

**BYLAWS
OF
GRANITE CITY AREA COMMUNITY FOUNDATION**

ARTICLE I

NAME

The name of the corporation shall be the Granite City Area Community Foundation (hereinafter referred to as the "Corporation").

ARTICLE II

REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be in Granite City, County of Madison, State of Illinois. The address to be used as the registered office for the upcoming fiscal year of the Corporation shall be determined at the Annual Meeting. The Corporation may also have offices at such other places both within and without the State of Illinois as the Board of Directors (hereinafter "Board") may from time to time determine or the business of the Corporation may require.

ARTICLE III

DEFINITION AND PURPOSES

The Corporation is a tax-exempt, nonprofit, autonomous, publicly supported, nonsectarian philanthropic organization with a goal of building permanent, named component funds established by many separate donors to carry out their charitable interests and for the broad-based charitable interest of and for the benefit of residents of the Granite City Area.

The Corporation shall be operated exclusively for such charitable purposes as will, in the discretion of its Board, carry out the purposes and/or perform the functions of the Corporation, including without limitation:

- A. The solicitation, as considered appropriate by the Board, of donations, bequests and property for charitable purposes primarily in and for the benefit of the Granite City Area.
- B. The management, investment and administration of funds and monies for the benefit and/or purposes of the Corporation.
- C. The disbursement of funds for the benefit and/or purposes of the Corporation.

- D. The retention of employees, consultants and other personnel for the benefit and/or purposes of the Corporation.
- E. The performance of administrative services for the benefit and/or purposes of the Corporation.
- F. The acquisition and/or leasing of real and/or personal property for the benefit and/or purposes of the Corporation.

All of the net earnings of the Corporation shall be devoted for the benefit and/or purposes of the Corporation and no part of the net earnings shall inure to the benefit of any individual and no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The Corporation shall at all times conform to all provisions of law, both state and federal, and regulations which may from time to time be issued by the Internal Revenue Service governing or regulating administration of Community Trusts or distribution of funds thereof.

ARTICLE IV

MEMBERSHIP

The Corporation shall have no members.

ARTICLE V

BOARD OF TRUSTEES

1. **General Powers:** The Corporation shall be governed, managed, controlled and conducted by and under the supervision of its Board, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board shall be responsible for enabling achievement of the Corporation's purposes by establishing goals and policies, providing and managing resources, approving programs and assuring the Corporation's compliance with applicable statutory, regulatory and accreditation standards.

2. **Number of Trustees:** The Corporation shall be governed by a Board consisting of no less than twelve (12) members and no more than twenty-five (25) members. The initial Board shall be those persons whose names are set forth in the Articles of Incorporation. Subject to the first sentence of this section, additional trustees may be elected by the Board at any meeting.

3. **Term of Service:** A trustee shall be elected for a term of three (3) years and shall hold office until their successors are duly elected. Except as provided below, Trustees may only serve up to a maximum of two (2) terms in succession, with a minimum of one (1) year elapsing before beginning another term as Trustee. In addition, to the extent that a Trustee with a remaining term of one (1) or (2) years at the time of the annual meeting, has resigned, died or otherwise been removed, a Trustee shall be elected to fulfill the remainder of such term. A Trustee

elected to fulfill a term of less than two years, may be elected to office for two terms in succession. Trustees shall assume their responsibilities at the next regularly scheduled meeting of the Board following their election. All Trustees serving on the Board at the time of the adoption of this amended Bylaws of Granite City Area Community Foundation shall be deemed "initial Trustees" and as such their terms shall be staggered so that all Trustees are not up for reappointment at the same time, ensuring that the Board remains fluid and able to adequately conduct the business of the Board. A lottery shall be done at the adoption of these Bylaws to determine which half of the Initial Trustees will be deemed to have their two (2) year term start in 2016 and which half shall have their two (2) year term start in 2017.

4. **Nomination and Election:** Except with respect to the filling of any vacancy, the members of the Board shall be elected at the annual meeting. The Nominating Committee shall present a single slate of candidates for officer positions and new Trustees at least fifteen (15) days prior to the Annual Meeting by mail, personal delivery or electronic transmission. Nominations may be accepted from any member of the Board at the annual meeting, provided the person being nominated has agreed to serve if elected.

5. **Compensation:** All members of the Board and its officers shall serve without pay, but may, upon request, be reimbursed for expenses incurred and approved by the Board.

