



BYLAWS OF CARL SANDBURG COLLEGE FOUNDATION

ARTICLE I

Offices

The corporation ("the Foundation") shall have, and continuously maintain in the State of Illinois, a registered office and a registered agent whose business office is identical to such registered office, and may have other offices within or without the State.

ARTICLE II

Purposes

The Foundation is organized and shall be operated exclusively for charitable and educational purposes with the meaning of section 501(c)(3) of the Internal Revenue Code. The Foundation exists and operates for the benefit of, to perform the functions of, or to carry out the purposes of Carl Sandburg College District 518. The Foundation is to be a lasting source of supplemental funding to promote and enhance education within District 518 and shall raise and disburse funds only for the use and benefit of Carl Sandburg College.

ARTICLE III

Board of Directors

Section 1. General Powers.

The affairs of the Foundation shall be managed by, or under the direction of, its Board of Directors selected in accordance with the provisions of these Bylaws. The Board of Directors shall have such powers, duties, and responsibilities specified in these Bylaws.

Section 2. Number, Tenure and Qualifications.

- (a) The Board of Directors shall consist of no more than twenty-one natural persons
- (b) The Board of Directors shall include one director appointed by the Carl Sandburg College Board of Trustees (B.O.T liaison, who serves as the crucial interlocking director between the Sandburg Board of Trustees and the Sandburg Foundation Board of Directors. This role involves facilitating communication, fostering collaboration, and ensuring the alignment of goals and strategies between the two governing bodies. The liaison is responsible for representing the interests and perspectives of the Board of Trustees within the Foundation, while also conveying the Foundation's initiatives and needs back to the Board of Trustees. Through active participation in meetings and strategic discussions, the liaison enhances the synergy between the boards, supporting the overarching mission of Carl Sandburg College.)
- (c) Each Director shall be an individual of at least 18 years of age, who need not be a resident of Illinois. The Foundation shall strive for diverse representation of alumni, various professional fields, and the geographic regions served by Carl Sandburg College.
- (d) Directors shall be chosen at least annually by vote of the Directors at a duly convened meeting of the Board of Directors from the group of nominated candidates recommended by the Board Recruitment & Development Committee. Directors shall serve a three-year term until their successors are elected and qualified. As nearly as possible, an equal number of terms shall expire each year. No director may serve more than three consecutive terms or nine (9) years total. The Past President will be allowed an extension of term if needed to fulfill two (2) one-year terms of office as Past President. A director who has met the consecutive term limit may not be re-elected as a director before the next annual meeting of the Foundation.
- (e) Other administrators and stakeholders. The following persons shall be Ex Officio administrators: the Carl Sandburg College President and the Chief Advancement Officer. Ex Officio administrators shall be invited to attend all meetings of the Board of Directors. Unless otherwise provided by these Bylaws, Ex Officio Directors shall have no voting rights and shall not count toward a quorum on the Board of Directors or on Board committees.

Section 3. Regular Meetings of Directors.

Regular meetings of the Board of Directors shall be held at least quarterly at such times and places as approved by the Board of Directors. The annual meeting shall be held on or about the third Monday of July each year.

Section 4. Special Meetings of Directors.

Special meetings of the Board of Directors may be called by the President or Executive Committee, or by four directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice of Regular and Special Meetings.

Written notice stating the place, day and hour of any meeting of the Board of Directors shall be delivered, either personally, electronically (via email) or by mail, to each director. The notice shall be delivered, sent or mailed not less than five nor more than forty days before the date of such meeting, by or at the direction of the President, the Secretary/Treasurer, or the Executive Committee. In case of a special meeting, or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice shall be deemed delivered when deposited in the United States mail, first class postage prepaid, addressed to each director at their address as it appears on the Foundation records.

Section 6. Written Consent to Action by Board of Directors.

Action can be taken without a meeting of the Board of Directors if written consent is received from all of the directors entitled to vote stating the action taken and their consent thereto. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Assistant Secretary to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. Electronic Consent, such as digital forms of consent where board members approve actions via email, electronic signatures, or an online board management platform may be utilized.

Section 7. Quorum.

Except where otherwise provided by law, by the Articles of Incorporation, or by these bylaws, one-third of the voting directors then in office shall constitute a quorum, and 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. If a quorum is not present at any meeting of the Board of Directors, a majority of the voting directors present may adjourn the meeting from time to time without further notice.

