

GLENCOE EDUCATIONAL FOUNDATION

BYLAWS

Adopted and Approved by the Board on January ____, 2008

ARTICLE I

Identification

SECTION 1.1 Name. The name of the organization shall be the Glencoe Educational Foundation (hereinafter, "GEF").

SECTION 1.2 Principal Location. The principal location of the organization shall be in the Village of Glencoe, County of Cook, State of Illinois.

SECTION 1.3 Affiliation. The GEF shall be a nonsectarian organization.

SECTION 1.4 Non-Discrimination. The GEF shall not discriminate on the basis of color, race, ethnicity or national origin in the administration of its policies toward and donations to District 35 Schools in accordance with the Purpose of the GEF, as set forth in Article II of these bylaws.

ARTICLE II

Purpose

SECTION 2.1 Purpose. The purpose of the GEF is exclusively educational, charitable, literary and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the GEF shall raise, administer, and distribute funds for the benefit of Glencoe School District 35, located in the Village of Glencoe, County of Cook, State of Illinois (hereinafter, "District 35").

ARTICLE III

Board of Directors

SECTION 3.1 Membership. The business and affairs of the GEF shall be controlled and managed by a volunteer Board of Directors composed of persons residing within District 35 or parents of children currently enrolled in District 35 (hereinafter, the "Board"). The Board shall include at all times the following five officers: President, Vice President, Treasurer, Secretary, and Communications Director.

SECTION 3.2 Meetings. The Board shall meet regularly on a monthly basis. Special meetings may be called by the President as needed.

SECTION 3.3 Quorum & Vote. The quorum of the Board shall consist of 50% of the Board. In the event that a director holds more than one Board position, that director shall only be counted once in the quorum call. Also, in the event that a director holds more than one position, that director's vote shall only be counted once in any necessary voting process of the Board.

SECTION 3.4 Vacancies. If a director is absent from three consecutive regular meetings without prior excuse from the President, the President may declare such director's position vacant. In the event that a vacancy occurs on the Board because of resignation, removal, disability or death, the vacancy may be filled by the President subject to a majority vote of the quorum of the Board at the next regular meeting or at a special meeting called for such purpose.

SECTION 3.5 Election & Term. Candidates for election to the Board for the upcoming term shall be slated by the Nominating Committee. The slate of candidates shall be presented for a majority vote of the quorum of the Board at the regular meeting in January. The newly elected Board shall assume responsibility immediately following the regular meeting in January. The term of each position shall be for one year.

ARTICLE IV

Officers

SECTION 4.1 Powers and Duties of the President. The President shall act as the chief executive officer of the GEF and shall have general supervision of its affairs. The President shall preside at all meetings of the Board and may call special meetings and appoint special committees as necessary. The President shall organize, type, copy, and distribute the agenda for all regular and special meetings. The President may execute all contracts, assignments, certificates, bonds or other such legal instruments for and on behalf of the GEF. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board. In the absence or disability of the President or in the case of the President's resignation, removal or death, the powers and duties of the President shall be assumed by the Vice President as the Board may direct during such absence or disability, or until the vacancy is filled.

The President shall serve as chairperson of the Executive Committee. As chairperson of the Executive Committee, the President shall set agendas for and call meetings of such committee as needed. The President shall serve as chairperson of the Policy Committee. As chairperson of the Policy Committee, the President shall coordinate the review and amendment process of the bylaws and the policies and procedures of the GEF and call meetings of such committee as needed. The President shall serve as chairperson of the Nominating Committee. As chairperson of the Nominating Committee, the President shall appoint members to the Nominating Committee by the regular meeting in October and call meetings of such committee as needed.

SECTION 4.2 Powers and Duties of the Vice President. The Vice President shall serve as aide to the President in all matters and shall assume the President's duties in the event of the President's absence.

The Vice President shall serve as a member of the Executive Committee, the Policy Committee, and the Nominating Committee.

SECTION 4.3 Powers and Duties of the Treasurer. The Treasurer shall handle all funds including bank accounts, distributions, donations, bill payments, and reimbursements. The Treasurer shall account monthly for all funds and update the monthly income statement and other financial reports. The Treasurer is responsible for all Federal, State and local tax filings and for all required Federal and State registration processes. The Treasurer shall prepare and obtain Board approval for the annual budget and for any necessary adjustments to the annual budget. The Treasurer shall submit a year-end report to the Executive Committee in January.

The Treasurer shall sign, with the President, legal instruments and documents as needed. The Treasurer shall manage all insurance coverage and files.

The Treasurer shall serve as a member of the Executive Committee and the Policy Committee.

