

**THE  
BYLAWS  
of  
CRETE  
PARK PALS**

**PROLOGUE:**

The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal Tax Code; to lessen the burdens of government; to advocate efforts in support of open space preservation and park and recreation activities at Crete Park District; and to enhance the development of park facilities, operations and land acquisition. The Crete Park Pals Foundation was organized and established on January 1, 2011. This organization will do its best to bring in accordance the voices of the employees of the Crete Park District.

**PURPOSE:**

The purpose of the Crete Park Pals Foundation is to help raise money and awareness for the Crete Park District. Such charitable donations may be used for improving and supporting programs such as the Preschool class, Tumblebear gymnastics, Reading Improvement Program, Zumba, T-ball, etc. These programs help our communities grow educationally, gives them resources to stay healthy, and foster national sports completion. The rest of the charitable donations will be used to erect and/or the maintenance of the public buildings and parks. With the continuance of these programs the Crete Park Pals Foundation will be able to combat community deterioration and juvenile delinquency.

The Crete Park Pals Foundation will help support the Crete Park District with discussion groups, forums and lectures, keeping such educational programming more affordable for all, help combat community deterioration and juvenile delinquency through the activities it will support. The Crete Park Pals Foundation will encourage teachers of these classes to participate and support as committee members. Park Pals will assist in helping keep the support production of Fine Arts in the community.

**OBJECTIVES:**

**Section 1.** Promote interest in and support of the Crete Park District

**Section 2** Inform the community of the Crete Park district's plans and opportunities.

**Section 3.** Maintain and support the Crete Park District as a local special-purpose district

**Section 4.** Stimulate greater interest and public support for the activities of the Crete Park District on the behalf of the people.

**ARTICLE I**

**Offices**

- 1.1** The corporation shall be located in the State of Illinois at such place as may be fixed from time to time by the Board of Directors. It shall be a registered office and a registered agent whose business office is identical with such registered office.
- 1.2** **OTHER OFFICES.** The organization may have other offices within or outside the State of Illinois at such place or places as the Board of Directors may from time to time determine.

**ARTICLE II**

**MEMBERSHIP**

- 2.1** Taxpayers and Crete Park District participants are eligible to become members but must be approved for membership by the Directors. Members will be promoting the advancement of the Crete Park District. Members must be in good standing with the Crete Park District or their membership is automatically revoked. The Corporation may have an unlimited number of members and only one class of members. Crete Park Pals Foundation will comply with all Federal, State, and Local laws.
- 2.2** All memberships shall be transmitted to the Treasurer, who will record and deliver the list to the Board of Directors.
- 2.3** **TRANSFER OF MEMBERSHIP.** Membership in the corporation is not transferable or assignable.

- 2.4 ELIGIBILITY AND VOTING RIGHTS.** All persons involved with the Crete Park District and in good standing are eligible for regular membership in this organization. Membership in the corporation is intended to be honorary and members shall have no right to vote on any issue.
- 2.5 MEETINGS OF MEMBERS.** Meetings of members may be held at such times and places as determined by the Board of Directors upon at least 24 hours notice, delivered either in writing or by telephone to the members.

### **ARTICLE III**

#### **Board of Directors**

- 3.1 GENERAL POWERS:** The affairs of the corporation shall be managed by or under the direction of its board of directors. The directors shall serve without salary or other compensation, but they may be reimbursed for their expenses incurred on behalf of the corporation, provided that they are approved by the board of directors.
- 3.2 NUMBER, TENURE AND QUALIFICATIONS.** The number of directors shall be five. Each director shall hold office until the next annual meeting and until his or her successors shall have been elected and qualified. Directors need not be residents of Illinois or the CRETE PARK 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 the number of directors shall be made only by amendment of the articles of incorporation. No decree shall have the effect of shortening the term of an incumbent director.
- 3.3 Regular Meetings.** A regular annual meeting of the Directors shall be held on the second Thursday of April of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If such day be a legal holiday, the meeting shall be held at the same hour on the next succeeding business day. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.
- 3.4 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 the board called by them.

- 3.5 Notice of Meetings.** Notice of any special meeting of the board of directors shall be given at least two days previous thereto by written notice to each director at his or her email address as shown 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 and mailed to their home address as listed on the records at hand at least 28 days prior to such meeting. 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. Notice of any special meeting of the board of directors may be waived in writing signed by the person 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 because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of \ notice of such meeting, unless specifically required by law or by these bylaws.
- 3.6 COMPENSATION.** 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 person. 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 in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal revenue Code, or the corresponding section of any future federal tax code.
- 3.7 QUORUM.** A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.
- 3.8 MANNER OF ACTING.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of

directors, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation. No director may act by proxy on any matter. Directors or non-director committee members that may participate and act at any meeting or video meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

- 3.9 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 the Articles of Incorporation, a statute, or these bylaws provide that a vacancy or a directorship so created shall be filled in some other manner, in which case such provision 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.
- 3.10 RESIGNATION AND REMOVAL OF DIRECTORS**. A director may resign at any time upon written notice to the board of directors. A director may be removed with or without cause, as specified by this statute.
- 3.11 PRESUMPTION OF ASSENT**. A director of the corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in 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 such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## ARTICLE IV

### Officers

- 4.1 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 whose authority and duties are not prescribed in these bylaws shall 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.
- 4.2 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. Vacancies may be filled or new offices created ad

filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

- 4.3 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 would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 4.4 The President.** The president shall be a director and 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 directives of the board of directors are carried into effect except in those instances in which that responsibility 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 prescribed 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 bylaws, 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 thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He or she may vote on 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.

