

SPOON RIVER COLLEGE FOUNDATION
45 East Side Square, Suite 302
CANTON, ILLINOIS 61520

B Y L A W S

(Revised and Adopted At A Regular Meeting of the Board of Directors, May 18, 1995)
(Revised and Adopted At A Regular Meeting of the Board of Directors, March 20, 2003)
(Revised and Adopted At A Regular Meeting of the Board of Directors, May 19, 2005)
(Revised and Adopted At the Annual Meeting of the Board of Directors, May 21, 2009)
(Revised and Adopted at the Annual Meeting of the Board of Directors, May 19, 2010)
(Revised and Adopted at the Annual Meeting of the Board of Directors, May 21, 2014)
(Revised and Adopted at the Annual Meeting of the Board of Directors, May 20, 2015)

ARTICLE I
PURPOSE

The Spoon River College Foundation is a not-for-profit Illinois Corporation. The purpose of the Corporation, as stated in Paragraph 5 of its Articles of Incorporation, is:

The Corporation is organized to support the general welfare of Spoon River College by the solicitation and receipt of grants, endowments, and other funds and the allocation of these funds to the college for educational, service, capital, and other institutional needs.

The Corporation may:

1. Receive and acquire properties of any kind or character by gift or otherwise and manage, administer and dispose of such property in furtherance of its general corporate purpose as herein described.
2. Campaign or use other appropriate means to encourage the making of loans, gifts, grants, or bequests of money or property for research and instruction, the establishment of scholarships, fellowships, professorships, and any other educational purpose associated with the said Spoon River College.
3. Act in a fiduciary capacity to carry out the foregoing purposes and exercise any and all powers granted by the General Not-for-Profit Corporation Act of the State of Illinois which may be necessary, convenient, or appropriate to aid the foregoing purposes.

The Corporation shall not:

1. Have capital or common stock.
2. Permit any part of its net earnings to benefit any private director.
3. Permit any activities of the corporation to attempt to influence legislation.
4. Participate in, intervene in, publish or distribute statements with respect to any political campaign on behalf of any candidate for public office

The Corporation also has all powers as are now or may hereafter be granted by the General Not-for-Profit Corporation Act or any such subsequent act of the State of Illinois.

ARTICLE II

As used in these bylaws:

1. "College Board" shall mean the Board of Trustees of Community College District 534, Fulton, Mason, Knox, McDonough, and Schuyler Counties, Illinois, commonly known as Spoon River College.
2. "Spoon River College" or "College" shall mean the Class I Community College organized and operated by the College Board.
3. The "College President" shall mean the person employed by the College Board as Chief Administrative Officer of the College.

ARTICLE III OFFICES

The Corporation 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 as the Board of Directors may determine.

ARTICLE IV DIRECTORS

Section 1: Classes of Directors

The Corporation shall have one class of directors.

Section 2: Appointment of Directors

Directors shall be elected by the Board of Directors at the Annual Meeting. All duly elected Directors of the Corporation in office shall, by virtue of such office, be directors of the Corporation. A maximum of seventeen (17) directors shall have staggered three-year terms of office with representation from the entire Spoon River College district, specifically, but not limited to the four locations where campuses and centers exist. Except as otherwise provided in these Bylaws, a member may serve a maximum of two successive three-year terms. A member of the Spoon River College Board of Trustees will be appointed by the Board of Trustees as a voting Director on an annual basis.

Section 3: Voting Rights

Each director except ex-officio shall be entitled to one vote on each matter submitted to vote of the board of directors. The President of Spoon River College, the College Chief Fiscal Officer, and the college administrator serving as

Executive Director of the Foundation shall be non-voting Directors of the Board of Directors.

Section 4: Resignations

Any director may resign by filing a written resignation with the Executive Director.

Section 5: Transfer of Directorship

Directorship in this Corporation is not transferable or assignable.

ARTICLE V
MEETING OF DIRECTORS

Section 1: Annual Meeting

The Annual Meeting of the directors shall be held during the month of May at a time and place determined by vote of the directors. If such day shall be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

Section 2: Special Meetings

Special meetings of the directors may be called either by the Chairperson, the Board of Directors, or 50% of the directors having voting rights.

