

BY-LAWS
OF
CASS RESOURCES FOR ENRICHMENT

ARTICLE I

NAME & PURPOSE

SECTION 1. NAME

The Corporation shall be known as Cass Resources for Enrichment (hereinafter referred to as the "Corporation").

SECTION 2. PURPOSES

The Corporation is organized to operate exclusively for charitable and educational purposes in support of the School District to achieve the following:

- (a) Provide a continuing organization outside the public school system to preserve and improve the educational and arts opportunities for students in Cass School District No. 63 (hereinafter the "School District"), which may employ its funds for such things as improved facilities, new educational programs, permanent collections, social events, scholarships, and any other suitable and worthwhile purposes;
- (b) Broaden community support for public education and the fine arts in the School District by fostering partnerships between business, government and civic organizations.
- (c) Investigate educational and fine arts needs, prioritize them for the benefit of all public school children in the School District, and may provide funding for basic proven education or art programs temporarily lacking government funding and for pilot projects that show promise of becoming part of the publicly financed school programs;
- (d) Make grant allocations for the benefit of the children in the School District;
- (e) Solicit and raise money for the foregoing purposes;
- (f) Accept, hold, invest and administer any property, real, personal, or mixed, whether received by gift, bequest, purchase, lease, loan or otherwise, absolutely or in trust, for the foregoing purposes or any of them, and to carry out the directions and exercise the powers contained in any trust or other instrument under which

such property may be so received, including without limitation, the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument; and, if so received without any designation of specific use, to expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the Board of Directors of the Corporation; and

- (g) To engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes.

Notwithstanding the foregoing or any other provision of these Bylaws:

- (a) This Corporation is organized and shall be operated exclusively for educational and charitable purposes described above and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Board Members, directors, officers or other private persons, 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 purposes set forth above.
- (b) The Corporation shall not carry on any propaganda, or otherwise attempting, to influence legislation and shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- (c) The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue statute or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code or the corresponding provision of any future United States Internal Revenue Statute.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. MEMBERS

The Corporation shall have no members. All rights which otherwise rest in the members shall rest in the Board Members.

SECTION 2. AUTHORITY AND RESPONSIBILITY

The governing body of the Corporation shall be a Board of Directors known as the Board. The Board shall supervise, control and direct the business and affairs of the Corporation, shall actively promote its purposes, and shall supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it deems necessary.

SECTION 3. BOARD OF DIRECTORS

The Board shall have up to ten (10) Board Members, five (5) ex-officio executive board members, and five (5) Executive Committee members, the exact number to be fixed bi-annually by resolution of the Board. Incumbent Board Members shall elect the Board Members who shall take office at the conclusion of the next annual meeting and shall serve for a term of two (2) years or until successors have been duly elected and qualified. At the discretion of the seated Board, newly appointed Board Members shall serve terms of two years, depending upon the terms of the currently seated Board Members. It is the desire of the Corporation that no more than one-third of the terms of the entire Board of Directors expire each year. Each Board Member shall serve for his or her term and until his or her successor shall have been elected and qualified. Newly appointed Board Members shall take office immediately upon being voted onto the Board. Representatives of banks or trust companies, investment advisors or agents for funds held for the benefit of the Corporation shall at no time constitute more than one-half of the Board Members of the Corporation. Current teachers and staff members employed by the District are eligible to serve on the Corporation board, but shall not be eligible to vote on matters having a pecuniary effect on them, their classroom, team, department, or buildings, so as to avoid the appearance of impropriety.

SECTION 4. EX-OFFICIO BOARD MEMBERS

The Superintendent of the School District and the President of the Cass School District 63 Board of Education (the "Board of Education"), or a current school board member so designated by the President may serve as an ex-officio member of the Board without vote.

SECTION 5. ADVISORY BOARD MEMBERS

The Board of Directors may appoint additional persons who may act as consultants to the Corporation. Such consultants shall be referred to as Advisory Board Members of the Board and shall have no voting rights. Teachers assigned by the school to attend Board meetings shall be Advisory Board members. Any community member who runs a fundraiser, event, or committee is by participation considered an advisory board member. Any community member who attends three (3) or more monthly board meetings are by participation considered an advisory board member.