6. **Removal of a Board Trustee:** The Board may, by resolution adopted by a quorum of the current Board Trustees, remove a fellow Board Trustee whenever, in its judgment, the Board determines removal to be in the best interest of the Corporation. Resolution for removal of a Board Trustee may be presented at a regular meeting or special meeting called for that purpose, provided all current Board Trustees are given at least twenty (20) days prior notice of the proposed Resolution.

7. **Vacancies:** Upon the resignation or removal of any Trustee, if the vacancy thereby created occurs more than ninety (90) days prior to an Annual Meeting, the Board shall elect a successor recommended by the Nominating Committee. Said candidate shall serve until the next Annual Meeting at which said vacancy shall be filled. Vacancies of less than 90 days may be filled, at the discretion of the Board.

8. **Honorary Members:** The Board shall have the power and authority to select honorary members of the Board who may sit with and advise the Board but shall not vote.

8. **Advisory Board Members:** The Board shall have the power and authority to create and select an advisory board who may sit with and advise the Board but shall not vote.

ARTICLE VI

VARIANCE POWER

The Board has the power to modify any restriction or condition on the distribution of funds for any specified charitable purpose or to any specified organization if, in the sole judgment of the Board, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment or inconsistent with the charitable needs of the Granite City Area. The Board has the authority to modify the restriction without obtaining the approval of any participating trustee, custodian or agent of the Corporation. The donor may be consulted but such consultation is at the discretion of the Corporation and does not imply approval by the donor. If there are multiple donors, the Corporation is not obliged to consult all the donors.

ARTICLE VII

OFFICERS

1. **Officers:** Officers of the Corporation shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer, each of whom shall be elected to serve annually from among the members of the Board, by the Board at the Annual Meeting of the Board, and the CEO, and this individual shall be a non-voting officer of the Corporation.
2. **Term of Office:** Each officer shall be elected for a term of one (1) year or until a successor shall have been duly elected or until their earlier death, resignation or removal.
3. **Vacancies:** Vacancies may be filled or new offices created and filled at any meeting of the Board, provided that a notice in writing shall be mailed or transmitted electronically to all Trustees at least ten (10) days before said meeting, which notice shall state the substance of the action proposed to be taken. Said officers shall hold their respective offices until their successors are elected. Election of any person as an officer shall not create or result in any contract or employment rights in favor of such person.
4. **Chairperson:** The Chairperson shall be the principal executive officer of the Board of Trustees and shall, in general, supervise and direct all of the Corporation's business and affairs. The Chairperson shall preside at all meetings of the members of the Board and of the Executive Committee. The Chairperson shall sign with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board, all contracts, deeds and other instruments which the Board may authorize to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed; shall appoint all committees, subject to the approval of the Board; and in general perform all duties incidental to the office of the Chairperson and such other duties as may be prescribed from time to time by the Board. In addition, the Chairperson shall perform the duties of the Past Chairperson in his or her absence or disability.
5. **Vice Chairperson:** The Vice Chairperson shall perform the duties of the Chairperson in his or her absence or disability, and in such case shall act in the Chairperson's place on all committees on which the Chairperson is a member. The official execution of any instrument by the Vice Chairperson shall have the same force and effect as if it were executed by the Chairperson. The Vice Chairperson shall serve as chair of the Investment Committee. The Vice

Chairperson shall normally become Chairperson of the Board of Trustees following the conclusion of the Chairperson's term of office.

6. **Secretary:** The Secretary shall keep a record of the proceedings of the Trustees' meeting and shall sign all such instruments of contract and conveyances as are required to be signed by the Chairperson. The Secretary shall be the custodian of all books, correspondence, and papers relating to the Corporation's business except those books and papers of the Treasurer. The Secretary shall prepare and keep, or cause to be kept, such books as the Board may from time to time determine to be necessary for the proper conduct of the Corporation's business, which books shall be at all times open to the inspection of the Board. The Secretary, with the assistance of the CEO, shall prepare and present to the Board at any time such general or special reports as they may desire and request.

7. **Treasurer:** The Treasurer shall have primary oversight of the duties and performance of the CEO, shall be a member of the Investment and Budget Committees and shall be an ex officio member of the Audit Committee, shall receive and hold custody of necessary funds and securities other than those deposited with a bank or other financial institution under a custodial agreement between said entity and the Corporation, shall have access to and keep full and accurate accounts of receipts, disbursements and funds coming into the Treasurer's hands, and shall deposit monies and other valuable financial assets that come into the Treasurer's hands in the name of, and to the credit of, the Corporation and in such depositories as may be designated by the Board. The Treasurer shall serve as the chair of the Budget Committee.

