

# **Restated Bylaws of the Friends of Whitney M. Young Magnet High School May 6, 2013**

## **ARTICLE I: Name, Purpose**

### Section 1.1 Name

This organization, incorporated under the "General Not-for-Profit Act" of the State of Illinois, shall be known as the Friends of Whitney M. Young Magnet High School.

### Section 1.2 Purpose

Friends of Whitney M. Young Magnet High School (the "Corporation") is organized exclusively for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal tax code) (the "Code") including, for such exempt purposes specifically:

- (a) to facilitate a working relationship between families, school administrators and teachers at the Whitney M. Young Magnet High School, Chicago, Illinois ("Whitney Young");
- b) to provide linkage between teachers, administrators and the community at large to ensure that every child at Whitney Young will receive the best opportunities for learning;
- (c) to enhance and enrich the curriculum at Whitney Young through programs and materials not normally offered by the Chicago Public Schools public school system;
- (d) to provide parent education; and
- (e) to provide communications between Whitney Young and parents of children attending Whitney Young.

The Corporation shall be non-commercial, non-sectarian, non-partisan and non-profitable and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, members or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or for its benefit and to make payments and distributions in furtherance of the purposes set forth herein. The name of the Corporation or the names of any Directors or officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes and objectives of the Corporation set forth herein. The Corporation shall not directly or indirectly participate or intervene in any way (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. The Corporation shall

work with Whitney Young to provide quality education for all children attending Whitney Young in any way it deems necessary and may cooperate with other organizations and agencies concerned with child welfare, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

In addition to the purposes set forth above, the Corporation shall also have, for exempt purposes within the meaning of Section 501(c)(3) of the Code, the purposes of, in general, exercising any, all and every power that a not for profit corporation organized under the applicable provisions of the Illinois General Not for Profit Corporation Act of 1986 for charitable, scientific, literary and educational purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

## **ARTICLE II: Membership**

Membership in the Corporation is open to any person interested in furthering the purposes set forth in Section 1.2 including, but not limited to, alumni, parents and guardians of current and former students, and community members. All such interested persons are eligible for candidacy on the Board of Directors up to the numeric limit established in Section 3.2. Persons elected to the Board of Directors, as provided in Sections 3.2 and 3.3, shall constitute the voting membership of the Corporation.

## **ARTICLE III: Board of Directors**

### Section 3.1 General Powers

The property, affairs and business of the Corporation shall be managed and directed by the Board of Directors ("Directors").

### Section 3.2 Number, Election and Term

The number of Directors shall not be less than **15** nor more than **20**. The number of Directors may be increased or decreased from time to time by a majority vote of the Directors. Directors will be elected for a two-year term and may be reelected. Efforts will be made to include at least one parent or guardian of a student from each grade (grades 7-12) represented at Whitney Young. Elections will be held annually in March. Terms of up to 7 Directors may be extended by majority vote of the Board in order to assure that not all Directors have terms that end on the same date.

### Section 3.3 Nominations

A nominating committee made up of at least two current Directors will interview candidates and will submit a slate for approval by a majority of the currently seated Directors.

### Section 3.4 Meetings

Board meetings ordinarily will be held on the first Monday of each month during the school year, including the annual meeting. When the first Monday of a month conflicts with a school holiday, the President shall set an alternate date. Except for the annual meeting, Directors must be notified of the time and place of the meetings, either orally or in writing at least five (5) days before the meeting. The schedule of meetings will also be announced to members of the Corporation as well as to the Whitney Young community. An annual meeting will be held in March, April or May. Directors will be notified of the time, place, and date of the meeting at least 20 days in advance of that meeting. The date of the annual meeting will also be announced to the Whitney Young community. The Directors may change the date of the annual meeting upon 10 days written notice to the Directors. The most recent edition of Robert's Rules of Order shall, to the extent consistent with these Bylaws, govern the proceedings of meetings of the Directors.

### Section 3.5 Special Meetings

Special meetings of the Directors may be called by or at the request of the president or by the request of one-quarter of the total number of current Directors.

### Section 3.6 Notice of Meetings

Notice of any meeting, including special meetings, shall be given at least five (5) days prior thereto by oral notification (delivered in person or over the phone, but not by leaving a message) or by written notice, delivered personally or sent by mail, email, or facsimile transmission (FAX) to each Director at his or her home or business address as shown on the roster maintained by Friends. 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. For any meeting at which dissolution of Friends is being recommended, notice by e-mail is not acceptable; notice may only be delivered in person or over the phone, but not by leaving a message, or sent by mail or facsimile transmission (FAX). Any Director may waive notice of any meeting.

### Section 3.7 Voting, Quorum, Proxies

Matters brought before the Directors will be decided by a majority vote. The Directors may only consider motions presented by a Director. Proxies will not be allowed. One-third of the Directors shall constitute a quorum for the transaction of business at any meeting, although if less than one-third of the Directors is present, a majority of those present may adjourn the meeting.

### Section 3.8 Powers and Responsibilities

The Directors are charged with carrying out the mission of the Corporation. Each Director is

expected to attend all Board meetings and to participate fully in the work of the Board. Each Director must be vigilant in avoiding any appearance of conflict of interest at any time. An individual Director's excessive absences from meetings will be reviewed by the Directors periodically to determine continued membership status.