Section 3: Place of Meeting

The Board of Directors may designate the place of meetings for any Annual Meeting or for any Special Meeting called by the Board of Directors. If no designation is made, or if a Special Meeting be otherwise called, the place of the meeting shall be the registered office of the Corporation in the State of Illinois, provided, however, that if all the directors shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4: Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of directors shall be delivered, either personally, by mail, or by electronic mail to each director entitled to vote at such meeting and each ex-officio member, not less than five nor more than forty days before the date of such meeting, by or at the direction of the Chairperson, or the Secretary, or the officer or person calling the meeting. In case of a Special Meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5: Informal Action by Directors

Any action required to be taken at a meeting of the directors of the Corporation, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject thereof.

Section 6: Quorum

The directors holding 50% of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of directors, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7: Proxies

At any meeting of directors, a director entitled to vote may cast either in person or by proxy executed in writing by the director or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

ARTICLE VI

BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2: Number, Qualification, Appointment, and Tenure of Directors

- a. The number of voting Directors may be up to seventeen (17) members-at-large with one annually appointed Board of Trustees member as part of the total Board. In addition, the College President, a designated College Financial Officer, and the college administrator serving as Executive Director of the Foundation shall each be non-voting Directors.
- b. No appointed Directors shall be eligible for appointment to more than two complete consecutive three-year terms. Reappointment thereafter must be followed by a one year or more absence.
- c. The number of Directors may be increased or decreased by amendment to these bylaws.

Section 3: Regular Meetings

A regular Annual Meeting of the Board of Directors shall be held without other notice than by these bylaws immediately after, and at the same place as, the Annual Meeting of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Directors without other notice than such resolution.

Section 4:**Notice of Special Meetings**

Notice of any Special Meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice, delivered personally by mail, or by electronic mail to each Director's address as shown by the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in an envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any 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 because the meeting is not lawfully called or convened. Neither the business to be specified in the notice of waiver nor the notice of such meeting, unless specifically required by law or by these bylaws need be written in the notice.

Section 5:**Manner of Acting**

The acts of a majority of the voting Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 6:**Compensation**

Directors, as such, shall not receive any stated compensation for their services but, by resolution of the Board of Directors, may be reimbursed for their expenses of attendance at meetings of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 7:**Parliamentary Procedure**

Parliamentary procedure at all meetings of Directors shall be in accordance with Robert's Rule of Order, as revised from time to time, as nearly as may be.

ARTICLE VII

OFFICERS

Section 1:**Officers**

The officers of the Corporation shall be a Chairperson, Vice Chairperson, Executive Director, Treasurer, Secretary, and such other officers as the Board of Directors may elect or determine in accordance with the provisions of these articles.

Such officers will have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices

may be held by the same person except the office of Chairperson and Executive Director.

Section 2: Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at a regular meeting of the Board of Directors. If the election of officers shall not be held at such meetings, such election shall be held as soon thereafter as convenient. Vacancies may be filled, or new offices created and filled, at any meeting of the Board of Directors.

Section 3: Removal

An officer or agent 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 would be served.

Section 4: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the un-expired portion of the term. If an appointee fulfills more than 50% of a three year term, that person shall be eligible for one additional three year term. If the appointee fulfills less than 50% of a three year term, that person shall be eligible for two additional three year terms.

Section 5: Chairperson

The Chairperson shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business affairs of the Corporation. He/she shall preside at all meetings of the directors and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgage, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these bylaws or by statute to some other author or agent of the Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6: Vice-Chairperson

In absence of the Chairperson, or in the event of his inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as from time to time may be assigned to him by the Chairperson or by the Board of Directors.

Section 7:**Executive Director**

The Executive Director will be responsible for the organization, management, and leadership of the Foundation. This will be done by:

1. making policy recommendations to the Board of Directors in all matters affecting the Foundation.
2. planning, directing, and coordinating all activities of the Foundation including, but not limited to meetings, programs, projects, etc.
3. promoting fund-raising activities including locally supported scholarship donations, the Annual Fund Drive, special fund-raising projects.
4. preparing reports to Foundation directors relating to fund-raising activities and the Annual Report of Accomplishments.
5. coordinating the planning and activities of established Foundation committees.
6. coordinating with the Secretary and/or the Treasurer the preparation of other reports/documents federal/state reports, minutes, financial reports, etc.
7. serving as spokesperson and public relations coordinator for Foundation activities and programs.

Section 8:**Secretary**

The Secretary will be responsible for overseeing the following:

1. Keeping minutes of meetings of the Board of Directors and subcommittees.
2. Sending notices in accordance with the provisions of these bylaws or as required by law.
3. Keeping a register of the post office address of each director.
4. Performing all duties as from time to time may be assigned to him by the Chairperson or the Board of Directors.

