

The Tuscola Community Foundation Bylaws

For Use By Members
During the Annual Meeting of the Membership

CONTENTS

I. Names, Offices, Purposes, Seal (1-4)	1
II. Members	
1. Membership	1
2. Benefactor	1
3. Rights of Members	1, 2
4. Resignation of Members	2
5. Annual Meetings	2
6. Special Meetings.....	2
7. Notice of Meetings	2
8. Waiver of Notice	2
9. Organization of Meetings	2
10. Quorum	2
11. Voting	3
12. Removal of Members, Directors, or Officers.....	3
13. Membership List	3
14. Compensation	3
III. Directors	
1. Election	3
2. Number	3
3. Resignation	3
4. Vacancies	3
5. Annual Meetings	3, 4
6. Special Meetings	4
7. Notice of Meetings	4
8. Chairman	4
9. Quorum	4
10. Compensation	4
11. Powers	4
12. Duties	4, 5
13. Term	5
IV. Officers	
1. Number	5
2. Election, Term of Office, and Qualifications.....	5
3. Vacancies	5
4. President	5
5. Vice President	5
6. Secretary	5, 6
7. Treasurer	6
8. Assistant Treasurers and Assistant Secretaries	6
9. Compensation	6
10. Removal	6
V. Committees	
1. Establishment	7
2. Chairmen	7
3. Committee Members	7
4. Terms of Office	7
5. Vacancies	7
6. Quorum	7
7. Rules	7

VI. Agents and Representatives	8
VII. Contracts	8
VIII. Loans	8
IX. Checks, Drafts, Etc,	8
X. Deposits	8
XI. General and Special Bank Accounts	8
XII. Certificates of Membership	8
XIII. Fiscal Year	9
XIV. Prohibition Against Sharing In Corporate Earnings	9
XV. Amendments	9
XVI. Rules of Order	9
XVII. Exempt Activities	9
XVIII. Approval of Amendments	10

**BY-LAWS
OF
THE TUSCOLA COMMUNITY FOUNDATION, INC.**

ARTICLE I

Names, Offices, Purpose, Seal

1. **Name.** The name of this Corporation is THE TUSCOLA COMMUNITY FOUNDATION, INC.
2. **Offices.** The principal office of the Corporation shall be in the City of Tuscola, State of Illinois. The business of the Corporation may be conducted at any place convenient to the members, Board of Directors and officers.
3. **Purpose.** This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the receiving of contributions and the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. **Seal.** The seal of the Corporation shall be in charge of the Secretary and shall be inscribed with the Corporation's official name. The impressed seal shall be as follows:

ARTICLE II

Members

1. **Membership.** Membership in the Corporation shall include any person (individual membership) or any husband and wife (joint spousal membership) who shall contribute \$500 or more to the Corporation, cumulative within any given five-year period, and without restriction as to the use thereof, shall be a member for and during their lifetime. Spouses who shall contribute \$500 or more to the Corporation, cumulative within any five-year period and without restriction as to the use thereof, shall be members for and during their lifetimes, provided that they shall both execute a written designation as to which shall be the voting member and that designation shall remain in full effect unless changed by a subsequent written designation executed by both spouses. This membership shall be known as a joint spousal lifetime membership. Any corporation or business who shall contribute \$1,000 or more to the Corporation, cumulative within any given five year period and without restriction as to the use thereof, shall be a member for as long as the business or corporation continues, provided that the business or corporation shall provide written designation as to the name of the person authorized to vote for the business or corporation.
2. **Benefactor.** The Board of Directors may, from time to time, bestow upon a person or other entity for contributions or service to the Corporation the status of Benefactor, upon such terms and conditions and with such rights and privileges as may, from time to time, be designated by the Board of Directors.
3. **Rights of Members.** Each member, each joint spousal membership, and each business or corporation member shall be entitled to one vote at the annual meeting or any special meeting of the Corporation in the fiscal year following the fiscal year in which the contribution was made. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to

make payments and distributions in furtherance of the purpose of the Corporation as set forth in Article I.

4. **Resignation of Members.** Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.
5. **Annual Meetings.** The annual meeting of the members of the Corporation shall be held at such place as determined by the Board of Directors on the **third Wednesday in October** of each year, if not a legal holiday and, if a legal holiday, then on the next succeeding Wednesday not a legal holiday, for the purpose of electing Directors, and for the transaction of such other business as may properly come before the meeting.
6. **Special Meetings.** The President, with the approval of the Board, may call for a special meeting of the membership, or, any member may, by petition signed by one-fourth (1/4) of the members in good standing, require the President to call a special meeting of the membership. Business transacted at said special meeting shall be limited to the purpose stated in the written notice of said meeting.
7. **Notice of Meetings.** Written notice stating the time and place of all annual and special meetings of the members and the general nature of the business to be considered shall be given by the Secretary, or other person designated by the Board of Directors, to each member, as shown by records of the Corporation, by letter or postcard at his last known post office address as shown on the Corporation records, with postage prepaid, not less than ten (10) nor more than thirty (30) days before the meeting.
8. **Waiver of Notice.** Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or By-Laws of this Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the members of the Corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken.
9. **Organization of Meetings.** The President shall call the meeting of the membership to order and shall act as Chairman of such meeting unless the members present should designate another person as Chairman. The Secretary of the Corporation shall act as Secretary at all meetings of members, but in the event of his absence or failure to act, the Chairman shall appoint another person to act as Secretary.
10. **Quorum.** At any meeting of members of the Corporation the presence of a majority of the members in person or by proxy shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-laws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

