

AMENDED AND RESTATED BY-LAWS OF

FRIENDS OF LINCOLN

**Article I**

Name and Purpose

Section 1. Name

The Corporation shall be known as FRIENDS OF LINCOLN.

Section 2. Purposes

The Corporation is organized and shall be operated exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter called the "Code"). Within this framework, the purpose or purposes for which the Corporation is organized are:

(a) To assist with, supplement, develop, maintain and expand educational programs for students at the Lincoln School, a public school in Chicago, Illinois, and to enrich the educational experiences of such students as directed by the school principal under the advice of the Lincoln School Local School Council.

(b) To receive any property, real, personal, or mixed, by gift, devise, 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 instruments 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.

(c) To do and engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Illinois.

Notwithstanding any of the foregoing:

(1) The Corporation is not organized for pecuniary profit or financial gain, and it shall have no capital stock and no power to issue shares of stock or to declare dividends.

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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.

(3) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

(5) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(6) The Corporation (i) shall not engage in any act of “self-dealing” (as defined in Section 4941(d) of the Code), (ii) shall not retain any “excess business holdings” (as defined in Section 4943(c) of the Code), (iii) shall not make any investment in such manner as to subject it to tax

under Section 4944 of the code), and (iv) shall not make any “taxable expenditures” (as defined in Section 4945(d) of the Code).

## **Article II**

### **Offices and Registered Agent**

#### **Section 1. Registered Office and Agent**

The Corporation shall have and continuously maintain a registered office in Illinois and registered agent having a business office identical with such registered office.

#### **Section 2. Other offices**

The Corporation may also have such other office or offices in Illinois or elsewhere as the Board of Directors may determine or as the business of the Corporation may require.

## **Article III**

### **Membership.**

#### **Board of Directors**

#### **and Advisory Board**

#### **Section 1. Membership**

Every parent, teacher or other person who is a member of the Lincoln School P.T.A. is automatically a member of the Friends of Lincoln. Neighbors, community and business leaders, and all other persons interested in promoting the purposes stated hereinabove can become a member by tendering their name to the Secretary.

#### **Section 2. General Powers**

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

### Section 3. Number, Election, Tenure and Qualifications of the Board of Directors

The Board may set the size of the Board from time to time; provided that the Board of Directors shall have at least eight and no more than twenty-two members, at least two-thirds of whom shall be parents at Lincoln School. At each annual meeting of the Board of Directors, the incumbent Board of Directors shall elect directors, each to serve until his or her successor shall have been elected and qualified. Voting will be conducted by written ballot except when the number of candidates for director equals the number of directors being voted upon in which event voting may be conducted by a voice vote. Newly elected directors shall take office upon election. Directors need not be residents of Illinois and there shall be no limit on the number of consecutive terms as a director which any individual may serve.

### Section 4. Regular Meetings of the Board of Directors

The regular annual meeting of the Board of Directors shall be held without other notice than these by-laws, at the Lincoln School, or such other place as the Board of Directors may designate on the third Monday in May at 7:00 p.m. or at such alternate date and time as the Board may designate. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

### Section 5. Special Meetings of the Board of Directors

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 who call special meetings of the Board of Directors may designate any place as the place for holding such special meeting.

### Section 6. Notice

Notice of any special meeting of the Board of Directors shall be given (i) at least two days prior thereto delivered personally, by telephone or by email to each director at his or her e-mail address as shown in the records of the Corporation, or (ii) at least five days prior thereto by written or printed notice mailed to each director at his or her address as shown in the records of the Corporation. If mailed, such

notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. 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 transacted at nor the purpose of any meeting of the board of Directors need to be specified in the notice or waiver of notice of such meeting, other than as required by law, the articles of incorporation or these by-laws.

#### Section 7. Quorum

One-quarter of the number of directors as set in Section 3 of this Article III, but not less than seven directors, shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors, provided that if less than a quorum is present at any such meeting, a majority of the directors present, or the sole director present, may adjourn the meeting to another time without further notice.

#### Section 8. Manner of Acting

The act of a majority of the directors 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.

#### Section 9. Vacancies

Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors unless otherwise required by law, the articles of incorporation or these by-laws, and the filling of such vacancies shall be undertaken by the Board of Directors as soon as practicable. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, and a director elected to fill a new directorship shall

serve until the adjournment of the next annual meeting of the Board of Directors and until his or her successor shall have been elected and qualified.

#### Section 10. Informal Action

Any action which is required by law or 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 including an electronic writing such as e-mail, setting forth the action taken, shall be signed or approved electronically by all the directors entitled to vote with respect to the subject matter thereof. Any such consent signed or electronically approved by a majority of the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors, and may be stated as such in any certificate or document reflecting the action taken.

#### Section 11. Associate Board Members

Neighbors, educators, community and business leaders, and all other persons having a special talent or resource to contribute to the Friends of Lincoln, shall be designated as members of the Associate Board.

Associate Board Members shall advise the Board of Directors at any meeting thereof. These Associates will serve one year terms and there shall be no limit on the number of consecutive terms an Associate may serve. Associates shall not have a vote in corporate business, and shall include but not be limited to the current Principal of Lincoln School, the President or his or her designate of the Lincoln School PTA/Council, the past President of the Friends of Lincoln Board of Directors, and the President or his or her designate of any other corporate organization associated with Lincoln School. In addition, the Board of Directors may appoint any other Associate Members for similar term of office.

