

BY-LAWS
OF
THE ILLINOIS LAW ENFORCEMENT ALARM SYSTEM FOUNDATION

ARTICLE I

The Illinois Law Enforcement Alarm System Foundation (“ILEAS Foundation” or the “Foundation”) is organized and operated exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

In particular, the Foundation is organized for the purposes of lessening the burdens of government, and the defense of human and civil rights secured by law.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any of its directors, officers, or other private persons, except that the Foundation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth above.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any provision of the By-Laws or the Articles of Incorporation of the Foundation to the contrary, the Foundation 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), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2).

Upon dissolution of the Foundation, the Board of Directors of the Foundation shall, after paying or making provision for the payment of all liabilities of the Foundation, dispose of all of the assets of the Foundation exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

All section references hereinabove are to the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

ARTICLE 2

Powers

Except as provided otherwise by the Articles of Incorporation or by these By-Laws, the Foundation shall have all powers which a not-for-profit corporation may have if organized under the Illinois General Not for Profit Corporation Act of 1986, as amended, and shall have such additional powers as are permitted by any applicable law.

ARTICLE 3

Office and Agent

The Foundation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE 4

No Members

The Foundation shall have no members.

ARTICLE 5

Board of Directors

Section 5.1. General Powers. The affairs of the Foundation shall be managed by or under the direction of its Board of Directors.

Section 5.2. Number and Qualifications. The number of directors of the Foundation shall be five. The number of directors may be increased to any number or decreased to not fewer than three from time to time by amendment of these By-Laws. Directors shall be residents of Illinois.

Section 5.3. Election and Tenure. The initial Board of Directors shall be those individuals set forth in the Articles of Incorporation for the ILEAS Foundation. Thereafter, directors shall be chosen by vote of the Board of Directors of the Illinois Law Enforcement Alarm System (ILEAS), an unincorporated consortium of a majority of the public law enforcement agencies in the State, at its annual meeting, or as soon thereafter as conveniently possible. Each director shall hold office until the next annual meeting of ILEAS directors and until a successor has been elected and qualified.

Section 5.4. Resignation. A director may resign any time by written notice delivered to the ILEAS Foundation Board of Directors or to the President or Secretary of the Foundation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of a director need not be accepted in order to be effective.

Section 5.5. Removal of Directors. One or more directors may be removed, with or without cause. A director may be removed by the affirmative vote of a majority of the ILEAS directors then in office at a meeting of the ILEAS Board of Directors at which a quorum is present.

Section 5.6. 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 ILEAS Board of Directors. A director elected or appointed, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office or, if the director is elected or appointed because of an increase in the number of directors, the term of such director shall expire at the next annual meeting of the ILEAS Board of Directors.

Section 5.7. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws on the third Friday in February in each year at the hour of 9:00 a.m., beginning with the year 2009, if not a legal holiday under the laws of Illinois, and if a legal holiday then on the next day which shall not be a legal holiday or a Saturday or a Sunday. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, and such person or persons may fix a place, either within or without the State of Illinois, as the place for holding any special meeting of the Board so called.

Section 5.9. Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given in accordance with these By-Laws at least two (2) days in advance thereof by written notice to each director at the address shown for such director on the records of the Foundation. Notice of any special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such

notice either before or after the time of the meeting. 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. Except in the case of a special meeting called for the purposes of removing a director, neither the business to be transacted at, nor the purpose of, any regular 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, the Articles of Incorporation or these By-Laws.

Section 5.10. Action Without a Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all directors or by all the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors or committee members. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the Foundation. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 5.11. Attendance by Telephone. Directors or nondirector committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.12. Quorum. Three of the directors then in office shall constitute a quorum for the transaction of business at any meeting, provided if less than three of the directors are present, a majority of the directors then present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.13. Action at a Meeting. 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 law, by the Articles of Incorporation or by these By-Laws.

