

**BY-LAWS**  
**OF**  
**OAK GROVE SCHOOL EDUCATION FOUNDATION, INC.**

**ARTICLE I**

**Offices**

The Oak Grove School Education Foundation, Inc. (Corporation) shall continuously maintain in the State of Illinois a registered office and an agent whose business office is identical with such registered office and may have other within or without the state.

**ARTICLE II**

**Members**

The Corporation shall have no Members. All rights which would otherwise rest in the Members shall rest in the Directors.

**ARTICLE III**

**Board of Directors**

**SECTION 1. GENERAL POWERS.** The affairs of the Corporation shall be managed by or at the direction of its Board of Directors. A majority of the Board of Directors may establish compensation for their services and the services of other Officers, irrespective of any interest.

**SECTION 2. NUMBER, TENURE AND QUALIFICATIONS.** The number of Directors shall be nine. The initial Board of Directors, shall consist of those individuals that the School Board appoint at its own discretion. Said initial Directors shall serve for a period of at least one year and not more than two years. The first elected Board of Directors will, by selection of the board, have 4 directors that have a two year tenure and 5 that have a three year tenure. Subsequent Directors shall have a two year tenure. There is no limit on how many times a Director may be re-elected. Each Director shall hold office until the next meeting after the election of new Directors and until his or her successor shall have been elected and qualified. Election of Directors shall be made by the remaining Directors at the annual meeting of the Board of Directors. Directors need not be residents of Illinois. At least (1) Director, but no more than 2 Directors, shall at all times be a member of the Board of Education of Oak Grove School District No. 68 or an administrative employee of said District. The number of Directors may be decreased to not fewer than 3 or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in number of Directors shall be made only by amendment of the Articles of Incorporation. No amendment shall have the effect of shortening the term of an incumbent Director.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than these by-laws, on the first Monday of each November. Board of Directors may provide, by resolution, the time and place for the holding of additional meetings of the Board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be made at least five days previous thereto by written notice (including e-mail) to each Director at his or her address as indicated by the records of the Corporation except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be by facsimile transmission, such notice shall be deemed to be delivered when the facsimile is transmitted to the Director at the last provided number for receiving such transmissions. Requirement of notice of any special meeting of the Board of Directors may be waived in writing signed by the agent or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business the meeting because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor purpose of, any regular or special meeting of the Board need be specified in the notice or waiver notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided that if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a at which a quorum is present shall be the act of the Board of Directors, unless the act of a specific number is required by statute, these by-laws, or the articles of incorporation. No Director may vote by proxy on any matter.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any to be filled by reason of an increase in the number of Directors shall be filled by the vote of Directors unless the articles of incorporation, a statute, or these by-laws provide that a Directorship so created shall be filled in some other manner, in which case such shall control. A Director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign any time upon written notice to the Board of Directors. A Director may be removed with or without cause, or as specified by statute.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

SECTION 11. COMPENSATION. The Board of Directors shall, at this time, serve without compensation. The Board of Directors may, however, by the affirmative vote of a majority of Directors then in office, and irrespective of any personal interest of any of its members, establish reasonable compensation of all Directors for services to the Corporation as Directors,

SECTION 12. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward dissent by registered or certified mail to the Secretary of the Corporation immediately after the of the meeting. Such right to dissent shall not apply to a Director who voted in favor such action.

## **ARTICLE IV**

### **Officers**

SECTION 1. OFFICERS. The Officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other Officers as may be elected or appointed by the Board of Directors. Officers authority and duties are not prescribed in these by-laws. Officers shall have the authority to perform duties prescribed, from time to time, by the Board of Directors. Any two or more Officers may be the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon as conveniently may be arranged. Vacancies may be filled or new offices created and filled at any of the Board of Directors meetings. Each Officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an Officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The President shall be the principal executive Officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation; he or she shall see that the resolutions and of the Board of Directors are carried into effect except in those instances in which that is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be assigned by the Board of Directors. He or she shall preside at all meetings 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 by-laws, he or she 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 or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other Officer authorized by the Board of Directors, according to the requirements of the form of the instrument. He or she 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 5. VICE PRESIDENT. The Vice-President (or in the event there would be more than one Vice-President, each of the Vice-Presidents) shall assist the President in the discharge of his her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there be than one Vice-President, the Vice-Presidents, in the order designated by the Board of Directors, by the President if the Board of Directors has not made such a designation, or in the absence of designation, then in the order of their seniority of tenure) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. 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 the Board of Directors or these by-laws, the Vice-President (or any of them if there are more than ) may execute for the Corporation any contracts, deeds, mortgages, bonds or other instruments the Board of Directors has authorized to be executed, and he or she may accomplish such either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other Officer thereunto authorized by the Board of Directors, to satisfy the requirements of the form of the instrument.

SECTION 6. TREASURER. The Treasurer shall be the principal accounting and financial Officer of the Corporation. He or she shall: (a) have charge of and be responsible for the maintenance and adequacy of books of account for the Corporation; (b) have charge and custody of all funds and assets of the Corporation, and be responsible therefore, and for the receipt and disbursement of such; and (c) perform all the duties incident to the office of Treasurer and such other duties as from to time may be assigned to him or her 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 or her duties of such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 7. SECRETARY. The Secretary shall: (a) record the minutes of the meetings of Board of Directors in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these by-laws or as required by law; (c) be the keeper of the corporate records and of the seal of the Corporation; (d) keep a register of the post address, e-mail address and facsimile transmission number, if any, of each Director which shall be furnished to the Secretary by such Director; and (e) perform all duties incident to the office of Secretary and other duties as from time to time may be designated to him or her by the President or by the Board of Directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their in such sums and with such sureties as the Board of Directors shall determine.

