

BYLAWS
OF
THE PLEASANT HOME FOUNDATION

ARTICLE I

OFFICES

The Pleasant Home Foundation (the "Foundation") shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state.

ARTICLE II

MEMBERS

Section 1. Admission of Members. Members shall be admitted upon the terms and conditions established and determined by the Board of Directors.

Section 2. Classes of Members. The Foundation may have classes of membership. The designation of each class and the qualifications of the members of each class shall be established and determined by the Board of Directors.

Section 3. Voting Rights. Notwithstanding any reference, inference or suggestion to the contrary in any provision of these bylaws, members have no voting rights except each member shall be entitled to one vote on each matter submitted by the Board of Directors to a vote of the members. All other voting rights are vested solely in the Directors, including the right to amend these bylaws.

Section 4. Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any amounts theretofore accrued and unpaid.

Section 6. Transfer of Membership. Membership in this Foundation is not transferable or assignable.

Section 7. No Membership Certificates. No membership certificates of the Foundation shall be required.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held in March of each year for the transaction of such business as may come before the meeting.

Section 2. Special Meeting. Special meetings of the members may be called either by the President or any five (5) Directors.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Foundation in the State of Illinois.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than forty days before the date of such meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Foundation, with postage thereon prepaid.

Section 5. Quorum. The members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any continued meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6. Proxies. Each member entitled to vote at a meeting of members, or to express consent or dissent to Foundation action in writing without a meeting, may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Foundation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of Directors of the Foundation shall be 18. In addition, the Director of the Park District of Oak Park shall be an ex officio, non-voting member of the Board of Directors. Directors need not be residents of Illinois or members of the Foundation. The Directors shall be elected by a majority vote of the members of the Board of Directors. The term of office for Directors shall be three (3) years. The terms of one-third the Board members (or as near to one-third as possible) shall end every three years and the first election of Directors shall take place at the 1991 Annual Meeting of the Board of Directors. On or prior to October 20, 1990, the Board shall determine which of the then-sitting Directors shall serve for terms which expire at the 1991, 1992 and 1993 Annual Meeting of the Board of Directors. Once such determination of terms of office is made, directors who are subsequently elected or appointed shall be designated as serving a term of office which ends at a specified Annual Meeting of the Board of Directors. By amendment of this section, the number of Directors may be decreased to be not fewer than 15 or increased to be no greater than 20. Any other change in the number of Directors shall be made only by amendment of the Articles of Incorporation.

Section 3. Regular Meetings. A regular Annual Meeting of the Board of Directors shall be held without other notice than these bylaws, immediately before, and at the same place as, the Annual Meeting of Members. The Board of Directors may provide, by resolution, the time and place, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any five (5) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting of Directors shall be given (i) at least five days previously thereto by written notice to each Director at his address as shown by the records of the Foundation, or (ii) at least two days previously thereto by telephoned notice to each Director.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon, prepaid. If telephoned, the person(s) who telephoned shall, at the beginning of the meeting, file with the Secretary a

signed list indicating which Directors were reached by telephone and thereby notified of the meeting. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice 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, 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, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than such a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the Articles Incorporation.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors after having received a report from the Nominating Committee, unless the Articles of Incorporation or a statute provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Foundation in any other capacity and receiving reasonable compensation therefor.

ARTICLE V

OFFICERS

Section 1. Officers. The Executive Officers ("officers") of the Foundation shall be a President, a Vice-President, a Treasurer, and a Secretary. The officers shall be members of and be elected from the Board of Directors. The Board of Directors, by resolution, may provide for and appoint such Assistant Treasurers, Assistant Secretaries or other officers as the Board may determine are convenient or necessary and prescribe their authority and duties.

Section 2. Election and Term of Office. The officers of the Foundation shall serve for two (2) years and shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors held in even-numbered years, with the first such election to be at said regular annual meeting held in 1990. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors where a quorum is present, by a majority vote of those present. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal shall be effective immediately upon the affirmative vote of three-fourths of the total membership of the Board.

