

**Resolution No. 11-118**

**BYLAWS  
OF THE FRIENDS OF THE  
FOREST PRESERVE DISTRICT OF DUPAGE COUNTY**

**(An Illinois Not-for-Profit Corporation)**

**As Adopted March 15, 2011**

**Updated April 14, 2020**

**by Friends of the Forest Preserve District Board of Directors**

**ARTICLE I  
NAME, PURPOSE and OFFICES**

**SECTION 1.0 Name.**

The name of the corporation is the Friends of the Forest Preserve District of DuPage County.

**SECTION 2.0 Purposes.**

The purposes of the Friends of the Forest Preserve District of DuPage County (the “**Foundation**”), as stated in its Articles of Incorporation, are: Exclusively charitable, literary, scientific, and educational purpose within the meaning of Code Section 501(C) (3). More specifically, the Foundation shall within those purposes receive and administer funds, raise funds, and make distributions to or for the benefit of the Forest Preserve District of DuPage County, (the District) a body politic and corporate organized under the Illinois Downstate Forest Preserve District Act, 70 ILCS 805/0.001 et seq. Any fundraising programs, projects, strategies or initiatives undertaken by the Foundation shall be consistent with the mission, objective, statutory purpose and strategic or operational plans, programs or projects of the Forest Preserve District of DuPage County.

### **SECTION 3.0 Offices.**

The principal office of the Foundation shall be 3 S. 580 Naperville Road, Wheaton, Illinois 60187-8761. The Foundation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine or as the affairs of the Foundation may require from time to time.

## **ARTICLE II DIRECTORS**

### **SECTION 1.0 Type and number of Directors.**

- (a) **Directors.** The individuals who shall act in the capacity of Directors of the Foundation shall be designated Directors who, as the voting members of the Board of Directors, shall exercise its powers, control its properties, and conduct its affairs, except as otherwise provided by law. The Directors shall be appointed for a term of no more than three years by the District President and concurrence by the Board of Commissioners. The number of Directors of the Foundation shall be not less than three and no more than fifteen. No more than three Directors shall be appointed in any one fiscal quarter. The District's current Executive Director and no more than two current commissioners shall serve as a non-voting, ex-officio Directors of the Foundation. In making such appointments, the District President may limit the terms of some appointees to either one or two years. The Foundation Directors shall have staggered terms so that no more than three Directors shall be appointed at one time. There shall be no limit on the number of terms to which the Directors may be appointed.

(b) **Honorary Directors.** In addition to Directors, the Foundation may appoint Honorary Directors who shall serve on the Foundation's Board of Directors in an advisory capacity but without voting privileges for unlimited duration.

(c) **Board Member Agreement.** Directors agree to sign and comply with a Board Member Agreement that outlines responsible conduct codes in compliance with applicable laws, ethical business standards and practices and the Foundation's governing documents.

### **SECTION 2.0 Officers of the Board of Directors.**

(a) **Chairman of the Foundation.** The Chairman of the Foundation shall be elected from among the Directors for a one-year term by the Directors of the Foundation with duties as specified in Article V.

(b) **Vice Chairman of the Foundation.** The Vice Chairman of the Foundation shall be elected from among the Directors for a one-year term by the Directors of the Foundation with duties specified in Article V.

(c) **Secretary of the Foundation.** The Secretary of the of the Foundation shall be elected from among the Directors for a one-year term by the Directors of the Foundation with duties specified in Article V.

(d) **Treasurer of the Foundation.** The Treasurer of the Foundation shall be elected from among the Directors for a one-year term by the Directors of the Foundation with duties specified in Article V.

### **SECTION 3.0 Resignations.**

Any Director may resign at any time by giving a written notice of such resignation to the Chairman. Such resignation shall be effective upon delivery to the Foundation offices.

#### **SECTION 4.0 Removal of Directors or Officers.**

- (a) Any Director or officer of the Foundation may be removed from office by three-fourths majority vote of the Board of Directors for any cause.
- (b) Attendance. Unexcused absences, three or more in a twelve-month period may be cause for removal.

