

**Bylaws of the  
Friends of Jones College Prep High School**

Bylaws Revision, September 17, 2020

**ARTICLE I: Name, Purpose**

**Section 1.1 Name**

This Organization, incorporated under the "General Not-for-Profit Act" of the State of Illinois, shall be known as the Friends of Jones ("FOJ").

**Section 1.2 Purpose**

Friends of Jones College Prep (the "Organization" or "FOJ") is organized exclusively for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future federal tax code) (the "Code") including, for such exempt purposes specifically:

Supports academic and extra-curricular success for all Jones College Prep ("JCP") students and enhances school activities through fundraising for resources, equipment and other opportunities determined through the current grant award process developed for this purpose.

The Organization shall be non-commercial, non-sectarian, non-partisan and non-profitable and no part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its Directors, officers, members or other private persons except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered to it or for its benefit and to make payments and distributions in furtherance of the purposes set forth herein.

The name of the Organization or the names of any Directors or officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes and objectives of the Organization set forth herein.

The Organization shall not directly or indirectly participate or intervene in any way (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

The Organization shall work with JCP to provide quality education for all children attending JCP in any way it deems necessary and may cooperate with other organizations and agencies concerned with child welfare, but persons representing the Organization in such matters shall make no commitments that bind the Organization.

FOJ activities will be guided by its grant award and fundraising guidelines ensuring FOJ activities are aligned with non-profit organization best practices in grant award distribution, gift stewardship, donor confidentiality and reporting. These guidelines will be prepared, reviewed and adopted by FOJ Directors.

Notwithstanding any other provision of these Bylaws, the Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

In addition to the purposes set forth above, the Organization shall also have, for exempt purposes within the meaning of Section 501(c)(3) of the Code, the purposes of, in general, exercising any, all and every power that a not for profit corporation organized under the applicable provisions of the Illinois General Not for Profit Corporation Act of 1986 for charitable, scientific, literary and educational purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers is in furtherance of exempt purposes.

## **ARTICLE II: Membership**

Membership in FOJ is open to any person interested in furthering the purposes set forth in Section 1.2 including, but not limited to, alumni, parents and guardians of current and former students, and the community at-large. All parents and guardians of current students will be considered members of FOJ and are automatically enrolled.

Members are asked to make a financial contribution to the Organization according to their ability. Financial support is not a requirement of membership or for holding office; however, it is the primary purpose of the Organization.

All members, with the exception of the community at-large, are eligible for candidacy on the Board of Directors up to the numeric limit established in Section 3.2. Persons elected to the Board of Directors, as provided in Sections 3.2 and 3.3, shall constitute the voting membership of the Organization.

## **ARTICLE III: Board of Directors**

### **Section 3.1 General Powers**

The property, affairs and business of the Organization shall be managed and directed by the Board of Directors ("Directors") in cooperation with the JCP Local School Counsel ("LSC") and the JCP Principal.

### **Section 3.2 Number, Election and Term**

The number of Directors shall be 15-25. The number of Directors may be increased or decreased from time to time by a majority vote of the Directors.

Directors will be elected for a one-year term and may be reelected. Efforts will be made to include at least one parent or guardian of a student from each grade (grades 9-12) represented at JCP.

Elections will be held annually by June. Terms will be from July to June.

### **Section 3.3 Nominations**

A Nominating Committee, led by the Vice Chair and made up of at least two current Directors will interview candidates and will submit a slate for approval by a majority of the currently seated Directors.

Nominations can be made by any member. In addition, members are invited to submit their own names for consideration.

### **Section 3.4 Voting, Quorum, Proxies**

Matters brought before the Directors will be decided by a majority vote. The Directors may only consider motions presented by a Director. One-third (33%) of the Directors shall constitute a quorum for the transaction of business at any meeting, although if less than one-third of the Directors are present, a majority of those present may adjourn the meeting.

