

**UNITED EDUCATION FOUNDATION  
A Not-for-Profit Illinois Corporation**

**BYLAWS**

**ARTICLE I**

**Title, Location, Agent, Object**

**Section 1. Name.** The Corporation shall be known as United Education Foundation.

**Section 2. Location.** The Corporation is located in Rock Island County and Henry County, Illinois.

**Section 3. Registered Office.** The registered address of the Corporation shall be the address of the registered agent.

**Section 4. Purpose.** The object or purpose of the Corporation is to enhance educational programs, both primary and secondary, within the United Township School District area, comprising the grade school districts of Carbon Cliff-Barstow #36, Colona #190, East Moline Grade School #37, Hampton #29, Silvis #34 and the United Township High School District #30. This will be accomplished primarily through the soliciting and receipt of funds and a further allocation, contribution, or investment thereof in a manner which will effectuate the charitable purposes of the organization so as to compliment, enhance and enrich existing educational programs and to create resources for the development of new educational programs within the geographic area aforesaid (hereinafter referred to as "the District"). The Corporation is organized for charitable purposes under Section 501(c)(3) of the Internal Revenue Code of 1986.

**Section 5. Other Offices.** The Foundation may have such other offices, within or without the State of Illinois, as the directors shall from time to time determine.

**Section 6. Corporate Seal.** The Foundation may have a corporate seal in a design and form to be determined by the directors.

**ARTICLE II**

**Board of Directors, Members**

**Section 1. Members.** The Foundation shall have no members. All corporate actions shall be approved by the Board of Directors as provided in these bylaws. All rights which would otherwise rest in the members shall rest with the directors.

**Section 2. General Powers.** The property, affairs and business of the Foundation shall be managed by the directors.

**Section 3. Property, Prohibited Transactions.** No director shall have any right, title or interest in or to the property of the Foundation. No director shall perform or participate in any other transaction which would cause the Corporation to cease to be qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

**Section 4. Number, Tenure and Qualifications.** The number of directors shall not exceed fifteen (15) and shall not be less than seven (7). . Any change in the number of directors shall require the approval, by resolution, of the directors before it becomes effective.

- a. One director shall be appointed by the Board of Education for the Carbon Cliff-Barstow, Illinois grade school district.
- b. One director shall be appointed by the Board of Education for the Colona, Illinois grade school district.
- c. One director shall be appointed by the Board of Education for the East Moline, Illinois grade school district
- d. One director shall be appointed by the Board of Education for the Hampton, Illinois grade school district.
- e. One director shall be appointed by the Board of Education for the Silvis, Illinois grade school district.
- f. One director shall be appointed by the Board of Education for the United Township High School District No. 30.
- g. The remaining director(s) shall be considered "at-large" directors who shall be elected by a majority vote of the existing board members.

Each director shall hold office until a successor is appointed. The term for each director shall be three years. In the event a designating body fails to name its designee within the time noted above, that designating body may still name its designee, in writing, at a later date except that until delivery of such written designation to the president, no notice shall be sent to the director to be named by such designating body. No director may be elected for more than three successive terms, except by agreement of the board. Persons who would be described in Section 4946(a) of the Internal Revenue Code of 1986 shall at no time constitute more than one-third (1/3) of the directors of the Foundation. This IRS code refers pertains to potential board member potential conflict of interest.

The above may be altered if approved by a majority of board members at the annual meeting.

**Section 5. Annual Meetings.** The annual meeting of the Board of Directors shall be held in October at United Township High School, 1275 Avenue of the Cities, East Moline, Illinois 61244 unless the president, at least ten days prior to the annual meeting delivers notice to the members of the board informing them of a different place and time thereof. Alternatively, the Board of Directors may provide, by resolution, the time and place for holding of the annual meeting or of additional regular meetings of the board.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of any two or more directors. Notice of each special meeting shall be mailed to each director at his or her residence or usual place of business at least five days before the date upon which the meeting is to be held. Alternatively, such notice may be delivered personally or by electronic means not later than three days before the date upon which the meeting is to be held. Each such notice shall specify the time, place and purpose of the meetings. Any meeting of the Board of Directors shall be a legal meeting, without any notice thereof having been given, if the directors to whom notice was not properly given waive notice of said meeting or appear at said meeting. In lieu of a meeting, the directors may act by unanimous written consent.

**Section 7. Quorum.** At least fifty percent (50%) of all presently acting directors shall constitute a quorum for the transaction of business at any meeting and the act of a majority of any such quorum shall constitute a valid action of the Board of Directors.

**Section 8. Resignation.** Any director of the Foundation may resign at any time by giving written notice to the president of the Foundation. The effective date of such resignation shall be the date stated therein or, if none, the date the same is received by the president. The president shall promptly communicate any such resignation to all board members.

**Section 9. Ex-Officio Directors.** The board may elect ex-officio directors at its pleasure. Ex-officio directors shall have no vote.

**Section 10. Agents.** The board may employ such services, agents and attorneys as it may deem necessary.

### **ARTICLE III Officers**

**Section 1. Officers.** The officers of the Foundation shall be the president, vice-president, a secretary and a treasurer and such other officers as may be elected by the Board of Directors. All such officers shall be appointed by the Board of Directors and shall serve until such time as the Board of Directors appoints a successor or removes them. Any officers whose authorities or duties are not prescribed in these bylaws shall have the authority and shall perform the duties as are prescribed from time to time by the Board of Directors.

