

BYLAWS OF  
FRIENDS OF CHIKWA PARISH NFP

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**ARTICLE I – ORGANIZATION**

The official name of this organization is Friends of Chikwa Parish NFP (the “Corporation”). The Corporation is a NOT FOR PROFIT CORPORATION as defined in the General Not For Profit Corporation Act of 1986 of the State of Illinois.

**ARTICLE II – OFFICES**

The principal office of the Corporation is located at 5100 N. Marine Drive, Apt. 21 M, Chicago, IL 60640. The Board of Directors (the “Board”) shall have the power and authority to (a) change the address of the registered office from time to time and (b) establish and maintain branch or subordinate offices at any other locations within Illinois.

**ARTICLE III – CORPORATE PURPOSES AND LIMITATIONS**

**Section 1. General Purposes.** The Corporation is organized exclusively for charitable, educational or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax law (the “Code”).

**Section 2. Powers and Limitations.**

a. Distributions and Transaction of Business. The Corporation may make distributions to other organizations that are organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code, as amended. The Corporation may further transact any or all lawful business for which corporations may be incorporated under the General Not For Profit Corporation Act of 1986, so long as it does not conflict with the above.

b. No Distributions to Officers and Directors. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

c. Limitations on Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

d. No Unpermitted Activities. Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a

corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

e. Fund Allocation upon Dissolution. Upon the dissolution of the Corporation, it shall, after paying or making provision for the payment of all of its liabilities, dispose of all of its assets to an organization(s) organized and operated exclusively for charitable, educational or religious purposes that qualifies as an exempt organization under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the principal office of the Corporation is then located.

## **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the Corporation are managed by the Board, which is comprised of its current directors.

**Section 2. Number, Tenure and Qualifications.** The number of directors of the Corporation shall be not less than three (3) and not more than nine (9). The terms of all directors expire at the next annual meeting of shareholders following their election or until that director's earlier resignation or removal. Despite the expiration of a director's term, that director continues to serve until the next meeting of directors are elected or until that director's earlier resignation or removal. A director need not be a resident of the State of Illinois or a shareholder of the Corporation.

**Section 3. Regular Meetings.** Annual meetings of the Board, commencing with the year 2021, shall be held upon the call of the President for the purpose of electing directors and officers and for the transaction of such other business as may properly be brought before the meeting. The Board may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 4. Place of Meetings.** The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Illinois.

**Section 5. Special Meetings.** Special meetings of the Board shall be called by the President or Secretary on the written request of the President or any directors.

**Section 6. Notice.** Written notice of any special meeting shall be given at least two days by written notice delivered through the mail, personally, email or by facsimile before the meeting to each director at his business address. Any director may waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors' need be specified in the notice or waiver of notice of such meeting.

**Section 7. Quorum.** A majority of the number of directors, as provided in Section 2 of this Article IV, shall constitute a quorum for the transaction of business at any meeting of the Board

of Directors, and 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. If a quorum of directors is not present at a meeting, a majority of the directors' present may adjourn the meeting from time to time without further notice.

**Section 8. Vacancies.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors. A director elected to fill a vacancy shall hold office for the balance of the term for which that director was elected. A director appointed to fill a vacancy shall serve until the next meeting at which directors are to be elected.

**Section 9. Informal Action by Directors.** Unless specifically prohibited by the articles of incorporation or bylaws, any action required or otherwise taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the directors shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State. Any such consent may be executed in any number of counterparts, each of which shall be deemed an original.

**Section 10. Compensation of Directors.** The Board of Directors shall have the authority to fix the compensation of directors by the affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members. In addition, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation, therefore.

**Section 11. Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the dissent of that director shall be entered in the minutes of the meeting or unless that director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE V – OFFICERS**

**Section 1. Number.** The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer and such other offices as may be elected to or appointed by the Board. Any two or more offices may be held by the same person.

**Section 2. Election, Term of Office and Vacancies.** The officers of the Corporation are elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold 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 have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

**Section 3. President.** The President is the chief executive officer of the Corporation and shall, at the direction of the Board, supervise all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board. She or he shall appoint all committees, temporary or permanent. The President is one of the officers who may sign checks or drafts of the Corporation. The President shall discharge all duties incident to the office of President.

