

LAW OFFICES
KLEIN, THORPE AND JENKINS, LTD.

*3/10-
Status?
R*

RINDA Y. ALLISON
TERRENCE M. BARNICLE
JAMES P. BARTLEY
THOMAS P. BAYER
JENNIFER C. CHAVEZ
GERARD E. DEMPSEY
MICHAEL J. DUGGAN
JAMES V. FEROLO
E. KENNETH FRIKER
ROBERT R. HALL, JR.
KATHLEEN T. HENN
EVERETTE M. HILL, JR.
MICHAEL T. JURUSIK
JACOB H. KARACA
PATRICK A. LUCANSKY

SUITE 1660
20 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606-2903

TELEPHONE (312) 984-6400
FACSIMILE (312) 984-6444
FACSIMILE (312) 606-7077

ORLAND PARK OFFICE
15010 S. RAVINIA AVE., SUITE 17
ORLAND PARK, IL 60462-3162
TELEPHONE (708) 349-3888
FACSIMILE (708) 349-1506

LANCE C. MALINA
MICHAEL A. MARRS
THOMAS M. MELODY
JANET N. PETSCHKE
DONALD E. RENNER, III
SCOTT F. UHLER
GEORGE A. WAGNER
ALLEN WALL
DENNIS G. WALSH
JAMES G. WARGO
BRUCE A. ZOLNA

OF COUNSEL
JAMES A. RHODES
RICHARD T. WIMMER

WRITER'S DIRECT DIAL

(312) 984-6412

WRITER'S E-MAIL

gedempsey@ktjnet.com

September 24, 2004

Ms. Lynn McQueary
Mayor Daniel J. McLaughlin's Office
Village of Orland Park
14700 S. Ravinia Avenue
Orland Park, Illinois 60462

RECEIVED
DEC 22 2010
CITY OF ORLAND PARK
OFFICE
*TIC -
11-10-04
11-17-04*

Dear Lynn:

Re: Orland Park-Stellwagen Family Farm Foundation
Revised Bylaws

I enclose revised Bylaws for the Foundation. The revisions accomplish the goals of necessitating active permission from the Mayor in order to effect the appointment and removal of members of the Foundation's Board of Directors, with respect to any future changes to the Articles of Incorporation or Bylaws, and with respect to any future dissolution of the Foundation.

Don Renner of our office has suggested the technique by which these goals have been achieved, namely, by creating a classification of "members" of the Foundation.

The "members" of a not-for-profit corporation like the Foundation are equivalent to the stockholders in a business corporation. In this case, the Foundation's "members" are limited to a single individual, namely, that person who from time to time is the duly elected and qualified Mayor of the Village of Orland Park, Illinois.

The revised Bylaws provide that the powers and duties of the Foundation's Board of Directors are expressly subject to the requirement of approval by the "members," as set forth in the revised Bylaws.

In specific, the revisions to the Bylaws include:

- 1) A new Article II (dealing with "members" of the Foundation);
- 2) An amendment to what are now Section 1 and Section 3 of what is now Article III (dealing, respectively, with the powers and duties of the Directors and the qualifications of Directors);
- 3) An amendment to what is now Section 6 of the new Article III (dealing with the power to fill vacancies on the Board of Directors);
- 4) An amendment to Section 1 of what is now Article VI (dealing with the business to be conducted at the annual meeting of the Foundation);
- 5) An amendment to what is now Article X (dealing with changes to the Bylaws; and
- 6) An amendment to Section 1 of what is now Article XII (dealing with dissolution of the Foundation).

I am sending a copy of this letter and the revised Bylaws to Bob Sullivan so that everyone will be able to review and comment on the proposed changes.

Very truly yours,

KLEIN, THORPE AND JENKINS, LTD.


