

BY-LAWS
OF
THE GLENVIEW PARK FOUNDATION, INC

(As amended June 10, 2017)

ARTICLE 1

Section 1.0 – Preamble.

This Foundation has been organized as an Illinois non-profit corporation and Section 501 (c)(3) exempt charity to provide a channel for voluntary giving by any members of the public and business donors to support and enhance the facilities, recreational opportunities and programs of the Glenview Park District (the “District”), including its cooperating public interest organizations and projects, for the benefit of the public. These By-Laws are made subject in all matters to the provisions of the Foundation’s Charter (Articles of Incorporation dated November 15, 2001, as from time to time amended) and in the event of any inconsistency, the Articles of Incorporation shall govern.

Section 1.1 – Name.

The name of the organization shall be THE GLENVIEW PARK FOUNDATION, INC.

Section 1.2 – Purposes.

Subject to the stated purposes of the charter, the objectives of the Foundation are to operate exclusively for, and in support of, the charitable and educational, public and governmental purposes of the District including the enhancement of parks and recreational opportunities for its citizens, all as authorized in the Illinois Parks Code. In the course of its operations, the Foundation shall observe the following provisions:

- (i) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, officers, or other persons, except that the Foundation shall be authorized and empowered, through the District’s Treasurer, as appropriate, to pay reasonable compensation for contractual services rendered and reimbursement of reasonable expenses incurred, and to make payments and distributions in furtherance of the purposes set forth herein;
- (ii) No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene

in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

- (iii) Notwithstanding any other provisions of these By-Laws, the Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization or entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization of entity, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law);

AND IN FURTHERANCE THEREOF:

- (a) To operate exclusively for the benefit of, to perform functions for, or to carry out or enhance the purposes of the District, a tax-exempt public entity of local government of the State of Illinois, or its successors;
- (b) All donations and receipts of the Foundation shall be accounted for, reported and invested in a lawful and prudent manner pending distribution of same and administered in accordance with Article VI below (Fiscal Matters). Such funds may be paid periodically to fund and support the projects and programs of the Foundation or its successor. Reasonable financial controls shall be observed, including annual audits or reviews and, in the discretion of the Board of Directors, utilization of a fidelity bond or bonds, as appropriate.
- (c) In the event of dissolution, the assets of the Foundation shall be distributed to Glenview Park District or its lawful successor as more fully set forth in the Articles of Incorporation.

Section 1.3 – Offices, Staff.

The Foundation shall have as its official place of business the offices of the Glenview Park District, 1930 Prairie Street, Glenview, Illinois 60025. Such staff as shall be necessary and appropriate for clerical, bookkeeping, Form 990 reporting, and administrative aspects of the Foundation's work shall be provided by the Park District from its own staff and without charge. For clerical purposes, the Federal Form 990 is due May 15 and the State Form 990 is due June 30.

ARTICLE II

MEMBERS

The Foundation shall be a non-“member” form of corporation under the Illinois Not-For-Profit Corporations Act. Although it has no “members” in the legal sense, donors may be designated as “members” or by other appropriate designations or categories of sponsorship, and assigned to classes or categories, groups or committees as the Board of Directors from time to time may designate.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 – Powers.

The Board of Directors, or in appropriate instances, the Executive Committee shall be the governing body of the Foundation. It shall consist of volunteering citizens in and around the Glenview community, approved by the Board of Directors as set forth below. Such persons shall serve without compensation and no taxpayer monies or public funds shall be paid or transferred to them or the Foundation.

Section 3.2 – Appointment/Terms of Duration.

The initial Directors were those persons on the roster annexed to the By-Laws as first written in 2001, and approved by the District’s Board of Commissioners. Subsequently and henceforth, not fewer than eleven (11) nor more than twenty-five (25) persons shall serve in such capacity by nomination and election of the then serving directors at the annual, quarterly or any special meetings of the directors, as the case may be. Among such directors shall be included at all times, as *ex officio* directors, with voice and vote, the then currently serving President of the Board of Park Commissioners of Glenview Park District, or an elected park Commissioner designated by him or her, the then currently serving Executive Director of said District, and a currently serving Division Head designated by the Executive Director of said District. All directors appointed on or after the effective date of these amended Bylaws shall serve for a term of three (3) years, renewable for an additional term or terms not to exceed nine (9) aggregate years in office, and until their successors are duly appointed and qualified. Following completion of such nine (9) years of service, retiring directors shall be eligible for and encouraged to serve in an honorary or advisory capacity as set forth in Section 3.11 below. Existing directors as of the effective date of these amended Bylaws shall not be subject to the foregoing term limitations.