#### **SECTION 5.0 Vacancies.**

Any vacancy caused by death, resignation, removal, or disability of a member of the Board of Directors occurring during the year may be filled for the unexpired portion of the term in the same manner as specified in Article V, Section 3.

### **ARTICLE III MEETINGS**

Directors are expected to participate in board and committee meetings.

#### **SECTION 1.0 Meetings.**

- (a) **Location.** Meetings shall be held at the principal office of the Foundation unless otherwise provided by the Board or at such place within or without the State of Illinois which has been designated from time to time by resolution by the Board of Directors.
- (b) **Regular Meeting.** Regular meetings of the Board shall be held at least six times per year.
- (c) **Annual Meeting.** Annual meeting shall be held at the last regular meeting of the calendar year. Election of officers will be voted at this meeting.
- (d) **Special Meetings.** Special meetings may be called at any time by the Board of Directors, the Chairman, or the Secretary, and shall be called by the Secretary upon written request

(stating the purpose of the proposed meeting) signed by at least one-third of the Directors then in office. Special Meetings shall be held at such place as may be designated in the notice or waiver of notice of such meeting.

(e) **Notice of meetings.** Notice of the schedule of the Annual Board Meeting and any Regular Board Meetings shall be given at the beginning of each calendar or fiscal year stating the dates, times, and places of such meetings, as provided in the Open Meetings Act. In addition, unless otherwise provided by the Open Meetings Act, the Not for Profit Corporation Act, the Articles of Incorporation, or these Bylaws, notice of any Annual, Regular, or Special Meeting shall be delivered not less than five (5) days (but not less than twenty (20) days if the notice of the meeting includes a proposed removal of a Director) nor more than sixty (60) days before the date of such meeting to each Director entitled to vote thereat, at his or her address as it appears on the records of the Foundation. The notice of any Annual or Regular Board Meeting must state the place, date, and hour of the meeting, and the notice of any Special Board Meeting must state the place, date, hour, and purpose(s) of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with first-class postage thereon prepaid. If notice is given by facsimile transmission, such notice shall be deemed to be given upon direction to the facsimile number of record of the Director. If notice is given by electronic mail or other means of electronic transmission, such notice shall be deemed to be given upon direction to the electronic mail address or other electronic address of record of the Director. If sent by any other means (including telegram, cablegram, courier, or express mail), such notice shall be deemed to be delivered when actually delivered to the home or business address of the Director.

(f) **Quorum.** The presence of at least one third of the Directors entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting. If less than one-third of the Directors are present at a meeting, the Directors present may adjourn the meeting without further notice.

### **SECTION 2.0 Compensation.**

Directors shall serve without compensation.

### **SECTION 3.0 Reports and Record.**

The Board of Directors shall present at each regular and annual meeting and file with the minutes thereof a report, verified by the Chairman and Treasurer, or by a majority of the Directors, showing (a) the whole amount of real and personal property owned by the Foundation, where located, and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; and (c) the amount applied, appropriate or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made.

## **ARTICLE IV COMMITTEES**

### **SECTION 1.0 Committee of Directors**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which, shall consist of two or more Directors, which committees, to the extent provided in the authority of the Board of Directors in the management of the foundation; but the designation of such committees and the delegation thereto of authority

shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him/her by law.

**SECTION 2.0 Advisory Committees.**

By resolution, the Board of Directors may designate other advisory committees not having and exercising the authority of the Board of Directors in the management of the Foundation Directors of any such advisory committee may but need not be Directors. The Board of Directors shall appoint the members thereof, except as and to the extent such authority shall be vested in an Officer or agent of the Foundation by the Board of Directors.

**ARTICLE V  
OFFICERS**

**SECTION 1.0 Number and Titles.**

In addition to the Chairman, Vice Chairman, the officers of the Foundation shall be Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. The Director of the Office of Fundraising and Development of the District shall be the Staff Liaison to the Foundation and an ex officio member of the Foundation.

**SECTION 2.0 Qualifications.**

Officers, other than those appointed pursuant to Section 1 or Section 3 of this Article, shall be elected from among the Directors annually by the Board following the annual appointment of Directors, and each office shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

**SECTION 3.0 Vacancies.**

Any vacancy occurring in any office of the Foundation shall be filled by a majority vote of the Board of Directors.