Gerard A. Dempsey

GED:est
Enclosure

cc: Bob Sullivan (w/ enclosure)
Donald E. Renner III

ORLAND PARK-STELLWAGEN FAMILY FARM FOUNDATION

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. Name

This Illinois not-for-profit corporation shall be known as the Orland Park-Stellwagen Family Farm Foundation, and it is hereafter referred to as the "Foundation"

Section 2. Purpose

(a) To secure and channel private funds to support the ownership, maintenance, use and operation of the former Stellwagen family Farm property located in the Village of Orland Park, Illinois, and in connection therewith to promote a wider appreciation of the history of the Village of Orland Park and of farming history in the American Midwest, with particular emphasis on the collection, advancement and dissemination of knowledge of the foregoing to members of the general public. In pursuance of such purposes, the Foundation may seek donations and grants from federal, State and local funding for the overall improvement of the Foundation's property and the quality of information services to be made available to members of the general public served by the Foundation.

(b) To hold, manage, invest and expend endowment funds and other gifts, grants and bequests, whether consisting of real or personal property, and whether subject to directions or conditions imposed by the donors, for the benefit of Foundation, and such programs or activities as the Board of Directors of the Foundation from time to time deems to be suitable and appropriate to further the purposes and objectives of the Foundation.

(c) To foster partnerships between business, government and civic organizations which will enhance and support the education of patrons and other visitors to the Foundation's property.

ARTICLE II
MEMBERS

Section 1. Number of Members

The Foundation shall have one (1) member, namely, the person who from time to time is the duly elected and qualified Mayor of the Village of Orland Park, Illinois.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Duties

The property, affairs and business of the Foundation shall be managed by its Board of Directors except to the extent that these Bylaws specifically require action by the members.

The Board of Directors shall have the power to accept or refuse to accept any bequests, gifts or grants which are proposed to be made to the Foundation, based upon the discretion and judgment of the Directors, taking into consideration the nature of the proposed gift, conditions or restrictions placed upon the gift and the appropriateness of such gift to the educational purposes of the Foundation.

Section 2. Number of Directors

The number of Directors shall be five (5), or such other number as shall from time to time be fixed by these Bylaws.

Section 3. Qualification of Directors

The Board of Directors of the Foundation shall be appointed by the members of the Foundation.

Each Director shall hold office for a term of one (1) year, and until a successor has been appointed and qualified, or until he or she resigns or has been removed in the manner provided in the Bylaws.

Section 4. Resignation

Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Foundation. The

resignation shall become effective upon the date specified in the notice, or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

Section 5. Removal

A Director of Foundation may be removed without cause by the affirmative vote of the members of the Foundation.

Section 6. Vacancies

In the event of a vacancy or a pending vacancy on the Board of Directors due to any cause (including a vacancy caused by the resignation or removal of any Director), the vacant position shall be filled by appointment by the members of the Foundation; provided, however, that a pending vacancy due to a resignation may be filled before the effective date of the resignation, but the successor Director shall not take office until the effective date of the registration.

Section 7. Compensation

The Directors as such shall not receive compensation for their services rendered to the Foundation in any capacity.

ARTICLE IV

OFFICERS

Section 1. Principal Officers

The principal officers of the Foundation shall consist of a President, a Vice President, a Secretary and a Treasurer, and such additional officers as the Directors may from time to time deem desirable. The officers shall be elected by the Directors at their annual meeting and shall serve one (1) year terms. Any two or more offices may be held by the same person. Any person may be elected to two or more terms to the same office or offices.

Section 2. President

The President shall be elected from the membership of the Board of Directors, shall be principal executive officer of the Foundation and shall preside over all meetings of the Directors and the

Foundation. The President shall perform such other duties as may be specified from time to time by the Directors.

Section 3. Vice President

A Vice President shall be elected from the membership of the Board of Directors and shall perform the duties and exercise the powers of the President during any absence or disability of the President.

Section 4. Treasurer

The Treasurer shall be elected from the membership of the Board of Directors. The Treasurer shall keep accurate records of all property, receipts and disbursements of the Foundation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the Foundation with such depository or depositories as shall be designated by the Directors; and shall disburse the funds of the Foundation and render to the Directors such reports as they shall prescribe.