Section 3.3 – Vacancies – Filling by Election/Appointment.

Subject to the provisions of Section 3.2 above, vacancies in the Board of Directors (or in the Executive Committee, as the case may be) due to death, resignation or other cause (including appointments to fill any new seats in the event of an enlargement of the Board of Directors as authorized by these By-Laws) shall be filled by election of the remaining directors at a regular or special meeting, such successor to serve for the unexpired term of the person replaced, and thereafter, at the pleasure of the Board of Directors.

Section 3.4 – Meetings.

The Board of Directors shall have at least one annual meeting prior to June 30 of each calendar year and such other meetings, not less than quarterly, or special, as are deemed appropriate. The purposes of the annual meeting shall be (a) to elect the officers of the Foundation for the coming year; (b) to elect the directors of the foundation to fill any vacancies, appointments to newly authorized seats on the Board of Directors, expired terms, or other cause and to approve renewal of service by continuing directors; and (c) to plan the activities of the Foundation and transact such other business as may be desirable.

Section 3.5 – Special Meetings.

Special meetings of the Board of Directors may be called by the President or by any two directors. These may include retreats in yearly or other intervals, at the Board's discretion.

Section 3.6 – Notice.

Written notice of all Board meetings shall be mailed (or sent electronically by email or facsimile) to all directors as early as practicable before the date of the meeting, and shall in the case of special meetings state generally the nature of the business to be taken up at the meeting. Business involving amendment of the Bylaws, acquisition or transfer of major assets of the Foundation, removal of a director or incurring of any bank debt or operational obligations to others exceeding \$15,000 shall be on prior notice of not less than twenty (20) days except in the case of emergency.

Section 3.7 – Action by Unanimous Consent.

Any action that may be taken in person at a Board meeting or Executive Committee meeting may be taken without such a meeting if unanimous written consent is executed as authorized by the Illinois Not-For-Profit Corporation Act.

Section 3.8 – Quorum; Telephonic Conference Calls.

For all meetings of the Board of Directors or Executive Committee (other than for action taken by unanimous written consent), a quorum shall be one-half

of the directors then serving, who shall be present in person or by conference telephone. As to the latter, any director may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall be deemed to constitute attendance and presence in person at the meeting by the person or persons so participating.

Section 3.9 – Manner of Acting.

The act of the majority of the directors present at a meeting at which a quorum is present or participating shall be the act of the Board unless otherwise required by applicable law or these By-Laws. Reasonable minutes shall be kept recording the substance of all such actions.

Section 3.10 – Procedure.

Subject to adherence to the provisions of the Illinois Not-For-Profit Corporations Act, Roberts Rules of Order (latest edition) shall govern procedure at all meetings of the Board of Directors and its Committees, including the Executive Committee, where not otherwise covered expressly by these by-Laws.

Section 3.11 – Honorary or Advisory Directors.

At the discretion of the Directors, one or more categories of Honorary or Advisory Directors may from time to time be created and selected to support the mission of the Foundation. Such persons shall serve without vote but with voice and may attend meetings of the Board of Directors or Committees.

ARTICLE IV

EXECUTIVE COMMITTEE

An Executive Committee shall be utilized which shall consist of the President, Vice President/President-Elect, Treasurer, Secretary, the past President, and one or more other directors who may volunteer and be appointed in the discretion of the President, having, among its duties, service as a sounding board on emerging issues, problems and initiatives as well as routine matters warranting attention in the interim between regular and special meetings. Its actions shall serve as the actions of the full Board, provided that the Executive Committee does not, without full Board approval, take final action on major matters such as amending bylaws, removing a Board member from office, entering into contracts or incurring new debt of a material nature or transferring, distributing or acquiring major assets. Any actions taken by the Executive Committee shall be done upon the best practicable prior notice to all directors via e-mail or telephone describing the business at hand and shall be reported at the

next full Board meeting and subject to the Board's further consideration. Directors not on the Executive Committee are welcome to attend and express their views.

ARTICLE V

OFFICERS OF THE FOUNDATION

Section 5.1– Designation of Foundation Officers.

