

BYLAWS
OF
SHERMAN COMMUNITY FOUNDATION, INCORPORATED

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

- A. Principal Office. The principal office of the Sherman Community Foundation, Incorporated, 401 St. Johns Drive, Sherman, Illinois 62684, a non-profit corporation incorporated under the laws of the State of Illinois (hereinafter the “FOUNDATION”), shall be in the State of Illinois.
- B. Other Offices. The FOUNDATION may have such other office or offices, at such suitable place or places within or without the State of Illinois as may be designated from time to time by the Board of Directors of the FOUNDATION.
- C. Registered Agent. The FOUNDATION shall have and continuously maintain a registered office in the State of Illinois (which may be identical with the principal office) and the Board of Directors of the FOUNDATION shall appoint and continuously maintain in service a registered agent in the State of Illinois who shall be an individual resident of the State of Illinois or a corporation, whether for profit or not for profit.

ARTICLE II: PURPOSES

- A. The purposes of the Sherman Community Foundation, Incorporated shall be: to involve the public; enhance, advice, promote, develop and assist in the improvement of existing natural resources within the Village of Sherman Illinois; engage in fund-raising programs in furtherance of the purpose of the FOUNDATION; to dispose of any and all of the FOUNDATION’s assets and property to or for the benefit of any corporation, organization, fund, or FOUNDATION operated exclusively for charitable, educational, or agricultural purposes; and the FOUNDATION shall be empowered to engage in such other and further means as may be necessary and proper to accomplish the foregoing objects and purposes; however, the FOUNDATION shall limit its activities to those related to educational purposes as stated within the meaning of section 501©(3) of the Internal Revenue Code.

ARTICLE III: BOARD OF DIRECTORS

- A. General Authority. There shall be a Board of Directors of the FOUNDATION, which shall manage, supervise and control the business, property and affairs of the FOUNDATION. The board of Directors shall be vested with the powers possessed by the FOUNDATION itself, including the powers to determine the policies of the FOUNDATION and prosecute its purposes, to appoint and remunerate agents and employees, to disburse the funds of the FOUNDATION, and to adopt such rules and regulations for the conduct of its business, responsibility and authority as shall be deemed advisable, insofar

as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or Bylaws of the FOUNDATION (in their present form or as they may be amended) or to any applicable law.

- B. Membership. The Board of Directors of the FOUNDATION shall be composed of at least 3 individuals, but no more than 18 individuals. The Board of Directors of the FOUNDATION may, by resolution, increase the number of directors of the FOUNDATION. Vacancies, as they occur on the Board of Directors by reason of an increase in the number of directors, resignation, death, incapacity, or the like of one or more of the members thereof, shall be confirmed by act of the Board of Directors of the FOUNDATION upon recommendation of the entity to be represented. The following entities may have representatives on the Board unless and until that entity is disbanded and/or these By-Laws are amended: Village of Sherman – one representative.
- C. Term of Office. Each director of the FOUNDATION shall serve a term of three years. However, the first Board of Directors shall serve staggered terms as determined by lot. The terms of the initial Board of Directors shall be staggered so that a majority of the members serve three years and, the remaining members serve two years. Board members may serve successive terms with the consent of the entity represented.
- D. Resignation. Any director may resign at any time by giving written notice to the President and the entity they represent. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.
- E. Removal. Any director may be removed from such office by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors for (1) violation of these By-Laws or (2) engaging in any other conduct prejudicial to the best interests of the FOUNDATION. Such removal may occur only if the director involved is first provided (1) with adequate notice of the charges against that Director in the form of a statement of such charges and of the time and place of the meeting of the Board of Directors scheduled for the purpose of hearing or considering such action, sent by certified or registered mail to the last known address of such director, or by delivery in person to the personal residence or place of business of such director, (2) an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges, no sooner than thirty days after the sending of such notice, and (3) a written explanation as to (if such is the case) why such director is being removed from such office. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the FOUNDATION. A Director shall automatically be removed from the Board if he is absent from a regular or special meeting of the Board of Directors for unexcused reasons three times during the FOUNDATION fiscal year (January 1 through December 31). An absence is unexcused if the Director (1) failed to notify the

Secretary of his planned absence or 2) failed to send a proxy to vote in his place. Said proxy may be another representative from the entity he represents or may be the Secretary of the FOUNDATION. Said proxy must be given in writing and available to the Secretary for confirmation at the meeting. A vacancy on the Board of Directors because of unexcused absence shall be filled as outlined in Article III, Paragraph B.