All books, records and vouchers of the Foundation shall be open to the inspection of any Director. The Treasurer shall, at each regular meeting and whenever requested by the Directors, render a full and detailed account of all receipts and expenditures and submit a schedule showing the financial status of the Foundation and the changes, if any, since the last report of the Treasurer. The Treasurer shall perform such other duties as may be specified from time to time by the Directors.

Section 5. Secretary

The Secretary shall be elected from the membership of the Board of Directors. The Secretary shall give notice of each meeting of the Directors and of committee(s) of the Foundation for which notice is required; shall record minutes of each such meeting in books kept for that purpose; shall have custody of the records of the Foundation; and shall perform such other duties as may be specified from time to time by the Directors. The Secretary shall have the authority to certify the Bylaws, Resolutions of the Board of Directors and the Committees thereof, and such other documents of the Foundation as true and correct copies thereof.

Section 6. Resignation

Any officer may resign such office at any time by giving written notice of such resignation to the Secretary of the Foundation. The

resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt of the notice by the Secretary. Acceptance shall not be necessary to render the resignation effective.

Section 7. Removal

Any officer of the Foundation may be removed at any time without cause by vote of two-thirds (2/3) of the Directors then holding office.

Section 8. Vacancies

Any vacancy in any office of the Foundation may be filled by majority vote of the Directors present at a meeting of the Directors called for such purpose. If any officer is absent or unable to perform the duties of that office, during the period of such absence or disability the Board of Directors shall temporarily assign the duties of the office to another person.

ARTICLE V

COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees. Each committee shall consist of two or more Directors, one of which Directors shall serve as chairman. The Directors may annually appoint, or authorize the President to appoint, non-Directors to serve on such committees. Committees shall recommend action to the Board to of Directors.

ARTICLE VI

MEETINGS

Section 1. Annual Meeting

The annual meeting of the Foundation shall be held on the third Monday in October of each year at the offices of the Foundation or else in the Village Hall of the Village of Orland Park, Illinois, to transact such business as may be appropriate. Notice of the annual meeting shall be given in writing not less than ten (10) days before the meeting date.

Section 2. Regular Meetings

Regular meetings of the Board of Directors shall be held at such time and place within the territorial boundaries of the Village of Orland Park, Illinois as the Board may determine by resolution adopted by a majority of the whole Board of Directors. Notice of regular meetings shall be mailed to each Director, addressed to the Director at his or her residence or usual place of business, at least five (5) days before the day on which the meeting is to be held.

Section 3. Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the President or by two or more of the Directors. Notice of each such special meeting shall be mailed to each Director, addressed to the Director at his or her residence or usual place of business, at least five (5) days before the day on which the meeting is to be held, or shall be delivered personally or by telephone or other electronic means no later than two (2) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purpose.

Section 4. Quorum

A majority of all members of the Board of Directors in office shall constitute a quorum for the transaction of business at any of their meetings.

Section 5. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of the Board or such committee by means of conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at the meeting for all purposes.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken by electronic transmission or by mail if all members of the Board or committee, as the case may be, consent thereto in writing or by

electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form, and shall be in electronic form if the minutes are maintained in electronic form.

Section 6. Action without Meeting

Any action required to be taken at a meeting of the Directors may be taken without a meeting if a written consent, stating the action so taken, shall be signed by all Directors who are entitled to vote with respect to such action.

ARTICLE VII

FINANCES

Section 1. Fiduciary Responsibility

It shall be the policy of the Foundation that the Board of Directors shall assume fiduciary responsibility with respect to all funds held or administered by the Foundation.

Section 2. Fiscal Agents

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

Section 3. Allocation of Funds

The Board of Directors shall study the long range needs and objectives of the Foundation and shall seek recommendations from interested persons concerning the use of unrestricted properties of the Foundation in fulfilling such needs and objectives.