The officers of the Foundation shall be elected for one (1) year terms and shall be a President, President-Elect/Vice-President, Past President, Secretary and such other Assistant Secretaries as may be deemed necessary, and a Treasurer. All Foundation officers shall be elected by the Board of Directors at the Board's annual meeting and shall hold office for a one (1) year term, or until their successors shall have been duly elected and qualified. Re-election for successive terms, whether or not consecutive, is permissible within the discretion of the Board of Directors including one (1) additional annual term of service in the case of the President, and without limitation, and at the discretion of the Board of Directors, in the case of other officers.

Section 5.2 – Duties of the President.

The President shall be the principal executive officer and spokesperson of the Foundation and shall give general direction to all of the business and affairs of the Foundation. The President shall preside at all regular and special meetings of the Board of Directors, and, as applicable, its Executive Committee. He/she shall appoint all chairpersons of special committees with approval of the full Board and cooperate fully with all committees on which he/she shall serve as a member, ex officio. The President may represent the Foundation on matters concerning its interests and may sign such instruments, announcements, brochures and other documents as the Board of Directors have authorized. In general, he/she shall perform all duties incidental to the office of President, as well as such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.3 – Duties of the Vice-President/President-Elect.

This officer shall be elected concurrently with the election of the President. He/she shall thereby be enabled to prepare for the Presidency by learning the Foundation's operations and assisting the President, as called for. In the absence of the President or in the event of the President's refusal or inability to act, the Vice-President/President-Elect 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-President/President-Elect shall perform such other duties as from time to time may be assigned to him/her by the

President or by the Board of Directors, and shall familiarize himself or herself with all aspects of the President's duties. Upon completion of the incumbent President's term of office or the Presidency becoming vacant, the Vice President/President-Elect, if at the time in good standing as a Board member, shall automatically succeed to the Presidency. The duration of such succession shall be for the remainder of any unexpired term of the predecessor President and thereafter, the term of service for which he/she was elected.

Section 5.4 – Duties of the Past President.

Upon completion of service as President, this individual shall install new officers for terms as specified in Section 5.1 above at the annual meeting held at the end of his/her term. This individual shall, with concurrence and upon appointment by the new President, chair the Nominating Committee. He/she shall provide guidance and counsel to the Board, and shall have such other powers and perform such other duties as the members, the Board, or the President may designate.

Section 5.5– Duties of the Secretary.

The Secretary shall act as Secretary of the Foundation and of the Board of Directors, shall send or telephone appropriate notices regarding Board meetings, shall prepare and furnish applicable materials for all meetings of the Board of Directors, shall act as official custodian of all records, reports and minutes of the Foundation, the Board of Directors and committees, if any, and shall be responsible for the keeping and reporting of adequate minutes of all meetings of the Board of Directors, together with such other duties as are customarily performed by or required of non-profit organization secretaries.

Section 5.6– Duties of the Treasurer.

The Treasurer shall have custody and control of all funds of the Foundation. Such person shall insure that a true and accurate accounting of the financial transactions of the Foundation is made periodically, that required reporting is made to the Internal Revenue Service, other governmental authorities and auditors, that funds on hand are invested prudently with qualified custodians in accordance with law, that periodic reports of donations, investments, expenditures and other transactions are furnished to the Board of Directors and that all accounts payable are properly processed and disbursed. All checks issued by the Treasurer shall be with the prior authorization of a second officer of the Foundation. All checks shall be signed by the Treasurer, and must have a second authorized officer's signature, which may be a facsimile or a stamp.

Section 5.7 – Assistant Secretaries.

The Assistant Secretaries, if any, shall perform such duties as shall be assigned to them by the Secretary or the Board of Directors.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1– Committees.

Committees, whether standing, special or ad hoc, as deemed appropriate, may be created by the Board. There shall be a Nominating Committee chaired by the Past President with concurrence and appointment of the President, to serve as a Standing Committee. All Committees may include Honorary Directors or Advisors of the Foundation, to serve with voice but without vote. Chairs and committee members shall be appointed by the President. Upon completion of the tasks for which it is created, a special or ad hoc committee shall stand discharged.

Section 6.2 – Committee Procedures.

Each committee shall record reasonable notes or minutes of its deliberations, recommendations and conclusions and shall provide a copy of such to the Secretary of the Foundation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the President, each of whom shall have the right to attend and participate in the deliberations of the committee. The President or the Committee Chair may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee.