Section 8. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the Board of Directors at any regular or special meeting. A director appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor.

Section 9. Resignations.

Any director may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Foundation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

Section 10. Compensation.

Directors shall not receive any compensation for their services, but by resolution of the Board of Directors, may be reimbursed for their expenses, if providing these services do not prevent them from serving the Foundation in any other capacity.

Section 11. Chief Advancement Officer.

The Chief Advancement Officer shall have the responsibility for coordinating the Foundation's activities. Upon the recommendation of the Executive Committee, the Board of Directors may enter into agreements with Carl Sandburg College providing for the assignment by the College to the Foundation of a college employee to serve as the Foundation Chief Advancement Officer and establishing the terms and conditions thereof. To implement such an agreement, the Executive Committee of the Foundation shall from time to time meet with, consult with, and make recommendations to Carl Sandburg College on questions of policy with regard to hiring, evaluating, removing, compensation and term of office of the Foundation Chief Advancement Officer, and the Executive Committee shall provide a report of said meetings, consultations and recommendations to the Foundation Board of Directors, and the Foundation Board of Directors shall act to accept or to not accept the employee selected by Carl Sandburg College to serve as Foundation Chief Advancement Officer.

Section 12. Director Emeritus.

The Board of Directors may designate as Director Emeritus anyone who is retiring from the Board of Directors, or otherwise ceases to act as a director. As Director Emeritus, he or she shall be entitled to attend board meetings (but shall not be entitled to vote) and may perform such other duties as may be delegated by the Board of Directors. Emeritus directors of the Foundation must have completed the term of nine years on the Foundation Board, made meritorious and extraordinary contributions to the College and the Foundation, engaged in volunteer or advocacy activities, participated in at least one or more of the organization's activities (e.g., events, volunteerism, fundraising, scholarship or grant review, networking, etc.)

Section 13. Attendance at Meetings of the Board of Directors.

Directors are expected to attend at least two of the regular quarterly meetings of the Board of Directors. A director who fails to meet the attendance requirements may be removed by the Board of Directors. If medical-related or extenuating circumstances arise beyond the director's control preventing attendance, directors are encouraged to notify a Foundation staff member or officer as soon as possible if they foresee a potential absence.

ARTICLE IV

Parliamentary Procedure

Parliamentary procedure at all meetings of the Board of Directors and committees shall be in accordance with Roberts' Rules of Order as revised from time to time as nearly as may be.

ARTICLE V

Officers.

Section 1. Officers.

(a) The officers of the Foundation shall be a President, a Vice President, a Past President, a Secretary and treasurer, Other officers as may be elected, or determined, in accordance with the provisions of this Article.

(b)The Board of Directors may elect or appoint such other officers as it shall deem desirable, and 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 Secretary/Treasurer. The College President cannot hold any office.

Section 2. Election and Term of Office.

The officers of the Foundation shall be elected annually by the Board of Directors at the July meeting of 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 conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until their successor shall have been duly elected and shall have qualified. Officers may not serve more than two consecutive one-year terms in any one office.

Section 3. Removal.

Any officer be removed by a vote of a majority of the Board of Directors at a duly convened meeting whenever in its judgment the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights of the person 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 be the principal executive officer of the Foundation and shall in general supervise the affairs of the Foundation, subject only to the policies and directions of the Board of Directors, or its committees. They shall preside at all meetings of the members and the Board of Directors. It shall also be the duty of the President to confer from time to time with, and to seek the guidance and advice of, the Chief Advancement Officer, the College President, or Chief Financial Officer with reference to the affairs of the Foundation. The President shall act as the duly authorized representative of the Foundation in all matters in which the Board of Directors has not formally designated some other person to so act. All contracts, agreements, contracts for goods and services, leases, and instruments to convey real or personal property (including, without limitation, titles and deeds) to which the Foundation is a party and all documents and instruments made on behalf of and creating any obligation or liability on the part of the Foundation shall be executed: (i) by the President and attested by the Chief Advancement Officer; or (ii) pursuant to authorization by resolution of the Board of Directors.

Section 6. Vice President.

In the absence of the President or in the event of their 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/her by the President or by the Board of Directors.

Section 7. Past President.

The Past President shall lead the members in special projects to assist the Foundation in its mission and work with the staff, Board of Directors and college to generate new fundraising ideas and to implement new campaigns or projects.