**SECTION 4.0 Duties of Chairman.**

The Chairman shall have the authority and responsibility to exercise general charge and supervision of the affairs of the Foundation.

**SECTION 5.0 Duties of the Vice Chairman.**

The Vice Chairman shall act on behalf of the Chairman when he/she is absent, and responsibilities of the Foundation Board of Directors must be fulfilled.

**SECTION 6.0 Duties of Secretary.**

The Secretary shall attend all meetings and record all the proceedings of the meetings in one or more books provided for that purpose; be custodian of the Corporate records and of the seal of the Foundation, if any; keep a register of the post office address of each Director, which shall be furnished to the Secretary by such Director; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors. The Secretary may be bonded as determined by the Board of Directors.

**SECTION 7.0 Duties of Treasurer.**

The Treasurer shall be the principal financial officer of the Foundation. The Treasurer shall: (a) have charge of and be responsible for overseeing the maintenance of adequate books of account



for the Foundation; (b) have charge of all funds and securities of the Foundation, and be responsible for overseeing the management thereof, and for the receipt and disbursement thereof; and (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine.

#### **SECTION 8.0 Salaries.**

Unless otherwise determined by the Board of Directors, Officers shall not receive compensation for their services as Officers. Officers and Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. The Board of Directors may, by majority vote, provide for the appointment with compensation of personnel to constitute the staff of the Foundation. The Secretary and Treasurer of the Foundation may be bonded in such amounts as the Board of Directors may from time to time require, the payment of any bond shall be the responsibility of the Foundation.

### **ARTICLE VI FOUNDATION STAFF**

**SECTION 1.0 Foundation Executive Director.** The Board of Directors may hire a Foundation Executive Director who shall serve at the will of the Board. At the District's discretion, a District staff person may serve as the Foundation Executive Director. The District staff person will not be allowed any compensation in addition to their compensation from the District. The Foundation

Executive Director shall have immediate and overall supervision of the operations of the Foundation, and shall direct the day-to-day business of the Foundation, hire, discharge, and determine the salaries and other compensation of all staff members under the Foundation Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Foundation Executive Director or any other employee. The Foundation Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Foundation Executive Director shall be an ad-hoc member of all committees.

**ARTICLE VII  
CONTRACTS, CHECKS, DEPOSITS, GIFTS,  
INVESTMENTS, AND DISTRIBUTIONS**

**SECTION 1.0 Contracts.** The Board of Directors may authorize any Officer or Officers or agent or agents of the Foundation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or 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 2.0 Checks, Drafts, Orders.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Foundation shall be signed by such Officer or Officers or 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.

**SECTION 3.0 Deposits.** All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution.

**SECTION 4.0 Gifts.** The Board of Directors may accept or reject, or by resolution may authorize any Officer or Officers or agent or agents of the Foundation to accept or reject, on behalf of the Foundation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

**SECTION 5.0 Investments.** The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the Foundation, and may retain any or all of the assets transferred to the Foundation by gift or bequest; provided, however, that the exercise of any of such powers shall not in any way conflict with the purposes of the Foundation as stated in its Articles of Incorporation, and such powers shall not be exercised so as to cause the Foundation to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3).

**SECTION 6.0 Distributions.** The Foundation will administer distributions in accordance with the Foundation's purposes set forth in Article I of these Bylaws and pursuant to any distribution policy of the Foundation that has been adopted by the Board of Directors, as in effect from time to time.

## **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 Directors, Board of Directors, and each committee thereof in accordance with the Open Meetings Act. Such minutes shall include, but need not be limited to, (a) the date, time, and place of the meeting, (b) the Directors, or committee members, as applicable, recorded as either present or absent and whether the Directors, or committee members, as applicable, were physically present or present by means of video or audio conference, (c) a general description of all matters prepared, discussed, or decided, and (d) a record of any votes taken.

## **ARTICLE IX FISCAL YEAR AND FINANCIAL STATEMENTS**

The fiscal year of the Foundation shall begin January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year. The Foundation shall complete and disclose an annual financial statement prepared in accordance with generally accepted accounting practices commensurate with total annual gross income.