Section 5.14. Proxy Prohibited, Presumption of Assent. No director may act by proxy on any matter. A director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such director's dissent is entered in the minutes of the meeting or unless such director files

his or her written dissent or abstention to such action with person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a director who voted in favor of such action.

Section 5.15. Compensation. Directors shall not be entitled to compensation for their services as director.

Section 5.16. Interested Directors.

(a) A director who is directly or indirectly a party to a transaction with Foundation (an "interested director") shall disclose the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Directors and to any committee of the Board considering such transaction prior to any action by the Board or such committee to authorize, approve or ratify such transaction. A director is "indirectly" a party to a transaction if the entity which is a party is an entity in which the director has a material financial interest or of which the director is an officer, director or general partner.

(b) The presence of the interested director or of a director who is otherwise not disinterested may be counted in determining whether a quorum of the Board of Directors or a committee of the Board is present but may not be counted when action is taken on the transaction.

ARTICLE 6

Committees

Section 6.1. Committees of the Board of Directors. A majority of the Board of Directors, by resolution, may create one or more committees of the Board and appoint directors or such other persons as the Board shall designate to serve on the committee or committees. Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or by the By-Laws, but the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed upon it or him or her by law. Each such committee shall have two or more directors as members, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board.

Section 6.2. Action of Committees of the Board. A majority of a committee of the Board of Directors, but not less than two committee members, shall constitute a quorum. The act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee. A committee may act by

unanimous consent in writing without a meeting or may participate in and act at any meeting through the use of a conference telephone or by other similar communications equipment in the manner provided by these By-Laws for written consents and for meeting of the Board of Directors. No member of such committee of the Board may act by proxy. Subject to these By-Laws and to action by the Board of Directors, a majority of the members of a committee of the Board shall determine the time and place of meetings and the notice required for meetings.

Section 6.3. Advisory Committees. The Board of Directors may create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be directors. Such advisory committees or bodies may not act on behalf of the Foundation or bind it to any action by may make recommendations to the Board of Directors or to the officers.

ARTICLE 7

Officers

Section 7.1. Enumeration. The officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers or assistant officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in the By-Laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person. A director may be an officer.

Section 7.2. Election and Term of Office. The officers of the Foundation shall be elected annually at the annual meeting of the Board of Directors, or as soon thereafter as conveniently possible. Each officer shall hold office until a successor is elected and qualified or until such officer's earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election or appointment of an officer or agent shall not of itself create any contract rights.

Section 7.3. Resignation and Removal.

(a) Any officer may resign at any time by giving notice to the Board of Directors, the President, or the Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.

(b) The Board of Directors may remove any officer, either with or without cause, whenever in its judgment the best interests of the Foundation would be served thereby.

Section 7.4. Vacancies. A vacancy in any office, however caused, may be filled by the Board of Directors for the unexpired portion of the term.

Section 7.5. Compensation. No member of the Board of Directors shall be entitled to compensation for such services. No officer shall be entitled to receive compensation by reason of being an officer.

Section 7.6. President. The President shall be the principal executive officer of the Foundation. Subject to the directions of the Board of Directors, the President shall in general supervise and control the business and affairs of the Foundation and shall perform all duties incident to the office of President and such other duties as may be assigned to him or her from time to time by the Board of Directors. The President may sign, alone or with the Secretary or any other proper officer of the Foundation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contract or other instruments which the Board of Directors has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Foundation, or shall be required by law to be otherwise executed. 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. When present, the President shall preside at all meetings of the Board of Directors.

Section 7.7. Vice-President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, such Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Board of Directors may also designate by resolution the Vice President as being in charge of designated operations of the Foundation and may further specify such duties and powers. The Vice President shall perform such duties as the Board of Directors or the President may assign from time to time.

Section 7.8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of his or her duties and for the restoration to the Foundation, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the Foundation. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Foundation; (b) receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws; (c) disburse the funds of the Foundation as ordered by the Board of Directors or as otherwise required in the conduct of the business of the Foundation and render to the President or the Board of Directors, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Foundation. The

Treasurer shall in general perform all the 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 the Board of Directors.

