving with a Co-Chair, the vote of the Chair shall control in the event of a tie or other disagreement between the Chair and the Co-Chair. No Director shall hold more than one (1) Office at the same time. The number of members of the Board may be increased or decreased from time-to-time by amendment of these Bylaws, but no decrease in the number of members of the Board shall have the effect of shortening the term of any incumbent Director. The Chair may appoint with the approval of the Board additional non-voting members to sit on the Board as determined from time to time as advisors or liaisons.

Section 5.06 Increase in Board Size: If the number of Directors is increased, the newly-created Directorship(s) resulting from the increase in the authorized number of Board shall be filled by the majority of the Directors then in office.

Section 5.07 Vacancies: In case of any vacancy in the Board through death, resignation, disqualification, removal, or any other cause, any Director may nominate a person to be considered for appointment to the Board, and the vacancy may be filled by the vote of a majority of the Directors present at an official Board Meeting with no less than ten (10) days advance notice of such a vote. The Directors so chosen shall hold office until the next Election.

Section 5.08 Resignations: Any Director may resign at any time by giving written notice to the Board, the Chair, or the Secretary. Such resignation shall take effect at the time specified therein, then upon receipt of such notice by the addressee, and unless otherwise provided therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.09 General: Any Director may be removed from office, for good cause shown, upon the affirmative vote of two-thirds (2/3) of the remaining Directors (excluding for purposes of calculating the vote, the said Director) at any special Board Meeting (a “Special Board Meeting”), provided that notice of the intention to act upon such matters shall have been given in the notice calling such meeting, or the waiver of such notice.

Section 5.10 Manner of Acting: At all Board Meetings, a simple majority of the Directors must be present in person (a “Quorum”). A Director shall be considered “present in person” if said Director is in real-time communication with the Board Meeting via a telephone conference call, video conference call, or other media duly-authorized in advance. A simple majority of the voting Board shall be necessary and sufficient to constitute a quorum for the transaction of

business, and the act of a majority of the Board present at any meeting at which there is a quorum shall be the act of the Board, unless a higher percentage vote is otherwise required herein or by applicable law. If at any Board Meeting there shall be less than a Quorum present, a majority of those present may adjourn the meeting from time to time until a Quorum is obtained.

Section 5.11 No Proxies: Unless otherwise allowed by applicable law, the Board may not act via proxy. See Section 108 of the NFPC Act.

Section 5.12 Election Procedures: The annual Board Meeting for the Election of Officers and Directors whose terms expire at the next Election shall be held at the Annual Meeting, which shall take place within ninety (90) days after the Prayer Breakfast. In the event the Board determines that there will not be a sufficiently high attendance at the first meeting following the Prayer Breakfast, the Board shall be entitled to hold the Election at the second meeting following the Prayer Breakfast, upon due notice to the Directors no less than ten (10) days prior to the first meeting following the Prayer Breakfast. At the Annual Meeting the Board shall conduct the next Election, as well as such other business as may come before it. The Annual Meeting shall be held at the office of the Corporation, unless otherwise determined by the Board within ninety (90) days prior to the Annual Meeting. The Prayer Breakfast shall take place on the Friday following the Memorial Day weekend, unless the Board otherwise elects to host the Prayer Breakfast on a different date.

Section 5.13 Meeting Time. Regular Board Meetings may be held at such times as shall, from time-to-time by voice vote, be determined by the Board. Special Board Meetings may be held when called by the Chair, the Co-Chair, the Secretary, the Treasurer, or any three (3) Directors.

Section 5.14 Meeting Location: Except as otherwise provided herein, meetings of the Board may be held at such place as may be stated in the notice of the meeting or the meeting waived thereof.

Section 5.15 Notice: Notice of the time and place of each Board Meeting, whether it be regular or special, annual or otherwise, may be delivered to the Directors at least seven (7) days before such meeting. Nothing contained in this paragraph shall prevent the Board from waiving the notice requirement, as to the time or place of meeting.

Section 5.16 Agendas: At Board Meetings, business shall be transacted in order as from time-to-time the Board and/or the Chair (or acting Chair) may determine.

Section 5.17 No Compensation: Directors shall not receive any stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of payment of such expenses. Nothing contained herein shall preclude a Director from serving the Corporation in any other capacity and receiving reasonable compensation for such services and/or products.

