BY-LAWS OF WISHLIST FOUNDATION
A PEARL JAM FAN NONPROFIT CORPORATION

ARTICLE 1 – ORGANIZATION

1. The name of the Organization shall be Wishlist Foundation.

2. The Organization may have a seal that may be approved and adopted from time to time by the Board of Directors, and the seal or a facsimile of the seal may be affixed by any person authorized by the Board of Directors or these By-Laws. Unless otherwise required by the laws of the State of Illinois, the Board of Directors may opt not to utilize a corporate seal.

3. The Organization shall be a nonprofit corporation registered in the State of Illinois.

4. The Organization shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office. The Organization may have such other offices within or without the state of Illinois.

5. The fiscal year of the corporation shall begin on the first day of January of each year and end on the 31st day of December.

ARTICLE 2 – PURPOSES

1. The following are the purposes for which this Organization has been organized:

    a. To support the charitable endeavors of the band Pearl Jam and its members.
    b. To raise money and awareness for the charitable organizations Pearl Jam and its members advocate, as determined by the Board of Directors.
    c. Any other charitable, cultural or educational purposes that are allowable under the Illinois Not For Profit Act of Illinois and as may be allowable under the Internal Revenue Code Section 501.

ARTICLE 3 – REGISTRATION AND MEMBERSHIP

1. General Registration shall be open to all who are fans of Pearl Jam and/or interested in participating in the charitable Organization. Registrants receive, at minimum, the following:

    a. Free registration
    b. News updates
    c. Web site access

2. The terms of membership in this Organization shall be according to the classes and terms of membership as the Board shall decide from time to time. If the Board of Directors decides to open General Membership, it shall be so noted and established in an Amendment to these By-Laws.

ARTICLE 4 – BOARD OF DIRECTORS

1. The business of this Organization shall be managed by a Board of Directors consisting of a minimum of seven (7) and maximum of thirteen (13) members, and may also include the Officers of this Organization. At least one of the Directors elected shall be a resident of the State of Illinois and a citizen of the United States.

2. The initial Board of Directors shall be appointed by the President and Officers of this Organization. No director shall be required to make any donation to the Organization.

    a. Initial Board of Directors

        i. Laura
        ii. John
        iii. Brent
        iv. Eric
        v. Kathy
        vi. Brad
        vii. Steve
        viii. Amber
        ix. Mike

3. The first four Directors listed above shall serve for a two (2) year term. The last five Directors listed shall serve for a one (1) year term initially and the next term for those five Directors shall be a two (2) year term. The election for the Directors shall be staggered, with an election to be held each year for the appropriate Director slots, who shall be elected by majority vote of the board at each meeting. There are no term limits for Directors.

4. The Board of Directors shall have the full control and management of the affairs and business of this Organization. Such Board of Directors shall only act in the name of the Organization when it shall be regularly convened by its Chairman after due notice to all the Directors of such meeting.

5. The Board may authorize any officer, agent or agents of the Organization, 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 Organization and such authority may be general or confined to specific instances.

6. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization 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 or by the president of the Organization

7. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

8. The Board shall apply and make every effort to obtain Section 501(c)(3) status under the Internal Revenue Code.

9. 51% of the Directors of the Board of Directors shall constitute a quorum.

10. The annual meeting of the Board of Directors shall be held the third (3rd) Thursday in January of each New Year.

11. Regular meetings of the Board of Directors shall be held at minimum, once each quarter. The Board of Directors will, in good faith, attempt to meet regularly on the third (3rd) Thursday of every quarter.

12. Each Director shall have one vote and such voting can be done by proxy, provided the director submits their vote prior to the voting process. No Director may vote for any matter that would be considered "self dealing" by the Internal Revenue Code.

13. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

14. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

    a. Vacancies.
    When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary or other Officers two (2) weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

    b. Resignation, Termination and Absences.
    Resignation from the Board must be in writing and received by the Secretary. The resignation of a board member shall not be effective in the event that such resignation reduces the number of Directors below the number required in the bylaws, without the Board voting another director to take the resigning director's place. In the event that all Directors wish to resign, none of the resignations shall be effective without all of the directors taking such steps as may be necessary to wind down the Organization, including, but not limited to, payment of all outstanding obligations, filing of all final tax returns and payment of the remaining funds to qualified Section 501(c)(3) charities. A Board member shall be dropped for excess absences from the Board if such member has three (3) unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a 75% vote of the remaining Directors.

ARTICLE 5 – ADVISORY PANEL

1. The Board of Directors may create an Advisory Panel. The Advisory Panel members will be determined by the Board of Directors.

2. The Advisor Panel members shall be selected by the Board of Directors based on their ability to provide expertise in specific areas, including fundraising, grant

making, project development, product development, public relations and fan interests.

3. The Advisory Panel member may contain, but is not limited to, retired Directors and/or Officers, fans, luminaries and professional colleagues from the legal, financial, medical, educational, and musical professions, who will serve as advisors to the Foundation's board, officers, and operating committees.

4. The Advisory Panel will help, on an individual and group basis, guide and inform the Foundation going forward, to ensure that its efforts and successes continue.

