

DIETERICH COMMUNITY EDUCATION FOUNDATION

A PROMISE FOR THE FUTURE

Article 1. THE ORGANIZATION

Section 1.01 Name: The name of this organization shall be the Dieterich Community Education Foundation and the individual program is “A Promise for The Future”. It shall throughout the rest of this document be referred to as the *Foundation*.

Section 1.02 Location: The *Foundation* shall be located within the Village of Dieterich and conduct business from locations established from time to time within the Village of Dieterich. The mailing address shall be 205 S. Pine, Dieterich, IL 62424.

Section 1.03 Mission Statement: The *Foundation* is established to provide monies for tuition for graduating students from Dieterich High School to help the community prosper.

Article 2. BOARD OF DIRECTORS

Section 2.01 Number: This *Foundation* shall be governed and controlled by a board of directors consisting of eleven (11) members.

Section 2.02 Selection of Directors: The *Foundation* is originally formed of volunteer directors. After serving one year the original directors shall choose four directors to be replaced from the community. The following year the directors shall choose four more “original directors” to be replaced. The following year the final three “original directors” shall be replaced. The order of four, four and three will be continued for the following years. The directors shall create a nominating committee prior to the first day of June each year. This nominating committee will select individuals for the board’s consideration for board members. That committee shall meet and nominate individuals for terms of either four or three years. The eleven (11) directors shall vote for the new directors from the list of individuals nominated by the nominating committee for four or three year terms at a meeting to be scheduled in July.

Section 2.03 Director Vacancies: A vacant board position of an unexpired term shall be filled by appointment by the remaining directors to complete the unexpired term. The appointment shall be determined by majority vote of the board.

Section 2.04 Director Resignation: Any Director may resign from the Board of Directors by providing a letter of resignation to any officer of the Board of Directors. The resignation shall be effective at the next meeting of the Board after the resignation is received or at the date as indicated in the resignation.

Section 2.05 Director Removal: An elected director may be removed for cause of a majority vote of the members of the board. Action of removal must be announced at the meeting prior to board action of removal. The director that may be removed has the right to address the board prior to their vote for removal. A failure to attend three consecutive meeting shall be just cause to

call for a vote for removal from the board. A felony conviction shall be just cause. Any act that would be considered detrimental to the reputation of the board, the community or the school district will be considered just cause.

Section 2.06 Meetings: The board shall establish meeting dates as needed. A required action at each meeting is to schedule the next meeting. A special meeting may be called by a consensus of the board officers.

Section 2.07 Board Organization: The board will be reorganized annually at the next meeting following the July meeting where election of directors is conducted. Organization shall be done by board vote to elect officers consisting of a Chairman, Vice-Chairman, Secretary, and Treasurer. At the discretion of the board the Secretary and the Treasurer may be the same individual. At the discretion of the Board, the Treasurer may be an individual or an entity from outside the board.

Section 2.08 Chairman of the Board: The Chairman of the Board shall assume all duties normally associated with the office. The Chairman of the Board will conduct board meetings of the *Foundation*. The Chairman shall have general active management of the *Foundation*. The Chairman shall be responsible for carrying out all orders and resolutions of the Board. The Chairman and the Secretary may execute and deliver in the name of the *Foundation* any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the *Foundation* to or for the account of such organizations, causes, and projects. The signatures of the Treasurer and of the Chairman are both required for withdrawals of monies from accounts.

Section 2.09 Vice-Chairman: The Vice-Chairman shall succeed the Chairman at such times that the Chairman is absent or there is a vacancy in the Chairman's position.

Section 2.10 Secretary: The Secretary shall keep minutes of the meetings or provide for those minutes to be recorded and provide any written notices. The Secretary shall affirm by signature, documentation of contracts, agreements and other tools of legal transactions or notice.

Section 2.11 Treasurer: The Treasurer shall keep accurate accounts of all monies of the *Foundation* either received or disbursed. The Treasurer shall have the authority to endorse for deposit all monies, drafts and checks in the name of and to the credit of the *Foundation* in such banks and depositories as the Board may designate. Should the Board require a financial audit of the Board's finances, the Treasurer shall provide two (2) or more quotes for services from qualified auditors for the Board's selection. The signatures of the Treasurer and of the Chairman are both required for withdrawals of monies from accounts.

Section 2.12 Quorum: A meeting shall not be conducted without a quorum present. Six or more members of the Board constitute a quorum. All motions of the Board of Directors shall be determined by the majority vote of the directors in attendance at a legal board meeting.

