

BY-LAWS
OF
QUINCY PARK FOUNDATION

ARTICLE I

Authority

Authorization for the establishment of the Quincy Park Foundation has been officially certified through the Quincy Park District Board of Commissioners approval of ORDINANCE 96-6: AN ORDINANCE AUTHORIZING THE ESTABLISHMENT OF THE QUINCY PARK FOUNDATION AND FILING OF ARTICLES OF INCORPORATION WITH THE ILLINOIS SECRETARY OF STATE. Approved at the Regular Meeting of the Board of Commissioners, August 14, 1996.

ARTICLE II

Purposes

The purposes of the Quincy Park Foundation (“the Foundation”) as stated in its Articles of Incorporation are exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 or its corresponding successor section. The corporation is organized to receive and maintain a fund or funds of personal property and tracts of real property, or both, and to use and apply the whole or any part thereof exclusively for charitable, scientific, or educational purposes and more specifically provide for parks and open space, nature and the preservation of beauty, preservation of history, support of child and youth activities, as well as recreational activities for the general public by providing funds or tracts of real property to the Quincy Park District.

ARTICLE III

Offices

The Foundation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Trustees may from time to time determine.

ARTICLE IV

Members

The general public shall be eligible for membership for such term, upon such application and upon payment of such donation as the Board of Trustees shall determine. The Board of Trustees may create such sub-classes of membership, each with varying requirements, as the Board shall determine. Membership shall automatically terminate when the requirements for membership are no longer met. Membership shall not be assignable or otherwise transferable. No member shall have voting rights; all voting rights are vested solely in the Board of Trustees.

ARTICLE V

Board of Trustees

SECTION 1. GENERAL POWERS. The affairs of the Foundation shall be managed by its Board of Trustees. All powers vested in the first Board of Directors as named in the Articles of Incorporation shall cease upon adoption of these By-Laws by the Quincy Park District Board of Commissioners, and its power shall be fully vested in the Board of Trustees upon appointment by the Board of Commissioners.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. The Board of Trustees shall be comprised of eleven (11) members, each to be elected by a majority of the Board of Trustees to serve a three (3) year term. The terms of one-third of the members of the Board shall expire each year. The charter membership of the Board of Trustees, consisting of eleven (11) members, shall be selected and appointed by majority vote of the Quincy Park District Board of Commissioners. Whenever a Trustee dies, resigns or ceases to act, or when a Trustee's term expires, the vacancy thus created shall be filled by a new trustee elected by a majority of the remaining members of the Board of Trustees. Whenever a member of the Board of Trustees fails to attend three (3) consecutive meetings of the Board, the remaining members of the Board are empowered to declare such member's office vacant and elect a new trustee to fill the vacancy thus created.

The Board of Trustees shall include two (2) members of the Quincy Park District Board of Commissioners, as appointed by the President of the Board of Commissioners. Whenever any member of the Board of Trustees is also a member of the Board of Commissioners of the Quincy Park District, the action of such member of the board of Trustees shall be for all legal purposes and intents the action of such member individually and as a member of the Board of Trustees of the Quincy Park Foundation, and not the action of such Trustee as a Park District Commissioner or as a member of the Board of Commissioners of the Quincy Park District.

SECTION 3. EX-OFFICIO TRUSTEES. The Executive Director of the Quincy Park District shall serve as ex-officio, a non-voting trustee of the Foundation.

SECTION 4. ANNUAL MEETING. The Board of Trustees shall convene an annual meeting each year. The date, time, and place of said annual meeting shall be determined by the Chairman of the Board of Trustees. Board of Trustees Officers shall be nominated and elected, by majority vote of the Trustees, at each annual meeting.

SECTION 5. REGULAR MEETINGS. The Board of Trustees shall provide by resolution the time, place, and date for the holding of regular meetings of the Board, without further notice being required.