SECTION 6. PAST BOARD MEMBERS

Past Corporation Executive Board members, who have served a full term, as so designated by the President shall serve as ex-officio Members of the Board with the ability to vote for up to two (2) years after their Executive Board term has expired. After two (2) years they are required to apply and be voted on to be on the board.

SECTION 7. REGULAR MEETINGS

The regular annual meeting of the Board of Directors shall be held at least once in each calendar year at such time and place as shall be determined by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings without other notice than such resolution. In addition to the annual meeting, the Board of Directors shall host a monthly meeting at Cass School which is open to the public.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of any Executive Committee member or any three Board Members. The person or persons calling any special meeting of the Board of Directors shall set forth in the notice the purpose, time and place of such special meetings.

SECTION 9. NOTICE

Notice of any regular or special meeting of the Board of Directors shall be given at least ten (10) days prior thereto, by written or printed notice delivered personally, by mail, electronic mail or by facsimile transmission to each Board Member at his or her address as shown in the records of the Corporation. Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member 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 10. QUORUM

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board.

SECTION 11. MANNER OF ACTING

The act of a majority of the Board Members present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these By-Laws. Votes may be taken in person or by proxy, including e-mail transmission, provided the same is ratified at the next meeting after said proxy vote is cast. Members may participate in a meeting via telephone or video communication, provided the member can hear and be asked questions via the chosen communication and all members present at the meeting can hear and ask questions of the member attending via electronic communication.

SECTION 12. VACANCIES

A vacancy occurring as a result of the resignation, removal, or death of any board member shall be filled by the successor thereto. A vacancy occurring among any other Board Member of the Board of Directors shall be filled by the remaining members of the Board. The filling of such vacancies shall be undertaken as soon as practicable. A Board Member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office and until his or her successor shall have been elected and qualified.

SECTION 13. RESIGNATION

Any Board Member may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. The resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

SECTION 14. REMOVAL

A Board Member may be removed by the affirmative vote of a 2/3 majority of the Board Members present at a meeting whenever, in their judgment, the best interests of the Corporation would be served thereby.

SECTION 15. INFORMAL ACTION

Any action which is required by law, the Articles of Incorporation or these By-Laws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Board Members entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the Board Members shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors. Communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. With respect to any action taken by electronic mail, such action shall be ratified at the next Regular or Special Meeting of the Board and reflected in the minutes of the next Regular or Special Meeting of the Board. The Corporation shall establish a policy and procedure for conducting an electronic mail vote.

SECTION 16. COMPENSATION

Board Members shall not receive compensation for their services rendered to the Corporation in any capacity.

SECTION 17. LIMITED LIABILITY OF DIRECTORS AND OFFICERS

No Director or officer of the corporation shall be liable, and no cause of action may be brought for damages resulting from the exercise of judgment or discretion in connection with the

duties or responsibilities of such Director or Officer unless the act or omission involved was willful or wanton, as defined in the “Local Government and Governmental Employees Tort Immunity Act.”

ARTICLE III

OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may from time to time elect. The President shall not be an employee, trustee, agent or member of the Board of Education. To be eligible to run for Executive Board positions, nominees must have sat on the Board of Directors for at least one (1) term or have a Board member sponsor to be added to the ballot. The position of President is not eligible for sponsorship nominations.

SECTION 2. ELECTION AND TENURE

The officers of the Corporation shall be elected by the Board from among its Board Members at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall serve a two-year term and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal in the manner hereinafter provided.

SECTION 3. REMOVAL

Any officer elected by the Board of Directors of the Corporation may be removed from office by an affirmative vote of a 2/3 majority of the Board Members present at a meeting, whenever in the judgment of the Board the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. VACANCIES

A vacancy in any office shall be filled by action of the Board of Directors at the next regular or special meeting thereof. An officer elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, and until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal.