Section 3.9 Vacancies and Removals

Vacancies that occur between elections may be filled by a vote of the Directors. The individual thus elected will serve until the next regular election. If a Director fails to attend three consecutive meetings in a year, the Board President will contact the Director by mail asking for reaffirmation of interest in being a Director. In the absence of a positive response, the Director will be removed and a new Director will be elected. Despite a positive response, if said Director fails to attend the next meeting, the Director will be removed and a new Director may be elected.

Section 3.10 Compensation

Directors serve without compensation.

Section 3.11 Officers

At the first meeting following the annual election of new Directors, the Directors will elect a President, a Vice-President, a Treasurer or Co-Treasurers and a Secretary from amongst themselves.

The President shall be the chief executive officer of the Corporation and is charged with the general supervision and direction of all its business affairs. The President shall preside at meetings of the Directors. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform all the duties of the President.

The Board may create or eliminate positions for up to 2 additional Vice President, whose positions shall be filled by election or by filling a vacancy from among the Directors, and who shall serve terms as officers, all as provided in these Bylaws.

The Treasurer or Co-Treasurers shall be responsible for all funds of the Corporation, shall cause the deposit of moneys received by the Corporation in appropriate depositories, shall cause disbursements as authorized by the Corporation, shall maintain appropriate books and accounts and shall generally cause to be performed all the duties incident to the office of Treasurer.

The Secretary shall see that minutes of the annual meeting and of all meetings of the Directors are kept; shall see that all notices are duly given in accordance with these Bylaws; shall see that the corporate records are kept; shall see that a registry is kept of the post office and e-mail addresses of each Director; and shall generally perform or direct the performance of all duties incident to the office of Secretary.

The titles of the additional Vice Presidents shall be assigned by the President, and the duties of the additional Vice Presidents shall be assigned and terminated by the President, subject to ratification by the Board.

### Section 3.12 Committees

The President may designate and appoint one or more committees, each of which shall include at least one Director. Any member may serve on any committee, except the Nominating Committee. The designation and appointment of any such committee shall not operate to relieve the Directors from any responsibility imposed by law. Each year, the Directors will appoint a nominating committee, consisting of at least two current Directors.

### **ARTICLE IV: Fiscal Year**

The fiscal year of the Corporation shall be from July 1 to June 30.

### **ARTICLE V: Distribution of Income**

The Directors may authorize distributions of the Corporation's money, property, or other assets to any project or group activity according to criteria and priorities to be determined by the Directors and within the purposes of the Corporation.

### **ARTICLE VI: Finances**

#### Section 6.1 Budget and Financial Reports

(a) In October, the Treasurer shall submit a proposed budget to the Directors. The budget, with any changes desired by the Directors, will be adopted by vote of the Directors.

(b) At the annual meeting of the Corporation in March , the Treasurer shall submit to the Directors and others in attendance, a financial report of all income and expenditures of the previous fiscal year.

#### Section 6.2 Federal and State Reporting

The Treasurer shall prepare and file or cause to be prepared and filed such federal and state tax and accounting returns and reports as shall be required by law, at the expense of the Corporation.

#### Section 6.3 Banking

The Corporation may maintain such bank accounts as are approved by the Directors. Two officers of the Corporation shall sign all checks.

### **ARTICLE VII: Indemnification**

Each person who at any time is or shall have been a director, member, officer, employee, volunteer or agent of the Corporation, or is or shall have been serving at the request of the Corporation as a director, member, officer, employee or agent of another corporation, partnership, joint venture,

trust of other enterprise, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois in effect at the time of adoption of these Bylaws or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of members for disinterested directors or otherwise. If authorized by the Directors, the Corporation may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois in effect at the time of the adoption of these Bylaws or as amended from time to time.

### **ARTICLE VIII: Dissolution**

The Corporation may dissolve if (i) the Directors adopt a resolution proposing that the Corporation be dissolved voluntarily, recommending a plan for the distribution of the Corporation's assets and directing that the questions of such dissolution and distribution of assets be submitted to a vote at a special or annual meeting of the members and Directors and (ii) a notice of such proposed action is given to all Directors not less than twenty (20) days prior to such meeting. The date of such a meeting will also be announced to the Whitney Young community. The notice of dissolution must include a plan for the disposition of all of the Corporation's assets and properties. Final action may be taken by the Directors at such special or annual meeting, and such action shall require the affirmative vote of two-thirds of the Directors present and voting.

In the event of dissolution or final liquidation of the Corporation, the Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all remaining assets to such one or more of the following categories of recipients as the Directors of the Corporation shall determine:

- (a) a not -for -profit organization or organizations which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code; and/or
- (b) a not- for- profit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code.

### **ARTICLE IX: Amendments to the Bylaws**

These Bylaws may be amended or revised by a vote of the majority of those Directors attending any meeting of the Corporation, provided that written notice is provided to the Directors at least seven days prior to the meeting at which the vote to amend or revise the Bylaws is to be taken. The date of such a meeting will also be announced to the Whitney Young community.

**ARTICLE X: Waiver of Notification**

Whenever any notice is required to be given under the provisions of the General Not for Profit Act of Illinois or under the provisions of the Articles of Incorporation or of 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.