

Foundation By-Laws of

ILLINOIS SOIL AND WATER CONSERVATION DISTRICTS FOUNDATION.

ARTICLE I

NAME

The name of this not for profit corporation shall be ILLINOIS SOIL AND WATER CONSERVATION DISTRICTS FOUNDATION.

ARTICLE II

MISSION STATEMENT

The mission of the Association of Illinois Soil & Water Conservation Districts (AISWCD) Foundation is to secure funds for the support and enhancement of the District's goals to provide clean water and healthy soil.

ARTICLE III

PURPOSES

The purposes of the Foundation shall be as follows:

To assist in developing and furthering the interest, objectives and purposes of the Association of Illinois Soil and Water Conservation Districts; to promote a state wide clean water and healthy soil initiative, to foster and promote charitable and educational purposes designed to further the principles of soil conservation and stewardship, water conservation and energy conservation; to provide, conduct and sponsor programs to aid individuals, groups, organizations, governmental bodies, associations and all entities in combating soil erosion and energy water waste; including for all such purposes the making of distributions to organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the foundation 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 herein. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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 Foundation shall not carry on any other activities not permitted to be carried on (a) by a Foundation 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) or (b) by a foundation, contributions

to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation, exclusively for the purposes of the Foundation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious 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. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Foundation 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.

The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Foundation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Foundation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Foundation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV

ORGANIZATION UNITS

The organization of the Foundation shall be as follows:

- A. Consist of all Soil and Water Conservation Districts in Illinois as separate corporate bodies incorporated under an Enabling Act of the laws of the State of Illinois.
- B. For the purpose of providing representation on the Board of Directors, Districts are grouped into four (4) Areas with one representative and one alternate from each Area elected to the Board of Directors.

- €- For the purpose of coordinating the work of the Foundation, the governing body of the Foundation shall consist of the AISWCD President plus the four (4) Area Board of Director members (Board Directors) and Alternate Board of Director members (Alternate Board Directors) who are currently serving as duly elected members of a governing body of an Illinois Soil and Water Conservation District in good standing. In addition, the Board will include four (4) At Large Board of Director members (At Large Board Directors). The four (4) At Large Board Directors shall be nominated and approved by the four (4) Area Board Directors and AISWCD President representing the AISWCD. The four (4) At Large Board Directors can be from Auxiliary, Illinois Soil and Water Conservation District Employees Association, Foundation donors, advisors, corporations, or community members.

ARTICLE V

PERSONNEL OF THE FOUNDATION

The governing body of the Foundation shall have full authority to hire personnel to fulfil the needs of the Foundation. Personnel may be managerial or administrative at the discretion of the Foundation Board of Directors. The Foundation Board of Directors has the authority to enter into a memorandum of understanding with the AISWCD to contract managerial and administrative duties.

ARTICLE VI

OFFICES

The Foundation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office and shall have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE VII

MEMBERS

The membership of the Foundation shall consist of two classes as follows:

- A. Active voting members shall be all the Soil and Water Conservation Districts of Illinois incorporated as separate corporate bodies under an Enabling Act of the laws of the State of Illinois and who are duly qualified members of the Association of Illinois Soil and Water Conservation Districts. Each shall be represented by one delegate and each delegate shall have one vote.
- B. Cooperating sponsors of the Foundation shall consist of any individual, company, corporation or agency interested in supporting, either financially or through active

participation, the purposes of the Foundation. Cooperating sponsors shall not be entitled to vote.

- C. The individuals, companies, corporations or agencies interested in obtaining membership as a cooperating sponsor shall make application to the Board of Directors for such membership and the Board of Directors shall act on such application at their next regular or special meeting or such other meeting as shall be convenient for such action.

ARTICLE VIII

MEETINGS OF MEMBERS

Section 1 **Annual Meeting.** The annual meeting of the members of the Foundation shall be held at such time and place as may be designated by the Board of Directors of the Foundation. The Secretary shall send or have sent written notice to all members at least 30 days prior to the date set. Notice shall state time and place and shall include notice of special business that is to be presented over and above the ordinary or regular business.

Section 2 **Special Meetings.** Special meetings of the members may be called at any time by the President or by a majority of the Board of Directors or upon written request of one-third of the active voting members of the Foundation. The President shall call a special meeting for the purpose of and within such time as shall be set forth in the written request. Notice of the special meeting shall be given in the same manner as herein provided for regular meetings. Special meetings may be held in person or by electronic means. No business may be transacted at a special meeting other than that stated in the call.

Section 3 **Place of Meeting.** The Board of Directors may designate any place, either within or without of the State of Illinois, as the place of meeting for any annual meeting or special meeting of the members.

Section 4 **Notice of Meetings.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days nor more than forty (40) days before the date of the meeting, either personally, by mail, or by electronic means by or at the direction of the Secretary to each member entitled to vote at such meeting.