Section 2.13 Director Compensation: Directors shall not be compensated for services as a member of the Board. They may be reimbursed for expenses related to the business of the *Foundation* for such things as mileage, meals, lodging or office material.

Section 2.14 Scholarship Committee: The *Foundation* shall appoint a scholarship committee consisting of a community representation. The committee shall consist of five members. Those five members shall consist of at least one person representing Dieterich Community Unit #30 School District from either the ranks of school administration, teacher, or School Board Member, at least one member from a local business, at least one member shall be a member of the *Foundation* board, and at least one member being a parent of an elementary student. The last member may be any individual from the area of the *Foundation*'s choosing. The committee shall be appointed by the *Foundation* board prior to the first day of November each year and shall remain as a committee for one year. Any person on the committee shall not remain on the committee for more than two years. A former committee member shall be eligible to be reappointed to the committee no sooner than three years after his first appointment. The committee shall take direction from the *Foundation* board in determining the distribution of monies. That direction shall be conveyed in writing.

Section 2.15 Qualifications and Benefits: The *Foundation* will establish student qualification and benefit amounts.

Article 3. FINANCES

Section 3.01 Fiscal Agent: The *Foundation* may designate fiscal agents, investment advisors and custodians as the Board may select by resolution. The Board may at any time, with or without cause, discontinue the use of services of any such fiscal agent, investment advisor, or custodian by board resolution.

Section 3.02 Long Term Investments: Long term investments shall be investments that are held on account by a Fiscal Agent. Long term investments may be investments of any duration as determined by the Board.

Section 3.03 Short Term Investments: The Board may establish accounts as a means to store donations prior to investing for long term. Short Term investments shall be for a term of twelve months or less.

Section 3.04 Petty Cash: The Board may create a Petty Cash fund for day to day expenses and receipts.

Section 3.05 Accumulation of Monies: Monies may be accumulated by donations, bequests, endowments and other forms of gifts. A person or entity making donations may ask that their donation be held as an endowment so that only the interest or earnings on the initial donation may be distributed. In the confines of this document, monies may also include real property and any other form of enrichment. Any such monies shall hereafter in this document be referred to as "donations".

Section 3.06 Determination of Money Distribution: A committee established by this *Foundation* shall have the sole authority to choose or determine the qualifications of the students receiving monies in the form of scholarships. At no time shall any person or entity providing donations influence the committee in any distribution of monies.

Section 3.07 Reasonable Returns: The Board shall take steps to assure that each Board Member, agent, or custodian with respect to the aggregate of the unrestricted trusts or funds that are a component part of this *Foundation*, administer such trust or fund in accordance with accepted standards of fiduciary conduct to produce a reasonable return (as determined by the Board) of net income return, in furtherance of this *Foundation's* purposes.

Section 3.08 Audit of Accounts: The Board shall determine the frequency if any and the need of a financial audit. Monies that are on deposit with a Fiscal Agent or Custodian shall receive an Audit of Accounts from those entities that may suffice as an Audit of Accounts of the *Foundation*.

Section 3.09 Transfer of Money: The Treasurer and the Chairman must cosign all checks and withdrawals of monies. One signature of either Treasurer or Chairman is required for deposits of monies into accounts.

Article 4. FIDUCIARY RESPONSIBILITY

Section 4.01 Fiduciary Responsibility: It shall be the policy of this *Foundation* that the Board shall assume and discharge fiduciary responsibility with respect to all funds held or administered by the *Foundation*.

Article 5. NON-DISCRIMINATION

Section 5.01 Non-Discrimination: All disbursements of monies shall be given without regard to the recipient's economic status, race, creed, color, religion, sex or age.

Article 6. INDEMNIFICATION

Section 6.01 Indemnification: The *Foundation* may indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as determined by the Board.

Article 7. DISSOLUTION

Section 7.01 Dissolution: This *Foundation* may be dissolved upon resolution by the Board. Any monies on account, should the *Foundation* be dissolved, shall be released to a similar organization to benefit the post high school education of the students. An organization benefiting the Dieterich School District (or former Dieterich School District) shall be considered first for distribution of funds. In the event of school consolidation, second consideration will be given to an organization to benefit the further education of the graduating seniors from the consolidated school district. An organization for the benefit of Effingham County shall be considered third for distribution of funds.

Article 8. AMENDMENTS OF BY-LAWS

Section 8.01 Amendments of By-Laws: These By-Laws may be amended by majority vote of the Board of Directors providing that the subject of the amendment is included in the agenda of the meeting and distributed to the individual board members prior to the meeting.