8. **Past Chairperson:** The Past Chairperson shall serve on the Executive, Nominating and Personnel Committees and shall chair the Nominating and Personnel Committees.

9. **CEO:** The Board, in its discretion when there are available funds to do so, shall hire a CEO who shall carry on the day-to-day business of the Corporation. The CEO shall serve as the chief administrative officer of the Corporation and shall have responsibility to administer and coordinate the financial affairs of the Corporation, including the investment, allocation and distribution of the Corporation's assets in accordance with the Corporation's existing policies. The CEO shall disburse the funds of the Corporation when proper to do so, making proper vouchers for such disbursements and shall tender to the Chairperson and Trustees, whenever required, an account of all transactions as CEO and the financial condition of the Corporation, shall have such other powers and duties as shall be specifically assigned by the Board and as detailed in the CEO's position description. The CEO shall serve at the pleasure of the Board and shall attend the Board's meetings, but shall have no vote. The compensation of the CEO shall be as determined annually by the Board.

The CEO shall be a non-voting, ex-officio member of the standing committees of the Corporation and shall be responsible for insuring that such committees meet as needed. The CEO is authorized to sign contracts with the approval of the Board and may accept gifts on behalf of the Corporation in accordance with established policies.

9.1 During such times as the position of CEO is vacant the day to day operations and responsibilities of the Corporation shall become the responsibility of the Executive Committee in conjunction of Article XI herein.

ARTICLE VIII

MEETINGS

1. **Meetings:** The Board shall meet six times a fiscal year, starting with its first meeting of the year in January of each year, at such time as determined appropriate by the Board. The Board shall make such rules and regulations covering its meetings as it may in its discretion determine necessary. The FINAL Board meeting of the year, which should generally be in November of each year, shall be deemed the ANNUAL MEETING.

2. **Special Meetings:** Special meetings of the Board shall be held upon notice in writing which shall be sent to said Trustees at least five (5) days before said meeting, and may be called by the Chairperson or any three (3) members of the Board.

3. **Notice of Meetings:** Written notice of regular meetings shall be provided to the Trustees five (5) days prior to the meeting. This notice may be delivered personally, mailed or transmitted electronically to each Trustee at his or her address as it appears on the records of the Corporation.

4. **Executive Session:** It is the intent of the Corporation to conduct its business in open session whenever possible. The Chairperson, however, shall have the authority to call an executive session to deal with any and all situations that are of a confidential nature. An executive session may be called by, or at the request of, the Chairperson or any three Trustees. All Trustees are entitled to attend executive sessions and other persons may attend at the invitation of the Chairperson or any three (3) Trustees.

ARTICLE IX

QUORUM

A majority of the Trustees currently serving shall constitute a quorum at a meeting of the Board. If a quorum is not established, a majority of the Trustees present may adjourn the meeting from time to time. The act of a majority of those present at any meeting at which there is a quorum shall be the act of the Corporation, except as may otherwise be specifically required by these Bylaws or by law.

ARTICLE X

VOTING

Each Trustee shall have one (1) vote. Voting by proxy shall not be permitted. In unusual circumstances when a meeting of the Board is not possible or practical, Trustees may vote by electronically, via a verified email account of the Trustee. If the vote takes place electronically, that action shall be confirmed at the next meeting of the Board at which a quorum is present.

ARTICLE XI

EXECUTIVE COMMITTEE

The Executive Committee shall be enacted for the purposes of the below committees as stated therein and at all times in which the position of CEO is vacant and shall include five (5) voting members, the Chairperson, Vice Chairperson, Secretary, Treasurer, and Past Chairperson. The Executive Committee shall, between the meetings of the Board, exercise all of the powers of the Board except the election of new members of the Board as provided in Article V. All actions of the Executive Committee shall be reported at the next meeting of the Board, which shall follow any action taken, and shall be approved or disapproved by the Board, but the disapproval thereof shall not constitute a rescission or rejection thereof, unless the acts so disapproved have not yet been performed or may be rescinded without impairment of rights arising from reliance thereon.