SECTION 6. SPECIAL MEETINGS. The Chairman of the Board of Trustees and/or three (3) members of the Board are empowered to call for a special meeting(s). Announcement of the special meeting must be made by the Chairman or his designee. Any special meetings so called must be within the boundaries of the Quincy Park District. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice to each trustee at his or her address as shown by the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid.

SECTION 7. WAIVER OF NOTICE. Notice of any special meeting of the Board of Trustees may be waived in writing signed by the person or persons entitled to the notice whether before or after the time of the meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 8. QUORUM. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any of their meetings provided that if less than a majority of the trustees adjourn the meeting to another time without further notice.

Amended, Section 3: January 26, 2010

SECTION 9. MANNER OF ACTING. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by statute, these by-laws, the articles of incorporation, or Robert's Rules of Order.

SECTION 10. COMPENSATION. No part of the earnings of the Foundation shall insure to the benefit of any member, trustee, ex-officio trustee, officer of the Foundation or any private individual. No member, trustee, ex-officio trustee, officer of the Foundation or any

private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

SECTION 11. POLITICAL ACTIVITY. No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting of influence legislation of the Quincy Park District Board of Commissioners, either directly or indirectly. The Foundation shall not issue media statements regarding Quincy Park District Board of Commissioners policy and/or legislation or serve as an official representative of the Quincy Park District Board of Commissioners unless so authorized by the Board of Commissioners. The Foundation shall not, directly or indirectly, participate or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Any real lack of full adherence to the preceding political behaviors of Trustees shall result in immediate removal of said trustee(s) from the Board of Trustees of the Quincy Park Foundation.

SECTION 12. SELF-DEALING. Individual and collective members of the Board of Trustees shall not engage in any act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code), or any amendment thereto, shall not retain any excess business holdings (as defined in Section 4943 (c) of said Code), or any amendment thereto, shall not make any investments in such manner as to subject the Foundation corporation to tax under Section 4944 of said Code, or any amendment thereto, and shall not make any taxable expenditures (as defined in Section 4945 (d) of said Code) or any amendment thereto.

ARTICLE VI

Officers

SECTION 1. OFFICERS. The officers of the Foundation shall be a chairman, vice-chairman, treasurer, and a secretary. The Board of Trustees may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable. Officers whose authority and duties not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of chairman and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Foundation shall be elected annually by the Board of Trustees at the regular annual meeting and shall assume office immediately upon election. Vacancies may be filled or new officers created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided. Election of any officer shall not of itself create contract rights.

Amended, Section 2. June 26, 2012

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Foundation would be served thereby. Any officer elected or appointed by the Board of Trustees will be removed by the Board of Trustees if said officer or officers is found to be in violation of ARTICLE V., SECTION 11. (POLITICAL ACTIVITY).

SECTION 4. CHAIRMAN. The chairman shall be the principal executive officer of the Foundation. Subject to the direction and control of the Board of Trustees, he/she shall be in charge of the business and affairs of the Foundation; he/she shall see that the resolutions and directives of the Board of Trustees are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Trustees; and, in general, he/she shall discharge all duties incident to the office of chairman and such other duties as may be prescribed by the Board of Trustees. He/she shall preside at all meetings of the Board of Trustees and Membership meetings. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Foundation or a different mode of execution is expressly prescribed by the Board of Trustees or these by-laws, he/she may execute for the Foundation any contracts, deeds, mortgages, bonds or other instruments which the Board of Trustees has execution either under or without the seal of the Foundation secretary, or any other officer thereunto authorized by the Board of Trustees, according to the requirements of the form of the instrument. The chairman shall act as spokesperson for the Foundation.

SECTION 5. VICE-CHAIRMAN. In the absence of the chairman or in the event of his/her inability or refusal to act, the vice-chairman shall perform the duties of the chairman, and, when so acting, shall have all the powers of and be subject to all the restriction upon the chairman. The vice-chairman shall perform such other duties as from time to time may be assigned to him/her by the chairman or by the Board of Trustees.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the Foundation. He/she shall: (a) Have charge of and be responsible for the maintenance of adequate books of account for the Foundation; (b) Have charge and custody of all funds and securities of the Foundation, and be responsible therefore, and for the receipt and disbursement thereof; And, (c) perform all the duties as from time to time may be assigned to him/her by the chairman or by the Board of Trustees. If required by the Board of Trustees, the treasurer shall give a bond for the faithful discharge of his/her duties in the sum and with such surety or sureties as the Board of Trustees shall determine.