Section 4. President. The President shall be the principal executive officer of the Foundation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Foundation; shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Foundation or a different mode of execution is expressly prescribed by the Board of Directors or by these bylaws, the President may execute for the Foundation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and the President may accomplish such execution either under or without the seal of the Foundation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the Foundation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Foundation by the Board of Directors.

Section 5. Vice President. The Vice-President shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as from time to time may be assigned to the Vice-President by the President or the Board of Directors. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Foundation or a different mode of execution is expressly prescribed by the

Board of Directors or these bylaws, the Vice-President may execute for the Foundation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Foundation and either individually or with the Secretary, any Assistant Secretary, or any officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 6. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Foundation. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Foundation; (b) have charge and custody of all funds and securities of the Foundation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors including the duty to make regular reports to the Board and such other reports as may be required by law. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 7. Secretary. The Secretary shall record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Foundation's records and of the seal of the Foundation; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or Board of Directors including performing the duties of the office of Treasurer in the event of the Treasurer's absence or inability or refusal to act.

Section 8. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall be bonded for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may establish one or more committees of Directors, each of which shall consist of at least three (3) Directors. Such committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority

of the Board of Directors in the management of the Foundation; but the establishment of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or such Director by law.

Section 2. Standing Committees. The following Standing Committees shall be established:

a) Executive Committee: The Executive Committee shall be comprised of the President, Vice-President, Treasurer, Secretary, and one (1) Director who is also a Commissioner of the Park District of Oak Park. In addition, the Director of the Park District of Oak Park shall be an ex officio, non-voting member of the Executive Committee. The duties of the Executive Committee shall be to monitor the day-to-day affairs of the Foundation. The Executive Committee shall have such other duties as shall be assigned to it by the Board of Directors. The President shall serve as Chair of the Executive Committee.

b) Development Committee: The Development Committee shall be comprised of the Treasurer, two (2) Directors appointed from the Board of Directors at large, and two (2) individuals, preferably members. The duties of the Development Committee shall be to devise and recommend to the Board of Directors plans to raise funds needed by the Foundation. The Development Committee shall have such other duties as are from time to time assigned to it by the Board of Directors. The Treasurer shall serve as Chair of the Development Committee.

c) Budget and Finance Committee: The Budget and Finance Committee shall be comprised of the Treasurer, and four (4) Directors appointed from the Board of Directors at large. The duties of the Budget and Finance Committee shall be to prepare and recommend to the Board of Directors budgets reflecting estimated income and expenditures of the Foundation. The Treasurer shall serve as Chair of the Budget and Finance Committee. The Budget and Finance Committee shall have such other duties as are from time to time assigned to it by the Board of Directors.

d) Historic Collections Committee: The Historic Collections Committee shall be comprised of three (3) Directors appointed from the Board of Directors at large, one of whom shall be named Chair, and two (2) individuals, preferably members. The duties of the Historic Collections Committee shall be to advise the Board of Directors as to the development and management of the Foundation's collections, historical artifacts and archives, including matters pertaining to the acquisition, conservation, restoration, lease, loan and disposal of the collections, historical artifacts, and archives of the Foundation. The Historic Collections Committee shall have such other duties as are from time to time assigned to it by the Board of Directors.

e) Education and Public Relations Committee: The Education and Public Relations Committee shall consist of three (3) Directors appointed from the Board of Directors at large, one of whom shall be named Chair, and two (2) individuals, preferably members. The duties of the Education and Public Relations Committee shall be to advise and assist the Board of Directors in publicizing and promoting the activities of the Foundation generally, and insofar as they affect the public at large, in developing such programs and education activities as may be appropriate to achieve the purposes of the Foundation. The Education and Public Relations Committee shall have such other duties as are from time to time assigned to it by the Board of Directors.