## Section 12. Removal or Resignation

A Director may be removed, with or without cause, by a vote of two-thirds of all Directors then in office excluding the Director being removed. Voting will be conducted by written ballot. Such action shall be taken at a regular meeting of the Board of Directors or at Special Meeting called for such purpose, and the proposed removal shall be set forth in the notice of such meeting, which shall be given at least twenty days prior to such meeting. Any resignation of a Director must be directed to the President or, if the President is resigning, the Secretary, and such officer shall circulate any such resignation to the entire Board. Directors may not miss more than two meetings without prior communication to the President or Secretary or without approval of the Board of Directors.

## **Article IV**

### Officers

#### Section 1. Officers

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistant secretaries, assistant treasurers, or other officers as may be elected by the Board of Directors in accordance with the provisions of this Article. Any two or more offices may be held by the same person. The President and each Vice President shall be chosen from the Board of Directors, or if elected at the annual meeting of the Board of Directors shall be a newly elected director.

#### Section 2. Election and Tenure

The officers of the Corporation shall be elected annually by the Board of Directors 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 but no later than July 1 of each year. Voting for each office will be conducted by written ballot except when only one candidate is nominated for a particular office in which event voting for such office may be conducted by a voice vote. Each officer shall hold office from July 1 through June 30 or until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal in the manner hereinafter provided. Each of the President, Vice President,

Treasurer and Secretary shall serve no more than two consecutive one-year terms in such office; provided any individual may serve in various officer positions for sequential terms in excess of two years as long as his or her time in any one position does not exceed two years.

### Section 3. Removal or Resignation

An officer elected by the Board of Directors may be removed, with or without cause, by a vote of two-thirds of all Directors then in office excluding the officer being removed if also a Director whenever in its judgment of such Directors in its judgment the best interest 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. Such action shall be taken at a regular meeting of the Board of Directors or at Special Meeting called for such purpose, and the proposed removal shall be set forth in the notice of such meeting, which shall be given at least twenty days prior to such meeting. Voting will be conducted by written ballot. Any resignation of an officer must be directed to the President or, if the President is resigning, the Secretary, and such officer shall circulate any such resignation to the entire Board.

### Section 4. Vacancies

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

### Section 5. President

The President shall be the principal executive officer of the Corporation and shall in general supervise and direct all of the business and 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, alone or with the Secretary or any other proper officer of the Corporation authorized



by the Board of Directors or these by-laws, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed or the execution of which is in the ordinary course of the Corporation's business, with or without the seal of the Corporation, 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.

#### Section 6.Vice President

The 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. 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 of the powers of and be subject to all of the restrictions upon the President. If more than one Vice President is elected, the Vice President shall, in the event of the absence, inability to act or refusal to act of the President, assume the duties and powers of the President in the order designated by the Board of Directors, or in the absence of such designation, in the order of their election.

#### Section 7.Secretary

The Secretary shall keep 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 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 director and officer of the Corporation, which addresses shall be furnished to the Secretary by the directors and officers; and, in general, shall perform all duties customarily incident to the office of Secretary 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 have charge and custody of all funds and securities of the Corporation, and be responsible therefor, 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 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. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of that office in such sum and with such surety as the Board of Directors shall determine. The cost of any such bond or surety required by the Board of Directors shall be paid from the funds of the Corporation.

#### Section 9. Assistant Treasurer and Assistant Secretaries

If desired, the Board of Directors may appoint one or more Assistant Secretary(ies) or Assistant Treasurer(s) to assist the Secretary or Treasurer. Any Assistant Secretaries or Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give a bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The cost of any such bonds or sureties required by the Board of Directors shall be paid from the funds of the Corporation.

### **Article V**

#### Contracts, Checks, Deposits and Gifts

#### 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 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 instruments shall be signed by either the President or Treasurer, each acting individually, on behalf 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 Directors may select.

#### Section 4. Gifts

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

### **Article VI**

#### **Title and Property Ownership**

##### Section 1. Title

All property, real, personal, or mixed, however acquired, shall be solely owned by the Friends of Lincoln.

##### Section 2. Loans

Any property owned by the Friends of Lincoln may, in the discretion of the Board of Directors, be loaned to such persons or entities as may further the purposes stated hereinabove.

### Section 3.Designation of Ownership

All property owned by the Friends of Lincoln may be tagged or otherwise identified as the property of the Friends of Lincoln.

## **Article VII**

### **Indemnity**

The Board of Directors shall have the power to indemnify and hold harmless any director, officer, or agent of the Friends of Lincoln from any suit, damage, claim, judgment, or liability arising out of or asserted to arise out of, conduct of such person in his or her capacity as a director, officer or agent (except in cases involving willful misconduct). The Board of Directors may purpose or procure insurance for such purposes.

## **Article VIII**

### **Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors.

## **Article IX**

### **Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of September in each calendar year and end on the last day of August in the next succeeding calendar year.

## **Article X**

### **Corporate Seal**

The Board of Directors shall provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal, Illinois.”

## **Article XI**

### **Waiver of Notice**

Whenever any notice is required to be given under applicable law, the articles of incorporation or these by-laws, 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 XII**

### **Amendments**

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors in office, acting at any duly called and constituted regular or special meeting of the Board of Directors, provided that written notice of the proposed change or changes shall have been included in the notice of any such special meeting of the Board of Directors.

*Approved by the Board of Directors on May 16, 2016*