11. **Voting.** At every meeting of members, each member, and each designated person, for a joint spousal membership or business or corporate membership, each Board of Director, shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such member and which bears a date not more than six months prior to such meeting, unless such instrument provides for a longer period. Each member of the Corporation shall be entitled to one vote. All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy.
12. **Removal of Members, Directors or Officers.** Any member, director or officer may be removed from membership or from office by the affirmative vote of a majority of the voting members present in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purpose. Any such member, officer or Director proposed to be removed shall be entitled to at least ten (10) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.
13. **Membership List.** A complete list of members eligible to vote at a general or a special meeting of the membership shall be prepared by the Secretary and shall be available for examination by the membership at the site and time of said meeting.
14. **Compensation.** Members of the Corporation shall not receive any salary or compensation for their services but may, if the Board of Directors shall so determine, be allowed a fixed reasonable sum of reimbursement of expenses, incurred for attendance at meetings.

ARTICLE III

Directors

1. **Election.** The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies. The Directors are highly encouraged to be to be members of the Corporation and shall be chosen by ballot at such meeting by a majority of the votes of the members, voting either in person or by proxy.
2. **Number.** The number of elected Directors shall be ten (10) with at least one Director to be elected from each of the following sectors of the community: finance, municipal, education, agriculture, Industrial, legal, and religious.
3. **Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.
4. **Vacancies.** Any vacancy of the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the Directors then serving. Any Director elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Corporation, or until the election and qualification of his successor.
5. **Annual Meetings.** Immediately after each annual election, the newly elected Directors may meet forthwith for the purpose of organization, the election of officers, and the transaction of other business, and, if a quorum of the Directors be then present, no prior notice of such

meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the Directors.

6. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or Vice President and must be called by either of them on the written request of any member of the Board.
7. **Notice of Meetings.** Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three days before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors shall be held on the **third Wednesday** of the months of January, April, July, and October of each year at such time and place as shall be determined by the Board of Directors. Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.
8. **Chairman.** At all meetings of the Board of Directors, the President and Vice President, or in their absence, a chairman chosen by the Directors present, shall preside.
9. **Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.
10. **Compensation.** Directors of the Corporation shall not receive any salary or compensation for their services, but may, if the Board of Directors shall so determine, be allowed reimbursement of reasonable expenses incurred for attendance at meetings.
11. **Powers.** All the corporate powers, except such as are otherwise provided for in these By-Laws or state law, shall be, and are hereby vested, in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit, notwithstanding the foregoing. Fundraising plans, contracts, budgets, and expenditures must be approved by the Board of Directors prior to final commitment. Written contracts shall be executed by the President or, in his absence, by the Vice President and attested by the Secretary and the corporate seal affixed.
12. **Duties.** The Board of Directors shall present at the annual meeting of members a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:
 - a) the assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the annual meeting;
 - b) the principal changes in assets and liabilities;
 - c) the revenue or receipts of the Corporation for the year immediately preceding the date of the report;

- d) the expenses or disbursements of the Corporation during the year immediately preceding the date of the report;
- e) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report; and
- f) such other Information relating to the affairs of the Corporation as may be required by state law. The annual report of the Directors shall be entered in the minutes of the annual meeting of members.

13. Term. Directors shall be elected to three year terms that will be staggered so that no more than four (4) Directors will be elected in any year. No Director shall serve for more than six (6) consecutive years.

ARTICLE IV

Officers

- 1. Number.** The officers of the Corporation shall be the president, vice president, 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. Any two offices, except those of president and secretary or president and vice president may be held by the same person to the extent permitted by state law.
- 2. Election Term of Office, and Qualifications.** The officers shall be elected annually by the Board of Directors from among their members at the first meeting of the Board of Directors, after the annual meeting of members of the Corporation. No person shall hold the same office in the Corporation for more than three consecutive one year terms, except the office of Secretary and the office of Treasurer.
- 3. Vacancies.** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his successor.
- 4. President.** The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.
- 5. Vice President.** At the request of the President, or in the event of his absence or disability, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties and possess and exercise the powers of the President; and, to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him by the Board of Directors.
- 6. Secretary.** The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of

the Corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residences, and such book shall be open for inspection as prescribed by law. He may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the Corporation. He shall, In general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors.

