

BY-LAWS
of the
OAK PARK EDUCATION FOUNDATION

The Oak Park Education Foundation is established for the purpose of accepting contributions, gifts, and bequeaths from individuals, groups, or businesses that support efforts to enrich and supplement the regular education programs offered students of Oak Park Elementary School District 97, Cook County, Illinois. This support shall be for such activities as providing funds for equipment acquisition, utilization of visiting educators, such as artist in residence program, mini-grant support for individual instruction staff, scholarships for students and other enrichment activities.

ARTICLE I

The Oak Park Education Foundation is not established for monetary profit or financial gain, and no part of the assets or contributions received shall be distributable to, or inure to the benefit of any of the officers or members of the Board of Directors of the Oak Park Education Foundation. The activities of the Oak Park Education Foundation shall not include the dissemination of propaganda, or efforts to influence legislation, or any participation in, or contribution to the political campaigns of candidates for public office. The Oak Park Education Foundation shall engage only in activities permitted to be carried on (a) by a corporation exempt from Federal Tax under the Internal Revenue

Code, Section 501 (c) (3); or (b) by a corporation, contributions to which are deductible under the Internal Revenue Code, Section 170 (c) (2).

ARTICLE II – GOVERNANCE

The Foundation is a Not – For – Profit Corporation duly incorporated under the laws of the State of Illinois, and shall be governed by a Board of Directors, one of whom shall be the Superintendent of Oak Park Elementary School District 97, Cook County, Illinois. The Board of Directors shall govern the Foundation and may exercise all of the powers necessary to effectuate the purposes of the Foundation consistent with the relevant laws.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Number of Board Members

The number of Board members shall be set by resolution passed by a two-thirds (2/3) vote of the Board, provided that there shall at no time be fewer than eleven (11) nor more than twenty-five (25).

Section 2. Term of Office

Excluding the Superintendent of the Oak Park Elementary School District 97, District 97 Curriculum Representative, District 97 Board Representative, and the District 97 Principal Representative (collectively, “District 97 Representatives”), Board members serve terms of three (3) years each. Board members may begin their service at the beginning of a school year or during the school year, with a partial year counting as one year of service for the purpose of calculating the three-year term. The District 97 Board Representative serves for a one (1) year

term. The District 97 Board Representative is a non-voting member of the Board. The District 97 Curriculum Representative and Principal Representative serve for two (2) year terms. The Superintendent of the Oak Park Elementary School District 97 shall serve during his / her tenure in office. All Board members, excluding the Superintendent, may serve no more than two (2) consecutive full terms of office.

At the conclusion of a Board member's second consecutive full term of office, the Board may extend an additional term to a Board member not to exceed two years, if: (1) a majority of the Committee of the Board determines that further service by that Board member would benefit the Foundation, the Board or its programs; and (2) the elective term is approved by a two-thirds (2/3) vote of current Board members present when a quorum is in attendance at any regular board meeting. Total years of consecutive service by a Board member may not exceed eight years, including any elective term. After a two (2) year lapse a Board member may be re-elected.

Section 3. Mode of Selection

All Board members, excluding the District 97 Representatives, shall be elected by a two-thirds (2/3) vote of current Board members present when a quorum is in attendance at any Regular board meeting. The position of the Superintendent on the Board of Directors shall be occupied at all times by the individual who is serving as the Superintendent or Acting Superintendent of Schools of the Oak Park Elementary School District 97 who has been duly appointed by the Board of Education of said School District. The other District 97 Representatives shall be selected by District 97, subject to a two-thirds (2/3) vote of current Board

members if any Board member brings this motion before the Board at the beginning of the District 97 Representative's term.

Section 4. Vacancies

Vacancies for the unexpired term of any Board member excluding the Superintendent, whether occurring on account of resignation, death or other cause, shall be filled by the election of a succeeding Board member by two-thirds (2/3) vote of current Board members present when a quorum is in attendance at any Regular board meeting. Such election shall take place at the next meeting following notice or determination of the existence of a vacancy, or as soon as practicable.

Section 5. Indemnification

The Board members shall be indemnified against all personal liability arising out of any suit or claims arising out of action taken, or omitted to be taken, by them in good faith in discharging their duties to the Oak Park Education Foundation.

Section 6. Committees

The Board of Directors may appoint standing and ad hoc committees as needed. The Committee of the Board shall be a permanent committee that consists of the President, Vice Presidents, Secretary, Treasurer and the head of each committee. The Finance Committee shall be chaired by the Treasurer and consist of such other Board members as assigned by the President.

Section 7. Appointment of Executive Director

The Board of Directors may delegate the responsibility for management of the daily activities of Oak Park Education Foundation to an executive director. The Board will select the Executive Director.

ARTICLE IV – OFFICERS

Section 1. Positions

The officers of the Foundation shall consist of a President of the Board of Directors, two (2) Vice-Presidents, a Secretary, and a Treasurer.

Section 2. Mode of Selection

At each annual meeting, officers shall be elected to serve by a two-thirds (2/3) vote of current Board members present when a quorum is in attendance at the annual meeting. The officers will serve for two (2) year terms. The District 97 Representatives shall not be eligible to hold office on the Board of Directors. Vacancies in any office, whether occurring on account of resignation, death or other cause, shall be filled by the election by the majority vote of the members of the Board at the next meeting in which a quorum is present following notice or determination of the existence of a vacancy.

Section 3. Removal

Any officer may be removed from office at any time by a two-thirds (2/3) vote of the current Board members.

