

The Arts of Life, Incorporated
By-Laws
(as amended and restated July 27, 2007)

Article I—Purpose; Principal Office

The Arts of Life, Incorporated shall exist as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 for the primary purpose of meeting the creative needs of people with developmental disabilities. The principal office of the corporation shall be located at The Arts of Life Studio at 2110 West Grand Avenue, Chicago, IL 60612 unless otherwise established by the Board of Directors.

Article II—Board of Directors

The business and charitable affairs of the corporation shall be managed under the direction of a Board of Directors comprising not fewer than three (3) and not more than eight (8) Directors, the exact number of Directors to be determined from time to time by the Board of Directors. The executive director shall be a member of the Board ex officio.

Directors shall be elected annually by the Board of Directors at its first meeting of each fiscal year. Except as otherwise provided by law or the Articles of Incorporation, in the event the office of one or more Directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, or in the event the number of Directors constituting the Board of Directors is increased pursuant to this Article II, the vacancy or vacancies so resulting will be filled by an affirmative vote of a majority of the Directors then in office, and the Directors so chosen shall hold office for the remainder of the unexpired term and until their successors are duly elected and qualified.

A Director may be removed from the Board, with or without cause, by an affirmative vote of a majority of the Directors then in office at a duly held meeting of the Board of Directors at which a quorum is present.

No compensation shall be paid to any member of the Board of Directors for services as a member of the Board, except that by resolution of the Board, Directors may be reimbursed for expenses incurred on behalf of the corporation.

Article III—Meetings

The Board of Directors must meet at least quarterly. The Board may delegate such times and places to hold its meetings to the President of the Board.

At all meetings of the Board of Directors, when the Board is comprised of six or fewer Directors, two (2) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and when the Board is comprised of seven or more Directors, one-third of the Directors then in office shall be necessary and sufficient to constitute such quorum, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Articles of Incorporation or these By-laws.

Directors may participate in a meeting of the Board of Directors by means of conference calls at the discretion of the President of the Board, provided all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Unless otherwise restricted by the Articles of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing setting forth the action to be taken, and the writing is filed with the minutes of proceedings of the Board of Directors.

Article IV—Committees

The Board of Directors may designate two or more members of the Board of Directors to constitute an Executive Committee, which committee shall have and exercise all of the authority of the Board of Directors in the management of the corporation, except as required by law. The Executive Committee shall keep regular minutes of its proceedings.

The Board of Directors may establish one or more committees having the authority of the Board in the management of the corporation to the extent determined by the Board. Committee members may be members of the Board or other interested persons.

Article V—Officers

The Officers of the corporation shall be a President, a Secretary, and a Treasurer and other officers, including but not limited to one or more Vice Presidents, as the Board of Directors may determine, and the officers shall be elected by the Board of Directors . They shall serve terms fixed by the Board of Directors.

Any Officer may be removed, with or without cause, by an affirmative vote of a majority of the Directors at a duly held meeting of the Board of Directors at which a quorum is present for which notice stating such purpose has been given in advance of the meeting.

The President shall preside at all meetings of the Board of Directors; oversee the long-term goals and strategies of the corporation; have regular contact and collaboration with the executive director in order to keep apprised of the day-to-day operations of the corporation; and perform such other duties as determined by the Board.

The Secretary shall record all the proceedings of the meetings of the Board of Directors; cause all notices to be duly given in accordance with law, the Articles of Incorporation or these By-laws; see that the books and records of the corporation are properly kept and filed; and in general, perform all duties incident to the office of Secretary and such other duties as determined by the Board.

The Treasurer shall have charge of, and supervision over and be responsible for the funds, securities, receipts and disbursements of the corporation, including: the deposit of the corporation's funds into such depositories as shall be selected in such manner as the Board of Directors may direct; the disbursement of the corporation's funds; the presentation to the Board of Directors of records of financial transactions and statements of financial condition as the Board of Directors may request; the maintenance of correct books of account; and in general, perform all duties incident to the office of Treasurer and such other duties as determined by the Board.

Article VI—General Provisions

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such Officer or Officers or other persons as the Board may from time to time designate.

The Board of Directors may from time to time adopt, amend, or repeal all or any of the By-laws of this corporation .