

BYLAWS
OF THE
JOHN A LOGAN COLLEGE FOUNDATION

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ARTICLE I
Purposes

The purposes of the corporation as stated in its certificate of incorporation are:

Said corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code of 1954, to assist in developing and augmenting the facilities and carrying out the educational functions of John A. Logan College, established and operated by the Board of Trustees, Community College Number 530, Counties of Williamson, Jackson, Franklin, Perry, and Randolph, and the State of Illinois.

No part of the net earnings of the said corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes for which the corporation is organized. 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 this corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 of organizations organized and operated exclusively for educational or charitable 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 Directors shall determine.

The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Illinois.

ARTICLE II
Offices

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have other offices as the Board of Directors may from time to time determine.

ARTICLE III

Members

The corporation shall have only one class of members. These members shall be honorary only and shall retain their membership at the will of the Board of Directors. No members shall have any voting rights. All voting rights are vested solely in the directors. No member shall be entitled to notice of any action or proposed action of the corporation. The corporation may issue such certificates or tokens of appreciation as the Board of Directors deem proper.

ARTICLE IV

Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be exclusively managed by its Board of Directors, and they shall be vested with the right to vote upon all matters affecting this corporation.

SECTION 2. NUMBER. The number of directors shall be as specified by resolution of the directors at the Annual Meeting, but in no event shall there be fewer than eighteen or more than sixty-two.

SECTION 3. NOMINATION AND ELECTION OF DIRECTORS. The President of John A. Logan College, and two members of the College staff, as described in Article V, Sections 6 and 8, shall be ex-officio members of the Board of Directors. Two additional members of the College staff shall be recommended by the President of the College and approved by the Board of Directors as ex-officio members. Not more than two members of the John A. Logan College Board of Trustees shall be recommended by the Board of Trustees and approved by the Board of Directors as ex-officio members. All other directors shall be elected by the Board of Directors.

A slate of candidates for the office of director shall be presented to the Board of Directors by a committee of Board members appointed for this purpose. There shall be at least one person on the Board of Directors from each of the high school districts which make up the John A. Logan College District. Only persons listed on the said slate of candidates shall be elected to membership on the Board of Directors.

Emeritus membership status may be conferred on a director upon recommendation of the Membership Committee, approved by the Executive Committee, and voted by the Board of Directors. Emeritus status is a lifetime honor and carries with it no attendance responsibilities. Emeritus directors shall be non-voting members and shall not hold office.

A maximum of five Honorary Directors may be elected by the Board of Directors upon recommendation of the Membership Committee and approved by the Executive Committee. These honorary directors shall reside outside the College district and shall be entitled to all rights and responsibilities of regular directors, excluding those responsibilities that are dependent upon proximity of residence. Terms shall be for three years.

SECTION 4. TERMS OF OFFICE OF DIRECTORS.

- a. Except as otherwise provided herein, the term of each director shall be three years.
- b. Besides the president, the two College staff members who are ex-officio members of the Board of Directors shall hold office as long as the president of the college and the Board of Directors desire them to do so.
- c. The ex-officio directors who are members of the Board of Trustees of John A. Logan College shall hold office until the expiration or termination of their term of office on the said Board of Trustees.
- d. The nine directors elected at the first annual meeting of the Board of Directors, who are not members of the Board of Trustees of John A. Logan College, shall by lot determine their tenure of office so that the term of at least one-third (a) of such directors shall expire each year. Thereafter, at each annual meeting of the directors, directors whose terms then expire shall be elected for three (3) year terms.
- e. Each director shall hold office until his duly constituted successor shall have been elected. All directors shall be eligible for re-election. Directors need not be residents of Illinois or members of the corporation.

SECTION 5. VOTING

- a. Each director, except the ex-officio members of the Board of Directors, shall be entitled to one vote on each proposition submitted to a vote. The ex-officio members of the Board of Directors shall not have any voting rights.
- b. Cumulative voting shall not be recognized in the election of directors.
- c. Unless specifically prohibited by the articles of incorporation, members of the Foundation Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can hear each other.
- d. Any action normally required to be taken at a meeting of the Board may be taken without a meeting, if a consent in writing, setting forth the actions to be considered, shall be received from all Directors responding to a written notice within 20 (twenty) days of the mailing. Action may then be taken by any combination of telephone, facsimile, electronic mail or mail. Responses shall be recorded and made available for review by the entire board and will be retained in a manner compliant with the Foundation's document destruction policy.

SECTION 6. REMOVAL OF DIRECTORS. Any elected director may be removed for cause by a majority vote of the Board of Directors, written notice of such contemplated action having been given at least two weeks prior to the meeting at which a vote on such matters

is contemplated. The resignation of a director for whatever reason may be accepted by majority vote of the Board of Directors.

SECTION 7. VACANCIES. If, during his term of office, a director who is a member of the Board of Trustees of John A. Logan College ceases to be a member of such Board of Trustees, his term of office as director shall be terminated and his office shall be deemed vacant. The vacancy so created shall be filled by the Board of Trustees of John A. Logan College. Any other 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 nominees designated by a committee of directors and elected by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 8. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held in October at a time and place designated by the President of the corporation. Written notice shall be provided to all directors at least thirty (30) days prior to the meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

SECTION 9. 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, either within or without the State of Illinois, as the place for holding any special meeting of the Board called by them.

SECTION 10. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram 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 paid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any 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.