SECTION 9. SALARIES. Officers of the Corporation shall, until further resolution, serve without compensation. The salaries of the Officers may, however, be fixed from time to time by of the Board of Directors and no Officer shall be prevented from receiving such salary by virtue of the fact that he or she is also a Director of the Corporation.

## **ARTICLE V**

### **Committees, Commissions and Advisory Boards**

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority the Directors in office, may designate one or more committees each of which will consist of two more Directors and such other persons as the Board of Directors designates provided that a majority of each committee's membership are Directors. The committees, to the extent provided in 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 delegating thereto of authority shall not operate to relieve the Board of Directors, or any individual , of any responsibility imposed upon it, him or her by law.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies having and exercising the authority of the Board of Directors in the Corporation may be created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have Directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Board of Directors or the Officers of the Corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee, advisory board or commission shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee, advisory board or commission shall be terminated, or unless such member be removed from such committee, advisory board or commission by the Board of Directors, or unless such member shall cease to qualify as a member.

SECTION 4. CHAIRMAN. One member of each committee, advisory board or commission shall be appointed chairman.

SECTION 5. VACANCIES. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, advisory board or commission, a majority of the whole advisory board or commission 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, board or commission.

SECTION 7. RULES. Each committee, advisory board or commission may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board of Directors.

SECTION 8. INFORMAL ACTION. The authority of a committee may be exercised without meeting if a consent in writing, setting forth the action taken, is signed by all of the members eligible to vote.

## **ARTICLE VI**

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

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, or agents of the Corporation, in addition to the Officers so authorized by these by-laws, to enter 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 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 by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice 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 may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the Corporation any ???, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VII**  
**Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and committees having any of the of the Board of Directors present, and shall keep at the registered or principal office a record giving names and addresses of the Directors entitled to vote. All books and records of the Corporation be inspected by any Director, or member of the Board of Education of Oak Grove School District No. 68, or the of Oak Grove School District No. 68 or his or her agent or attorney for any proper purpose at any reasonable, agreed upon time.

**ARTICLE VIII**  
**Fiscal Year**

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

**ARTICLE IX**  
**Seal**

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed affixed or in any other manner reproduced, provided that the affixing of the corporate seal to a document shall not give the instrument additional force or effect, or change the construction thereof. The use of the corporate seal is not mandatory.

**ARTICLE X**  
**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986 or under the provisions of the articles of incorporation or the by-laws of the Corporation, 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 notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person attending the meeting objects to the holding of the meeting because proper notice was not given.

## ARTICLE XI

### Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party, or is to be made a party to any threatened, pending or completed action, suit or proceeding, civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, volunteer or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believe to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation or, with respect to any criminal action or proceeding, that the person had cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party, or is threatened be made a party to any threatened, pending or completed action or suit by or in the right [??] of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, volunteer of other agent of the Corporation, or any of its committees or subsidiaries or was serving at the direction of the Corporation as a director, officer, employee or agent of another corporation; joint venture, trust or other enterprise, against expenses (including attorneys' fees) and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be given in respect of any claim, issue or matter as to which such person shall have been adjudged to liable for negligence or misconduct in the performance of his or her duty to Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon that, despite the adjudication of liability, but in view of all the circumstances of the case, person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem appropriate.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Director, Officer, employee, volunteer or other agent of the Corporation has been successful, on the merits of the action, or in the defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.



SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 or 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee, or other agent is proper in the circumstances because he or she has met the applicable requirements of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final determination of such action, suit or proceeding, as authorized by the Board of Directors in the specific instance, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, volunteer or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled be indemnified by the Corporation as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by Article XI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Directors, or otherwise, both as action in his or her official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a Director, Officer, employee, volunteer or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. INSURANCE. The Corporation may purchase and maintain insurance on any person who is or was a Director, Officer, employee, volunteer or other agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, volunteer or other agent against any liability asserted against such person and by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the terms of this Article.

SECTION 8. REFERENCES TO CORPORATION. For purposes of this Article "the Corporation" shall include, in addition to the surviving Corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, volunteers, or other agents, so that any person who was a director, officer, employee, volunteer or other agent of such merging corporation, or was serving at the request such merging corporation as a director, officer, employee, volunteer or other agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position in the provisions of this Article with respect to the surviving Corporation as such person would with respect to such merging corporation if its separate existence had continued.

SECTION 9. OTHER REFERENCES. For purposes of this Article, references to "other " shall include employee benefit plans; references to "fines" shall include any excise taxes on a person with respect to an employee benefit plan; and references to "serving at the direction of the Corporation" shall include any service as a director, officer, employee or agent of the which imposes duties on, or involves services by such director, officer, employee, or with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

**ARTICLE XII**  
**Amendments**

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the of Board of Directors unless otherwise provided in the articles of incorporation or the by-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of Corporation not inconsistent with law or the articles of incorporation.

IN WITNESS WHEREOF, the undersigned has executed these By-Laws this \_\_\_\_ day of \_\_\_\_\_, 2007.

\_\_\_\_\_

**STATE OF ILLINOIS**  
**COUNTY OF LAKE**  
**VILLAGE OF GREEN OAKS**

I, \_\_\_\_\_, notary public, do hereby certify that on this \_\_\_\_\_ day of \_\_\_\_\_, 2007, personally appeared before me \_\_\_\_\_, is the Secretary of the Corporation executing the foregoing document in the capacity set forth and that the statements therein contained are true.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal the day and year before written.

\_\_\_\_\_  
Notary Public, State of Illinois

\_\_\_\_\_  
Printed Name

My Commission Expires \_\_\_\_\_