SECTION 7. SECRETARY. The secretary shall record the minutes of the Board of Trustees and membership meetings in one or more books provided for that purpose; See that all notices are duly given in accordance with the provisions of these by-laws or as required by law; Be custodian of the Foundation records and the seal of the Foundation; 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/her by the Chairman or Board of the Trustees.

ARTICLE VII

Contracts, Checks, Deposits, Gifts, and Audits

SECTION 1. CONTRACTS. The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these by-laws to enter into any contract or to 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. CHECKS, DRAFTS, ETC. All checks, drafts, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the treasurer and countersigned by the chairman or the vice-chairman of the Foundation.

SECTION 3. DEPOSITS. All funds of the Foundation shall be deposited in the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Trustees may select.

SECTION 4. GIFTS. The Board of Trustees may accept or reject on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

SECTION 5. AUDITS. The accounts of the Foundation shall be audited at least annually by an independent auditor appointed by the Board of Trustees.

ARTICLE VIII

Committees

SECTION 1. COMMITTEES. The Board of Trustees may establish such committees as it deems necessary, giving the committees such authority as the Board determines to be appropriate. Except as otherwise provided by the Board, the chairman of the Foundation shall have authority to appoint and remove committee members.

SECTION 2. CHAIRMAN. One member of each committee shall be appointed chairman by the chairman of the Foundation.

SECTION 3. QUORUM. Unless otherwise provided by the Board of Trustees, 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 4. RULES. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Trustees.

ARTICLE IX

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 members, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and address of Foundation members. All books and records of Foundation may be inspected by any trustee, or his/her agent or attorney for any proper purpose at any reasonable time, upon the giving of reasonable notice.

ARTICLE X

Fiscal Year

The fiscal year of the Foundation shall be July 1 to June 30.

ARTICLE XI

Seal

The Board of Trustees shall provide a corporate seal which shall be in the form of a circle and shall be inscribed thereon the name of the Foundation and the words "Corporate Seal, Illinois."

ARTICLE XII

Amendments to By-Laws

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Trustees. By-Laws directly relating to language contained in the Articles of Incorporation and/or Quincy Park District Board of Commissioners adopted Ordinance No. 96-6, may not be altered, amended or repealed by the Board of Trustees.

ARTICLE XIII

Indemnification

An individual serving in the capacity of member, officer, trustee, employee, or volunteer of this Foundation shall be entitled to seek indemnification or advancement of expenses to the fullest extent of the law. However, such member, officer, trustee, employee, or volunteer shall not be allowed to seek reimbursement or advancement of expense for a breach of his/her duty of loyalty to the Foundation, for acts or omissions not in good faith or in violation of law, for the transaction from which the member, officer, trustee, employee or volunteer derives an improper personal benefit.

ARTICLE XIV

Dissolution

SECTION 1. DISTRIBUTION OF ASSETS. In the event of the dissolution of the Foundation, the Board of Trustees shall cause the assets of the corporation to be distributed as follows: (a) All liabilities of the corporation shall be paid or adequate provision shall be made for payment; And, (b) assets held by the corporation upon a condition which occurs by reason of dissolution shall be returned or conveyed in accordance with such requirements.

SECTION 2. DISTRIBUTION OF REMAINING ASSETS. The remaining assets of the corporation shall be distributed exclusively to the Quincy Park District, and Illinois municipal corporation, or its successor, if said corporation or its successor does and would qualify under 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 as a charitable, scientific or educational organization. The income of the corporation for each taxable year shall be distributed at such time and in such manner as to not subject the corporation to tax under Section 4942 of the Internal Revenue Code, or any amendment, thereto.