**Section 4. Vice President.** The Vice President shall assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as from time to time may be assigned to the Vice President by the President or the Board. The Vice President shall also serve as the President in the event the President is unable to serve, and shall so serve until such time as the President is capable of resuming his or her position.

**Section 5. Treasurer.** The Treasurer shall have the care and custody of all monies and securities belonging to the Corporation. The Treasurer is one of the Officers who may sign checks or drafts of the Corporation. The Treasurer shall render at stated periods as the Board shall determine a written account of the finances of the organization. The Treasurer shall exercise all duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or the Board.

**Section 6. Secretary.** The Secretary shall (a) keep the minutes and records of the Corporation in the appropriate books; (b) see that all notices are duly given in accordance with the provisions of these bylaws; (c) be custodian of the Corporation records; (d) in general perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary by the President or the Board.

**Section 7. Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal is without prejudice to the contract rights, if any, of the person so removed.

**Section 8. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

**Section 9. Powers and Duties.** The powers and duties of the several officers are as provided from time to time by resolution or other directive of the Board. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation.

## ARTICLE VI – CONTRACTS, LOANS, CHECKS, AND DEPOSITS

**Section 1. Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

Corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 3. Checks, Drafts, or Orders.** All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

**Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

**Section 5. Other Funds.** The Board or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**Section 6. Seal.** The Corporation may have a corporate seal.

## ARTICLE VII – GRANTS AND CONTRIBUTIONS

**Section 1. Purpose of the Grants; Exclusive Power in the Board of Directors.** The making of grants and contributions and otherwise rendering financial assistance for purposes expressed in the articles of incorporation and these bylaws shall be within the exclusive power of the Board, subject to the provisions set forth in Section 501(c)(3) of the Code.

**Section 2. Grants to Other Organizations.** In furtherance of the Corporation's purposes, the Board shall have power to make grants to any organizations organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Code, as amended. Such an organization may be either a domestic or a foreign organization. Contributions received by the Corporation are regarded as for the use of the Corporation and not for the grantee organization.

**Section 3. Review and Monitoring of Grants.** The Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the board of directors approves the request, shall authorize payment of such funds to the approved grantee. The Board shall require that the grantees furnish periodic accounting to show that the funds were expended for the purposes which were approved by the board of directors.

**Section 4. Refusal; Withdrawal.** The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which funds are requested. After the Board approves a grant to an organization for a specific

project or purpose, the Corporation may solicit funds for that particular grant; however, at all times, the Board has the right to withdraw approval of the grant.

**Section 5. Restrictions on Contributions.** The Corporation retains complete control and discretion over the use of all contributions it receives. The Corporation refuses to accept contributions earmarked for any specific grantors. Contributions received by the Corporation from solicitations for specific grants shall be regarded as for the use of the Corporation and not for the organizations for which the funds were solicited.

IN WITNESS THEREOF, the undersigned, constituting all of the directors of the Corporation, have hereby adopted, approved, and consented to this Action in Lieu of a Meeting, which is effective as of the date written below.

## **ARTICLE VIII – OTHER PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the Corporation is the calendar year, ending at midnight on the 31st day of December every year.

**Section 2. Waiver of Notice.** Whenever any notice is required to be given to any director of the Corporation under the provisions of these bylaws or under the provisions of the articles of incorporation or under the provisions of law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, is deemed equivalent to the giving of such notice.

**Section 3. Indemnification of Directors and Officers.** Each person who is or was a director or officer of the Corporation, and each person who serves or served at the request of the Corporation as a director or officer of another Corporation, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the General Not for Profit Corporation Act of the State of Illinois as it may be in effect from time to time.

**Section 4. Conflicts of Interest.**

(a) Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any material and relevant facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

(b) The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action

on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether there was a quorum present.

#### **ARTICLE IX – WHISTLEBLOWER POLICY**

This organization requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. The directors, officers and employees must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations.

No director, officer, or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within this organization prior to seeking resolution outside the organization.

#### **ARTICLE X – AMENDMENTS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting of the Board of the Corporation by a majority vote of the directors present at the meeting.

**Amended January 11, 2023**