Section 4. Duties

A. President: The President shall preside at meetings, may appoint members of the Board to serve on and chair such committees as may be necessary or desirable, may convene Special meetings of the Board of Directors, including Virtual meetings, and shall perform such other duties as may be required by law.

B. Vice Presidents: Each Vice President is encouraged to consider running for President at the next vacancy. In the President's absence, a Vice President may act

as President by presiding at meetings. The Vice Presidents may have additional specific responsibilities as assigned by the President.

C. Secretary: The Secretary shall cause the proceedings at all meetings of the Board of Directors to be recorded and shall maintain records of the Foundation except for financial records in custody of the Treasurer.

D. Treasurer: The Treasurer shall be responsible for depositing contributions received, for making such disbursements for expenses, and to recipients of such monies as are authorized by the Board to be distributed for the enhancement of education consistent with the purpose and the policies of the Foundation, for investment of funds and for the maintenance of records concerning all of the aforesaid transactions. 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 may determine.

E. President-Elect: In the year prior to a President position vacancy, a Vice President can become the President-Elect by a two-thirds (2/3) vote of the current Directors of the Board. That vote may occur at the annual meeting or at any Board meeting. The President-Elect agrees to run for President at the next vacancy. The President-Elect shall observe the duties of the President and may have additional specific responsibilities as assigned by the President.

ARTICLE V – EXECUTIVE DIRECTOR

Section 1. Authority and Responsibility

The Oak Park Education Foundation may employ a salaried Executive Director who shall be charged with the daily management of the affairs of the Oak Park

Education Foundation, subject to the policies established by the Board of Directors. The Executive Director's responsibilities will include, but are not limited to, those tasks requested by the Board of Directors and tasks required for the daily management of the Oak Park Education Foundation. The Executive Director may delegate responsibility for specific aspects of his or her work, while keeping ultimate responsibility for the performance of those duties and holding those parties accountable for their actions. The Executive Director will report regularly to the Board and keep the Board informed of issues requiring the Board's attention. The Executive Director shall serve as an ex officio, non-voting member of the Board of Directors.

ARTICLE VI – MEETINGS

Section 1. Annual Meeting

The last meeting of each fiscal year shall be the Annual meeting. The date and place of the meeting shall be set by the board and each director shall be furnished with written notice of such meeting at least five (5) days prior to the meeting.

Section 2. Regular Meetings

At each Annual meeting the Board of Directors shall establish a schedule of Regular meetings for the ensuing fiscal year.

Section 3. Special Meetings

Special meetings may be called by the President of the Board or at the request of three (3) members of the Board of Directors. Written notice shall be furnished to each Director at least five (5) days prior to the meeting unless an emergency

matter is involved, in which case notification may be given by personal contact, by telephone or by electronic mail (e-mail).

Section 4. Virtual Meetings

A Special meeting of the Board called pursuant to Section 3, above, may be held by conference telephone, electronic means or similar communications equipment as long as all Directors participating in the meeting can hear one another.

Section 5. Actions Conducted Through Electronic Mail

At the request of the President, any action of the Board, except for: (a) the election of Officers and Directors of the Board; and (b) adoption, repeal or amendment of the by-laws, may be conducted via electronic means as long as all Directors have the opportunity to participate and there is a reasonable time limit set for voting on the proposed action. If a proposed action under this section is not approved unanimously by the Board of Directors, the matter will be deferred until the next Regular meeting or a Special or Virtual meeting called pursuant to Sections 3 or 4, above.

Section 6. Quorum

A majority of the members of the Board of Directors shall constitute a quorum and, except as may be otherwise required, action by a majority of the directors in attendance at a meeting or participating in a Special or Virtual meeting in which a quorum is present shall be an act of the Board.

ARTICLE VII – CONTRIBUTIONS AND DISBURSEMENT

Section 1. Contributions

Contributions and gifts shall be sought by members of the Board of Directors or their designees from persons, groups and businesses in the community in furtherance of the purposes of the Foundation.

Section 2. Use of Contributions

Contributions received shall be deposited by the Treasurer in a financial institution approved by the Board of Directors, unless otherwise provided by the donor, and shall be used and disbursed on recommendation of the Board of Directors in furtherance of the purpose of the Foundation to enhance education in the Oak Park Elementary School District 97.

Section 3. Restricted Gifts

Donors may make contributions for specified purposes and such funds shall be held and disbursed by the Treasurer for the specified purposes so long as the specified purpose is consistent with the purposes of the Foundation provided, however, that the President of the Board may request that a proposed restricted gift be approved by a majority of the Board of Directors. If it is determined by the Board of Directors that changed conditions or other reasons have rendered the application of the contribution to the specified purpose illegal, unnecessary or impracticable, and such funds cannot be returned to the donor, said funds shall be used for such other purposes of the Foundation as will best carry out the intentions of the donor.

Section 4. Investment

The Treasurer shall invest the contributions received in such financial institutions or securities as approved by the Board of Directors.

ARTICLE VIII – FISCAL YEAR AND AUDIT

The fiscal year of the Foundation shall be the same as Oak Park Elementary School District 97. At the close of the fiscal year or at such other times as the Board of Directors authorize, the board shall provide for an independent audit of all assets and accounts of the Foundation.

ARTICLE IX – AMENDMENT OF BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting provided that at least five (5) days written notice is given to intention to alter, amend or repeal and to adopt new by-laws at such meeting

Approved and adopted by Resolution of the Board of Directors

18th Day of May, 2016

Karen Daily
President,
Board of Directors

ATTEST:

Stephanie Springs
Secretary, Board of Directors