Distribution of funds of the Foundation shall be made by the Board of Directors.

Section 4. Expenses

All proper expenses of the Foundation are subject to the approval of the Board of Directors. Upon such approval, the expenses shall

be paid from the funds of the Foundation, except that any proper expense under \$500.00 may be approved by the President, Secretary or Treasurer. All disbursements must contain two signatures. Further, no Director shall be reimbursed for any attendance at any regular or special meeting.

Section 5. Books of Record

The Board of Directors of the Foundation shall cause to be kept:

- 1) records of all proceedings of Directors and committees of the Foundation;
- 2) all financial statements of the Foundation;
- 3) the Articles of Incorporation and Bylaws of the Foundation and all amendments thereto and restatements thereof;
- 4) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business of the Foundation.

Section 6. Audit and Annual Report

The Board of Directors may cause the records and books of account of the Foundation to be audited by an external, independent auditing firm at least once in each fiscal year. An annual report may be published to recognize donors and to report on the activities and finances of the Foundation.

Section 7. Fiscal Year

The fiscal year of the Foundation shall commence on October 1st and end on September 30th of the following calendar year.

Section 8. Bond

The Foundation shall obtain bond on such persons and in such amounts as may from time to time be deemed necessary by the Board of Directors or otherwise required by law.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the laws of the State of Illinois, such notice may be waived in writing or by electronic transmission, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

ARTICLE IX

INDEMNIFICATION

The Foundation shall indemnify to the full extent permitted by law any Director or officer made party to any action, suit or proceeding whether civil or criminal, by reason of the fact that he or she is or was a Director or officer of the Foundation, or of any entity which he or she served in such capacity at the request of the Foundation, against the reasonable expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense of the action, suit, or proceeding or in connection with any appeal in it, provided that such person did not breach any fiduciary obligation to the Foundation or otherwise commit any unlawful act. The right to indemnification conferred by this Section shall not restrict the power of the Foundation to make any indemnification permitted by law.

ARTICLE X

AMENDMENTS

The power to alter, amend, or repeal the Articles of Incorporation or Bylaws of the Foundation, or adopt new Bylaws, shall be vested in the Board of Directors. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given and a quorum is present, upon receiving the affirmative vote of not less than two-thirds of the whole number of Directors; provided, however, that no alteration or amendment or repeal of the Articles of Incorporation or these Bylaws, may be made without the unanimous approval and resolution of all Directors; and, provided further, that neither the Articles of Incorporation nor any Bylaw of the Foundation may be altered, amended or repealed, and no new Bylaw may be adopted, without the prior written consent of the members of the Foundation. The Bylaws may

contain any provisions for the regulation and management of the affairs of the Foundation not inconsistent with law or its Articles of Incorporation.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Roberts Rules of Order may be used as a parliamentary guide for matters not covered by these Bylaws.

ARTICLE XII

DISSOLUTION

Section 1. Dissolution of the Foundation

Subject to the approval of the members of the Foundation, a dissolution of the Foundation may be authorized by the affirmative vote of a 3/4 majority of Directors then in office. Notice of the meeting to authorize the dissolution shall be given to each Director then in office not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of the Foundation. The notice shall include a copy or summary of the plan for distribution of assets.

If the dissolution is approved by the members of the Foundation, the Foundation shall cease to conduct its affairs except as may be necessary for the winding up of the Foundation. Thereupon, the Foundation shall immediately cause a Certificate of Dissolution to be executed and filed setting forth: (a) the name of the Foundation; (b) the date and place of the meeting of Directors approving the dissolution; and (c) a statement that dissolution was approved by the requisite vote of Directors.

Section 2. Distribution of Assets

In the event of dissolution, all assets of the Foundation, real and personal, shall, to the extent allowed by law and/or prior contract, be distributed to the Village of Orland Park, Illinois, or any successor organization.