

# GALENA TERRITORY FOUNDATION

## BYLAWS

### ARTICLE I NAME AND INCORPORATION

Section 1: NAME - The name of this organization shall be the "Galena Territory Foundation." It shall hereinafter be designated and referred to in this Constitution and the By-Laws as "Galena Territory Foundation."

Section 2: TYPE OF ORGANIZATION - Galena Territory Foundation shall be a wholly non-profit corporation, organized under the laws of the State of Illinois and its purposes shall be wholly charitable and educational.

Section 3: LOCATION - The principal office of the Galena Territory Foundation shall be 2000 Territory Drive, Galena, Illinois.

Section 4: OBJECT

- a. To serve charitable purposes and to assist in developing and increasing educational opportunities for the citizens of Jo Daviess County and providing service for students, faculty, and alumni of schools in Jo Daviess County by encouraging gifts of money, property, works of art, historical papers and documents, and other material having educational, artistic, scientific and/or historical value and by such other proper means as may be advisable.
- b. To receive, hold (except as noted in paragraph c) and administer such gifts with the primary object of serving the people and schools in Jo Daviess County; to act without profit as trustees of educational or charitable trusts; to administer gifts, grants or loans of money or property, real or personal, whether in the form of conventional express trusts or otherwise; to become a party to contracts, trust instruments and agreements of any type or description and to execute negotiable obligations, as trustee or otherwise, in order to effectuate either the creation or organization of trusts or the execution of the purposes thereof.

Where the terms and conditions imposed by the donors of any forms of gifts or bequests make immediate transfer to Galena Territory Foundation appropriate, the Galena Territory Foundation shall transfer absolutely and in full right, title to and interest in such property, real or personal, transferred, assigned or conveyed by any and all persons whatsoever, whether such property be in the form of money, manuscripts, works of art or otherwise, for the use and benefit of the Galena Territory Foundation, subject to said terms and conditions of said donors. Whenever such gifts or bequests, when made as memorials, involve maintenance, provision for such maintenance shall be included in the gift.

- c. To do such other acts and undertake such other enterprises as in the judgment

of the Board of Directors of the Galena Territory Foundation shall tend to promote the interests and welfare of the people and schools of Jo Daviess County.

## **ARTICLE II GENERAL MEMBERSHIP**

Section 1: MEMBERSHIP - All members of the Galena Territory Association/ Inc. who are eighteen (18) years of age or older are members of the Galena Territory Foundation.

Section 2: POWERS AND DUTIES - Members of the Galena Territory Foundation will have voting privileges at the annual membership meeting and will be eligible for election to the Board of Directors.

Section 3: MEETINGS - The annual meeting of the general membership of this corporation shall be held on the day of the annual meeting of the members of the Galena Territory Association, Inc. each year.

## **ARTICLE III BOARD OF DIRECTORS**

Section 1: NUMBER/TERM/QUALIFICATIONS - The Galena Territory Foundation Board of Directors shall consist of five members. The term of service shall be 36 months, except for those Directors initially appointed pursuant to Section 3. below. All Directors shall be members of the Galena Territory Foundation. Any member of the Foundation may nominate any other member of the Foundation, including him/herself, as a Director.

Section 2: VACANCIES - If any Galena Territory Foundation director resigns his/her position before the completion of his/her term, the Galena Territory Foundation Board of directors can at its discretion appoint a new member to the Galena Territory Foundation Board to complete this unexpired term

Section 3: ELECTION - For the initial appointment of the Directors of the Galena Territory Foundation Board, the President of the Galena Territory Association shall offer to the Galena Territory Association Board of Directors the names of five members of the Galena Territory Foundation as candidates for appointment to the Galena Territory Foundation Board of Directors. By majority vote, the Galena Territory Association Board of Directors will confirm or deny the appointment of each candidate to the Galena Territory Foundation Board of Directors. After this initial appointment, all future directors of the Galena Territory Foundation shall be elected by majority vote of the members of the Foundation at the annual meeting of members of the Foundation.

- a. At such elections, each member shall be entitled to vote for one candidate for each vacancy to be filled. Members wishing to vote must present a valid Galena Territory Association ID card in order to receive a ballot.
- b. Ballots shall be counted at each election in the presence of the membership during the meeting of the members.
- c. Directors can be elected and confirmed to no more than 2 consecutive terms of three years each. Partial terms filled by appointment shall not be considered part of a full year term. A separation of one year from this board after 2 consecutive terms are served shall be required before a property owner can be reappointed or re-elected to this board.
- d. The number of candidates, equal to the number of vacancies to be filled, receiving the greatest number of votes shall be elected to fill those vacancies. If there occurs a tie in the vote for two or more candidates among those candidates receiving the highest number of votes to fill the expired term(s) such that it cannot be determined which candidate(s) should fill an expired term, such determination shall be made by lot. The President shall determine the procedure for drawing lots.
- e. Nominations
  - i. The President shall be responsible for placing a notice in the Territory Times before October of each year to inform the members of the vacancies to be filled at the next election and inviting nominations, with information on how and when nominations must be made.
  - ii. Nominations of members as candidates to stand for election to the Board of Directors shall be made in writing to the President by October 31 of the year preceding each election;
  - iii. Each nominee may provide a short statement regarding the nominee's candidacy for publication in the December issue of the Territory Times preceding the election; the submission and content of such statements must conform to all rules and deadlines of the Territory Times, and each nominee shall be responsible for ensuring that such rules and deadlines are met;
- f. When appointing the initial Directors under this Section, the Galena Territory Association Board of Directors shall designate two such Directors who will serve only until the next annual meeting of the members of the Galena Territory Foundation following their appointment, two such Directors who will serve only until the second annual meeting of the members of the Galena Territory Foundation following their appointment, and one such Director who will serve only until the third annual meeting of the members of the Galena Territory Foundation following his/her appointment. The vacancies left by the initial Directors at each of the first three annual meetings following the appointment of the initial Directors shall be filled by election of the members of the Foundation pursuant to this Section 3.

