

**BYLAWS  
OF  
THE LINDA LYNCH FOUNDATION FOR MUSIC AND MOVEMENT**

As duly adopted by the Board of Directors  
on the date: March 5, 2025

Prepared by  
Wagenmaker & Oberly, LLC

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**BYLAWS  
OF  
THE LINDA LYNCH FOUNDATION FOR MUSIC AND MOVEMENT**

**1 DEFINITIONS**

The following terms used in these Bylaws shall have the meanings set forth below.

**1.1 Act**

“Act” means the Illinois General Not for Profit Corporation Act of 1986, as amended.

**1.2 Corporation**

“Corporation” means The Linda Lynch Foundation for Music and Movement, an Illinois not-for-profit corporation.

**2 CORPORATE OFFICES**

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

**3 CORPORATE PURPOSES**

As set forth in the Articles of Incorporation, the Corporation is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”). More specifically, the Corporation is organized and operated to uplift individuals and communities through the transformative power of music, movement, and education by providing scholarships and funding community outreach programs, teacher trainings, and other philanthropic initiatives to advance music and movement.

**4 MEMBERSHIP**

There shall be no members of the Corporation, and the Corporation shall be governed by a self-perpetuating Board of Directors.

**5 BOARD OF DIRECTORS**

**5.1 General Powers**

The affairs, business, and all legal matters of the Corporation shall be managed by its Board of Directors.

**5.2 Number and Tenure**

The Board of Directors shall be composed of five (5) directors and may be increased to nine (9), by a resolution of the Board of Directors without amending the Bylaws. These Bylaws may be amended to

change the minimum and maximum number of directors, but in no case shall the number be less than three (3).

Each director shall hold office for a term of three (3) years unless the Board shall expressly resolve to elect a director for a shorter term. Directors may serve consecutive terms without limit.

### **5.3 Qualifications**

Those who seek to be directors of the Corporation must personally affirm the Corporation's statement of purpose, must abide in all respects with the policies of the Corporation, and must characterize personal commitment to the values of the Corporation.

### **5.4 Election**

Directors shall be elected at the annual meeting of the Board by a majority vote, or otherwise as set forth below in Section 5.7. Each director shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

### **5.5 Fiduciary Duties**

The following fiduciary duties apply to directors of the Corporation:

#### **5.5.1 Duty of Care**

Directors ultimately hold full non-delegable responsibility for the Corporation's actions and well-being. Directors are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate, and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.

#### **5.5.2 Duty of Loyalty**

Directors must always act in the best interests of the Corporation. This applies not only to decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Corporation. Directors shall comply at all times with any Conflict of Interest Policy adopted by the Board; and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.

#### **5.5.3 Duty of Obedience**

Directors are required to ensure that the Corporation's activities adhere and conform to the corporate purposes set forth at Section 3 above; and to utilize the assets of the Corporation for the best interest of the Corporation's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes and costs.

Each director shall annually affirm compliance with the policies of the Corporation, including any adopted Conflict of Interest and Confidentiality Policies, and may require the Corporation's officers and key employees to do so as well.

## **5.6 Resignation and Removal**

Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any director may be removed with or without cause at any time by resolution adopted by a majority of the Board.

## **5.7 Vacancies**

Any vacancy occurring in the Board of Directors, including by reason of resignation or removal of a director, shall be filled by the Board of Directors as soon as is practicable. A director so elected to fill a vacancy may be elected for the unexpired term of his or her predecessor in office.

## **5.8 Compensation**

Directors shall not receive compensation for their services as directors. This limitation shall not preclude any directors from serving the Corporation, however, in any other capacity and receiving reasonable compensation in consideration for the same. By resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for a meeting of the Board.

## **5.9 Confidentiality**

As part of their fiduciary duties owed to the Corporation, all directors, officers, and key employees of the Corporation are expected to maintain appropriate confidentiality of information related to the Corporation. This information includes, but is not limited to:

- a. donor and supporter lists and related records;
- b. fundraising strategies;
- c. financial information about the Corporation;
- d. organizational plans;
- e. marketing information;
- f. expense information;
- g. personnel matters; and
- h. all credentials used to access physical or digital media containing information related to the Corporation and any software or services owned, leased, subscribed to, or used by the Corporation for the Corporation's purposes, which includes, but is not limited to: computer login credentials, including identification and passwords; email login credentials, including identification and passwords; serial numbers or software keys for local copies of software; and cloud-based services login identification and passwords.