Section 8. Secretary.

The Secretary shall in general perform all duties as from time to time may be assigned to them by the President or the Board of Directors.

The Secretary shall delegate accurate minutes of all board meetings and executive sessions with Sandburg Foundation staff members. Maintain all official records of the Foundation, including bylaws, policies, and board resolutions. Certify and maintain official copies of bylaws, resolutions, and other legal documents as required. Ensure board activities comply with the Foundation's bylaws and relevant regulations. Assist in the review and update of bylaws and policies as needed. Assist the Board President and Chief Advancement Officer in preparing agendas and materials for board review. Perform other duties as assigned by the Board Chair or the board of directors.

Section 9. Treasurer: Vice President of Business & Finance or Acting CFO

The Treasurer-Vice President of Finance or acting Chief Financial Officer (CFO) shall work with the Chief Advancement Officer and Foundation Accounting Specialist to oversee the financial operations of the Foundation, ensuring sound financial practices. Monitor the financial health of the Foundation and report on financial status to the board regularly. Collaborate with the Chief Advancement Officer, the Foundation Accounting Specialist, and the finance/investment committee to prepare and present the annual budget for board approval. Prepare and present detailed financial reports, including income statements, balance sheets, and cash flow statements, at regular board meetings with the assistance of the Chief Advancement Officer and Foundation Accounting Specialist and ensure timely submission of financial reports to regulatory bodies as required. Manage the Foundation's funds, including investments, endowments, and reserves.

Establish and maintain effective internal controls to safeguard the Foundation's assets. Oversee the preparation and filing of tax returns and other statutory filings. Coordinate the annual audit process with external auditors. Present audit findings with the Foundation Accounting Specialist to the board and ensure implementation of any recommendations.

Provide financial guidance and support for fundraising activities and grant applications. Assist in the development and implementation of financial policies and procedures. Review and update financial policies periodically to reflect best practices and regulatory changes. Work closely with the Chief Advancement Officer and Foundation Accounting Specialist to align Foundation financial activities with the College's financial strategies and goals.

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 one or more standing committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution and in any standing committee rules approved by the Board of Directors, shall have and exercise the authority of the Board of Directors in the management of the Foundation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law.

Section 2. Executive Committee.

The Executive Committee of the Board of Directors shall consist of the President, Vice President, , Secretary, and the Chief Advancement Officer. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Foundation to the extent provided by resolution adopted or standing committee rules approved by the Board of Directors.

Section 3. Finance Committee.

The President shall appoint a Finance Committee which shall review, consider and make appropriate recommendations to the Board with respect to (a) activities and recommendations of other committees which affect the finances of the Foundation, (b) the annual budget and disbursements made by the Foundation, (c) all proposed capital expenditures, (d) the acceptance of in-kind gifts, (e) all other projects, acts or undertakings involving major expenditures as defined, from time to time, by the Board. The Finance Committee shall be empowered to act on behalf of the entire Board as the investment committee for the endowment and any other capital funds.

The Finance Committee will be composed no more than twelve members of the Board and will meet on a quarterly basis. An executive committee of the Finance Committee will be appointed on an annual basis by the Foundation President and be empowered to act on behalf of the Finance Committee on matters solely concerning the investment of the endowment in-between the quarterly meetings of the Finance Committee. The executive committee of the Finance Committee will be comprised of the President of the Foundation Board, Chairperson of the Finance Committee, Chief Advancement Officer, Vice President of Finance or Acting CFO of the College and one at-large member of the Finance Committee. Any action taken by the executive committee of the Finance Committee must be approved by five votes.

Section 4. Audit Committee.

The President shall appoint an audit committee of no more than three to five members of the Foundation Board who shall meet with outside auditors on an annual basis to receive the audit and review the financial health of the Foundation. Such review shall result in a recommendation to the Foundation Board.

Section 5. Active Fund-Raising Committees.

Active Fund-Raising Committees shall be chaired by a member of the Board and shall include the Chief Advancement Officer. Persons-at-large who are not members of the Board of Directors may serve as members of active Fund-Raising Committees. As the need arises, the President of the Board may appoint these committees and their chairmen: (1) Major Donor Committee, (2) Capital Campaign Committee, (3) Annual Fund Committee, (4) Corporate Giving Committee, and (5) Special Events Committee, (6) Planned Giving Committee and (7) Prospect Development Committee(s). Other active fund-raising committees may be designated from time to time by the Board of Directors.