Section 5 **Quorum.** A majority of the active voting members shall constitute a quorum for the transaction of business at any regular or special meeting of the members. If less than a quorum is present or represented, a majority of the members represented at the meeting may adjourn the meeting from time to time without further notice.

Section 6 **Qualifications.** The qualifications for a voting delegate to the membership meeting of the Foundation shall be that they must be District Directors appointed by a District governing body in good standing with AISWCD.

Section 7 **Voting.** Each voting member shall be entitled to one vote on each matter submitted to a vote of the members. Each such member may vote in person or by proxy executed in writing by a member or by his or her duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Foundation before or at the time of the meeting.

ARTICLE IX

DIRECTORS

Section 1 **General Powers.** The business, property and affairs of the Foundation shall be managed by its Board of Directors.

Section 2 **Number, Tenure and Qualifications.** The Board of Director members of the Foundation shall consist of nine (9) persons who shall hold their office for a two (2) year term. Four (4) Area Board Directors and four Alternate Board Directors representing the Illinois Soil and Water Conservation Districts shall be elected by the members of the Foundation at the annual meeting. The AISWCD President shall also hold the office of Foundation President. The At Large Board Directors shall be nominated and approved by the four (4) Area Board Directors and AISWCD President. All Board Directors shall hold office after his or her election or appointment or until his or her successor shall have been elected and qualified (except in the case of resignation or removal). A majority of the members of the Foundation Board shall have the power at any meeting to remove any Director for cause and fill the vacancy and thereupon the Board of Director members so removed shall cease to be a Board of Director member. A Board Director must be a duly elected member of a governing body of a Soil and Water Conservation District in good standing in Illinois at the time he or she is elected or appointed.

Section 3 **Nomination of Directors.** The four (4) Area Board Directors and four (4) Alternate Board Directors elected by the members shall be nominated by members of each Area prior to the annual meeting and their names and addresses shall be certified to the Secretary two (2) weeks prior to the annual meeting. The initial election shall be held at the 2018 annual meeting. Area One and Area Three will elect Board Directors and Alternate Directors to a one-year term. Area Two and Area Four will elect Board Directors and Alternate Directors to a two-year term. Subsequent elections will be held as follows:

Area One and Area Three - Directors and Alternate Directors shall be elected in odd number years.

Area Two and Area Four - Directors and Alternate Directors shall be elected in even number years.

The four (4) At Large Board Directors shall be nominated and approved by the four (4) Area Board Directors and AISWCD President and serve 2-year terms.

Section 4 **Regular Meetings.** The Board of Directors is expected to meet monthly, or as often as the business of the Foundation requires. Meetings shall be held at such time and place as determined by the Board of Directors. Meetings may be held either physically or by electronic means.

Section 5 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any four (4) Area Board Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the Board of Directors called by them. Such meetings may be held in person or by electronic means.

Section 6 **Notice.** Notice of any special meeting shall be given by the President at least five (5) days prior thereto by written notice delivered personally, mailed, emailed or other electronic means to each Director at his personal or business address. The attendance of a Director at any meeting shall constitute a waiver or 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 of Directors need be specified in the notice of such meeting.

Section 7 **Quorum.** The presence either physically or by electronic means, of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, 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 from time to time without further notice.

Section 8 **Vacancies.** Except as provided in the last sentence of Section 2 of this Article, any vacancy occurring in the Board of Directors may be filled by the Board of Directors.

Section 9 **Committees.** The President of the Foundation shall appoint all committees of the Foundation designated by the Board of Directors, other than committees having and exercising the authority of the Board of Directors in the management of the Foundation which shall be appointed by action of a majority of the Board of Directors.

ARTICLE X

OFFICERS

- Section 1** **Number.** The officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected or appointed by the Board of Directors.
- Section 2** **Election and Qualification of Officers.** The officers of the Foundation—Vice President, Secretary and Treasurer—shall be elected by the Board of Directors at their annual meeting except the first officers who shall be elected at the first meeting of the Board. The President of the AISWCD shall also hold the office of President of the Foundation. The term of the President shall be two (2) years. The term of the Vice President, Secretary and Treasurer shall be one (1) year. All officers shall hold their office until their successors shall have been duly elected and qualified.
- Section 3** **Vacancies.** A vacancy in any office (with the exception of the office of President) because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.
- Section 4** **The President.** Under the authority and subject to the direction of the Board of Directors, the President shall be the principal executive officer of the Foundation and shall in general supervise and control all of the business and affairs of the Foundation. He shall preside at all meetings of committees designated by the Board of Directors and in general shall perform all duties incident to the office of President and all duties which the Board of Directors may prescribe from time to time. He shall be responsible directly to the Board of Directors. He shall carry out or cause to be carried out all the policies of the Foundation.
- Section 5** **Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President 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. The 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 6** **The Treasurer.** The Treasurer shall: (a) have custody of all Foundation funds and securities and shall keep in books belonging to the Foundation full and accurate accounts of all receipts and disbursements; he shall deposit all moneys, securities and other valuable effects in the name of the Foundation in such depositories as may be designated for that purpose by the Board of Directors. He shall disburse the funds of the Foundation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the