ARTICLE 6 – OFFICERS

1. The initial Officers of the Organization shall be as follows:

President:	Laura
Vice President:	John
Secretary:	Brent
Treasurer:	Eric

2. Role of Officers

   a. The President.
      i. The President shall, by virtue of the office, be Chairman of the Board of Directors.
      ii. The President shall, by virtue of the office, retain membership status.
      iii. The President shall present at each annual meeting of the Organization an annual report of the work of the Organization.
      iv. The President shall see that all books, reports and certificates required by law are properly kept or filed.
      v. The President shall be one of the Officers who may sign the checks or drafts of the Organization.
      vi. The President shall administer and oversee responsibility for the care and custody of all monies belonging to the Organization and shall be secondarily responsible for such monies or securities of the Organization.
      vii. The President shall exercise all duties incident to the office of President.

   b. The Vice President
      i. The Vice President shall, by virtue of the office, be a member of the Board of Directors.
      ii. The Vice President shall, by virtue of the office, retain membership status.
      iii. The Vice President shall, in the event of the absence or inability of the President to exercise his office, become acting President of the Organization with all the rights, privileges and powers as if he had been the duly elected President.
      iv. The Vice President shall assist the President in the operating and business affairs of the Organization.
      v. The Vice President shall exercise all duties incident to the office of Vice President.

   c. The Secretary

i. The Secretary shall, by virtue of the office, be a member of the Board of Directors.
ii. The Secretary shall, by virtue of the office, retain membership status.
iii. The Secretary shall keep the minutes and records of the Organization in appropriate books.
iv. It shall be his duty to file any certificate required by any statute, federal or state.
v. The Secretary shall give and serve all notices to members of this Organization.
vi. The Secretary shall be the official custodian of the records and seal of this Organization.
vii. The Secretary shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the Organization.
viii. The Secretary shall attend to all correspondence of the Organization and shall exercise all duties incident to the office of Secretary.

d. The Treasurer
   i. The Treasurer shall, by virtue of the office, be a member of the Board of Directors.
   ii. The Treasurer shall, by virtue of the office, retain membership status.
   iii. The Treasurer shall have the care and custody of all monies belonging to the Organization and shall be primarily responsible for such monies or securities of the Organization.
   iv. The Treasurer may be one of the Officers who may sign checks or drafts of the Organization. No special fund may be set aside that shall make it necessary for the Treasurer to sign the checks issued upon it
   v. The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
   vi. The Treasurer shall exercise all duties incident to the office of Treasurer.

3. The Officers shall serve a term of three (3) years and are eligible for re-election, with the following exceptions:

   a. An Officer may retire from their position voluntarily.
      i. Resignation from the role of Officer must be in writing and received by the remaining Officers one (1) month in advance of the effective date of resignation.
      ii. An Officer may be terminated involuntarily by a unanimous vote of the Board of Directors for one or all of the following reasons:

         1. Any breach of Officer's duty of loyalty or duty of care to the Organization or its members;
         2. Any act or omission by such Officer not in good faith or which involves intentional misconduct or where such Officer had reasonable cause to believe their conduct was unlawful; or
         3. Any transaction from which such Officer derived any improper personal benefit.

4. Officer vacancies shall be filled by a unanimous vote of the remaining members of the Board of Directors.

a. When an Officer vacancy exists, nominations for the new Officer may be received from present Board members by the Officers two (2) months in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.
b. If a unanimous vote to elect an Officer cannot be secured by the Board of Directors, one of the remaining Officers can hold multiple Officer titles, until that title is filled.

ARTICLE 7 – SALARIES

1. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the Organization for duties other than as a director or officer.

2. The Board of Directors shall hire and fix the compensation of any and all employees, volunteers or agents which they in their discretion may determine to be necessary for the conduct of the business of the Organization.

ARTICLE 8 – COMMITTEES

1. All committees of this Organization shall be appointed by the Board of Directors and their subsequent committee chairperson's term of office shall be for a period of one (1) year or less if sooner terminated by the action of the Board of Directors.

2. Permanent committees, if adopted by the Board of Directors, shall be so noted in the Amendments section of these By-Laws.

ARTICLE 9 – INDEMNIFICATION

1. To the fullest extent permitted by the laws of the State of Illinois, including future amendments to those laws, the Organization shall indemnify and hold harmless each director and officer of the Organization against any and all claims, liabilities and expenses, (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to;

    a. Any breach of person's duty of loyalty to the Organization or its members;
    b. Any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
    c. Any transaction from which such person derived any improper personal benefit

2. The decision concerning whether a Director or Officer seeking indemnification has satisfied the provisions of Section 9.1 shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum.

3. The Board of Directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees or agents of the Organization, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

4. The Organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization, or who is or was serving at the request of the Organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE 10 – BOOKS AND RECORDS

1. The Organization 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 having any of the authority of the Board of Directors, and shall keep at the registered or principal office. All books and records of the Organization may be inspected by any member for any proper purpose at reasonable times after receipt of a written request by a member.

ARTICLE 10 – AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 51% percent of the Board of Directors.