Directors may conduct votes using electronic tools such as email. Any member may decline to vote electronically, for any reason, and may request an alternative method with which to cast their vote. When voting electronically on any issue, the following guidelines must be followed:

- (a) A call for votes is distributed by the Chair
- (b) A motion and second must be included in the description of the vote being called
- (c) A deadline for vote submission is included in the communication
- (d) A majority of total eligible voting roles is needed to consider the vote final
- (e) If the vote is taken outside of a normal business meeting, the outcome of the vote will be communicated via email and noted in the next business meeting minutes as part of the Chair report

### **Section 3.5 Powers and Responsibilities**

The Directors are charged with carrying out the mission of the Organization. Each Director is expected to attend all Board meetings and to participate fully in the work of the Board. Each Director must be vigilant in avoiding any appearance of conflict of interest at any time. Directors will be required to sign a Conflict of Interest Policy annually. If a Director refuses to sign the Conflict of Interest Policy, they will be removed from their position.

### **Section 3.6 Vacancies and Removals**

Vacancies that occur between elections may be filled by a majority vote of the Directors. The individual thus elected will serve until the next regular election. A Director may be removed from the Board by resignation, gross misconduct, or absenteeism:

- (a) Any Director may resign at any time by giving prior written notice of such resignation to the Chair
- (b) If a Director is involved in an illegal activity or misconduct, the Chair will contact the Director in writing informing them of their removal from their position for cause.
- (c) If a Director fails to attend three consecutive meetings in a year, the Board Chair will contact the Director in writing asking for reaffirmation of interest in being a Director. In the absence of a positive response, the Director will be removed and a new Director will be elected. Despite a positive response, if said Director fails to attend the next meeting, the Director will be removed and a new Director may be elected.

### **Section 3.7 Compensation**

Directors serve without compensation.

## **ARTICLE IV: Meetings**

### **Section 4.1 Board Meetings**

Board meetings ordinarily will be held on the 2nd Thursday of the month at an agreed upon time during the school year, including the annual meeting. When this date conflicts with a school holiday, the Chair shall set an alternate date.

Except for the annual meeting, Directors must be notified of the time and place of the meetings, either orally or in writing, at least five (5) days before the meeting. The schedule of meetings will also be announced and will be open to members of the Organization

The annual meeting will be held during the May Board Meeting, unless the Chair determines an alternate date is required. Directors will be notified of the time, place, and date of the meeting at least 20 days in advance of that meeting. The date of the annual meeting will also be announced to the members. The Directors may change the date of the annual meeting upon 10 days written notice to the Directors.

The most recent edition of Roberts Rules of Order shall, to the extent consistent with these Bylaws, serve as a guideline for how to run meetings of the Directors.

### **Section 4.2 Special Meetings**

Special meetings of the Directors may be called by or at the request of the Chair or by the request of one-quarter of the total number of current Directors.

### **Section 4.3 Notice of Meetings**

Notice of any meeting, including special meetings, shall be given at least five (5) days prior thereto by oral notification (delivered in person, by email, or over the phone) or by written notice, delivered personally or sent by mail or email to each Director at his or her home or business address as shown on the roster maintained by FOJ.

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 prepaid.

For any meeting at which dissolution of FOJ is being recommended, notice by e-mail is not acceptable; notice may only be delivered in person or over the phone, but not by leaving a message, or sent by mail. Any Director may waive notice of any meeting.

## **ARTICLE V: Officers**

The officers of the Organization shall be the Chair, Vice Chair, Secretary, and Treasurer. Any two (2) offices may be held by the same person at any time, except the officers of Chair and Secretary must be held by two (2) separate persons.

The Chair shall be the Chief Executive Officer of the Organization and is charged with the general supervision and direction of all its business affairs. The Chair shall preside at meetings of the Directors.

In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform all the duties of the Chair. The Vice Chair may become the Chair in the following year of their election as Vice Chair.

The Treasurer shall be responsible for all funds of the Organization, shall cause the deposit of moneys received by the Organization in appropriate depositories, shall cause disbursements as authorized by the Organization, shall maintain appropriate books and accounts and shall generally cause to be performed all the duties incident to the office of Treasurer. Financial reports will be presented monthly to the directors and then annually to the membership. Tax and state reporting documents will be filed according to law.

The Secretary shall see that minutes of the annual meeting and of all meetings of the Directors are kept; shall see that all notices are duly given in accordance with these Bylaws; shall see that the corporate records are kept; shall see that a registry is kept of the post office and e-mail addresses of each Director, and shall generally perform or direct the performance of all duties incident to the office of Secretary.

#### **ARTICLE VI: Committees**

The Chair may designate and appoint one or more committees, each of which shall include at least one Director.

#### **ARTICLE VII: Fiscal Year**

The fiscal year of the Organization shall be from July 1 to June 30.

