ROCK ISLAND-MILAN
EDUCATION FOUNDATION
INNOVATION · OPPORTUNITY · SUPPORT

BY-LAWS
OF
ROCK ISLAND-MILAN EDUCATION FOUNDATION

ARTICLE I

Purpose

The Rock Island-Milan Education Foundation was incorporated in the State of Illinois on January 8, 1986 as a not-for-profit corporation.

The purpose of the Rock Island-Milan Education Foundation is to support the School District, the Superintendent, and the Administration, and as described in the Articles of Incorporation are repeated below:

> To solicit and receive funds, to receive expenditure proposals under the School Board's auspices for the Rock Island-Milan School District and to allocate financial resources to those proposals the Foundation deems worthy.
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> Said Corporation is organized exclusively for charitable, educational (not including the operation of full secondary education, institutional or a vocational school), and scientific 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 of 1984 (or corresponding provisions of any future United States Internal Revenue Law).
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> No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except 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 in Article V of the Articles of Incorporation hereof. 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 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 by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 II

Offices

The Corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state.

ARTICLE III

Corporation Board of Directors

SECTION 1. GENERAL POWERS. A member of the Board of Directors is also a member of the Corporation. The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of directors shall be twelve (12). Board terms will be three years. Upon completion of the initial three-year term, members may be reappointed for two additional three-year terms. Terms of office shall be limited to three consecutive three-year terms. Terms shall be staggered such that no more than 1/3 of the membership will conclude service. A member that completes the three terms cannot be returned to the Board until one year of not being a member has passed. Directors need not be residents of Illinois. The number of directors may be decreased or increased by amendment of the Articles of Incorporation. The Board may elect ex-officio directors at its pleasure. Ex-officio directors shall have no vote.

SECTION 3. VACANCIES. Any vacancy occurring in the Board of Directors due to resignation shall be filled for the remainder of the unexpired term of the predecessor in office. The vacancy shall be filled through election at a Board meeting by a majority of the Directors present. Upon completion of the existing three-year term, said Director may serve for two additional three-year terms. Vacancies occurring through completion of Board service shall be elected at a Board meeting by a majority of Directors present.

SECTION 4. COMPENSATION. Directors shall not receive any stated salaries for their services.

SECTION 5. ELECTION OF MEMBERS. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the directors shall be required for election.

SECTION 6. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 7. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds of all of the members of the board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

SECTION 8. RESIGNATION. Any member may resign by filing a written resignation with the Secretary.

SECTION 9. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of the members of the Board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 10. TRANSFER OF MEMBERSHIP. Membership in this Corporation is not transferable or assignable.

SECTION 11. NO MEMBERSHIP CERTIFICATES. No membership certificates of the Corporation shall be required.

ARTICLE IV

Officers

SECTION 1. OFFICERS. The officers of the Corporation shall be a President, Vice-President, a Treasurer, a Secretary, and such other officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws 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, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election may be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the

Board of Directors. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified or until death or until the officer shall resign or shall have been removed in the manner thereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment be in 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. PRESIDENT. The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the Corporation; shall see that the resolutions and directives of the Board of Directors are carried into effect except in those circumstances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, the President shall discharge all duties incident to that office and such other duties as may be prescribed by the Board of Directors. The President shall preside at all meetings of the members and of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws, the President may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

SECTION 5. VICE-PRESIDENT. In the absence of the President, the Vice-President shall fulfill the role and responsibilities of the President.

SECTION 6. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. The Treasurer 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 be responsible therefor and for the receipt and disbursement thereof; and (c) perform all the duties as from time to time may be assigned to the Treasurer 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 the office's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Board of Directors may elect to employ a 3rd party to accomplish some of the duties of the Treasurer.

SECTION 7. SECRETARY. The Secretary shall record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all

notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the Secretary by the President of by the Board of Directors.

ARTICLE V

Executive Director

The Board of Directors may elect to employ an Executive Director on a full or part-time basis to assist the Board in the operation of the Foundation. The Executive Director is to be an employee or independent contractor.

The duties and responsibilities of the Executive Director are to be determined by the Board.

The Executive Director's compensation is to be negotiated by the Board and the Executive Director on an annual basis.

ARTICLE VI

Meeting of Members

SECTION 1. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held no less than bi-monthly.

SECTION 2. ANNUAL MEETING. An annual meeting of the members shall be held on the normal meeting date in May of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

SECTION 3. 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.

SECTION 4. PLACE OF MEETING. The Board of Directors may designate any place as the place of meeting 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 meeting shall be the registered office of the Corporation in the State of Illinois.

SECTION 5. NOTICE OF MEETINGS. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member and ex-officio members not less than five nor more than forty days before the date of such meeting. In case of a special meeting or when required

by statute or by these By-Laws, 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 prepaid. Notice of meetings can also be accomplished by email to those who have an email address on file.

Notice of any special meeting shall be given at least two days previously thereto by email or written notice to each director at his address as shown by 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. 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 By-laws.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a 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. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal from any meeting shall not cause failure or a duly constituted quorum at that meeting.

SECTION 7. 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 By-Laws, or the Articles of Incorporation.

SECTION 8. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of the members, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE VII

Committees

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the

management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman.

SECTION 5. 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.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, 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.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with the rules adopted by the Board of Directors.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

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 to resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two of the following: President of the Corporation, Vice-President, Secretary, and Executive Director.

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 purpose or for any special purpose of the Corporation. Any contribution or gift other than cash will be converted to cash at the earliest convenience.

ARTICLE IX

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 member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

Anti-Discrimination Statement

The Rock Island-Milan Education Foundation does not discriminate against any person on its business or practices including, but not limited to, board membership, awarding of grants, etc. on the basis of race, color, religion, sex, disability, marital status, citizenship status, sexual orientation, unfavorable discharge from military service, national origin, or ancestry.

ARTICLE XI

Fiscal Year

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

ARTICLE XII

Seal

The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois".

ARTICLE XIII

Amendments

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