ARTICLE XII

ADDITIONAL COMMITTEES

Except as provided below, the Chairperson shall annually appoint the chair (from the Board) and committee members (who may be non-board members) to the following standing committees:

1. **Investment:** The Investment Committee shall recommend policies and develop plans regarding investment of such assets as may be under the control of the Corporation. The Investment Committee shall arrange for an annual inquiry into the financial condition of the Corporation and employ such persons for that purpose as may be deemed appropriate. The Treasurer and the Vice Chairperson are members of the Investment Committee and the Vice Chairperson shall serve as the chair.

2. **Budget:** The Budget Committee, along with the CEO, shall be responsible for the creation of, and adherence to, the annual budget. Members of the Executive Committee shall constitute the membership of the Budget Committee. The Past Chairperson shall serve as the chair.
3. **Audit:** The Audit Committee shall assist the Board in fulfilling its financial oversight responsibilities. The Budget Committee shall review the Corporation's financial reports and other financial information; the effectiveness of the organization's systems of internal controls; and the Corporation's auditing, accounting and financial reporting process, while providing independence and objective oversight. The Treasurer is an ex-officio member of the committee.
4. **Grant Distribution:** The Grant Distribution Committee shall recommend policies and develop plans to distribute grants in accordance with the Corporation's purposes. The Grant Distribution Committee will establish grant guidelines, review grant applications and make grant recommendations for the approval of the Board.
5. **Development:** The Development Committee shall be responsible for educating the public regarding the Corporation's purposes. The Development Committee shall research potential funding sources and recommend and track solicitations.
6. **Nominating:** Prior to the Annual Meeting and as vacancies arise, the Nominating Committee shall propose candidates to serve as a Trustees and secure their commitment to serve. Members of the Executive Committee shall constitute the membership of the Nominating Committee. The Nominating Committee shall be chaired by the Past Chairperson.
7. **Personnel:** The Personnel Committee shall address appropriate staffing issues including compensation. Members of the Executive Committee shall constitute the membership of the Personnel Committee. The Personnel Committee shall be chaired by the Past Chairperson. At the discretion of the committee chair, additional Trustees can be added to the Personnel Committee on an ad hoc basis.
8. **Ad Hoc Committees:** Ad hoc committees may be formed to serve a specific mission and will exist until that mission is completed or until the Board ends its existence. Ad hoc committee chairs shall be selected from among the Board by the Board Chairperson. Each ad hoc committee shall keep a written record of its meetings and submit final report upon the conclusion of its business to the Board.

ARTICLE XIII

FINANCIAL ADMINISTRATION

1. **Fiscal Year:** The Corporation's fiscal year shall be the calendar year unless otherwise fixed and directed by a resolution adopted by the Board.

2. **Annual Audit:** At the conclusion of each fiscal year, the Corporation's books shall be subject to examination and audit by a certified public accountant licensed by the State of Illinois and the report of said audit shall be reported to and examined by the Board at its next meeting, accepted by vote of the Board and filed with the appropriate entities.

3. **Contracts:** The Board may authorize any Officer or agent to enter into any contracts 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 circumstances. No contracts shall be entered into on behalf of the Corporation without approval of the Board.

4. **Loans:** No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

5. **Bond:** The Corporation may procure a bond for the CEO, at such time as one is employed by the Corporation, and the Trustees in such sum and with such surety as shall be satisfactory to the Board for the faithful performance of the duties of the office. The issue of surety bond shall be revisited by the Board at each Annual Meeting to ensure that each year the proper needs of the Board have been/will be addressed with regard to the need and amount of bonding.

ARTICLE XIV

INDEMNIFICATION & INSURANCE

1. **Indemnification:** The Corporation shall indemnify any and all of its Trustees, Officers or staff members or any person who may have served at its request or by election as a Trustee, Officer or staff member of Corporation or any other corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they or any of them, are made parties, or a party, by reason of being or having been Trustees or a Trustee or Officer or staff member of the Corporation or of such other corporation, except in relation to matters as to which any such Trustee, Officer or staff member shall be adjudged in such action, suit or proceeding to be liable for wilful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

2. **Insurance:** The Board is authorized and empowered to purchase insurance covering the corporation's liability and obligations and protecting the Corporation's Trustees, Officers, staff members and other persons.

ARTICLE XV

OPERATIONAL POLICIES

1. **Contributions:** No contribution shall be accepted by the Corporation which does not conform with its purposes, which contravenes any law, jeopardizes the Corporation's nonprofit status or if restricted as to its use, does not by its terms permit the Board to disregard such restriction if the same is at any time deemed by the Board to be obsolete or impractical of application, in which case, the Board shall apply said funds in such manner as it finds will most nearly effect the donor's intention.

