

# *Friends of Coonley School*

An Organization Supporting  
John C. Coonley School  
4046 N. Leavitt  
Chicago, IL 60618

## Amended and Restated Bylaws

Approval Date: October 6, 2020

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**ARTICLE I**  
**NAME AND PURPOSE**

- 1.01 *Name.* The Corporation will be known as FRIENDS OF COONLEY SCHOOL.
- 1.02 *Purpose.* The Corporation is organized and will be operated exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter called the “Code”). Within this framework, the purposes for which the Corporation is organized are:
- (a) To assist with, supplement, develop, maintain and expand educational programs for students at John C. Coonley School, a public school in Chicago, Illinois, and to enrich the educational experiences of such students.
  - (b) To establish an alumni association organized for the purpose of promoting the welfare of John C. Coonley School.
  - (c) To receive any property, real, personal, or mixed, by gift, demise, bequest, purchase, lease, loan or otherwise, absolutely or in trust, and to carry out the directions and exercise the powers (if any) contained in any trust or other instruments under which such property may be so received.
  - (d) To do and engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Illinois.

Notwithstanding any of the foregoing:

- (a) The Corporation is not organized for pecuniary profit or financial gain, and it will have no capital stock and no power to issue shares of stock or to declare dividends.
- (b) No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (c) The Corporation will not carry on any propaganda or otherwise attempt to influence legislation, and will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (d) The Corporation will not carry on any activities not permitted to be carried on by an organization (i) exempt from federal income tax under Section 501 (a) of the Code by virtue of its being an organization described in Section 501(c)(3) of the Code, or (ii) to which a “charitable contribution” (as defined in Section 170(c)(2)

of the Code) may be made.

- (e) The Corporation will 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 Code.
- (f) The Corporation (i) will not engage in any act of “self-dealing” (as defined in Section 4941(d) of the Code); (ii) will not retain any “excess business holdings” (as defined in Section 4943(c) of the
- (g) Code); (iii) will not make any investment in such manner as to subject it to tax under Section 4944 of the code); and (iv) will not make any “taxable expenditures” (as defined in Section 4945(d) of the Code).

## **ARTICLE II OFFICES AND REGISTERED AGENT**

- 2.01 *Registered Office and Agent.* The Corporation will have and continuously maintain a registered office in Illinois, and a registered agent having a business office identical with such registered office.
- 2.02 *Other Offices.* The Corporation may also have such other office or offices in Illinois or elsewhere as the Board of Directors may determine or as the business of the Corporation may require.

## **ARTICLE III MEMBERSHIP**

- 3.01 *Members.* The Corporation will have one class of membership. Members may be divided into Membership Committees for the purpose of transacting the Corporation’s business, but the rights and duties of all members will be equal.
- 3.02 *Registration.* Automatic membership will be granted to (a) the parent(s) or guardian(s) of any student who is enrolled at Coonley School during the academic year; and (b) every faculty and staff member of Coonley School. Alumni of Coonley School, the parent(s) or guardian(s) of alumni of Coonley School, former faculty or staff of Coonley School, neighbors, community and business leaders and all other persons interested in promoting the purposes of the Corporation, may be granted membership upon registration with the Secretary.
- 3.03 *Term of Membership.* The term of office of any member will be life. Notwithstanding the foregoing, any member may resign at any time by mailing or delivering written notice thereof to the Secretary of the Corporation. Any member may be removed at any time, with or without cause, by majority vote of the Board of Directors.

- 3.04 *Meeting of Members.* Meetings of members will be called by the Board of Directors. Meetings of members may be held at such place and at such hour as may be fixed in the notice of the meeting. If no place and hour are so fixed, such meetings will be held at Coonley School at 7.30 P.M., Chicago time.
- 3.05 *Membership Committees.* The Board of Directors may create, modify and/or dissolve one or more membership committees to help facilitate the Corporation's business. Each committee will include two or more Directors, and all members that elect to participate. The rights of the Membership Committees are subject to Section 3.06.
- 3.06 *Rights and Duties of Members.* No member, other than those members who also serve as a Board of Director of the Corporation, will be entitled to vote on any matter affecting the Corporation. Notwithstanding anything to the contrary in these Bylaws, Members will be permitted to:
- (a) Participate in the Membership Committee of their choice, subject to any parameters reasonably prescribed by the Board of Directors.
  - (b) Submit opinions or requests for action to the Board of Directors.
  - (c) Engage in any activity that a majority of the Board of Directors approves.
- 3.07 *Non-liability of members.* The members of the Corporation will not be liable for any debts or obligations of the Corporation.