SECTION 5. PRESIDENT

The President of the Board of Directors shall be the principal executive officer of the Corporation. The President shall in general supervise and direct all of the affairs of the Corporation, subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds,

mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except documents the execution of which shall be expressly delegated by law, the Articles of Incorporation, these By-Laws, or the Board of Directors to some other officer or agent of the Corporation. The President shall, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors. The President may serve no more than two (2) terms in the position of President.

SECTION 6. VICE-PRESIDENT

Vice-President shall assist the President in the discharge of the duties of the President as the President may direct, and shall perform such other duties as may be assigned from time to time by the President or the Board of Directors. The Vice President may serve no more than two (2) terms in the position of Vice-President.

In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all of the restrictions upon the President.

SECTION 7. SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; shall see that all notices are duly given in accordance with applicable law, the Articles of Incorporation of the Corporation and these By-Laws; shall be custodian of the corporate records and of the seal of the Corporation; shall keep a record of the mailing address of each Board Member and officer of the Corporation, which addresses shall be furnished to the Secretary by the Board Members and officers; and in general shall perform all duties customarily incident to the office of Secretary, all voting measures at meetings, and such other duties as may be assigned from time to time by the President or the Board of Directors.

SECTION 8. TREASURER

The Treasurer shall be the principal accounting and financial officer of the Corporation and shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation; shall supervise custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and in general perform all of the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors including the documenting of the yearly budget. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Corporation.

ARTICLE IV

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall be a standing committee of the Corporation. The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer and the immediate past President. The Superintendent shall serve ex-officio without vote.

The Executive Committee shall have the authority to carry out the business and functions of the Corporation between meetings of the Board, but shall report any such actions to the Board for ratification.

SECTION 2. NOMINATING COMMITTEE

The Nominating Committee shall consist of the Past President as Chair and up to three (3) additional Board Members. The Nominating Committee shall prepare and submit to the Board no less than thirty (30) days prior to the last meeting of the school year a list of qualified candidates to succeed those officers and Board Members whose terms will expire at the conclusion of the next annual meeting.

SECTION 3. ADVISORY COMMITTEE

The Board may establish any Advisory Committee to assist and advise in the development and operation of the Corporation. The Advisory Committee shall consist of between five (5) and ten (10) individuals, at least three (3) of who shall be Board Members. The Advisory Committee may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors.

SECTION 4. GRANT COMMITTEE

The Grant committee is chaired by the Treasurer and comprised of a minimum of one (1) other executive board members and up to three (3) other supporting board members. The duties of the Grant committee is to review all inbound grants for the Corporation. Grants \$2000 and below (mini-grants) shall be voted on by committee members and must have a majority decision. If there is no majority then the vote goes to the next monthly Board meeting where Board members will review the grant and vote. To pass at the Board meeting 3/5 vote. Grants above \$2000 must go to the monthly board meeting for vote and have 3/5 vote to pass. Only board members are allowed to vote on grants.

SECTION 5. ROOM PARENT ADVISORY GROUP

The Room Parent Advisory Group shall consist of a group chair and parents responsible for activities in each grade. This group is responsible for all room parties at Concord school. Any

processes, procedures, or expenses this group wishes to enact must be presented to the board and approved. Room parents are by participation Advisory Board Members.

SECTION 6. OTHER COMMITTEES

The President shall establish and appoint such ad hoc committees, as he or she may deem necessary, subject to the approval of the Board. One (1) member of each committee shall be appointed Chair of the committee. An ad hoc committee created by the President shall be dissolved at the expiration of the President's term, except as directed to the contrary by the incoming President.

SECTION 7. VACANCIES

Appointments made in the same manner as the original appointments to that committee shall fill vacancies in the membership of any committee.

SECTION 8. QUORUM AND MANNER OF ACTING

Unless otherwise provided by resolution of the Board or by the President in establishing a committee, a simple majority of the whole committee shall constitute a quorum, and the act of a majority of the Board Members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

ARTICLE V

CONTRACTS & FINANCE

SECTION 1. CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one executive committee officer, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

SECTION 3. FIDUCIARY RESPONSIBILITY

It shall be the policy of the Corporation that the Board of Directors shall assume fiduciary responsibility with respect to all funds held or administered by the Corporation.