Section 7.9. The Secretary. The Secretary shall (a) keep the minutes of meeting of the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Foundation; (d) affix the seal of the Foundation or a facsimile thereof, or cause it to be affixed and, when so affixed, attest the seal by his or her signature, to all documents the execution of which on behalf of the Foundation under its seal is duly authorized by the Board of Directors or otherwise in accordance with the provisions of these By-Laws (provided, however, the Board of Directors or the President may give general authority to any other officer to affix the seal of the Foundation and to attest the affixing by his or her signature); (e) keep a register of the post office address of each director or committee member, which shall be furnished to the Secretary by such director or committee member and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

Section 7.10. Assistant Treasurers and Assistant Secretaries. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds (which shall be renewed regularly) for the faithful discharge of their duties in which sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries shall, in general, perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively; but such assignment or delegation shall not relieve the principal officer of the responsibilities and liabilities of his or her office. In the absence of the Secretary or Treasurer, or in the event of his or her inability or refusal to act, the Assistant Secretaries or the Assistant Treasurers, as the case may be, in the order determined by the Board of Directors (or if there be no such determination, then in the order determined by the President) shall perform the duties and exercise the powers of the Secretary or the Treasurer. In addition, the Assistant Treasurers and Assistant Secretaries shall, in general, perform such duties as may be assigned to them by the President or the Board of Directors.

ARTICLE 8

Contracts and Financial Transactions

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, 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 or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in the name of the Foundation unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Foundation to a director or officer of the Foundation.

Section 8.3. 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 Foundation, shall be signed by one or more officers, employees or agents or 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, such instruments may be signed by the Treasurer or an Assistant Treasurer and countersigned by one other officer.

Section 8.4. 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.

ARTICLE 9

Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. All books and records of the Foundation may be inspected by any director or any director's agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 10

Fiscal Year

The fiscal year of the Foundation shall commence on July 1st of each calendar year.

ARTICLE 11

Seal

The Board of Directors may, but is not required to, provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the words "Corporate Seal" and "Illinois".

ARTICLE 12

Notices

Section 12.1. Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these By-Laws, notice is required to be given to any director or member of any committee designated by the Board of Directors, it shall not be construed to require personal delivery. Such notice may be given in writing by depositing it in a sealed envelope in the United States mails, postage prepaid and addressed to such director or committee member at his or her address as it appears on the books of the Foundation, and such notice shall be deemed to be given at the time when it is thus deposited in the United States mails; or such notice may be given in writing by any other means and if given by such other means, shall be deemed given when received. Such requirement for notice shall be deemed satisfied if actual notice is received orally or in writing by the person entitled thereto as far in advance of the event with respect to which notice is given as the minimum notice period required by law, the Articles of Incorporation or these By-Laws.

Section 12.2. Waiver of Notice. Whenever any notice is required to be given by law, by 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.

ARTICLE 13

Indemnification and Insurance


Each person who at any time is or shall have been a director, officer, employee or agent of the Foundation or is or shall have been serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Foundation 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 this by-law or as amended from time to time, and by any subsequent Illinois not for profit corporation law. 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 disinterested directors, or otherwise. If authorized by the Board of Directors, the Foundation 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 in effect at the time of the adoption of this by-law or as amended from time to time, and by any subsequent Illinois not for profit corporation law.

ARTICLE 14

Amendment

A majority of the Board of Directors at a meeting at which a quorum is present may alter, amend or repeal the By-Laws or adopt new By-Laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given.

IN WITNESS HEREOF, the undersigned has executed and acknowledged the above instrument on this 5 day of November, 2008.


~~MARK BECKWITH, DIRECTOR~~
PRESIDENT
MB

405 East First Street, Milan, Illinois
ADDRESS

Subscribed and sworn to before me this 5 day of November, 2008.

Miranda Lee
Notary Public

