

BY-LAWS  
OF  
RONALD McDONALD HOUSE CHARITIES, INC.

An Illinois Not-for-Profit Corporation

ARTICLE I  
Purpose

The purpose or purposes for which the Corporation is organized are:

Exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as may be amended from time to time, or corresponding provision of any subsequent Federal tax laws, and in furtherance but not in limitation thereof,

to make contributions and grants to corporations, trusts, or community chests, funds or foundations, organized and operated exclusively for charitable, scientific, or educational purposes, which engage in whole or in part in educating children or carrying on research as to physical and mental diseases and other disorders of children, or the diagnosis, prevention, and treatment thereof, or otherwise contributes to the well-being of children, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, and to make contributions and grants to the United States, any State, Territory, or any political subdivision thereof, or the District of Columbia, for exclusively public purposes.

The Corporation may establish, construct, or otherwise acquire, operate and maintain a facility to provide housing and other assistance for ill children, including but not limited to leukemia/oncology patients, provided that any such facility is operated as a charitable, educational or scientific activity of the Corporation within the meaning of section 501(c)(3) of the Code. Any such facility shall be operated in a manner that will not discriminate against any individual on the basis of race, religion, sex, national origin or financial ability.

No part of the net earnings of this Corporation shall inure to the benefit of any Trustee, officer or other private individual. None of the property of the Corporation shall be distributed directly or indirectly to any Trustee of the Corporation. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation. In the event of the dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among such organizations described in section 501(c)(3) of the Code as the Board of Trustees shall determine. The Corporation shall not engage in any transaction or do or permit any act or omission, which shall operate to deprive it of its tax exempt status under section 501(c)(3) of the Code.

ARTICLE II  
Offices

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

ARTICLE III  
Members

The Corporation shall not have members.

ARTICLE IV  
Board of Trustees

Section 1: GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Trustees. The Trustees may also be referred to as directors.

Section 2: (a) NUMBER, CLASSES AND TENURE. The number of Trustees who shall constitute the Board of Trustees shall be fixed from time to time pursuant to a resolution adopted by a majority of the Trustees and shall in no event be less than twenty-five nor more than thirty. There shall be two types of Trustees, permanent and rotating, with each Trustee having one vote on each matter submitted to a vote of the Trustees. Each person who holds any of the following positions shall be a permanent Trustee, *ex officio*, for as long as that position is held by such individual: Chairman of the Board of the Corporation, President of the Corporation, Chief Executive Officer of McDonald's Corporation and Chairman of McDonald's Corporation; *provided, however*, that if the individual elected to serve as Chairman of the Corporation or the individual elected to serve as President of the Corporation is already serving as a rotating Trustee at the time of his or her election to such office, then he or she shall remain a rotating Trustee for the remainder of the term for which he or she was elected to serve as a rotating Trustee. The rotating Trustees shall be divided into three classes, as nearly equal in number as possible. The rotating Trustees shall hold office for a term of three years and until their successors shall have been elected and qualified. Trustees need not be residents of Illinois.

(b) LIFE TRUSTEES. In recognition of outstanding service to the Corporation, the Board may elect Life Trustees, whose term on the Board shall not expire. Life Trustees shall be eligible to attend all meetings, but shall not be eligible to vote.

Section 3: ELECTION OF ROTATING TRUSTEES. Rotating Trustees shall be nominated for election to the Board by a nominating committee, pursuant to Section 1 of Article XIII of these by-laws, and shall be elected to the Board by a majority vote of the then duly qualified Trustees of the Corporation at the regular annual meeting of the Board of Trustees. If the election of rotating Trustees shall not be held at such meeting, such election shall be held as

soon thereafter as conveniently may be. An existing duly elected and qualified rotating Trustee may be re-elected to the Board, subject to the provisions of this Article.

Section 4: REMOVAL AND RESIGNATION OF TRUSTEES. Any rotating Trustee may be removed by the Board of Trustees with or without cause, upon a majority vote of the duly qualified Trustees, whenever in its judgment the best interests of the Corporation would be served thereby. Such action shall be taken at a regular meeting or special meeting called for such purpose; provided that the proposed removal be set forth in the notice of the special meeting given at least twenty (20) days prior to the special meeting. Any Trustee may resign at any time by providing written notice to the Board, or to Chairman or Secretary of the Corporation. A rotating Trustee who is employed by McDonald's Corporation or one of its subsidiaries shall be expected to offer to submit his or her resignation to the Chair of the Nominating Committee if such Trustee ceases to be employed by McDonald's Corporation or one of its subsidiaries. The Nominating Committee shall determine whether to accept or reject such offer. Unless otherwise specified in the notice or by this Section 4, a rotating Trustee's resignation shall take effect upon receipt by the Board or such Officer, and the acceptance by the Board of the resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date of the resignation provided the successor does not take office until the effective date of the resignation.