#### **ARTICLE VIII: Distribution of Income**

The Directors may authorize distributions of the Organization 's money, property, or other assets to any project or group activity according to criteria and priorities to be determined by the Directors and within the purposes of the Organization.

The Chair can distribute funds of \$500 or less without board approval.

Funding requests from various educational departments at JCP will be discussed with the Principal and prioritized according to the overall school priorities. Grant applications should be submitted through the formal grant submission process. Grant awards will be published by FOJ and posted on the FOJ web site.

#### **ARTICLE IX: Finances**

##### **Section 9.1 Budget and Financial Reports**

- (a) By September of each year, the Treasurer shall submit a proposed budget to the Directors. The budget, with any changes desired by the Directors, will be adopted by vote of the Directors.
- (b) At the annual meeting of the Organization, the Treasurer shall submit to the Directors and others in attendance, a non-audited financial report of all income and expenditures of the current fiscal year.
- (c) At the fall meeting of the Organization, the Treasurer shall submit to the Directors and others in attendance, an audited financial report of all income and expenditures of the previous fiscal year.

## **Section 9.2 Federal and State Reporting**

The Treasurer shall prepare and file or cause to be prepared and filed such federal and state tax and accounting returns and reports as shall be required by law, at the expense of the Organization.

## **Section 9.3 Banking**

The Organization will maintain such bank accounts as approved by the Directors. Two signatures will be required on all checks. Signers will be the Chair, Vice Chair, Secretary, and Treasurer. Signatures will be updated on an annual basis or as needed.

## **Section 9.4 Credit or Debit Card**

The Organization may maintain a credit or debit card, as approved by the Directors. Authorized card holders will be the Chair and other Directors as approved by a majority vote of the Directors. Authorization of card holders will be updated on an annual basis or as needed.

## **ARTICLE X: Indemnification**

Each person who at any time is or shall have been a director, member, officer, employee, volunteer or agent of the Organization, or is or shall have been serving at the request of the Organization as a director, member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Organization in accordance with and to the full extent permitted by the General Not for Profit Corporation Act of Illinois in effect at the time of adoption of these Bylaws or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of members for disinterested directors or otherwise. If authorized by the Directors, the Organization may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois in effect at the time of the adoption of these Bylaws or as amended from time to time.

## **ARTICLE XI: Dissolution**

The Organization may dissolve if (i) the Directors adopt a resolution proposing that the Organization be dissolved voluntarily, recommending a plan for the distribution of the Organization's assets and directing that the questions of such dissolution and distribution of assets be submitted to a vote at a special or annual meeting of the members and Directors and (ii) a notice of such proposed action is given to all Directors not less than twenty (20) days prior to such meeting. The date of such a meeting will also be announced to the members. The notice of dissolution must include a plan for the disposition of all of the Organization's assets and properties. Final action may be taken by the Directors at such special or annual meeting, and such action shall require the affirmative vote of two-thirds of the Directors present and voting.

In the event of dissolution or final liquidation of the Organization, the Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Organization, distribute all remaining assets to such one or more of the following categories of recipients as the Directors of the Organization shall determine:

- (a) a not-for-profit organization or organizations which may have been created to succeed the Organization, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code; and/or
- (b) a not-for-profit organization or organizations having similar aims and objectives as the Organization n and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Code or as an organization exempt from federal income taxation under

Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code.

#### **ARTICLE XII: Amendments to the Bylaws**

These Bylaws may be amended or revised by a vote of the majority of those Directors attending any meeting of the Organization, provided that written notice is provided to the Directors at least seven days prior to the meeting at which the vote to amend or revise the Bylaws is to be taken. The date of such a meeting will also be announced to the members.

#### **ARTICLE XIII: Waiver of Notification**

Whenever any notice is required to be given under the provisions of the General Not for Profit Act of Illinois or under the provisions of the Articles of Incorporation or of the Bylaws of the Organization, 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.

**Initial Bylaws adoption date: November 2008; revised and submitted for approval June 2011; Updated for 2012. Updated for 2014-15 October 16, 2014 and submitted for approval. Updated for 2015-16 June 15, 2015 and submitted for approval. Updated for 2018-19 June 3, 2018 and submitted for approval. Updated for 2020-21 September 17, 2020 and submitted for approval.**