

BY-LAWS
OF
FRIENDS OF OSCAR MAYER
SCHOOL

Article
I

Name and
Purposes

Section 1. Name

The Corporation shall be known as FRIENDS OF OSCAR MAYER SCHOOL.

Section 2. Purposes

The Corporation is organized and shall be operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter called the "Code"). Within this framework, the purpose or purposes for which the Corporation is organized are:

(a) To assist with, supplement, develop, maintain, and expand educational programs for students at the Oscar Mayer School, a public school in Chicago, Illinois, and to enrich the educational experiences of such students.

(b) To receive any property, real, personal, or mixed, by gift, devise, bequest, purchase, lease, loan, or otherwise, absolutely or in trust, to expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the Board of Directors of the Corporation.

(c) 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:

(1) The Corporation is not organized for pecuniary profit or financial gain, and it shall have no capital stock and no power to issue shares of stock or to declare dividends.

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall 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.

(3) The Corporation shall not carry on any propaganda, or otherwise attempt, to influence legislation and shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(4) The Corporation shall 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.

(5) The Corporation shall distribute its income for each taxable year at such time and in such manner, as asked or requested by Oscar Mayer Magnet School, as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(6) The Corporation (i) shall not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code), (ii) shall not retain any "excess business holdings" (as defined in Section 4943(c) of the Code), (iii) shall not make any investment in such manner as to

subject it to tax under Section 4944 of the Code), and (iv) shall not make any "taxable expenditures" (as defined in Section 4945(d) of the Code).

Article
II

Offices and Registered
Agent

Section I. Registered Office and Agent

The Corporation shall have and continuously maintain a registered office in Illinois and a registered agent having a business office identical with such registered office.

Section 2. 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

Board of
Directors

Section 1. General Powers

The property and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Election, Tenure, and Qualifications

The number of directors shall consist of up to 17 Mayer parents and Mayer staff members, provided, however, that the total number of directors shall always be an odd number. At one monthly spring or summer meeting of the Board of Directors, elections will be held. The incumbent Board of Directors shall elect up to 17 directors, each to serve for the period from July 1 to June 30, and until his or her successor shall have been elected and qualified. Directors

need to be residents of Illinois and there shall be no limit on the number of consecutive terms as a director which any individual may serve.

Section 3. Regular Meetings

The regular meetings of the Board of Directors shall be held monthly with notice being emailed to the school community. The Board of Directors may provide by resolution the time and place.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two 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.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given (i) at least two days prior, via email. Attendance of a Director at a special meeting constitutes acceptance of notice. The attendance of a director for the express purpose of objecting to the meeting and its business shall not constitute acceptance of notice. Subsequently, the objector's attendance is not considered as part of quorum. The business to be transacted at the special meeting of the Board of Directors shall be specified in the notice.

Section 6. Quorum

A minimum of five directors as fixed in Section 2 of this Article III shall constitute a quorum for the transaction of business at any duly called meeting or special meeting of the Board of Directors, provided that if less than a quorum is present at any such meeting or special meeting, a majority of the directors present, or the sole director present, may adjourn the meeting to another time without further notice.

If a vote of the Board of Directors occurs via email, at least 13 of the 17* directors (approximately 75% of directors, please see last page of the Bylaws) must vote via email, in order for the business to be transacted.

Section 7. Manner of Acting

The act of a majority of the directors present at a duly called meeting or special meeting at which a quorum is present shall be 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.

Section 8. 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, shall be filled by the Board of Directors unless otherwise required by law, the articles of incorporation, or these by-laws, and the filling of such vacancies shall be undertaken by the Board of Directors as soon as practicable. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office, and a director elected to fill a new directorship shall serve until its expiration on June 30th and until the adjournment of the next monthly meeting of the Board of Directors and until his or her successor shall have been elected and qualified.

Section 9. 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, shall be signed by at least 13 of the 17* directors entitled to vote with respect to the subject matter thereof. Any such consent signed by at least 13 of the 17* directors shall have the same force and effect as a 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.

If a vote of the Board of Directors occurs via email, at least 13 of the 17* directors must vote via email, in order for the business to be transacted.