f) Building and Grounds Committee: The Building and Grounds Committee shall consist of three (3) Directors appointed from the Board of Directors at large, one of whom shall be named Chair, and two (2) individuals, preferably members. At least one (1) of the members of the Building and Grounds Committee shall have a professional background in architecture. The duties of the Building and Grounds Committee shall be to advise and assist the Board of Directors in developing a plan for restoration of the building and its grounds, being cognizant of any limitations, restrictions or guidelines which may be part of or included in an lease(s) or other agreement(s) between the Foundation and the Park District of Oak Park; and, subject to any such limitations, restrictions or guidelines, to oversee restoration and maintenance the building and its grounds. The Building and Grounds Committee shall have such other duties as from time to time are assigned to it by the Board of Directors.

g) Nominating Committee:

(i) The Nominating Committee shall be comprised of the Vice-President, who shall be Chair, two (2) Directors appointed from the Board of Directors at large, and two (2) individuals who shall be members.

(ii) The duties of the Nominating Committee shall be to consider and nominate candidates for election to fill vacancies on the Board of Directors and/or as Executive Officers.

(iii) The Nominating Committee shall present a written report at a meeting of the Board of Directors held at least one (1) month preceding the Annual Meeting of Members. The Secretary shall publish the list of names of the proposed officers and Directors in the notice to the members for the Annual Meeting of Members.

(iv) In selecting candidates for vacancies on the Board of Directors, the Nominating Committee shall be cognizant that Pleasant Home is a facility intended for use by residents of and visitors to Oak Park, Illinois. For this reason, a majority of Directors should be residents of Oak Park, Illinois.

(v) In selecting candidates for officers or Directors, the Nominating Committee shall ensure that a member of the volunteer corps, and also a Commissioner of the Park District of Oak Park (as designated by the President of the Park District) are at all times members of the Board of Directors. No Commissioner of the Park District of Oak Park may be nominated for or elected as an officer of the Foundation.

Section 3. Committee Members and Chairs. Except as otherwise provided in these bylaws, all Standing Committees shall consist of five (5) or more persons.

Section 4. Other Committees. Other committees may be established from time to time by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Each such committee shall consist of at least three (3) persons, one of whom shall be a Director. Unless otherwise provided by the resolution which establishes the committee, the President, with the concurrence of the Board of Directors, shall appoint the members of such committees and designate one of said members as Chair. Any member of such a committee may be removed by the Board of Directors whenever in their judgment the best interests of the Foundation shall be served by such removal.

Section 5. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Foundation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7. Quorum. Unless otherwise provided in the resolution of the Board of Directors establishing the committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws,

to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general and/or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Foundation. In the absence of one of them, the Secretary may act in the place of that one.

Section 3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or, devise for the general purposes or for any special purpose of the Foundation.

ARTICLE VIII

CERTIFICATES OF MEMBERSHIP

Certificates of Membership. The Board of Directors may, but need not, provide for issuance of certificates evidencing membership in the Foundation which shall be in such form as may be determined by the board. Such certificates shall be signed by the President and by the Secretary and shall bear the Foundation's seal which may be in facsimile. The name and address of each member shall be entered on the records of the Foundation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

ARTICLE IX

BOOKS AND RECORDS

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE X

FISCAL YEAR

The fiscal year of the Foundation shall be the calendar year.

ARTICLE XI

SEAL

The corporate seal shall have inscribed thereon the name of the Foundation and the words "Corporate Seal, Illinois."

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the Foundation, 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.

ARTICLE XIII

AMENDMENTS

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided by the Articles of Incorporation or the bylaws of the Foundation. Such action may be taken at a regular or special meeting for which at least one month's prior written notice (which notice shall include the text of any proposed revision) shall have been given. Any revision to the bylaws requires the affirmative vote of three-fourths of all Directors entitled to vote. The bylaws may contain provisions for the regulation and management of the affairs of the Foundation not inconsistent with law or the Articles of Incorporation.