**Section 2. Election and Term of Office.** The officers shall be elected annually by the Board of Directors at the annual meeting thereof, or at such other time as the Board of Directors may act. Any officer may resign by giving written notice of his/her resignation to the Board of Directors, which resignation shall take effect at the time specified therein, or in the absence thereof, upon time of receipt. All resignations shall be delivered to the president, except the resignation of the president which shall be

delivered to the secretary of the Board of Directors. All resignations shall be promptly communicated to the remaining directors.

**Section 3. Removal.** Any officer, elected or appointed by the board, may be removed by the board whenever the board, in its judgment, deems it desirable.

**Section 4. Vacancies.** Any vacancy in any office which is created for any reason shall be filled by the Board of Directors.

**Section 5. President.** The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the corporation; he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those circumstances in which that responsibility is assigned to some other person by the Board of Directors; and, in general he shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed and he may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary of any other officer thereunto authorized by the Board of Directors according to the requirements of the form of instrument. He may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

**Section 6. Treasurer.** The treasurer shall be the principal accounting and financial officer of the corporation. He shall:

- a. have charge of and be responsible for the maintenance of adequate books of account for the corporation;
- b. have charge and custody of all funds and securities of the corporation and be responsible therefore and for the receipt and disbursement therefore; and
- c. perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**Section 7. Secretary.** The secretary shall record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a register of the post office address of each member which shall be

furnished to the secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

**Section 8. Vice President.** The vice president shall have such powers and perform such duties as are specified in these bylaws or from time to time prescribed by the Board of Directors. The vice president shall, in the absence of the president, have the authority and responsibility to undertake the duties assigned to the president hereunder.

**Section 9. Miscellaneous.** Any one person may serve as both a director and an officer provided that such person shall not hold more than one office in addition to being a director at any time.

**Section 10. Advisors.** The Board of Directors may establish a body of advisors to assist in the development and operation of the Foundation on either a limited or continuing basis. Such advisors shall have no vote in Foundation matters and no authority to affect Foundation policy.

#### **ARTICLE IV Committees**

**Section 1. Committees 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 said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; 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 by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**Section 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his successor is appointed unless the committee shall be sooner terminated or unless such member be removed from such committee.

**Section 4. Chairman.** One member of each committee shall be appointed chairman.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7. Rules.** Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE V**

### **Contracts, Checks, Deposits and Funds**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, 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 corporation and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

**Section 3. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

## **ARTICLE VI**

### **Books and Records**

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of all meetings and proceedings of the directors and committees. Financial statements of the Foundation shall be prepared on at least a quarterly basis and distributed to each of the directors. All books and records of the

corporation may be inspected by any director, officer, agent or attorney of any director or officer at any reasonable time.

## **ARTICLE VII Amendments**

**Section 1. Effective Date.** These bylaws shall become effective immediately upon their adoption. Amendments to these bylaws shall become effective immediately upon their adoption unless the Board of Directors in adopting them, as hereinafter provided, provided that they are to become effective at a later date.

**Section 2. Amendments.** The Board of Directors may amend this Foundation's Articles of Incorporation, as heretofore or hereafter from time to time amended or restated, to include or omit any provision which could be lawfully included or omitted. Any number of amendments or an entire revision or restatement of the Articles of Incorporation or bylaws either may be submitted and voted upon at a single meeting of the Board of Directors and be adopted at such meeting, a quorum being present, upon receiving the affirmative vote of not less than two-thirds (2/3) of the whole number of directors present.

**Section 3. Certification and Inspection.** The original, or a copy, of the bylaws as amended or otherwise altered to date, certified by the secretary of the Foundation, and any other official documents shall be recorded and kept in a book which shall be kept in the principal office of the Foundation and such book shall be open to inspection by the directors at all reasonable times during office hours.

## **ARTICLE VIII Parliamentary Procedure**

All questions of parliamentary procedure at any of the meetings of the Board of Directors or committees shall be governed by Robert's Rules of Order, latest edition.

## **ARTICLE IX Governing Law**

The law of the State of Illinois and, specifically, the Illinois General Not-for-Profit Corporation Act of 1986, as now enacted or as hereinafter amended shall govern this Foundation.

## **ARTICLE X Waiver of Notice**

Whenever any notice is required to be given by these bylaws or any of the corporate laws of the State of Illinois, such notice may be waived, in writing, signed by the person or persons entitled to said notice whether before, at or after the time stated therein or before, at or after the meeting.

**ARTICLE XI**  
**Indemnification**

The Foundation may indemnify such persons for such expenses and liabilities in such manner, under such circumstances, and to such extent as determined by the Board of Directors.

**ARTICLE XIII**  
**Fiscal Year**

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

The undersigned certifies that the above bylaws were adopted pursuant to a resolution at a meeting of the Board of Directors held on December 4, 1991.

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Susan M. Koska, President

Attest:

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Judy K. Smith, Secretary

Revised: 01-20-2012  
Revised: 10-28-2013  
Revised: 10-26-2015