

**BYLAWS OF  
THE SPRINGFIELD PARKS FOUNDATION**

**ARTICLE I**

**OFFICERS**

The Foundation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within the state.

**ARTICLE II**

**MEMBERS**

The Foundation has no members in the legal sense, although donors may be designated as members or by other appropriate designations or categories of sponsorship.

**ARTICLE III**

**BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.**

The affairs of the Foundation shall be managed by its Board of Directors.

**SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.**

The number of directors may be increased or decreased from time to time by vote of the Board of Directors and shall be not more than 11, each serving for a three year term beginning with their appointment January 1 of the current year. No more than seven directors terms shall expire in the same year. A director may serve two consecutive terms and may be reappointed to the Board after at least one year's absence. Each director shall hold office until his or her term expires and until a successor shall have been elected and qualified. Employees of the Springfield Park District not be eligible to serve as directors.

### **SECTION 3. METHOD AND SELECTION OF DIRECTORS.**

The Board of Directors will select members. The Executive Committee will be charged with reviewing applicants.

### **SECTION 4. EX-OFFICIO DIRECTORS.**

The President of the Springfield Park District Board and the Executive Director of the Springfield Park District, or their designees shall serve as ex-officio, non-voting directors of the Foundation.

### **SECTION 5. REGULAR MEETINGS.**

Regular meetings of the Board of Directors shall be held quarterly at a time and place determined by the President.

### **SECTION 6. SPECIAL MEETINGS.**

Special Meetings of the Board of Directors may be called by or at the request of the President or any two directors. Any special meetings so called must be in the immediate vicinity of the Springfield Park District boundaries.

### **SECTION 7. NOTICE.**

Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice to each director at his or her 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 there on paid. If notice is given by electronic format, such notice shall be deemed to be delivered when sent. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the 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.

## **SECTION 8. QUORUM.**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any of their meetings provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice. A majority of the Board of Directors is defined as more than half of its members.

## **SECTION 9. MANNER OF ACTING.**

The act of a 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 statute, these bylaws, the articles of incorporation, or Robert's Rules of Order.

## **SECTION 10. VACANCIES.**

Any vacancy occurring in the Board of Directors shall be filled by consensus of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

## **SECTION 11. COMPENSATION.**

Directors shall not receive any salaries for their services. Directors may, however, be reimbursed for expenses incurred on behalf of the Foundation. Such reimbursements shall conform to applicable state and federal law.

# **ARTICLE IV**

## **OFFICERS**

### **SECTION 1. OFFICERS.**

The officers of the Foundation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary and such assistant treasurers, assistant secretaries or other officers as may be elected by the Board of Directors. Officers whose authority and duties not prescribed in these bylaws 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, except the office of president and secretary.

## **SECTION 2. ELECTION AND TERM OF OFFICE.**

The officers of the Foundation shall be elected annually by the Board of Directors, prior to the appointment of incoming directors, at the quarterly meeting of the Board of Directors, and shall assume their new positions at the conclusion of that meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall be removed in the manner hereinafter provided. Election of any officer shall not of itself create contract rights.

## **SECTION 3. REMOVAL.**

Any officer or director elected or appointed by the Board of Directors may be removed by the Board of Directors upon a two-thirds majority vote whenever in its judgment the best interests of the Foundation would be served thereby.

## **SECTION 4. PRESIDENT.**

The president shall be the principal executive officer of the Foundation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Foundation; he or she shall see that resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the Board of Directors and. The President shall appoint annually the chairpersons of all standing committees. The President shall cause notice and minutes of committee meetings to be made and recorded. Except in these instances in which the authority to execute expressly delegated to another officer or agent of the Foundation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the Foundation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Foundation and either

individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she 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 of the Foundation by the Board of Directors.

#### **SECTION 5. VICE PRESIDENT.**

The vice-president shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors. In the absence of the president, the vice-president 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. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Foundation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the vice-president may execute for the Foundation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Foundation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she shall also provide orientation to new Board members. While not required, it is anticipated that the vice-president will serve as President upon completion of his or her term.

#### **SECTION 6. TREASURER.**

The treasurer shall be the principal accounting and financial officer of the Foundation. He or she shall;

- A. Have charge of and be responsible for the maintenance of adequate books of account for the Foundation.
- B. Have charge and custody of all funds and securities of the Foundation, and be responsible therefore, and for the receipt and disbursement thereof.
- C. 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 by the Board of Directors.

If required by the Board of Directors, 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 Directors shall determine.

#### **SECTION 7. SECRETARY.**

The secretary shall record the minutes of the meetings of the Board of Directors and in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by the law; be custodian of the Foundation records and of the seal of the Foundation; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned him or her by the Board of Directors.

### **ARTICLE V**

#### **EXECUTIVE COMMITTEE**

The executive committee shall be made up of the president, vice-president, secretary and treasurer, and the assistant treasurer of the Foundation. The executive committee, upon unanimous agreement, shall have authority to act on behalf of the Board of Directors between regular meetings in all matters prescribed by these bylaws.

### **ARTICLE VI**

#### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **SECTION 1. CONTRACTS.**

The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws to enter into any contract or to 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 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 Foundation, shall be signed by such officer or officers, agent or agents of 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 by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the vice-president of the Foundation.

## **SECTION 3. DEPOSITS.**

All funds of the Foundation shall be deposited from time to time in the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 4. GIFTS.**

The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

# **ARTICLE VII**

## **PROPERTY AND INVESTMENT**

### **SECTION 1. PROPERTY.**

All property, whether real, personal or mixed, received by the Foundation by bequest, devise, gift, grant or otherwise, shall be held by the Foundation or disposed of by it on such terms and conditions, not inconsistent with the articles of incorporation, bylaws, or the terms, if any, of any bequest, devise, gift, grant or other instrument, as the Board of Directors shall determine.

## **SECTION 2. INVESTMENTS.**

Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Foundation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous.

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

The Foundation 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 a record giving the names and addresses of the members entitled to vote. All books and records of the Foundation may be inspected by any director, or his or her agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of the Foundation shall be January 1 to December 31.

## **ARTICLE X**

### **WAIVER OF NOTICE**

Whenever any notice 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 the By laws of the Foundation, 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 XI**

### **AMENDMENTS**

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors unless otherwise provided in the articles of incorporation or the bylaws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the Foundation not inconsistent with law or the articles of incorporation.

## **ARTICLE XII**

### **INDEMNIFICATION**

An individual serving in the capacity of director, officer, trustee, employee or volunteer of this Foundation shall be entitled to seek indemnification or advancement of expenses to the fullest extent of the law. However, such director, officer, employee or volunteer shall not be allowed to seek reimbursement or advancement of expense for a breach of his or her duty of loyalty to the Foundation, for acts or omissions not in good faith or law, for the transaction from which the director, officer, volunteer or employee derives an improper personal benefit.

## **ARTICLE XIII**

### **DISSOLUTION**

Upon dissolution of the corporation, any and all remaining corporate assets (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements), after satisfaction of all just debts, shall be transferred to the Springfield Park District as a restricted gift to be used for acquisition and development of open spaces.

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Adopted: November 8, 2011

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President

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Secretary