## **ARTICLE X CONFLICT OF INTEREST**

### **SECTION 1.0 Conflict of Interest.**

Any Director shall disclose to the Board of Directors, any material interest which such Director directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board of Directors (as applicable), or which to the Director's knowledge might otherwise cause a conflict with a fiduciary duty owed by the Director to another organization. Such interested Director shall abstain from voting on such transaction or other

action, but such interested Director's presence may be counted in determining whether a quorum is present.

### **SECTION 2.0 Material Interests.**

A Director shall be considered to have a material interest in an entity if the Director is a director or an officer of the entity or if the Director has a material financial interest in the entity.

### **SECTION 3.0 Comprehensive Policy.**

The Board of Directors shall have the power and authority to adopt a more comprehensive policy regarding conflicts of interest, which may supplement, amend, or supersede this Article IX, as so directed by the Board of Directors.

## **ARTICLE XI EXEMPT ACTIVITIES**

Notwithstanding any other provision of these By-Laws, no Director, Officer, employee or representative of this Foundation shall take any action or carry on any activity by or on behalf of the Foundation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE XII AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Directors. Such action may be taken at any meeting of the Directors, provided that notice of the proposed

alteration, amendment, repeal, or adoption be contained in the notice of any meeting at which such action is taken, and provided further that no such alteration, amendment, repeal, or adoption shall in any way conflict with the purposes of the Foundation as stated in its Articles of Incorporation or otherwise cause the Foundation to lose its qualification as an organization exempt from federal income taxation under Code Section 501(c)(3).

### **ARTICLE XIII RULES OF PROCEDURE**

Unless the Board of Directors adopts procedural rules, the current edition of Robert's Rules of Order shall apply.

### **ARTICLE XIV INDEMNIFICATION/INSURANCE**

#### **SECTION 1.0 Indemnification.**

The Foundation shall indemnify any and all of its Directors or Officers or any individual who may have served at its request or by its election as a Director or Officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any by-law, agreement, vote of Directors or otherwise, as to action in their official capacity and as to action in another capacity while holding such office.

## **SECTION 2.0 Insurance.**

The Foundation shall purchase and maintain insurance to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article and on behalf of any person who is or was a Director, Officer, employee, or agent of the Foundation, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status.

## **ARTICLE XV DISSOLUTION**

It is the desire and intent of the Directors and Officers of the Foundation, that upon the dissolution of the Foundation, that any funds, assets or holdings (including personal and real property) held by the Foundation, be distributed to entities created for a purpose that is consistent with the purpose of the Foundation so described in Article I, Section 2.0, of these Bylaws and that such entities be located in DuPage County, Illinois.

## **ARTICLE XVI MISCELLANEOUS**

**SECTION 1.0. Definitions.** In addition to the terms defined elsewhere in these Bylaws, the following terms shall have the following meanings when used herein:

(a) “**Articles of Incorporation**” means the Articles of Incorporation of the Foundation filed with the Secretary of State of the State of Illinois on October 8, 2010, and any amendments thereto.

(b) “**Code Section**” or “**Code Sections**” means a section or sections of the Internal Revenue Code of 1986, as amended, and shall include corresponding provisions of future federal tax laws, all as from time to time in effect.

(c) “**Director**” means a member of the Foundation.

(d) “**Not for Profit Corporation Act**” means the Illinois General Not for Profit Corporation Act of 1986, as amended.

(e) “**Open Meetings Act**” means the Illinois Open Meetings Act, as amended.

**SECTION 2.0 Writings.** Any action required in these Bylaws to be “written,” to be “in writing,” to have “written consent,” to have “written approval,” and the like by or of Directors, or Committee Members shall include any communication transmitted or received by facsimile, electronic mail, or other means of electronic transmission.

**SECTION 3.0 Nondiscrimination and Equal Opportunity.** The Foundation is committed to a policy of nondiscrimination and equal opportunity for all persons regardless of race, sex, color, religion, creed, national origin or ancestry, age, marital status, sexual orientation, gender, gender expression, disability or Vietnam era veteran status. The Foundation is also committed to compliance with all applicable laws and regulations regarding nondiscrimination and equal opportunity.