#### **ARTICLE IV BOARD OF DIRECTORS**

- 4.01 *General Powers.* The property and affairs of the Corporation will be managed by its Board of Directors.
- 4.02 *Number, Election, Tenure, and Qualifications.* The number of directors will be determined by the Board of Directors at each annual meeting, but will not be less than three (3) nor more than nine (9). Subject to the immediately preceding sentence, at each annual meeting of the Board of Directors, the incumbent Board of Directors will elect a number of directors sufficient to compose a Board of Directors having between three (3) and nine (9) directors, each to serve a two-year term, and until their successor is elected and qualified. Newly elected directors will take office upon the adjournment of the annual meeting at which they are elected. Directors need not be residents of Illinois, and there will be no limit on the number of consecutive terms that an individual director may serve.
- 4.03 *Removal from Board of Directors.* A director may be removed, with or without cause, by a unanimous vote of the remaining Directors. Failure to attend more than three (3) meetings without prior communications with the President or Secretary will be cause for removal from the Board of Directors. Notwithstanding anything to the contrary, a Director may resign at any time, but notice must be provided to the Board at least seven (7) days prior to the next regular or special meeting of the Board.

- 4.04 *Regular Meetings of the Board of Directors.* The regular annual meeting of the Board of Directors will be held without other notice than these by-laws, at Coonley School or at such other place as the Board of Directors may designate on the third Wednesday in September or at such alternate date and time as the Board may designate. The Board of Directors may provide, by resolution or written consent of the majority of the Board of Directors, the time and place for the holding of additional regular meetings without other notice than such resolution or consent. At least three (3) days' notice (which need not be in writing) will be given to each member of the Board of Directors if there is a change of a regular meeting date.
- 4.05 *Special Meetings of the Board of Directors.* Special meetings of the Board of Directors may be called by or at the request of the President or any three directors. The person or persons who call special meetings of the Board of Directors may designate any place as the place for holding such special meeting.
- 4.06 *Notice of Special Meetings.* Notice of any special Meeting of the Board of Directors must be given (i) at least two days prior thereto delivered personally or by telephone to each director, or (ii) at least five days prior thereto by written or printed notice mailed to each director at his or her address as shown in the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting will 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, nor the purpose of any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, other than as required by law, the articles of incorporation or these by-laws.
- 4.07 *Quorum.* A majority of the number of directors constitutes a quorum for the transaction of business at any duly called meeting of the Board of Directors, provided that if less than a quorum is present at any such meeting, a majority of the directors present, or the sole director present, may adjourn the meeting to another time without further notice.
- 4.08 *Manner of Acting.* The act of a majority of the directors present at a duly called meeting at which a quorum is present will constitute the act of the Board of Directors, unless the act of a greater number is required by law, the articles of incorporation or these by-laws.
- 4.09 *Informal Action.* Any action which is required by law or the articles of incorporation or these by-laws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, will be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the directors will have the same force and effect as a unanimous vote at

a duly called and constituted meeting of the Board of Directors, and may be stated as such in any certificate or document reflecting the action taken.

- 4.10 *Vacancies.* Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, will be filled by the Board of Directors unless otherwise required by law, the articles of incorporation or these by-laws, and the filing of such vacancies will be undertaken by the Board of Directors as soon as practicable. A director elected to fill a vacancy will serve for the unexpired term of his or her predecessor in office, and a director elected to fill a new directorship will serve until the adjournment of the next annual meeting of the Board of Directors and until his or her successor will have been elected and qualified.
- 4.11 *Honorary Board Members.* The Board of Directors may appoint Honorary Board Members to advise the Board of Directors at any regular or special meeting of the Board. Honorary members will serve a one year term, and there will be no limit on the number of consecutive terms an Honorary Board Member may serve. Honorary Board Members will act in an advisory capacity only; they will not have a vote in corporate business, nor will their participation count towards the Director total provided in Section 4.02. Honorary Board Members will include, but need not be limited to, the current Principal of Coonley School and the Chairperson of the Coonley School Local School Council. In addition, the Board of Directors may appoint any other Honorary Board Members for similar terms of office.