Section 5.18 Actions Without Meeting: Any action required by law to be taken at a Board Meeting, or any action which may be taken at a Board Meeting, may be taken without a meeting if a consent, in writing, setting forth the actions so taken, shall be signed by a majority of the Directors then in office.

Section 5.19 No Personal Liability: A Director shall not be personally liable for his or her acts taken in his or her capacity as a Director, and pursuant to the NFPC Act, shall be excused from liability for any such actions, to the fullest extent permitted by the NFPC Act. Furthermore, to the fullest extent permitted by the NFPC Act, each Officer and/or Director shall, in the discharge of any duty imposed or power conferred upon him or her by the Corporation, be fully-protected if, in the exercise of ordinary care, he or she acted in good faith, and/or acted in reliance upon the written opinion of an attorney for the Corporation, the books of account or reports made to the Corporation by any of its Officials, or by any independent certified public accountant or an appraiser selected with reasonable care by the Board, or by such committee, or in reliance upon other records of the Corporation.

Section 5.20 Indemnification: Each Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses actually and necessarily incurred by him or her in connection with the defense of any claim, action, suit, or proceeding, commenced after the date of the adoption of this Bylaw, in which he or she is made a party by reason of him or her being or having been a Director or Officer of the Corporation, except in relation to the matters as to which he or she shall be adjudged in an action, suit, or proceeding, to be liable for gross negligence or intentional misconduct in the performance of his or her duty as such Director or Officer. The indemnification granted hereunder shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any Bylaw, agreement, or law, in equity or otherwise.

Section 5.21 General Counsel: The Board may utilize the services of General Counsel. Unless otherwise provided by vote of the Board to the extent authorized by law, the General Counsel will be an ex officio member, without voting right, of the Board, and all committees, associated organizations and subsidiaries.

ARTICLE VI. OFFICERS

Section 6.01 Selection of Officers: The Officers of the Corporation shall be chosen by the Board. The Officers shall be a Chair, Secretary, and Treasurer. The Board may also appoint a Co-Chair. No person may hold more than one office at a time. The Board may appoint such other Officers, agents, and factors as it shall deem necessary.

Section 6.02 Election of Officers: The Officers of the Corporation shall be elected by the Board at the Annual Meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until his or her successor shall have been duly-elected, qualified, and their term in office shall have expired.

Section 6.03 Officer Removal: Any Officer, may be removed from office at any time by a two-thirds (2/3) vote of the entire Board, with or without cause.

Section 6.04 Officer Duties: The Officers so-chosen shall perform the duties and exercise the powers as follows, as well as such other powers and duties, as may be assigned to them from time-to-time by the Board or the Chair:

- (a) **Chair:** The Chair, subject to the control of the Board, shall be in general charge of the affairs of the Corporation, in the ordinary course of its business; he or she shall preside at all Board Meetings, may make, sign and execute all documents, contracts and other obligations, and any and all other instruments and papers of any kind or character, in the name of the Corporation. He or she shall do and perform such other duties as may from time-to-time be assigned to him by the Board. The Chair shall be entitled to vote on all matters, and in the event of a tie, the vote of the Chair shall prevail. In the event the Board elects a Co-Chair, the Co-Chair shall have all of the duties, responsibilities, powers and authority as the Chair, with the exception of the tie-breaker vote. Said Co-Chair shall work closely with the Chair and the other Officers, with the intention of assuming the office of Chair when the Chair resigns from being the Chair.
- (b) **Treasurer:** The Treasurer shall have custody of all funds and securities of the Corporation, which come into his or her possession or control. When necessary or proper, he or she may sign contracts to the extent authorized by the Board, and may endorse, on behalf of the Corporation checks, notes, or other obligations, and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board. He or she may sign all receipts and vouchers for payment made to the Corporation, jointly with such Officer or Officers as is designated by the Board. Whenever required by the Board, he or she shall render a statement of the Corporation's financial positions, including any cash account. He or she shall enter or cause to be entered regularly on the books of the Corporation, to be kept by him or her for that purpose, full and accurate accounts of all monies received and paid out on account of the Corporation. He or she shall perform all acts incident to the position of Treasurer in such form and in such amount as the Board may require.
- (c) **Secretary:** The Secretary shall keep the minutes of all Board Meetings in books provided for that purpose. He or she shall attend to the giving and serving of all notices. He or she may sign with the Chair and Co-Chair in the name of the Corporation, all contracts, conveyances, transfers, assignments, authorizations, or other instruments of the Corporation, and affix the seal of the Corporation thereto. He or she shall have charge of the seal of the Corporation thereto, and shall have charge of and maintain and keep such other books and papers as the Board may direct, all of which shall, at all reasonable times, be open to inspection by any Director upon request at the office of the Corporation during business hours, and he or she shall in general, perform all duties incident to the office of Secretary, subject to the control of the Board.