Section 4: RESPONSIBILITIES AND DUTIES -

- a. The Galena Territory Foundation Board shall have responsibility:
  - i To oversee the investments of the Galena Territory Foundation consistent with conservative investment goals to first preserve and second grow the funds of the Galena Territory Foundation.
  - ii To review and approve the disbursements of the Galena Territory Foundation funds.
  - iii To protect the non profit status under IRS regulations of the Galena Territory Foundation.
  
- b. The Galena Territory Foundation Board shall have the duty:
  - i To elect a president, vice president, treasurer and secretary of the Galena Territory Foundation Board from the approved board member appointments at its first meeting after appointments are confirmed and to do so on an annual basis thereafter.
  - ii To meet at least twice a year to review status of investments, assets, and disbursements as called by the President of the Galena Territory Foundation.
  - iii To keep detailed minutes of these meetings and submit them to the editor of the Territory Times for publication in the Territory Times within 45 days of the meeting itself.
  - iv To publish an annual financial report of the Galena Territory Foundation in the Territory Times.

Section 5: REMOVAL OF DIRECTORS - Any Galena Territory Foundation director may be removed for cause during his/her term by an affirmative vote of all other members of the Galena Territory Foundation Board, notice of such contemplated action having been given in writing at the previous meeting.

Section 6: QUORUM - All actions of the Galena Territory Foundation Board of Directors shall be determined by majority vote of the members present. A simple majority of the filled director positions shall constitute a quorum. In absence of a quorum, no votes or actions can be taken.

Section 7: INDEMNIFICATION - The Galena Territory Foundation hereby indemnifies any person from any suit or proceeding, whether civil, criminal, 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, or officer, of the Galena Territory Foundation Board against expenses (including attorney 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 foundation 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 no lo contender 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 foundation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

## **ARTICLE IV OFFICERS**

### Section 1:

- a. OFFICERS' ELIGIBILITY - The officers of the Galena Territory Foundation shall consist of a President, Vice-President, Secretary, and Treasurer. The officers of the Galena Territory Foundation shall be elected annually by the Board of Directors during its regular meeting in the first quarter of each year. All officers must be members of the Board of Directors.
- b. EXECUTIVE DIRECTOR - The Board of Directors of the Galena Territory Foundation shall appoint an Executive Director of the Foundation at each annual meeting of the members of the Foundation. The Executive Director shall attend all Galena Territory Foundation meetings with no vote, and provide administrative support to the Foundation, including accounting for Foundation funds, printing Documents, answering questions, and other administrative duties assigned by the Board of Directors.

Section 2: TERMS OF OFFICE - The officers elected shall serve until their successors are duly elected and qualified.

Section 3: VACANCIES - In the event of the death, disability, resignation or removal of any officer of the Galena Territory Foundation, the Board of Directors at its next regular meeting shall by a majority vote appoint a successor to serve out the unexpired term.

Section 4. POWERS AND DUTIES - The officers named in Section 1. of this ARTICLE shall, except as otherwise provided by this Constitution and the By-Laws, have such powers and duties as usually and ordinarily devolve upon such officers.

- a. The President shall appoint a nominating committee and such other committees as may be deemed necessary or desirable, and those appointed to such committees shall serve at the President's pleasure during his/her term of office. All committees shall report to the Board of Directors.
- b. The Vice-President shall preside when the President is unable to do so. The Vice-President shall take over the office of President if that office is vacated for any reason.
- c. The Secretary shall keep the minutes of all meetings of the Board of Directors, and shall, at all times, maintain an official record of all transactions and

activities of the Galena Territory Foundation. The Secretary shall be responsible for having a draft of meeting minutes published within 45 days of a meeting.

- d. The Treasurer of the Galena Territory Foundation shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the Galena Territory Foundation and deposit, invest, and discharge the same in accordance with the instructions of the Board of Directors. This person shall perform all of the duties normally incident to the office of Treasurer and upon request of the Board of Directors shall make such reports to it as may be required at any time.

Section 5: REMOVAL - Any officer may be removed for cause by a majority vote of the Board of Directors, provided that such officer shall have been notified in writing by the President not less than thirty (30) days prior to such meeting of all such charges as may be preferred against him or her by the majority of the Board of Directors.

Section 6: SURETY BONDS - All officers and employees of the Galena Territory Foundation who handle Galena Territory Foundation funds shall furnish adequate security bonds to be approved by the Board of Directors of the Galena Territory Foundation and purchased out of funds of the Galena Territory Foundation when appropriate.

## **ARTICLE V FISCAL YEAR**

Section 1: FISCAL YEAR - The fiscal year of the Galena Territory Foundation shall be from January 1 to December 31.

## **ARTICLE VI AMENDMENTS**

Section 1: AMENDMENTS – These By-Laws may be amended by a majority vote of the general membership present at a meeting of the members of the Galena Territory Foundation called therefore. All proposed amendments must be presented to the membership in printed form at least thirty (30) days prior to the final vote on the proposed amendment/s.

Section 2: COPY OF BY-LAWS - A true and correct copy of By-Laws shall be maintained at the law office of the Galena Territory Foundation's attorney of record at all times.

Last amended: February 27, 2010