Section 6. Board Recruitment & Nominating.

The President shall appoint a Board Recruitment & Nominating Committee, and its Chairperson, to 1) cultivate prospective Board members, 2) recommend to the entire Board candidates for Board seats and further recommend a slate of officers, to be elected at the final regularly scheduled meeting of the year, 3) evaluate the performance of sitting members, and 4) bring forth policies governing the overall functioning of the Foundation Board.

Section 7. Ad Hoc Committees

Ad hoc committees may from time to time be created 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, and the President of the Foundation shall appoint the members thereof. Any member thereof may be removed by the President of the Foundation whenever in their judgment the best interests of the Foundation shall be served by such removal. Ad hoc committees shall have and exercise the authority of the Board of Directors in the management of the Foundation to the extent provided by said resolution, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed on it by law.

ARTICLE VII

Operating Procedures

Section 1. General Procedures.

Subsection 1. Pursuant to the provisions of Paragraph 5 of the Articles of Incorporation, the terms or conditions imposed upon any transfer of assets to the Foundation, whether by gift or otherwise, shall in all cases be subject to approval of Illinois Community College, District 518, parts of Fulton, Hancock, Henderson, Henry, Knox, McDonough, Mercer, Schuyler, Stark and all of Warren Counties, Illinois. Accordingly, any such transfer made or offered to be made to the Foundation shall be accepted subject to such approval, and such terms and conditions shall be communicated forthwith to the Board of Directors for its acceptance or rejection. All property so transferred to the Foundation with the approval of the 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.

Subsection 2. The Board of Directors, in concert with the Carl Sandburg College Board of Trustees, shall study the long-range needs and objectives of Carl Sandburg College and shall make recommendations concerning the use of unrestricted properties of the Foundation in fulfilling such needs and objectives. Disposition of unrestricted assets shall be subject to the approval and direction of the Carl Sandburg College Board of Trustees.

Subsection 3. The Board of Directors, to carry out the purposes of the Foundation, shall undertake by and through the directors and members of the Foundation and the college community such specific development projects as it may determine, with the approval of the Carl Sandburg College Board of Trustees.

Subsection 4. The Memorandum of Understanding (MOU) between the Carl Sandburg College Foundation and the Board of Trustees of Carl Sandburg College District #518, established on June 27, 2024, outlines the collaborative framework and operational guidelines for the partnership. The MOU is referenced herein for detailed procedures. A copy can be found at www.sandburg.edu or at the Carl Sandburg College Foundation office, located at 2400 Tom L. Wilson Boulevard, Galesburg, IL 61401.

Section 2. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.

Expenditures in excess of \$25,000 shall require the approval of the Foundation Board. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed in such a 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 instruments shall be signed by the Chief Advancement Officer or the Foundation Treasurer-Vice President of Finance/Acting CFO.

Section 4. Deposits.

All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Gifts.

The Board of Directors may accept on behalf of the Foundation, any contribution, gift, bequest or devise for the general purpose of the Foundation.

ARTICLE VIII

Books and Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Foundation may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

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

ARTICLE X

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors, provided that:

- (1) Such action shall be taken at a regular meeting, and not at a special meeting, of the Board of Directors.
- (2) The written notice of the meeting at which the action is to be taken shall state that action may be taken to alter, amend, or repeal these bylaws, or to adopt new bylaws, at such meeting;
- (3) A written proposal regarding the alterations, amendments, or repeal of these bylaws or the new bylaws to be considered shall be sent to the directors along with the written notice of the meeting; and
- (4) The written proposal regarding the alterations, amendments, or repeal of these bylaws or the new bylaws to be considered (in substantially the same form as to be presented at the meeting at which action is to be taken) is provided to the directors at the meeting (regular or special) immediately preceding the meeting at which action is to be taken (i.e. "First Reading").

This procedure is intended to allow notice and discussion of, and reflection upon, any such proposed changes before action is taken. If after First Reading the proposal is modified, then the revised proposal must come up for First Reading before it may then be acted upon at the subsequent regular meeting.

Approved by Board of Directors

Board Secretary

Amended in Substance: 7/28/2014

Ministerial Revisions: 10/27/2014

Amended Article III: 07/24/2023

Amended in Substance: 07/29/2024