## **ARTICLE V OFFICERS**

- 5.01 *Officers.* The officers of the Corporation will be a President, a Vice President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person. The President and Vice President will be chosen from the Board of Directors, or if elected at the annual meeting of the Board of Directors, will be a newly elected director.
- 5.02 *Election and Tenure.* The officers of the Corporation will be elected annually by the Board of Directors at its annual meeting. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as practicable. Each officer will hold office until the adjournment of the next annual meeting of the Board of Directors and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation, or removal in the manner hereinafter provided. A member of the Board of Directors may not serve more than three consecutive full one-year terms in any one office.
- 5.03 *President.* The President will be the principal executive officer of the Corporation, subject to the direction and control of the Board of Directors. The President will, in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed from time to time by the Board of Directors.

- a. The President will preside at all meetings of the Board of Directors and Members.
  - b. The President may sign, alone or with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors or these by-laws, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed or the execution of which is in the ordinary course of the Corporation's business, with or without the seal of the Corporation, except documents the execution of which will be expressly delegated by law, the articles of incorporation, these by-laws, or the Board of Directors to some other officer or agent of the Corporation.
- 5.04 *Vice President.* The Vice President will assist the President in the discharge of the duties of the President as the President may direct, and will perform such other duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President will perform the duties of the President, and when so acting will have all of the powers of and be subject to all of the restrictions upon the President.
- 5.05 *Secretary.* The Secretary will keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose; will see that all notices are duly given in accordance with applicable law, the articles of incorporation and these by-laws; will be custodian of the corporate records; will keep a record of the mailing address of each director and officer of the Corporation, which addresses will be furnished to the Secretary by the directors and officers; and, will perform all other duties customarily incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.
- 5.06 *Treasurer.* The Treasurer will be the principal accounting and financial officer of the Corporation and will have charge of and be responsible for the maintenance of adequate books of account for the Corporation; will have charge and custody of all funds and securities of the Corporation, and be will be responsible for the receipt and disbursement thereof; will deposit all funds and securities of the Corporation in such banks, trust companies or other depositories as will be selected in accordance with these by-laws; and in general perform all of the duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the duties of that office in such sum and with such surety as the Board of Directors will determine. The cost of any such bond or surety required by the Board of Directors will be paid from the funds of the Corporation.
- 5.07 *Vacancies.* Any vacancy occurring in any office of the Corporation will be filled at the first regular meeting after the vacancy occurs, by a person elected by the Board of Directors, proper notice having been given. The newly elected officer will serve the remainder of the unexpired term to which he or she was elected.
- 5.08 *Resignation.* The resignation of any officer must be submitted to the President at least

seven (7) business days prior to the next regular meeting of the Board of Directors, so that proper notice of a vacancy may be published, and an item added to the agenda.

- 5.09 *Removal.* Any officer may be removed, with or without cause, by the majority vote of the Board of Directors. Recommendation for the removal of an officer will be submitted in writing to the President at least seven (7) days prior to the next regular meeting of the Board of Directors, so that proper notice may be given, and an item added to the agenda. If the President is the subject of a removal proceeding, notice will be submitted to the Vice-President.
- 5.10 *Notice.* Proper notice to all members of the Board of Directors must be in writing, mailed to his or her residence. Notice is considered completed when a properly addressed, stamped notice is deposited with the United States Postal Service.