2. **Grants:** In the distribution and application of the Corporation's funds to charitable purposes, emphasis shall be given to encouraging and promoting the growth and strengthening of philanthropy in the community, establishment of innovative social welfare programs, purchase and construction of capital improvements, financing studies of social problems and support of programs not at the time provided by existing charitable organizations operating in the community. Every effort shall be made to avoid competition with existing organizations in the raising of funds or by duplication of their services. Typically, grants will not be awarded for religious purposes from the Corporation's general unrestricted funds.

3. **Conflict of Interest:** No Trustee, member of a committee or staff member shall maintain substantial personal or business interests which conflict with those of the Corporation. In addition, any Trustee, member of a committee or staff member having an interest in a contract or other transaction presented to the Trustees for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board prior to its action on such contract or transaction. The Board shall determine, by majority, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such Trustee shall not vote on, nor use his or her personal influence on, nor participate other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such Trustee may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation and whether a quorum was present. Each Trustee, CEO and staff member shall be required to sign Confidentiality and Conflict of Interest Statement before his/her term of service shall begin.

An exemption to this policy may exist under circumstances where a specific service or commodity could be best purchased from a person serving as a Trustee or staff member or from his or her firm. Such transaction could take place provided that documented bids show that the price, quality and service offered is the best available from bidders and provided that the Trustee abstain from voting on, or unduly influencing, the approval of such transaction.

4. **Confidentiality:** The Corporation shall be responsible for maintaining the confidentiality of donor and prospective donor records. Members of the Board and staff are permitted to view the records in order to execute their responsibilities. In addition, the Corporation's auditors are authorized to view donor and prospective donor records and report back to the Board. Any such person shall respect the Corporation's significant interest in protecting the sensitive nature of those records. Confidentiality will be maintained by all Trustees, staff, auditors, financial advisors, non-Board committee members and agents in all areas of the Corporation's business. Each Trustee, CEO and staff member will be required to sign a Confidentiality and Conflict of Interest Statement before his/her term of service shall begin.

5. **Publication of Donor Names:** Unless otherwise requested by the donor, the names of all individual donors will be listed in the Corporation's annual report and in other appropriate vehicles. The Corporation will not publish the amount of any donor's gift without the permission of the donor. Donors making gifts to the Corporation by bequest or other testamentary device are deemed to have granted such permission unless otherwise specified in the donor's fund agreement with the Corporation or in the testamentary device.

6. **Policies:** Additional guidelines regarding the Corporation's operations can be found in the Corporation's policies. The Corporation's policies are to be reviewed annually by the Board of Trustees.

ARTICLE XVI

NON-DISCRIMINATION

In hiring employees or soliciting independent contractors, the Corporation, its Board of Trustees, affiliates, committees or task groups will not discriminate against any donor, grant applicant or recipient, staff member, applicant for employment, independent contractor or any other person in any of its activities in regard to race, ethnicity, national origin, gender, sexual orientation, religion, marital status, age or disability.

ARTICLE XVII

AMENDMENTS

These Bylaws may be amended, altered or repealed by a majority of the Board present in person at any duly authorized meeting of the Board, provided that the text of any proposed amendment shall be provided to each member of the Board at least ten (10) days prior to such meeting.

ARTICLE XVIII

INTERPRETATION

The Board shall be the sole interpreter of these Bylaws. All Bylaws and their amendments

shall be used in conjunction with Illinois law.

ARTICLE XVIII

DISSOLUTION OF ASSETS UPON LIQUIDATION

In the event of the Corporation's dissolution, its funds and assets shall be distributed to such charitable organizations, contributions to which shall be deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as may be designated by the Board. If the Board should fail to make such designation, then the same shall be distributed to such organizations as may be designated in appropriate proceedings by the Court having jurisdiction of trusts in Madison County, Illinois.

ARTICLE XX

ANNUAL REVIEW AND CERTIFICATION

The Board shall review the activities of the Corporation in accordance with the provisions of Illinois General Not for Profit Corporation Act of 1986, as amended, on an annual basis and prepare a report to be presented at the annual meeting of the Board as prescribed by statute.

The undersigned Chairperson of the Board of Trustees of the Corporation hereby certifies that the foregoing is a true, complete and accurate copy of the Bylaws of the Corporation, as duly adopted by the Board of Trustees on ____ day of _____, 2017.

Chairperson: Jim Greenwald