Board, and whenever requested by them, an account of all his transactions as Treasurer and of the financial condition of the Foundation; (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7 **The Secretary.** The Secretary shall: (a) keep the minutes of the members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the Foundation records and of the seal of the Foundation and see that the seal of the Foundation is affixed to all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with law or with the provisions of these By-Laws; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

ARTICLE XI

COMPENSATION

There may be monetary compensation for officers or members of the Board of Directors. Room, board and mileage may be allowed and the necessary expenses of conducting the Foundation business.

ARTICLE XII

EXECUTION OF INSTRUMENTS

Section 1 **Checks.** All checks, drafts and orders for payment of money shall be signed in the name of the Foundation and may be countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2 **Contracts and Conveyances.** When the execution of any contract, conveyance or other instrument has been authorized without specifications of the executing officers, the President, or Vice President, and the Secretary may execute the same and in the name and on behalf of the Foundation and may affix the corporate seal thereto.

ARTICLE XIII

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 Foundation and the words "Corporate Seal, Illinois".

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or any statutes of the State of Illinois relating to corporations not for pecuniary profit, 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 XV

AMENDMENTS

The By-Laws of the Foundation may be amended, repealed or altered at any annual, regular or special meeting of the Foundation by the affirmative vote of a majority of the active voting members in attendance, due notice of such meeting having been given, provided that the purpose of such amendment to the By-laws and a brief statement of the proposed amendment shall be included in the notice of the meeting. The By-Laws may also be amended, repealed or altered at any regular meeting of the Board of Directors of the Foundation, where all Board Directors (or Alternate Directors) are present, by an affirmative vote of 75% of the Board of Directors then holding office. Any amendment adopted by the members shall take precedence over the amendment adopted by the Board of Directors. Any amendment of the By-Laws by the Board of Directors shall be reported to the members at the next regular meeting of the members following the action of the Board of Directors.

ARTICLE XVI

FISCAL YEAR

The fiscal year of the Foundation shall begin with the first day of January in each year and end on the thirty-first day of December in each year.

ARTICLE XVII

ORDER OF BUSINESS

The proceedings of the Foundation shall be conducted under and pursuant to Roberts Rules of Order, except as otherwise provided herein.

ARTICLE XVIII

AREAS

The State of Illinois shall be divided into four (4) Areas. Areas shall consist of the following Councils:

Area #1:

Council #1 Carroll - Jo Daviess - Lee - Ogle - Stephenson - Whiteside
Council #2 Bureau - Henry - Marshall/Putnam - Mercer - Rock Island - Stark
Council #3 Grundy - Iroquois - Kankakee - Kendall - LaSalle - Livingston
Council #16 Boone - DeKalb- Kane/DuPage - Lake - McHenry - North Cook - Winnebago - Will/South Cook

Area #2:

Council #4 Fulton - Hancock - Henderson - Knox - McDonough - Warren
Council #5 Mason - Menard - Peoria - Tazewell - Woodford
Council #8 Adams - Brown - Calhoun - Cass - Greene - Morgan - Pike - Scott - Schuyler
Council #9 Bond - Christian - Macoupin - Montgomery - Sangamon

Area #3:

Council #6 DeWitt - Ford - Logan - Macon - McLean - Moultrie - Piatt
Council #7 Clark - Champaign - Coles - Douglas - Edgar - Vermilion
Council #10 Cumberland - Effingham - Fayette - Jasper - Shelby

Area #4:

Council #11 Crawford - Edwards - Lawrence - Richland - Wabash
Council #12 Jersey - Madison - Monroe - Randolph - St. Clair
Council #13 Clay - Clinton - Franklin - Jefferson - Marion - Washington - Wayne
Council #14 Gallatin - Hamilton - Johnson - Massac - Pope/Hardin - Saline - White
Council #15 Jackson - Perry - Pulaski/Alexander - Union - Williamson

ARTICLE XIX

INDEMNIFICATION

The Foundation shall indemnify any and all of its Directors or officers or former Directors or officers or any person who may have served at its request or by its election as a Director or officer of another 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 Directors or a Director or officer of the Foundation or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Revised and Approved
July 28, 2003

Revised and Approved
August 2, 2004

Revised and Approved
June 7, 2005

Revised and Approved
July 23, 2009

Revised and Approved
July 24, 2018

Steve Stierwalt
AISWCD President

Name
Attest, Title