- 7. Treasurer.** The Treasurer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, he may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, he shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other office or agent of the Corporation. He shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He shall enter regularly on the books of the Corporation to be kept by him for the purpose full and accurate account of all moneys and obligations received and paid or incurred by him for or on account of the Corporation, and he shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Corporation. He shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors.
- 8. Assistant Treasurers and Assistant.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, In general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Board of Directors.
- 9. Compensation.** Members of the Board of Directors shall not receive any salary or compensation for their services but may, if the Board of Directors shall so determine, be allowed reimbursement of reasonable expenses, incurred for attendance at meetings.
- 10. Removal.** Any officer may be removed from office by the affirmative vote of two-thirds of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the Interests of the Corporation, for lack of sympathy with Its objectives, or for refusal to render reasonable assistance in carrying out Its purposes. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

ARTICLE V

Committees

- 1. Establishment.** The Board of Directors may create standing and special committees with such powers and duties as the Board of Directors may determine.
- 2. Chairmen.** Committee chairmen shall be appointed by the Board of Directors from the membership of the Corporation.
- 3. Committee Members.** Committee chairmen shall appoint members of their respective committees and fill vacancies as they occur. Members of each committee shall not be limited to being members of the Corporation. Any member of a committee may be removed by the committee chairman whenever in his judgment the best interests of the Corporation shall be served by such removal.
- 4. Terms of Office.** Each committee chairman and each committee member shall continue to serve until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated or unless such person shall be removed from such committee or such person shall resign.
- 5. Vacancies.** The Board of Directors shall appoint successor committee chairmen. Vacancies in the membership of any committee shall be filled by the committee chairman.
- 6. Quorum.** At all committee meetings, a majority of the committee members shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.
- 7. Rules.** Each committee may adopt rules for its own proceedings not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VI

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

ARTICLE VII

Contracts

The Board of Directors, except as in these By-Laws otherwise provided, may authorize any officer or agent 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 as specific instance, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE VIII

Loans

The Board of Directors may, from time to time, authorize by resolution the officers to effect loans and advances from a corporation or a bank, trust company or other institution or from any firm, corporation or individual, and for such loans and advances, may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, but no officer or officers shall mortgage, pledge, hypothecate or transfer any securities or other property of the Corporation, except when authorized by the Board of Directors.

ARTICLE IX

Checks, Drafts, Etc.

All checks, drafts, bills of exchange or other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed in the name and on behalf of the Corporation by such persons and in such manner as shall from time to time be authorized by the Board of Directors.

ARTICLE X

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 of Directors from time to time designate or as may be designated by any officer or officers of the Corporation to whom such power of designation from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer or agent of the Corporation, or in such other manner as the Board of Directors may determine by resolution.

ARTICLE XI

General and Special Bank Accounts

The Board of Directors may, from time to time, authorize the opening and keeping of general bank accounts with such banks, trust companies or other depositories as the Board of Directors may designate or as may be designated by any officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Board of Directors. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient.

ARTICLE XII

Certificates of Membership

If permitted by state law, the Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation.

ARTICLE XIII

Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30 of the following year.

ARTICLE XIV

Prohibition Against Sharing In Corporate Earnings

No member, director, officer, or employee or other person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV

Amendments

The Board of Directors shall have the power to make, alter, amend, and repeal the By-Laws of this Corporation by an affirmative vote of a majority of the Board at any regular or special meeting of the Board of Directors, provided notice there is appropriately given before any action be so taken. The membership of the Corporation shall be notified of any change in the By-Laws at the first meeting of members after such change has been made.

ARTICLE XVI

Rules of Order

Robert's Rules of Order, latest Edition, shall be recognized as the authority governing the meetings of the members, the Board of Directors, and Committees, in all instances wherein its provisions do not conflict with these By-Laws.

ARTICLE XVII

Exempt Activities

Notwithstanding any other provision of these By-laws, no member, Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation 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 XVIII
Approval

The foregoing By-Laws were adopted by the Board of Directors at a regular meeting held on the 6th day of September, 1995, by a vote of 8 AYES, and 0 NAYS with 2 Directors being absent. William F. McCarty, President; Marilyn Hancock, Secretary. Changes in Article II, 3 were made and approved on July 17, 1996. William F. McCarty, President; Marilyn Hancock, Secretary. Changes to Article II, 1 and 11 and Article III, 1 were made and approved on September 26, 2005. David Lietz, President; Nancy Allen, Secretary. Changes to Article V, 3 were made and approved on April 18, 2007, by a vote of 7 AYES, and 0 NAYS with 3 Directors being absent.

Georgia Wilkinson, President

ATTEST:
Kathy Rhodes, Secretary

(Corporate Seal)

AMENDMENT TO
BY-LAWS OF
THE TUSCOLA COMMUNITY FOUNDATION, INC.

Article II. Members.

5. **Annual Meetings.** The annual meeting of the members of the Corporation shall be held at a such place as determined by the Board of Directors on the **fourth Wednesday in October** each year, if not a legal holiday and, if a legal holiday, then on the next succeeding Wednesday not a legal holiday, for the purpose of electing Directors, and for the transaction of such other business as may properly come before the meeting.

Article III. Directors.

7. **Notice of Meetings.** Notice of Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three days before the meeting to the usual business or residence address of the Director or by electronic mail, but such notice may be waived by any Director. Regular meetings of the Board of Directors shall be held on the **fourth Wednesday** of the months of January, April, July and October of each year at such time and place as shall be determined by the Board of Directors. Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.