Section 9:**Treasurer**

The Treasurer will be responsible, in collaboration with the Fiscal Officer, for overseeing the following:

1. Having charge and custody of and being responsible for all funds and securities of the Corporation
2. Overseeing the receiving and giving of receipts for monies due and payable to the Corporation from any source and deposits all such monies in the name of the Corporation in such banks, trust companies and other depositories in these bylaws

3. Performing all duties incident to the office of Treasurer and other duties as from time to time may be assigned by the Chairperson of the Board of Directors.

ARTICLE VIII COMMITTEES

The Board of Directors shall have two (2) standing committees: Executive and Planning/Development. The Board of Directors shall also have ad hoc committees as outlined below.

Section 1: Standing Committees

Executive Committee – shall be responsible for interim decision-making between Board meetings. The Executive Committee shall also be responsible for oversight of the Foundation’s assets; the monitoring of Foundation investments; annual review of the Foundation budget; recommending to the Board the annual budget and contracts for services, including the annual audit.

The Executive Committee shall be comprised of the Officers of the Board and the immediate past president. Foundation staff shall serve as ex officio members of the committee.

Planning/Development – shall be responsible for the monitoring of the organization’s policies and procedures; long range strategic planning recommendations; and annual planning recommendations. This committee shall also be responsible for recommendations regarding the offering and accepting of all gifts and take the lead in recommending suitable candidates for major and planned gifts.

The Planning/Development Committee shall be comprised of Board Chair and Vice Chair, the president of the college, and four (4) additional board members as appointed by the Chair. Foundation staff shall serve as ex officio members of the committee.

Section 2: Ad Hoc Committees

Ad Hoc Committees are short term in nature and appointed on an as-needed basis. Ad Hoc Committees may also include non-board members and staff. Ad Hoc Committees are, but are not limited to,

- **Special Events** – plans and oversees the implementation of annual fundraising or recognition events such as Celebrity Waiter Dinner, Golf Outing, Havana events, Rushville events, the SRC Community Chorus, and the President’s Reception
- **Scholarship** – awards annual and dual credit scholarships; makes recommendations for scholarship policies and procedures amendments to the Planning Committee
- **Membership** - recruits potential board members and officers
- **Alumni Relations** – serves as liaisons to the Alumni Association

- **Special Projects/Issues** (established and appointed as needed)

Section 3: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

ARTICLE IX OPERATING PROCEDURES

Section 1: General Procedures

Subsection 1: Pursuant to the provisions of Paragraph 5 of the Articles of Incorporation, the restrictions or conditions imposed upon any transfer of assets to the Corporation, whether by gift or otherwise, shall in all cases be subject to approval of the Board of Directors. All property so transferred to the Corporation shall thereupon be held, managed, and administered as the Board of Directors may from time to time determine, subject, however, to the restrictions of conditions and for the purpose, if any, prescribed by the transfer or donor thereof.

Subsection 2: The Board of Directors, in concert with the College Board, shall study the long-range needs and objectives of the College and shall make use of unrestricted properties of the Corporation in fulfilling such needs and objectives. Disposition of unrestricted assets shall be subject to the approval and direction of the Board of Directors.

Subsection 3: The Board of Directors, to carry out the purposes of the Corporation, shall undertake, by and through the Directors of the Corporation and the College community, such specific developments projects as it may determine.

Section 2: Contracts

Subject to the provisions and pursuant to the purposes stated in Section 1 of this Article, 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 bylaws, 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 3: Checks, Drafts, or Other Orders for Payment.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed 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 determination by the Board of Directors, such instrument shall be signed by the Treasurer, and countersigned by the Chair or Vice Chair, of the Corporation.

Section 4: 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 Directors shall specify.

ARTICLE X **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 members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any director his agent or attorney, for any purpose at any reasonable time. In addition, the books and records of the Spoon River College Foundation shall be routinely audited by an outside auditing firm.

ARTICLE XI **FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the succeeding year.

ARTICLE XII **DUES**

No dues shall be paid by members of the Corporation.

ARTICLE XIII **SEAL**

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

ARTICLE XIV **WAIVER OF NOTICE**

Whenever any notice 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 Corporation, a waiver therefore in writing, signed by the person stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV **AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at a regular meeting or at a Special Meeting, provided that at

least ten (10) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting.

ARTICLE XVI

GENDER AND NUMBERS

Whenever any words are used in these bylaws in the masculine gender, they should be construed as though they were used in the feminine gender in all situations where they would so apply and, whenever any words are used in these bylaws in the singular form, they shall be constructed as though they were used in the plural form in all situations where they should be construed as though they were used in the singular form in all situations where they would so apply.