SECTION 11. QUORUM. One-third the number of voting directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than one-third the number of voting directors are present at said meeting a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 12. 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, except where otherwise provided by law or by these bylaws.

SECTION 13. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V
Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a president, an executive director, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a treasurer, and such other officers as may be elected, or determined, in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant directors and one or more assistant treasurers, as it shall deem desirable, such officers to 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 executive director.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation other than the executive director and treasurer shall be elected annually by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent 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 persons so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall preside at all meetings of the Board of Directors. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other authorized agent of the corporation; and in general shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. EXECUTIVE DIRECTOR. The Board of Directors shall elect an executive director, who shall be a member of the staff of John A. Logan College and who is

recommended by the president of the college. The executive director shall serve at the mutual pleasure of the president of the college and the Board of Directors. Under the general direction of the Board of Directors, the executive director shall be responsible for the day to day operations of the corporation and shall function as the general manager of the corporation. The executive director shall also keep the minutes of the meetings 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 bylaws or as required by law; be custodian for the corporate records and the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each director and each member; and in general perform all duties as from time to time may be assigned by the president or by the Board of Directors.

SECTION 7. VICE PRESIDENT. In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election) 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. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

SECTION 8. TREASURER. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. If required by the Board, the treasurer shall give a bond for the faithful discharge of his duties in such a sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT DIRECTORS. If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant directors, in general, shall perform such duties as shall be assigned to them by the treasurer or the executive director or by the president or the Board of Directors.

ARTICLE VI Committees

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors by resolution adopted by a majority of the directors in office, may designate and appoint one or

more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, 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.

a. Other committees not having and exercising the authority of the Board of Directors in the management of 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 a resolution, members of each such committee shall be directors 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.

b. An Executive Committee shall be appointed by the Foundation president and consist of, but not limited to, the Foundation president, Foundation vice president, the two immediate past presidents of the Foundation, the president of the College, all other committee chairs, one representative of the College Board of Trustees, and the Foundation treasurer. The executive director of the Foundation shall serve as an ex-officio member.

c. The Foundation shall have a permanent Audit Committee in place.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors 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 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 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 bylaws or with rules adopted by the Board of Directors.

ARTICLE VII Operating Procedures

SECTION 1. PROCEDURES. Parliamentary procedures at all meetings of directors

and of members shall be in accordance with Robert's Rules of Order as revised from time to time, as nearly as may be.

SECTION 2. GENERAL PROCEDURES.

a. Pursuant to the provisions of Paragraph 5 of the Articles of Incorporation, the terms or conditions imposed upon any transfer of assets to the corporation, whether by gift or otherwise, shall in all cases be subject to approval of the Board of Directors of the John A. Logan College Foundation. All property so transferred to the corporation with the approval of the said Board of Directors shall thereupon be held, managed and administered as the Board of Directors may from time to time determine, subject however, to the terms and conditions and for the purpose, if any, prescribed by the transferor or donor thereof.

b. The Board of Directors, to carry out the purposes of the corporation, shall undertake, by and through the directors and the college community, such specific development projects as it may determine, with the approval of the Board of Trustees of John A. Logan College.

SECTION 3. CONTRACTS. Subject to the provisions and limitations stated in Section 2 of this Article, and pursuant to the purposes of the corporation, 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.

SECTION 4. 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. In the absence of such determination by the Board of Directors, such instrument shall be signed by the treasurer or an assistant treasurer and countersigned by the president, executive director or a vice president of the corporation.

SECTION 5. 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 6. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII 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 Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected

by any director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each calendar year.

ARTICLE X

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

ARTICLE XI

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation 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.

ARTICLE XII

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting provided that at least three days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XIII

Indemnification of Directors, Officers, Employees, and Agents

The Foundation will indemnify its Directors, officers, employees, and agents to the fullest extent permitted by the laws of the State of Illinois for civil, administrative or investigative proceedings in which the Director, officer, employee or agent is made a part or threatened to be made a part by reason that he is or was a Director, officer, employee or agent or is or was serving at the request of the Foundation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

SECTION 1. The Foundation may purchase and maintain through an insurance company licensed to transact business in Illinois, insurance on behalf of any person who is or was after the enactment of this bylaw, a Director, officer, employee or agent of the Foundation;

or who is or was after the enactment of this bylaw, serving at the request of the Foundation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Foundation would have the power to indemnify him/her against such liability under the laws of the State of Illinois.

SECTION 2.

a. Upon notice that a Director, officer, employee or agent of the Foundation is a party or is threatened to be made a party to any threatened, pending or completed action or suit, civil, administrative or investigative, by reason of the fact that he/she is or was a Director, officer, employee or agent of the Foundation, the Foundation shall indemnify him/her against expenses (including attorney's fees), judgments, fines, amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interest of the Foundation, and with respect to any action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

b. Any indemnification under Section 2(a) above (unless ordered by a court) shall be made by the Foundation only as authorized 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/she is entitled to be indemnified, and upon a determination that indemnification is proper in the circumstances because he/she has met the standard of conduct set forth in Section 2(a) above. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in written opinion.

Amended: February 21, 1974
June 15, 1976
May 15, 1979
October 21, 1983
September 17, 1985
March 21, 1989
September 22, 1992
July 29, 1997
October 28, 1998
October 25, 2000
April 29, 2004
July 22, 2008
October 28, 2008