

**HEALTHY LOMBARD
(Updated March 2014)**

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. **Name.** This corporation shall be known as HEALTHY LOMBARD.

Section 2. **Purpose.** Healthy Lombard is a not-for-profit corporation that is organized and operates exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax laws), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax laws), and specifically to promote, encourage and educate the residents and community of Lombard, Illinois regarding the positive impact of a healthy lifestyle. Healthy Lombard shall establish relationships and partnerships to further this goal at the discretion of the Board of Directors.

ARTICLE II

BOARD OF DIRECTORS

Section 1. **Powers and Duties.** The property, affairs and business of Healthy Lombard shall be managed by the Board of Directors. The Board of Directors shall have the power to accept or refuse to accept any bequests, memorials, gifts or grants which are proposed to be made to Healthy Lombard, based upon the discretion and judgment of the Board of Directors, taking into consideration the nature of any proposed gift, the conditions or restrictions placed upon any gift and the appropriateness of any gift to the purposes of Healthy Lombard.

Section 2. **Number of Directors.** The number of Directors shall be no more than 9 and no less than 7.

Section 3. **Election of Directors.** The initial Board of Directors of Healthy Lombard shall be as specified in the Articles of Incorporation. Thereafter, at each annual meeting of Healthy Lombard, the existing Board of Directors shall elect two new (2) Directors to serve three (3) year terms of office. A current Director finishing a three (3) year term may be re-elected once to serve another three-year term.

Section 4. **Resignation.** A Director may resign at any time by giving 60 days written notice of such resignation to the Secretary of Healthy Lombard. 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 Healthy Lombard may be removed from office, with or without cause, by a vote of two-thirds (2/3) of the Board of Directors upon a motion of any Director.

Section 6. Vacancies. In the event of a vacancy on the Board of Directors due to any cause, the Board of Directors shall, by a majority vote, elect an individual to fill the vacancy. In the case of a vacancy on the Board due to resignation or removal, the newly elected Director shall hold office for the same term as the term of the replaced Director. In the case of an increase in the number of Directors, the additional Director(s) shall be elected by a majority vote of Board of Directors, and shall hold office for a term equal to the other current Directors.

Section 7. Compensation. Directors shall not receive compensation for their services rendered to Healthy Lombard in any capacity.

ARTICLE III

OFFICERS

Section 1. Principal Officers. The principal officers of Healthy Lombard shall consist of a President, a Vice-President, a Treasurer, a Secretary and such additional officers as the Board of Directors may from time to time deem desirable. The offices of President, Vice-President, Treasurer and Secretary shall be elected by the Board of Directors at the annual meeting of Healthy Lombard, and the elected officers shall serve one (1) year terms of office.

Section 2. President. The President shall be principal executive officer of Healthy Lombard and shall preside over all meetings of the Board of Directors and Healthy Lombard. The President shall perform such other duties as may be specified from time to time by the Directors.

Section 3. Vice-President. The Vice-President 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 perform the duties and exercise the powers of the President during any absence or disability of the President and the Vice-President.

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

All books, records and vouchers of Healthy Lombard 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 Healthy Lombard 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 Board of Directors.

Section 5. Secretary. The Secretary shall give notice of each meeting of the Board of Directors or committees of Healthy Lombard 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 Healthy Lombard; and shall perform such other duties as may be specified from time to time by the Board of Directors.

Section 6. Resignation. Any officer may resign such office at any time by giving written notice of such resignation to the Board of Directors. 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 Administrative Assistant. Acceptance shall not be necessary to render the resignation effective.

Section 7. Removal. Any officer of Healthy Lombard may be removed at any time, with or without cause, by vote of two-thirds (2/3) of the Directors then holding office.

Section 8. Vacancies. Any vacancy in any office of Healthy Lombard may be filled for the unexpired portion of the term 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 officer to another person.

Section 9. Term Limit. May serve three (3) consecutive three-year terms unless otherwise approved by a majority of the Board of Directors.

ARTICLE IV

COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees. Each committee shall include one (1) or more Directors, one (1) 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 may recommend action to the Board of Directors. A majority of the Board members of the Committee must be present when recommendations for Board consideration are prepared in final form by any such committee.

ARTICLE V

MEETINGS

Section 1. Annual Meeting. The annual meeting of Healthy Lombard shall be held in the fourth quarter of each year to elect Directors and Officers and to transact such business as may be appropriate. Notice of the annual meeting shall be given in writing (including e-mail) 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 State of 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, or sent via e-mail to the Director's e-mail address on file with Healthy Lombard 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 (2) 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, or sent via e-mail to the Director at the Director's e-mail address on file with Healthy Lombard at least five (5) days before the day on which the meeting is to be held, or shall be delivered personally or by telephone 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 plus one 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.

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.

Section 7. Rules of Order. Roberts Rules of Order shall govern parliamentary procedures unless otherwise provided for in the conduct of the meetings.

ARTICLE VI

INDEMNIFICATION

Healthy Lombard shall indemnify to the full extent permitted by law any person 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 Healthy Lombard, and has not been found guilty of wrong doing, 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. The right to indemnification conferred by this Section shall not restrict the power of Healthy Lombard to make any indemnification permitted by law.

ARTICLE VII

AMENDMENTS

The power to alter, amend, or repeal the Articles of Incorporation or Bylaws of Healthy Lombard, 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 fifty one percent (51%) of the whole number of Directors entitled to vote. These Bylaws may be amended to add any provisions for the regulation and management of the affairs of Healthy Lombard not inconsistent with law, the Articles of Incorporation or these Bylaws.

ARTICLE VIII

DISSOLUTION

Section 1. Dissolution of Healthy Lombard. Dissolution of Healthy Lombard must be authorized by the affirmative vote of a majority of Directors then in office who are entitled to vote. Notice of the meeting to authorize the dissolution shall be given to each Director not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of Healthy Lombard. The notice shall include a copy or summary of the plan for distribution of assets.

If the dissolution is approved, Healthy Lombard shall cease to conduct its affairs except as may be necessary for the winding up of Healthy Lombard. Healthy Lombard shall immediately cause Articles of Dissolution to be executed and filed, setting forth: (a) the name of Healthy Lombard; (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 Healthy Lombard, real and personal, shall be distributed pursuant to the terms of the Articles of Incorporation.