

BYLAWS
OF
PEKIN PARK FOUNDATION

ARTICLE I

Name, Purposes, Office, Fiscal Year

Section 1. Name. The name of this corporation shall be Pekin Park Foundation (the "Foundation"). The Foundation is a corporation formed under the General Not For Profit Corporation Act of the State of Illinois.

Section 2. Purposes. The Foundation is organized and shall at all times be operated exclusively for charitable purposes, specifically the making of gifts and grants for the benefit of Pekin Park District.

Section 3. Office. The principal office of the Foundation shall be at 1701 Court Street, Pekin, Illinois. The registered office of the Foundation may be, but need not be, identical with the principal office. The principal office or registered office (or registered agent) may be changed from time to time by the Board of Directors. The Foundation shall maintain at its principal office the following:

- (a) Minutes of all meetings of directors and committees.
- (b) Books and records of account, including accounts of assets and liabilities, receipts and disbursements, and business transactions.
- (c) Copies of the Foundation's articles of incorporation and bylaws, as amended from time to time.

Section 4. Fiscal year. The fiscal year of the Foundation shall end on June 30 of each year.

Section 5. General Objectives. The general objectives of the Foundation shall include the following:

- (a) To provide funding and acquisition assistance and in-kind donations for purchasing, developing, promoting, and maintaining parks, land, buildings, facilities, equipment, supplies, activities and programs for the Pekin Park District.

- (b) To promote programs that serve the purposes and objectives of the Foundation, including endowment, gifting, sponsorships and volunteerism.
- (c) To promote other activities and developments for the benefit of the Pekin Park District.
- (d) To complement and enhance, and not conflict with, the activities of the Pekin Park District, a unit of local government. To maintain a close working relationship with the Pekin Park District so as not to in any way diminish the power and authority of the Pekin Park District in performing its mission of working with the community to preserve and enhance recreational opportunities, open space resources, and wildlife protection.
- (e) To engage in other activities related to the Foundation's specific objectives and purposes.

ARTICLE II Membership

The Foundation shall have no members.

ARTICLE III Board of Directors

Section 1. General Powers. The business and affairs of the Foundation shall be managed by its Board of Directors which shall have all of the powers, authority, responsibilities and obligations given the Board of Directors of a not-for-profit corporation under the laws of the State of Illinois.

Section 2. Number and Qualifications. The Board of Directors of the Foundation shall be seven (7) in number. To be eligible to serve as a director, an individual must be at least age 18 and a citizen of the United States.

Section 3. Appointment and Election of Directors. The Board of Directors shall consist of the following: (i) the Director of the Pekin Park District; (ii) three members of the Pekin Park District Board of Commissioners (as selected by the Pekin Park District Board of Commissioners); and (iii) three members from the public at large (as selected by the Pekin Park District Board of Commissioners). The members of the Board of Directors of the Foundation shall be determined annually and shall serve a term of one year or until their successors are elected and have qualified. Each member of the Board of Directors shall sign an ethics pledge approved by the Foundation.

Section 4. Vacancies. Any vacancy occurring in the elected members of the Board of Directors shall be filled by the Pekin Park District Board of Commissioners in a manner

consistent with the preceding Section 3. A director elected or appointed to fill such a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

Section 5. Removal. Any director may be removed at any time with or without cause by the Board of Directors of the Foundation at a regular or special meeting upon the approval of at least five (5) members of the Board of Directors.

Section 6. Compensation. Directors shall not receive compensation for their services as members of the Board of Directors.

Section 7. Meetings. The Board of Directors shall hold an annual meeting in the month of May without further notice other than this Bylaw for the purpose of electing directors and conducting such other business as may come before it. Regular meetings of the Board of Directors may be held at such time and place as may be fixed by a resolution of the Board of Directors without further notice. Special meetings of the Board of Directors may be called by the president or by any two (2) directors. Meetings shall be held in compliance with the Illinois Open Meetings Act.

Section 8. Notices. Notice of a special meeting of the Board of Directors shall be given, if in person or by telephone, at least twenty-four (24) hours in advance of the meeting, or if by mail or by electronic communications at least five (5) days prior to the date of such meeting, provided, however, that notice of a special meeting at which a director will be removed shall be delivered to each director at least twenty (20) days in advance of such meeting and the notice shall specify the purpose of such meeting. Notice of a special meeting shall be sent to a local newspaper.

Section 9. Quorum.

A. A majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors unless otherwise specifically provided in these Bylaws. In addition, at least one member of the Board of Directors who is a member of the Pekin Park District Board of Commissioners and at least one member of the Board of Directors who is appointed from the public at large must be present at any meeting of the Board of Directors to transact business.

B. The directors present at a duly organized meeting can continue to discuss business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum; provided, however, that resolutions of the Board of Directors may be adopted only at a properly constituted meeting of the directors.

Section 10. Manner of Acting. Except as otherwise specifically provided herein, 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. A director may attend and participate in any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other.

Section 11. Informal Action by Directors. Any action which is required to be taken, or which may be taken, at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors then in office. Such consent shall have the same force and effect as a unanimous vote of all the directors.