Section 5: VACANCIES. Upon a vacancy created by the death, removal, resignation, or incapacity of a rotating Trustee, a rotating Trustee may be elected to fill such vacancy by a vote of a majority of the then duly qualified Trustees of the Corporation in accordance with the procedures set forth in Section 3 of Article III of these by-laws. A rotating Trustee elected to fill such a vacancy shall be elected to hold office for the unexpired term of his or her predecessor. In the event of a vacancy of a permanent Trustee, such position shall remain vacant until an individual is elected or appointed to fill the position that resulted in such individual's status as a permanent Trustee.

Section 6: ANNUAL AND REGULAR MEETINGS. The annual meeting of the Board of Trustees shall be held at such time and place, either within or without the State of Illinois, as determined by resolution of the Board, for the purpose of electing Trustees and officers, and for the transaction of such other business as may properly come before the meeting. The Board of Trustees may provide by resolution the time and place, either within or without the State of Illinois, for the holding of regular meetings of the Board without other notice than such resolution.

Section 7: SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by or at the request of the Chairman of the Board, the President or by a majority of the Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

Section 8: NOTICE. Unless otherwise required by the General Not for Profit Corporation Act of Illinois of 1986, as amended, the Articles of Incorporation or these by-laws,

notice of any special meeting of the Board of Trustees shall be given at least two days previously thereto by written notice to each Trustee at his or her address as shown by the records of the Corporation, stating the place, date, time and purpose(s) of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with first-class postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the Trustee. If notice is given by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail address or other electronic address of record of the Trustee. If sent by any other means (including telegram, cablegram, courier or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Trustee.

Section 9: QUORUM. A majority of the Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 10: MANNER OF ACTING. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except where otherwise provided by law, by the Articles of Incorporation, or by these by-laws. No Trustee may vote by proxy on any matter of the Corporation.

Section 11: INFORMAL ACTION BY TRUSTEES. Any action required to be taken at a meeting of the Trustees of the Corporation, or any other action which may be taken at a meeting of Trustees 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 of the Trustees entitled to vote with respect to the subject matter thereof.

Section 12: COMPENSATION. Trustees shall not receive any compensation for their services.

## ARTICLE V Officers

Section 1: OFFICERS. The officers of the Corporation shall be a Chairman of the Board, a President, one or more vice presidents (the number thereof to be determined by the Board of Trustees), a Treasurer, and a Secretary, each of whom shall be elected by the Board of Trustees. The President may appoint such assistant treasurers and assistant secretaries as he or she may deem necessary, and who shall be ratified by the Board of Trustees at its annual meeting. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2: ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Trustees at its annual meeting. If the election of officers

shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3: REMOVAL. Any officer may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4: VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term at any meeting of the Board of Trustees.

Section 5: CHAIRMAN OF THE BOARD. The Chairman of the Board shall be a Trustee and shall preside at all meetings of the Board of Trustees. He or she shall see that orders and resolutions of the Board of Trustees are carried into effect. He or she shall have the power to execute, on behalf of the Corporation, bonds, mortgages and all other contracts and documents, whether or not under the seal of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Trustees or by these by-laws to some other officer or agent of the Corporation; *provided, however,* that all bonds and mortgages signed on behalf of the Corporation shall require the signature of both the Chairman and the President in order for any such bond or mortgage to be deemed validly executed. He or she shall have general powers of supervision and management of the business of the Corporation and shall be the final arbiter of all differences between officers of the Corporation and his or her decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation, subject only to the Board of Trustees of the Corporation.

Section 6: PRESIDENT. The President shall be a Trustee and shall be the chief executive officer of the Corporation. Within the policies and objectives prescribed by the Board of Trustees and the Chairman of the Board and under the general supervision of the Chairman of the Board, he or she shall establish operating procedures for, and administer and direct, all aspects of the Corporation's operating activities. In the absence of the Chairman of the Board or in the event of his or her inability or refusal to act, he or she shall preside at meetings of the Board of Trustees and shall have and exercise the duties of the Chairman of the Board. He or she shall have the same powers as the Chairman of the Board to execute, on behalf of the Corporation, bonds and mortgages and all other contracts and documents; *provided, however,* that all bonds and mortgages signed on behalf of the Corporation shall require the signature of both the Chairman and the President in order for any such bond or mortgage to be deemed validly executed. In addition, he or she shall have the power to execute documents where by law the signature of the President is required. In general, he or she shall have all powers and shall perform all duties usually vested in the office of the President of a Corporation, subject to those powers delegated to the Chairman of the Board by these by-laws, and further subject to the right of the Board of Trustees to delegate powers to other officers or committees of the Corporation, except those powers which may be exclusively conferred by law upon the office of the President.

Section 7: VICE PRESIDENTS. In the absence of the Chairman of the Board and the President or in the event of his or her inability or refusal to act, the Vice Presidents, in the order of their seniority, 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. The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Trustees.