SECTION 4.4 Powers and Duties of the Secretary. The Secretary shall attend all regular and special meetings of the Board, duly record and keep minutes of the proceedings, and type and distribute copies of the minutes to the Board before the next Board meeting. Should the Secretary be unable to attend a regular or special meeting, he/she shall be responsible for finding a replacement to fulfill his/her duties at such meeting. The Secretary shall have other such powers and duties as are prescribed for the Secretary by the Board or delegated to the Secretary by the President.

The Secretary shall serve as a member of the Executive Committee and the Policy Committee.

SECTION 4.5 Powers and Duties of the Communications Director. The Communications Director shall promote community awareness of the GEF. The Communications Director shall photograph special events, write press releases, design advertisements, and draft public notices for submission to local publications. The Communications Director shall coordinate photograph and interview opportunities with the President. The Communications Director shall be responsible for making and distributing posters in local merchants' windows or other appropriate public notice or advertisement material for GEF fundraising events. The Communications Director may organize a committee as needed to assist with his/her efforts.

The Communications Director shall serve as a member of the Executive Committee.

ARTICLE V

Directors

SECTION 5.1 Duties of the Directors. The Directors shall be responsible for the design and implementation of one or more fundraising events for the purpose of procuring funds for distributions to District 35. The Directors shall be responsible for approving distributions to District 35. Distributions to District 35 shall include distributions to or for the benefit of District 35. The Directors shall also develop and amend long-term fundraising objectives as necessary. The Directors shall also serve on the committees as set forth in Article VI of these bylaws.

SECTION 5.2 Number of Directors. The Board shall be comprised of no fewer than five (5) and no more than fifteen (15) directors at any given time.

ARTICLE VI

Committees

SECTION 6.1 Standing or Special Committees. The Board may appoint committees, standing or special, from among its own members or otherwise, and may confer powers on committees as determined and may revoke powers and terminate the existence of committees at its discretion. There shall be the following standing committees of the Board:

- a. Executive Committee. The Executive Committee shall be chaired by the President and shall be comprised of the President, the Vice President, the Treasurer, the Secretary, and the Communications Director. This committee shall discuss and evaluate current and long-range strategic issues as they relate to the overall goals of the GEF and make recommendations to the Board regarding these issues.

- b. Policy Committee. The Policy Committee shall be chaired by the President and shall be comprised of the Vice President, the Treasurer, and the Secretary, and one (1) additional Director appointed by the President. This committee shall review the bylaws and the policies and procedures of the GEF. Recommendations regarding amendments or additions to the bylaws shall be made to the Board and are subject to a majority vote of the quorum of the Board. Recommendations regarding amendments or additions to policies and procedures shall be made to the Executive Committee and are subject to a majority vote of such committee.
- c. Nominating Committee. The Nominating Committee shall be chaired by the President and shall be comprised of the Vice President and two (2) additional directors appointed by the President. This committee shall prepare a slate of candidates for election to the Board for the upcoming school year. Should more than one person be interested in the same position, the Nominating Committee shall conduct a confidential vote to determine who shall be slated for the position.

ARTICLE VII

Voting

All issues deemed by the Board to require a vote by the Board may be voted on in person at the monthly board meeting or by e-mail. If by e-mail, the Secretary shall retain a paper copy of all e-mail votes in the records of the GEF, and each member of the Board shall be copied on all e-mail votes.

ARTICLE VIII

Fiscal Year

The fiscal year of the GEF shall be from July 1st until June 30th.

ARTICLE IX

Post Office Box

SECTION 9.1 Maintenance of Post Office Box. The GEF shall establish and maintain a post office box with the United States Postal Service for use in accepting all official correspondence, except as otherwise specified for responses to a specific event.

SECTION 9.2 Keys. Three (3) keys to the post office box shall be retained, one (1) by the President, one (1) by the Treasurer, and one (1) by the Secretary.

ARTICLE X

Repeal of Previously Adopted Bylaws

All previously adopted bylaws and all amendments and/or attachments thereto are hereby repealed by these bylaws and shall have no force or effect.

ARTICLE XI

Amendment or Repeal of Bylaws

Provisions of these bylaws may be amended or repealed at any regular or special meeting of the Board by a majority vote of the quorum of the Board.

Adopted on this _____ day of January, 2008 by the Board of Directors:

President, Jon Knouse

Vice President, David Metrick

Treasurer, Brent Dobsch

Secretary, Audrey West

Communications Director, Peter Spinner

Board Member, Gina Brogan

Board Member, Daniel Hamburger

Board Member, Victoria Lovely

Board Member, Amy Savitz