The expectation of confidentiality is intended to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Corporation. Notwithstanding any Dispute Resolution Policy adopted by the Board, the Corporation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

## **6 MEETINGS OF THE BOARD OF DIRECTORS**

### **6.1 Annual Meeting**

An annual meeting of the Board of Directors shall be held at such time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget, for election of directors and officers, and for the transaction of such other business as may come before the meeting.

### **6.2 Special Meeting**

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 authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

### **6.3 Notice**

#### **6.3.1 Time**

Except as otherwise provided herein, written notice of any meeting of the Board of Directors shall be delivered not fewer than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

#### **6.3.2 Email**

Notice requirements may be satisfied by sending an email communication in a timely manner to the director's email address on the Corporation's records. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the email notice. At any duly convened meeting of the Board a resolution may be approved concerning future meetings of the Board. Timely emailing of the Board minutes to each director may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set forth and concise in its composition.

#### **6.3.3 Extraordinary Notice**

Notice of no less than twenty days shall be provided for meetings of directors called for the purposes of amending the Articles or Bylaws, removing a director, or as otherwise required under the Act.

#### **6.3.4 Waiver**

Notice of any meeting of the Board of Directors may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objection 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 regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

### **6.4 Quorum**

A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present

at the said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

## **6.5 Manner of Acting**

The act of a majority of the directors present and voting at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. All references to a vote of the directors of these Bylaws shall mean directors present and voting at a duly convened meeting. Directors may not vote by proxy or under any other power of attorney.

## **6.6 Telephone/Videoconference Meeting**

Any meeting of the directors may be conducted simultaneously in multiple locations if the directors are effectively connected by telephonic, videoconference, or other communications equipment. Directors or non-director committee members may participate in and act at any meeting of the Board or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## **6.7 Action Without a Meeting**

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken is approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Corporation's Secretary to be filed in the Corporation's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

# **7 COMMITTEES**

## **7.1 Appointment of Committees and Committee Members**

The Corporation's Board of Directors shall have the power to appoint standing and special committees by a resolution of the Board. The resolution of the Board creating the standing or special committee shall specify:

- a) the task(s) assigned to the committee;
- b) whether or not the committee has authority to act on behalf of the Corporation (see Sections 7.2 and 7.3); and
- c) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution.

Unless otherwise designated by the Board, all committee members shall be appointed for one (1) year terms by the Board of Directors beginning each year at the Board's Annual Meeting. The Board shall also designate an individual to serve as chair of the committee.



## **7.2 Committees with Corporate Authority**

The Board of Directors may appoint committees that are delegated certain authority generally reserved to the Board, provided such authority is not prohibited for delegation under the Act. Committees with corporate authority shall be composed of two (2) or more directors; a majority of its membership must be directors; and all the committee members shall serve at the pleasure of the Board.

## **7.3 Committees Without Corporate Authority**

The Board of Directors may appoint committees without corporate authority. These committees will generally be responsible for investigating, reporting, and advising the Board on certain activities and programs as well as making recommendations to the Board of Directors or officers for approval. The committees shall not have authority to bind the Corporation. For purposes of clarity, committees without corporate authority should be identified as advisory boards, commissions, task forces, or similar names. These committees may be composed of persons appointed by the Board of Directors for specific skills and need not be directors or officers of the Corporation.

## **7.4 Committee Meetings**

Meetings of any committee may be called by the President of the Corporation, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with Section 6.3.

## **7.5 Resignation and Removal**

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

## **7.6 Quorum and Manner of Acting**

Unless otherwise provided in the resolution of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Sections 6.6 and 6.7.

# **8 OFFICERS AND AGENTS**

## **8.1 Officers**

The officers of the Corporation shall consist of a:

- a) President;
- b) Secretary; and
- c) Treasurer.

A Vice-President and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board.

Any two (2) or more offices may be held by the same person, except that the offices of President and Secretary may not be held by the same person concurrently. Directors of the Board may simultaneously serve as officers, but directorship shall only be a required qualification for the President and any elected Vice President. The Secretary and Treasurer of the Corporation may or may not be directors.