Section 8: TREASURER. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; and in general perform all the duties incident to the offices of Treasurer and such other duties as from time to time may be assigned to him or her by the Chairman of the Board, the President or by the Board of Trustees.

Section 9: SECRETARY. The Secretary shall keep minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each Trustee which shall be furnished to the Secretary by such Trustee; and 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 Chairman of the Board, the President or by the Board of Trustees.

Section 10: ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Trustees, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman of the Board, the President or the Board of Trustees.

## ARTICLE VI Interested Trustees and Officers

Section 1: CONFLICTS OF INTEREST. The Board of Trustees, by resolution adopted by a majority of Trustees, shall establish a Conflicts of Interest Policy that protects the interests of the Corporation in this regard.

Section 2: VOIDABLE TRANSACTIONS. Generally, no contract or transaction between the Corporation and one or more of its Trustees or officers, or between the Corporation

and any other Corporation, partnership, association, or other organization in which one or more of its Trustees or officers are Trustees or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Trustee or officer is present at or participates in the meeting of the Board of Trustees or a committee thereof which authorizes the contract or transaction, provided that such contract or transaction has been reviewed in a manner consistent with the Corporation's Conflicts of Interest Policy.

Section 3: PROHIBITED TRANSACTIONS. No provision of the Articles of Incorporation or these by-laws shall in any way be construed as permitting the Corporation, whether through its Board of Trustees, its officers, agents or other party acting in its behalf, to allow the net income or property of the Corporation to inure to the private benefit of any incorporator, Trustee, officer or individual having a personal or private interest in the activities of the Corporation.

## ARTICLE VII Indemnification of Trustees and Officers

(a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and

only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a present or former Trustee, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise with which he or she is or was serving in such capacity at the request of the Corporation, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

(d) Any indemnification under paragraphs (a) and (b) or (c) of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Trustee, officer employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable but a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

(e) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision in the Corporation's Articles of Incorporation, by-law, agreement, vote of disinterested Trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

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

(g) For purposes of this Article, the term "other enterprise" shall include any employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as a Trustee, officer employee or agent of the Corporation that imposes duties on, or involves services by, such person with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she



reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in the Section.

(h) The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE VIII  
Contracts, Checks, Deposits & Funds

Section 1: CONTRACTS. The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general 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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by the President of the Corporation.

Section 3: DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

ARTICLE IX  
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the Proceedings of its Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the Trustees entitled to vote. All books and records of the Corporation may be inspected by any Trustee or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X  
Fiscal Year

The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE XI  
Seal

The Board of Trustees may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

ARTICLE XII  
Waiver of Notice

Whenever any notice whatever 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 by the by-laws of the Corporation, 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  
Committees

Section 1: STANDING COMMITTEES OF TRUSTEES. The Board of Trustees, by resolution adopted by a majority of the Trustees, shall establish and maintain the following standing committees: an audit committee, whose purpose is to assist the Board of Trustees in fulfilling its responsibility for oversight of the financial reporting and auditing practices of the Corporation; an executive committee, whose purpose is to act for the Board of Trustees between regular meetings in situations where an assembly of a quorum of the Board would be impractical or impossible; a finance committee, whose purpose is to oversee certain investment and other financial matters of the Corporation; and a nominating committee, whose purpose is to nominate rotating Trustees and officers for election by the Board of Trustees. Each committee shall have two or more Trustees appointed by the Board of Trustees and a majority of its membership shall be Trustees. Each standing committee, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Trustees in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him or her by law.

Section 2: OTHER COMMITTEES OF TRUSTEES. The Board of Trustees, by resolution adopted by a majority of Trustees, may establish and maintain such other committees of Trustees as it deems necessary or desirable for the efficient operation of the Corporation. Each committee shall have two or more Trustees appointed by the Board of Trustees.

Section 3: AD HOC COMMITTEES. Other committees not having and exercising the authority of the Board of Trustees in the Corporation may be established from time to time by resolution of the Board of Trustees. Except as otherwise provided in such resolution, the Chairman of the Board of the Corporation shall appoint the members thereof and each such committee shall have at least one member who is either a Trustee or officer of the Corporation.

Section 4: TERM OF OFFICE. Each member of a committee of Trustees shall continue as such until the next annual meeting of the Board of Trustees and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee.

Section 5: CHAIRMAN. One member of each committee of Trustees may be appointed chairman by the Board of Trustees.

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 Trustees designating a 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.

#### ARTICLE XIV Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the Board of Trustees. Such action may be taken at any annual, regular or special meeting, provided that notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of any special meeting at which such action is taken, and provided further that no such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the Corporation as stated in its Articles of Incorporation or otherwise cause the Corporation to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3).

As amended and approved by the Board of Trustees on December 9, 2014.