## **ARTICLE VI CONTRACTS, CHECKS, RECEIPTS AND DISTRIBUTIONS**

- 6.01 *Contracts.* The Board of Directors may, by resolution, authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, 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.
- 6.02 *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 will be signed by such officer or officers, agent or agents of the Corporation and in such manner as will 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 will be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation.
- 6.03 *Deposits.* All funds of the Corporation will 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.
- 6.04 *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.
- 6.05 *Distributions.* All distributions made by the Friends of Coonley School must be made for the exclusive benefit of the student population, whether directly or indirectly, at John C. Coonley School. Distributions made in accordance with any of the following provisions will satisfy this requirement:
- a. The Board may distribute funds to help support the projects outlined in the Annual

School Improvement Plan, submitted by the Local School Council to the Illinois State Board of Education. Notwithstanding the previous sentence, recommendations by the Local School Council, as to the timing and use of any distribution, are not binding upon the Corporation, but are subject to the final approval of the Board of Directors.

- b. The Board may distribute funds for a project not outlined in the Annual School Improvement Plan, upon approval of the Local School Council. The Board is not required to fund any project so approved by the Local School Council, as all distributions remain subject to the final approval of the Board of Directors.
- c. The Board may distribute funds that the Board determines, in its discretion, are made for the exclusive benefit of the student population, whether directly or indirectly, at John C. Coonley School.

## **ARTICLE VII TITLE AND PROPERTY OWNERSHIP**

- 7.01 *Title.* All property, however acquired, will be solely owned by the Friends of Coonley School.
- 7.02 *Designation of Ownership.* All property owned by the Friends of Coonley School will be tagged or otherwise identified as the property of the Friends of Coonley School.
- 7.03 *Loans.* Any property owned by the Friends of Coonley School may, in the discretion of the Board of Directors, be loaned to such persons or entities as may further the purposes stated above.

## **ARTICLE VIII INDEMNITY**

The Board of Directors may indemnify and hold harmless any director, officer, or agent of Friends of Coonley School from any suit, damage, claim, judgment, or liability arising out of or asserted to arise out of, the conduct of such person in his or her capacity as a director, officer or agent (except in cases involving willful misconduct). The Board of Directors may propose or procure insurance for such purposes.

## **ARTICLE IX BOOKS AND RECORDS**

The Corporation will keep correct and complete books and records of account and will also keep minutes or the proceedings of the Board of Directors.

**ARTICLE X  
FISCAL YEAR**

The fiscal year of the Corporation will begin on the first day of July in each calendar year and end on the last day of June in the next succeeding calendar year.

**ARTICLE XI  
WAIVER OF NOTICE**

Whenever any notice is required to be given under applicable law, the articles of incorporation or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time specified therein, will be deemed equivalent to the giving of such notice.

**ARTICLE XII  
AMENDMENT OF BYLAWS**

The power to amend the Bylaws or adopt new Bylaws will be vested in the Board of Directors. Bylaws may be amended, or revised Bylaws adopted, at any regular meeting of the Board of Directors by a vote of the majority of the members serving on the Board of Directors, provided that notice of the proposed amendment or revision will have been given at the previous regular meeting, or written notice has been given to all Board Members thirty (30) days in advance of the meeting at which the amendment is to be considered.

**ARTICLE XIII  
DISSOLUTION**

Upon dissolution or final liquidation of the Corporation, and after payment of its obligations have been made or otherwise provided for, the assets of the corporation (that are not held upon condition requiring return, transfer or conveyance by reason of such dissolution or final liquidation), will be transferred to a charitable organization at John C. Coonley School in Chicago, Illinois, or to another charitable organization, as selected by the Board of Directors, that has purposes substantially the same as those stated in Article I above.

These Amended and Restated Bylaws amend and restate, in their entirety, the Bylaws of the Friends of Coonley School adopted by the initial Board of Directors on December 14, 2005, as the same have been amended, restated, supplemented or otherwise modified prior to the date hereof. These Amended and Restated Bylaws have been submitted to the Board of Directors of Friends of Coonley School and approved by a majority of such Board of Directors on October 6, 2020.

Board of Directors:

Kathy Alvarez

Inka Cherry

Christina Kreidler

Stephen Laslo (ex officio)

Kristin Morris

Brooke Odem

Brooke Roark

Erin VanAwken