Section 12. Indemnification. Each director and officer of the Foundation shall be indemnified by the Foundation and Pekin Park District against the expenses reasonably incurred by him/her, and/or damages imposed upon him/her in connection with the defense of or as the result of any action taken or alleged to have been taken by him/her as director or officer of the Foundation. This indemnification shall not be effective in the case of any action or omission of any actions as to which he/she shall be liable by reason of willful misconduct or gross negligence in the performance of his/her duties as a director or officer of the Foundation. The Pekin Park District shall provide public officials liability insurance coverage for Foundation directors.

ARTICLE IV Officers

Section 1. Officers. The officers of the Board of Directors of the Foundation shall consist of a president, one or more vice presidents, a secretary, and a treasurer and such other officers as may be elected by the Board of Directors. At least one at large director shall be elected to serve as president or vice president.

Section 2. Qualifications; Election. Only persons who are directors of the Foundation may serve as the president or a vice president of the Foundation. The other officers of the Foundation may be directors, but need not be directors to qualify to serve. The officers shall be elected by the members of the Board of Directors at the annual meeting of the directors and shall serve for a term of one (1) year, or until their successors are elected and have qualified. Officers (who are not members of the Board of Directors) shall have no direct familial, business, or financial relationship to a member of the Board of Directors or a member of the Board of Commissioners of the Pekin Park District.

Section 3. Vacancies. Any vacancy among the officers shall be filled by nomination made by the president or by any other director, and approved by the directors, and such appointed officers shall serve until the next annual meeting of directors or until their successors are elected and have qualified.

Section 4. President. The president shall preside at all meetings of the Board of Directors and shall with the approval of the Board of Directors in conjunction with the secretary sign all contract papers relating to the affairs of the Foundation, shall be an ex-officio member of all committees, and shall perform all other acts properly belonging to this office.

Section 5. Vice President. The vice presidents, in order of their seniority shall have all the powers and perform all the duties of the president in the absence or incapacity of the president.

Section 6. Secretary. The secretary shall keep full minutes of all meetings of the directors; shall attend the sessions of the Board of Directors and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in a book to be kept for that purpose. The secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and shall perform such other duties as may be from time to time assigned. The secretary shall have custody of the corporate seal and shall affix the same to all papers and documents whenever the seal shall be required to be so affixed, and shall have custody of and properly keep all the record books of the Foundation. The secretary shall have the authority to certify the Bylaws, resolutions of the members and the Board of Directors and committees thereof, and other documents of the Foundation as true and correct copies thereof.

Section 7. Treasurer. The treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the Foundation, and shall deposit all monies and other valuable effects to the credit of the Foundation, in such depositories as may be designated by the Board of Directors. The treasurer shall dispose of funds of the Foundation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors whenever they may require it, an account of all transactions as treasurer and of the financial conditions of the Foundation. The Pekin Park District shall provide the treasurer with a bond for the faithful discharge of his duties in such sums and with such surety as the Board of Directors shall determine.

Section 8. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the Foundation. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal. Any of the officers designated in Section 1 of this Article IV may be removed from office upon affirmative vote of at least five (5) members of the Board of Directors present at a duly convened meeting, provided that the notice of such meeting shall specify that one of the purposes of such meeting shall be to consider such matter.

ARTICLE V Contracts, Banking, Gifts

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances or transactions.

Section 2. Checks, Drafts, Etc. The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, to issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Foundation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Funds and Investments. All funds of the Foundation shall be periodically deposited to the credit of the Foundation in such banks, trust companies, savings and loan associations, or otherwise invested in such real or personal property, including, without limitation, money market funds, instruments, securities, mutual funds, or other forms of investment meeting appropriate regulatory requirements, as the Board of Directors may periodically select.

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

Section 5. Loans. No officers or directors shall be authorized to obtain loans on behalf of the Foundation without the formal approval of a majority of the members of the Board of Directors.

Section 6. Audits. The accounts of the Foundation shall be audited annually by an independent auditor selected by the Board of Directors.

Section 7. Bond. The Pekin Park District shall purchase a bond to guaranty the faithful discharge of the Treasurer's duties in such sum and with such surety as the Board of Directors may determine, but in no event less than \$5,000.

ARTICLE VI Committees; Advisory Bodies

Section 1. Committees. The Board of Directors may appoint standing and special committees as needed to carry out the powers and duties of the board. Persons who are not members of the Board of Directors may be appointed to and serve on any such committee. Each committee shall have two (2) or more directors, a majority of its membership shall be directors, and all such committee members shall serve at the pleasure of the Board of Directors.

Section 2. Advisory Bodies. The Board of Directors may create and appoint persons to one or more advisory bodies which may or may not have directors as members, which bodies may not act on behalf of the Foundation or bind it to any action but may make recommendations to the Board of Directors or to the officers of the Foundation.

ARTICLE VII Seal

The Board of Directors may provide a corporate seal which shall be in the form of a circle and have inscribed thereon "Pekin Park Foundation" and the words, "Corporate Seal, Illinois."

ARTICLE VIII
Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois, or under the provisions of the articles of incorporation or the Bylaws of the Foundation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE IX
Amendments

These Bylaws may be altered or amended at a regular or special meeting by at least five (5) directors or by informal action signed by all directors.