Section 10. Executive Committee

The Board of Directors, by resolution adopted by a majority of the number of directors as fixed in Section 2 of this Article III, may designate and appoint two or more directors to constitute an executive committee, which committee, to the extent provided in said resolution, shall have and may exercise all the authority of the Board of Directors in the management of the Corporation, provided such committee shall not have the authority of the Board of Directors in reference to:

- amending, altering, or repealing the articles of incorporation or these by-laws,
- electing, appointing, or removing any member of such committee or any director or officer of the Corporation,
- adopting a plan of merger or adopting a plan of consolidation with another corporation or corporations,
- authorizing the sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the Corporation,
- authorizing the voluntary dissolution of the Corporation or revocation thereof, adopting a plan for the distribution of the assets of the Corporation, or
- amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it, him, or her by law.

One-third of the members of such committee, but in no case fewer than two, shall constitute a quorum for the transaction of business at any duly called meeting of such committee, and the act of a majority, but in no case fewer than two, of the members of such committee present at a duly called meeting at which a quorum is present shall be the act of such committee.

Section 11. Other Committees

Other committees not having and exercising the authority of the Board of Directors may from time to time be designated and the members thereof removed by the Board of Directors when in its judgment the best interests of the Corporation will be served by such action, the taking whereof shall conclusively establish that such judgment has been made. Members of such other committees need not be directors.

Article

IV

Officers

Section 1. Officers

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such assistant secretaries, assistant treasurers, or other officers as may be elected by the Board of Directors in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except for the President and Treasurer. The

President and each Vice-President shall be chosen from the Board of Directors, or if elected, shall be a newly elected director.

Section 2. Election and Tenure

The officers of the Corporation shall be elected annually by the Board of Directors at its monthly meeting. If the annual election is not set by May 31st of that calendar year, the election will be held the Wednesday evening prior to the last day of school.

If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until the adjournment of the period from July 1 to June 30 and until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, or removal in the manner hereinafter provided.

Section 3. Removal

Any officer elected by the Board of Directors may be removed from office by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies

Please refer to Article III, Section 8.

Section 5. President

The President shall be the principal executive officer of the Corporation and shall in general:

- supervise and direct all of the business and affairs of the Corporation, subject to the direction and control of the Board of Directors.

- The President shall preside at all meetings of the Board of Directors.
- 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 shall 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.
- The President shall, 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.

Section 6. Vice President

The Vice-President shall:

- Assist the President in the discharge of the duties of the President as the President may direct, and shall 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 shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the President.
- If more than one Vice-President is elected, the Vice-Presidents shall, in the event of the absence, inability to act, or refusal to act of the President, assume the duties and powers

of the President in the order designated by the Board of Directors, or in the absence of such designation, in the order of their election.

Section 7. Secretary

The Secretary shall:

- keep minutes of the meetings of the Board of Directors in one or more books maintained for that purpose;
- shall see that all notices are duly given in accordance with applicable law, the articles of incorporation and these by-laws;
- shall be custodian of the corporate records and of the seal of the Corporation;
- shall keep a record of the email address of each director and officer of the Corporation, which addresses shall be furnished to the Secretary by the directors and officers; and,
- in general, shall perform all 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.

Section 8. Treasurer

The Treasurer shall:

- be the principal accounting and financial officer of the Corporation and
- shall have charge of and be responsible for the maintenance of adequate books of account for the Corporation;
- shall have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof;

- shall deposit all funds and securities of the Corporation in such banks, trust companies, and other depositories as shall be selected in accordance with these laws; and
- in general perform all of the duties customarily incident to the office of Treasurer and other duties as from time to time may be assigned by the President or the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries

Any Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Article V

Contracts, Checks, Deposits, and Gifts

Section 1. Contracts

The Board of Directors may 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.

Section 2. 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 shall be signed by such officer or officers, agent or agents of the Corporation and in such 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 Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

Section 3. Deposits

All funds of the Corporation shall 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.

Section 4. 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.

Article VI

Books and Records

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

Article VII

Fiscal Year

The fiscal year of the corporation shall 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 VIII

Corporate

Seal

The Board of Directors shall provide for a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois."

Article IX

Waiver of

Notice

Whenever any notice is required to be given under applicable law, the articles of incorporation or these by-laws, 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.

If notice has been given, lack of presence of a director at a monthly meeting shall constitute a waiver.

Article X

Amendments

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the directors in office, acting at any duly called and constituted regular or special meeting of the Board of Directors, provided that written notice of the proposed change or changes shall have been included in the notice of any such special meeting of the Board of Directors.

These by-laws were approved by the Board of Directors on June 14, 2018.

* (i.e. 10 of 13 directors = 76%, similarly 13 of 17 directors also = 76%, and 11 of 15 directors = 73%).