The President shall report in writing each year to the Board of Park Commissioners of the Crete Park District the activity of the Corporation for the previous year, along with a financial summary, The president shall also submit in writing each year prior to the annual meeting of the Corporation the proposed activities and projects for the following year. Any additions to these activities will be presented to the Park District prior to proceedings.

- 4.5 Vice President.** The vice-president or in the event there be more than one vice-president, each of the vice-presidents) shall be a director and shall assist the president in the discharge of his or 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 more than the one vice-president, the vice-presidents in the order designated by the board of directors, or by the president if the board of directors has not made such a designation, or in the absence of any 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 by the board of directors or these bylaws, the vice-president (or any of them if there is more than one) may execute for 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 thereunto authorized by the board of directors, according to the requirements of the form of the instruments.
- 4.6 The 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 of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and the responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time 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 in such sum and with such surety or sureties as the board of directors shall determine. The Treasurer need not be a director.
- 4.7 Secretary and Assistant Secretaries:** The Secretary shall (a) record the minutes of the meetings of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by laws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address 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 such other duties as form time to time may be assigned to him or her by the president or by the board of directors. The secretary need not be a director.



- 4.8 SALARIES.** No salaries shall be given to officers of Crete Park Pals Foundation.

## **ARTICLE V Committees**

- 5.1 COMMITTEES.** The Board of Directors may establish such committees as it deems necessary, giving the committees such authority as the Board determines to be appropriate. Committee members must be Directors or members of the Corporation. Except as otherwise provided by the Board, the president of the Corporation shall have authority to appoint and remove committee members.
- 5.2 TERM OF OFFICE.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.
- 5.3 CHAIR.** One member of each committee shall be appointed chair by the Board of Directors or the president of the Corporation.
- 5.4 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 appointments
- 5.5 QUORUM.** Unless otherwise provided by the Board of Directors a majority of the whole committee 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.
- 5.6 RULES.** Each committee may adopt rules of its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **Article VI Contracts, Checks, Deposits, Gifts and Audits**

- 6.1 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 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.

**6.2 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.

**6.3 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.

**6.4 GIFTS** The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

**6.5 LAND DONATIONS** Any land donation accepted by the Crete Park Pals Foundation should be done using the following guidelines:

- That no land be accepted unless the title is free of any encumbrances other than current real estate taxes, public utilities, drainage easements, roads and highways, covenants and restrictions of record, or other encumbrances as approved by the board of directors,
- That the Corporation's attorney handle all transactions with the donor,
- That the donor pay all fees and expenses that the donor incurs because of the donation (i.e., survey, appraisal, etc.),
- That a "bargain sale" purchase be considered by the Crete Park District, if the donor wishes to be reimbursed for expenses incurred,
- That all land donations be acceptable to the Crete Park Pals.

**6.6 AUDITS** The accounts of the Foundation shall be audited periodically by an independent auditor appointed by the Board of Directors.

## **ARTICLE 7**

### **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. All books and records of the corporation may be inspected by any director for any proper purpose at any reasonable 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 corporate and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

## **ARTICLE 10**

### **Waiver of Notice**

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporate Act of Illinois or under the provisions of the articles of incorporation or the bylaws 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 such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

## **ARTICLE XI**

### **Indemnification**

#### **11.1 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 threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether 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, member, agent of the corporation, or is or was serving at the request of the 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 believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or 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 contendere 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 interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

#### **11.2 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 to 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, member, agent of the corporation, or is or was serving at the request of the corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually 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 made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**11.3 RIGHT TO PAYMENT OF EXPENSES.** To the extent that a director, officer, employee, member, agent of the corporation had been successful, on the merits or otherwise 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.

**11.4 DETERMINATION OF CONDUCT.** Any indemnification under sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by 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, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

- 11.5 PAYMENT OF EXPENSES IN ADVANCE.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suitor or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.
- 11.6 INDEMNIFICATION NOT EXCLUSIVE.** The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- 11.7 INSURANCE.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred 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 provisions of this Article.
- 11.8 REFERENCE TO CORPORATION.** For purposes of this Article, reference to “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 or agents, so that any person who was a director, officer, employee or agent of such merging corporation as a director, officer, employee or agent of another request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

## **ARTICLE XII**

## **DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Crete Park District for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XIII**

### **Amendments**

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

Adopted by resolution of the Corporation's Board of Directors or incorporator on  
This \_\_22nd\_\_ day of \_\_June\_\_\_\_\_, 2011.