## **8.2 Election and Term of Office**

The officers of the Corporation shall be elected by the Board for a term of one (1) year at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not in itself create contract rights.

## **8.3 President**

The President shall be a director and may serve as the chief executive officer of the Corporation, unless the Board otherwise authorizes an Executive Director to do so. Subject to the control of the Board, the President shall preside at all meetings of the Board as chair of the Board. The President may sign documents on behalf of the corporation, as provided below in Section 9. The President shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Board from time to time.

## **8.4 Vice President**

If elected, the Vice President shall exercise all of the functions of President during the absence or disability of the President. He or she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board.

## **8.5 Secretary**

The Secretary shall ensure that:

- a) the minutes of the Board and committee meetings are properly kept in one or more books provided for that purpose;
- b) all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) all corporate records, including all notices and voting records, whether in electronic or paper form are properly maintained; and
- d) in general, all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board are properly discharged.

## **8.6 Treasurer**

The Treasurer shall ensure that:

- a) the financial books of the Corporation are properly maintained;
- b) regular books of account are maintained and are made available for inspection at all times to the directors of the Corporation;

- c) an account of the financial condition of the Corporation is rendered to the Board from time to time, as may be required of him or her; and
- d) in general, all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the President or by the Board are properly discharged.

## **8.7 Executive Director**

If an Executive Director is hired, he or she shall serve as the chief executive officer of the Corporation and shall not be subject to a term of office. The Executive Director shall supervise and be principally responsible for the day-to-day administrative management of the Corporation. The Executive Director shall work closely with the President to ensure that all corporate functions are adequately carried out.

## **8.8 Delegation of Authority**

In case of the absence of any officer of the Corporation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or employee of the Corporation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

## **8.9 Removal**

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

# **9 FINANCIAL POLICIES**

## **9.1 Fiscal Year**

The fiscal year of the Corporation shall be from January 1st to December 31st.

## **9.2 Sale of Assets**

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only upon a majority of the directors then in office.

## **9.3 Contracts**

The President or any other authorized officer may sign contracts, provided, however, that the Board has authorized such officer or officers, or agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, individually or together, and such authority may be general or confined to specific instances.

## **9.4 Loans**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

## **9.5 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidence 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.

## **9.6 Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

# **10 INDEMNIFICATION OF DIRECTORS AND OFFICERS**

To the fullest extent permitted by law, the Corporation shall have powers to indemnify any director, officer, former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement, recommendation of the Board of Directors, or otherwise. No indemnification or advancement of expenses shall be made under this Section if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(3) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Corporation's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

# **11 CORPORATE LIMITATIONS**

## **11.1 Prohibition Against Private Benefit and Inurement**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 in Section 3 above.

## **11.2 Political Activity**

No substantial part of the activities of the Corporation shall be to attempt to influence legislation by propaganda or otherwise, and the Corporation 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.

### **11.3 Other Prohibitions**

The Corporation shall not carry on any other activities not permitted to be carried on:

- a) under the Act or other applicable law;
- b) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or
- c) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

### **11.4 Dissolution**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

## **12 MISCELLANEOUS**

### **12.1 Books and Records**

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Board and committees, and a record of the names and addresses of all Board and committee members. All books and records of the Corporation may be inspected by a director, or his or her agent or attorney, at any reasonable time.

### **12.2 Amendments**

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new Articles and Bylaws may be adopted by a majority of the directors then in office. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors per the requirements of Section 6.3 herein, and shall identify the persons proposing the amendment.

### **12.3 Corporate Acquisition, Consolidation, Merger, or Dissolution**

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, merger, or other dissolution shall be adopted unless approved by a majority of the directors then in office.

### **12.4 Seal**

The Corporation shall not maintain a corporate seal.

### **12.5 Inconsistencies with Articles of Incorporation**

If any provision of these Bylaws is inconsistent with a provision of the Corporation's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

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## **12.6 Severability**

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

### CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being a duly elected officer of The Linda Lynch Foundation for Music and Movement, an Illinois not-for-profit corporation, hereby certifies that the attached Bylaws were adopted by the official act of the Board of Directors and the same do constitute the Bylaws of the Corporation.

3/5/25

Date

A handwritten signature in cursive script, appearing to read "Linda Lynch", written over a horizontal line.

Signature

Secretary

Title