ARTICLE VII

FISCAL MATTERS

Section 7.1 – Fiscal Year.

The fiscal year of the Foundation shall be the calendar year, namely, January 1 through December 31.

Section 7.2 – Deposits.

All receipts and funds of the Foundation shall be delivered promptly to the Treasurer for deposit to the credit of a “Foundation Fund” or specially designated sub-funds, in such banks, trust companies, or other depositories as the Board of Directors from time to time direct.

Section 7.3 – Gifts.

The Board of Directors may accept and administer on behalf of the Foundation, any contribution, gift, bequest or devise, real and personal, in furtherance of the public purposes of the Foundation. Any donation of stock or other fixed assets may be sold or converted to cash at the discretion of the Board of Directors.

Section 7.4 – Grants, Distribution of Funds.

Grants and distributions of Foundation's funds to fulfill the objectives of these Bylaws and the Foundation shall be made only upon majority vote of the Board of Directors in a regular or special meeting with a quorum of members present or participating.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

Section 8.1– Suits by Third Parties.

The Foundation may 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 Foundation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person 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 Foundation, and, with respect to any criminal action or proceedings, had not reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or upon a plea of *nolo contendere* or its equivalent, shall not, in and 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 Foundation, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 8.2– Derivative Suits.

The Foundation may 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 Foundation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such indemnification shall include expenses (including attorneys' fees) actually and reasonably incurred by such person 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 Foundation, provided 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 duty to the Foundation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the 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 as the court shall deem proper.

Section 8.3– Indemnification as of Right.

To the extent that a director, officer, employee or agent of the Foundation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 and 2 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 in connection therewith.

Section 8.4– Determination That Indemnification is Proper.

Any indemnification under Section 1 and 2 of this Article VII (unless ordered by a Court) shall be made by the Foundation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Section 1 and 2. Such determination shall be made (a) by the full Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding (hereinafter referred to as "disinterested"), or (b) if such a quorum is not obtainable, or, even if obtainable and a majority of a quorum (50%+one) of those directors who are disinterested so directs, by independent legal counsel compensated by the Foundation, in a written opinion. If there is no quorum of directors who are disinterested or able and willing to direct the designation of legal counsel to make a determination, such determination may be made in a written opinion of independent legal counsel designated by a majority vote of a quorum of the Board of Park Commissioners of the Glenview Park District, which counsel shall be compensated by the Foundation.

Section 8.5 – Advance of Funds.

Expenses incurred in defending a civil or criminal action, suit or proceeding, administrative or investigative action, suit or proceeding, or threat thereof may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the full Board of Directors in the manner provided in Section 4 of this Article VIII, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Foundation as authorized in this Article.

Section 8.6 – Non-Exclusivity.

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 agreement, vote of disinterested directors, 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 director, officer, employee or agent, and shall inure to the benefit of their heirs, executors and administrators of such a person.

Section 8.7 – Directors & Officers and General Liability Insurance.

Currently, the insurances mentioned below are provided as an accommodation by the Park District through its normal channels of insurance coverage. Going forward, the Foundation shall, at all times, have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against any liability, including death, bodily injury, personal injury, and property damage, 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 Foundation would have the power to indemnify such person against such liability under the provisions of this Article. The foregoing matters shall be addressed annually by the Foundation and the Park District.

ARTICLE IX

NON-DISCRIMINATION

The Foundation recognizes the rights of all persons to equal opportunity and shall not at any time discriminate against any director, officer, volunteer, vendor or any other person with whom it deals, because of race, color, religion,

sex, national origin, disability, age or other status from time to time specified by Federal or Illinois non-discrimination laws.

ARTICLE X

AMENDMENTS

These By-Laws may be amended by affirmative vote of a two-thirds majority of members of the Board of Directors then serving at any meeting of the Board, provided that a description of such proposed amendment shall have been included in a written notice of meeting provided to the directors not less than twenty (20) days in advance thereof.

CERTIFICATION OF ADOPTION AND AMENDMENT

I, the undersigned, being the duly acting Secretary of the Board of Directors of the Glenview Park Foundation, Inc., an Illinois non-profit corporation, certify that the foregoing is a true and exact copy of the By-Laws of said Foundation adopted by the Board of Directors and made effective as of November 26, 2001, and as amended by the Board of Directors effective as of November 16, 2009 and June 10, 2017.

By: _____
Secretary

Dated this 10th day of June, 2017 (the Effective Date hereof).