ARTICLE VII. COMMITTEES

Section 7.01 Establishment of Committees: The Corporation shall establish committees on an as-needed basis. Such committees, not having and/or exercising the authority of the Board in the management of the Corporation, may be designated by a resolution adopted by a majority of the Board present at a meeting at which a Quorum is present. Except as otherwise provided, in such resolution, members of each such committee shall be Members of the Corporation and the Chair shall appoint the Chairperson thereof. Any Chair may be removed by the Chair whenever in their judgment the best interests of the Corporation may be served by such removal.

Section 7.02 Terms: Subject to the provisions of this Article VII, each Chair of a committee shall continue as such until the next Annual Membership Meeting or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such Chair be removed from such committee, or unless such Chair shall cease to qualify as Chair thereof, or unless the task or subject matter of the committee no longer requires the existence of the same.

Section 7.03 Committee Action: No action by any committee, associated organization, liaison, employee or Director shall be binding upon, or constitute an expression of, the policy of the Corporation unless and until it shall have been approved or ratified by the Board.

ARTICLE VIII. FINANCIAL RECORDS AND REPORTS

Section 8.01 Records: The Corporation shall maintain current, true and accurate financial records with full and complete entries made with respect to all financial transactions of the Corporation, including all income and expenditures in accordance with generally accepted accounting principles.

Section 8.02 Maintenance of Records: The records, books, and annual reports of the financial activity of the Corporation shall be kept at the principal office of the Corporation or such other location as may be approved by the Board, for at least three (3) years after the closing of each fiscal year, and shall be available to the Directors for inspection and copying thereof, upon no less than three (3) business days' notice.

ARTICLE IX. CONTRACTS AND BANKING

Section 9.01 General Grants of Authority: The Board, except as otherwise provided in these Bylaws, may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confirmed to specific instances; and, unless so authorized by the Board, or expressly authorized by the Bylaws, no Officer or agent or employee shall have any or authority to bind the Corporation by a contract or engagement or to pledge its credit or to render it liable for any purpose or any amount.

Section 9.02 Loan Authorization Required: No loans shall be contracted on behalf of the Corporation, and no negotiable papers shall be issued in its name, unless authorized by the vote of the Board.

Section 9.03 Financial Procedures: All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation and in such manner as shall from time to time be determined by resolution of the Board, provided that no employee on leave of absence from the service of the Corporation shall be authorized to sign any check, draft or other order for the payment of money out of the funds of the Corporation.

Section 9.04 Authority to Endorse: All funds of the Corporation, not otherwise employed, shall be deposited from time to time, to the credit of the Corporation, in such banks or other depositories as the Board may select and for the purpose of such deposit, the Chair, Co-Chair, the Treasurer, Secretary or any other Officer, agent or employee of the Corporation to whom such power may be delegated by the Board, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

ARTICLE X. MISCELLANEOUS

Section 10.01 Fiscal Year: The fiscal year shall be determined from time to time by the Board.

Section 10.02 No Loans of Interested Parties: No loans shall be made by the Corporation to any of its Officers and/or Board.

Section 10.03 Amendment of Bylaws: Subject to the provisions contained elsewhere herein, the power to alter, amend or repeal these Bylaws, or to adopt new Bylaws, shall be vested in the Board who may amend, alter, or repeal the same at any annual or special meeting, if notice of the proposed action is contained in the notice of said meeting, upon two-thirds (2/3) vote of the entire Board then in office.

Section 10.04 Amendment of Articles of Incorporation: The power to alter, amend, or repeal the Articles of Incorporation of the Corporation, or to adopt a new Articles of Incorporation, shall be vested in the Board.

Section 10.05 Headings: The heading of the articles and sections of these Bylaws are inserted for convenience or reference only and shall not be deemed to be a part thereof or used in the construction or interpretation thereof.

Section 10.06 Procedures: Unless otherwise agreed by the Directors at a meeting, all Corporation business shall be conducted under parliamentary procedure, as outlined by Robert's Rules of Order.