- F. Annual Meetings. An annual meeting of the Board of Directors of the FOUNDATION shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting.
- G. Special Meetings. Special meetings of the Board of Directors of the FOUNDATION may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day or place as shall be designated in the notice of the meeting.
- H. Notice. Notice of the time, day and place of any meeting of the Board of Directors of the FOUNDATION shall be given at least three days previous thereto by notice sent by mail, facsimile, or telephone to each director at their address as shown by the records of the FOUNDATION. 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 notice is given by facsimile, such notice shall be deemed to be delivered when confirmation of the transmission is received by the sender. The purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any 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.
- I. Quorum. Fifty-one percent of the directors of the FOUNDATION shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except if less than such number of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.
- J. Manner of Acting. The act of a majority of directors at a meeting of the Board of Directors of the FOUNDATION shall be the act of the Board of Directors. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements of the Board of Directors.
- K. Compensation. Directors of the FOUNDATION shall not receive any compensation for their services as member of the Board of Directors but the Board of Directors may authorize payment by the FOUNDATION of the

expenses of directors for attendance at annual or special meetings of the Board.

- L. Liability Insurance. The Board of Directors of the FOUNDATION shall be furnished directors and officer's liability insurance in such sum as the Board of Directors may prescribe.

ARTICLE IV: OFFICERS

- A. Officers. The officers of the FOUNDATION shall consist of a President, a Vice President, a Secretary, and a Treasurer, and may include such other officers as may be deemed necessary. One person may hold more than one office, other than the offices of President and Secretary.
- B. Election of Officers. The officers of the FOUNDATION shall be elected by the members of the Board of Directors of the FOUNDATION. The officers of the FOUNDATION shall be members of the Board at the time of their election. Such elections shall take place at the annual meeting of the Board of Directors.
- C. Term of Office. The officers of the FOUNDATION shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next succeeding annual meeting or until their respective successor shall be duly elected and shall become qualified. Officers may be elected to serve successive terms.
- D. Resignation. Any officer may resign at any time by giving written notice to the President and to the entity they represent. Such resignation shall take effect at the time specified therein, or, if not time is specified, at the time of acceptance thereof as determined by the President.
- E. Removal. Any officer may be removed by the Board of Directors of the FOUNDATION at any meeting of the Board by a two-thirds vote of the Directors present for engaging in conduct prejudicial to the best interests of the FOUNDATION.
- F. Vacancies. In the case of resignation of an officer of the FOUNDATION or, if for any other reason including ineligibility or removal, an officer is unable to complete their term, the Board of Directors shall elect a successor to complete the unexpired term, with the exception of the vacancy of the Presidency, in which case the Vice President shall serve until a successor is duly elected. (See paragraph H.).
- G. President. The President of the FOUNDATION shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including but not limited to being the chief executive officer of the FOUNDATION, preparation of the agenda for the annual meeting and other meetings, and having general knowledge of and

responsibility for supervision of the business of the FOUNDATION.

Notwithstanding the foregoing, the President of the FOUNDATION shall have the following specific powers and duties:

- (1) They shall be a member of the Board of Directors and shall prepare the agenda for the meetings of the Board.
 - (2) They shall annually appoint such standing or special committees and subcommittees and divisions as may be required by these Bylaws or as they may find necessary, and shall be an ex-officio member without vote of all committees of the FOUNDATION.
 - (3) They shall also perform such other duties as the Board of Directors may, from time to time designate.
 - (4) They shall only vote at a meeting of the Board of Directors in case of a tie vote at which time they shall cast the deciding vote.
- H. Vice President. The Vice President of the FOUNDATION shall perform all duties incumbent upon the President during the absence or disability of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.
- I. Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the FOUNDATION and shall deposit all moneys and other valuable effects in the name and to the credit of the FOUNDATION in such depositories as may from time to time be designated by the Board of Directors. They shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation and shall render a report of the finances of the FOUNDATION at the annual meeting of the FOUNDATION or whenever requested by the President showing all receipts and expenditures for the current and/or past year/s. They may appoint an Assistant Treasurer to perform such duties as he or she may, from time to time delegate.
- J. Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a format to be kept for that purpose and shall perform like duties commonly incident to and vested in the office of secretary of a corporation. They shall give, or cause to be given, notice of all regular and special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors and the Chairman of the Board. The Secretary shall have custody of the seal of the FOUNDATION, and shall have authority to affix the same to any instrument requiring it. They may appoint an Assistant Secretary to perform such duties as he or she may, from time to time, delegate.

ARTICLE V: COMMITTEES

- A. Executive committee. The Board of Directors may, by resolution adopted by a majority of the number of directors fixed by these Bylaws, designate three or more directors to constitute an Executive Committee, one of who shall be designated as Chairman of the Executive Committee. Each member of the Executive Committee shall continue as a member until the expiration of the term as a director, or their earlier resignation, unless sooner removed as a member or as a director.
- B. Finance Committee. The Finance committee, which shall be comprised of the Vice President and two other members of the board who are not officers, shall conduct an annual financial audit of the records of the FOUNDATION and may also conduct such other activities as requested by the President of the FOUNDATION or its Board.
- C. Other Committees. The President may create such other committees of the FOUNDATION as deemed advisable and define their duties. These other committees, and their members, must be ratified by a two-thirds vote of the Board of Directors at any regular or special meeting.

ARTICLE VI: FISCAL YEAR

The fiscal year of the FOUNDATION shall commence on January 1 and terminate on December 31.

ARTICLE VII: SEAL

The Board of Directors of the FOUNDATION will 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, State of Illinois.”

ARTICLE VIII: INDEMNIFICATION

- A. The FOUNDATION shall be authorized to indemnify each member of the Board of Directors as described in Article III hereof, and each of its officers, as described in Article IV hereof, for the defense of civil and criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.
- B. The FOUNDATION shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys’ fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against them by reason of being or having been such a director or officer and acting within the scope of their official duties, but only when the determination shall have been made

judicially or in the same manner herein provided that they acted in good faith for a purpose which they reasonably believed to be in the best interests of the FOUNDATION and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that their conduct was unlawful. This indemnification shall be made only if the FOUNDATION shall be advised by its Board of Directors acting (1) by a quorum consisting of directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

- C. Every reference herein to a member of the Board of Directors or officer of the FOUNDATION shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the FOUNDATION might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE IX: LIMITATION ON ACTIVITIES

- A. General. The FOUNDATION is organized and operated exclusively for education purposes within the meaning of the Internal Revenue Code. No substantial part of the activities of the FOUNDATION shall be the carrying on of propaganda or otherwise attempting to influence legislation. The FOUNDATION shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the FOUNDATION shall not carry on any activities not permitted to be carried on.
- B. Funds. The FOUNDATION shall use its funds only to accomplish the objectives and purposes as permitted in these Bylaws, and no part of the net earnings of the FOUNDATION shall inure to the benefit of nor be distributable to its directors, officers, or other private individuals, or other organizations organized and operating for profit, except that the FOUNDATION is authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE X: DISSOLUTION

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the FOUNDATION, distribute all the assets of the FOUNDATION to one or more of the following categories or recipients as the Board of Directors shall determine:

- (a) a nonprofit organization or organizations, which may have been created to succeed the FOUNDATION as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax law; and/or
- (b) a nonprofit organization or organization having similar aims or objectives as the FOUNDATION and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under the Internal Revenue Code or the corresponding provision of any future federal tax law.

ARTICLE XI: AMENDMENTS TO BY-LAWS

These By-Laws may be amended by a majority vote at any meeting of the Board of Directors of the FOUNDATION.

An amendment to be proposed at a meeting shall be mailed to each member of the Board of Directors at least fourteen days prior to the date of the meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the FOUNDATION in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the FOUNDATION may adopt.

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