SECTION 4. FISCAL AGENTS

The Corporation may designate such fiscal agents, investment advisors and custodians as the Board of Directors may select by resolution. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

SECTION 5. ALLOCATION OF FUNDS

The Board of Directors shall study the long range needs and objectives of the Corporation and shall seek recommendations from interested persons concerning the use of unrestricted properties of the Corporation in fulfilling such needs and objectives.

Distribution of funds of the Corporation shall be made by the Board of Directors.

SECTION 6. EXPENSES

All proper expenses of the Corporation are subject to the approval of the Board of Directors. Upon such approval, the expenses shall be paid from the funds of the Corporation, except that any proper expense under \$500.00 may be approved by the President, Vice President, Secretary, or Treasurer.

SECTION 7. BOOKS OF RECORD

The Board of Directors of the Corporation shall cause to be kept:

- (a) Records of all proceedings of Board Members and Committees;
- (b) All financial statements of the Corporation;
- (c) Articles of Incorporation and By-Laws of the Corporation and all amendments thereto and restatements thereof;
- (d) Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

SECTION 8. AUDIT AND PUBLICATION

The Board of Directors shall cause the records and books of accounts of the Corporation to be audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate, and also shall make such inquiry as the Board of Directors deems necessary or advisable into the condition of all trusts and funds held by any Trustee, agent, or custodian for

the benefit of this Corporation and shall retain such person or firm for such purposes as it may deem appropriate. Not later than six (6) months after the close of each fiscal year of this Corporation, the Board of Directors of this Corporation if determined necessary shall furnish to the Board of Education of Cass School District 63 copies of the Corporation's financial statements for its immediately preceding fiscal year, publish said financial statements on the corporations website, and may, if determined necessary or appropriate by the Board of Directors, cause such financial statements to be published in one or more local newspapers having general circulation and distribution, as may be selected by the Board of Directors.

SECTION 9. FISCAL YEAR

The fiscal year of the Corporation shall begin July 1 and end June 30 each year.

SECTION 10. BOND

The Corporation may obtain a bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Directors or as otherwise required by law.

ARTICLE VI

WAIVER OF NOTICE

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

ARTICLE VII

INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law any person made party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Board Member or officer of the Corporation, or any entity which he or she served in such capacity at the request of the Corporation, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it, provided that such person did not breach any fiduciary obligation to the Corporation or otherwise commit any unlawful act. The right to indemnification conferred by this section shall not restrict the power of the Corporation to make any indemnification permitted by law.

ARTICLE VIII

AMENDMENTS

The power to alter, amend, or repeal the Articles of Incorporation or By-Laws of the Corporation, or adopt new By-Laws, shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given and a quorum is present, upon receiving the affirmative vote of not less than two-thirds of the whole number of Board Members. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE IX

PARLIAMENTARY PROCEDURE.

ROBERT'S RULES OF ORDER, LATEST EDITION, shall govern all questions of parliamentary procedure at any of the meetings of the Board of Directors or committees.

ARTICLE X

GOVERNING LAW

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

ARTICLE XI

DISSOLUTION

SECTION 1. DISSOLUTION OF THE CORPORATION

Dissolution of the Corporation shall be authorized by the affirmative vote of a 3/4 majority of Board Members then in office. Notice of the meeting to authorize the dissolution shall be given to each Board Member then in office not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of the Corporation. The notice shall include a copy or summary of the plan for distribution of assets.

If the dissolution is approved, the Corporation shall cease to conduct its affairs except as may be necessary for the winding up of the Corporation. It shall immediately cause a Certificate of Dissolution to be executed and filed setting forth: (a) the name of the Corporation; (b) the date and place of the meeting of Board Members approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of Board Members.

SECTION 2. DISTRIBUTION OF ASSETS

In the event of dissolution, all assets of the Corporation, real and personal, shall be, to the extent allowed by law and/or prior contract, distributed to the Board of Education of Cass School District 63.