

BYLAWS OF
THE TRENTON MUNICIPAL POOL FOUNDATION, N.F.P.

ARTICLE I

Said corporation is organized exclusively for charitable purposes, including 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 code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 such purposes.

This not for profit corporation is organized exclusively for charitable purposes within the meaning of Section 501C3 of the Internal Revenue Code of 1986, as amended. It shall solicit and collect contributions from individuals and other corporations, foundations and entities, as well as engage in fundraising activities. Such funds shall be held, invested, reinvested, and disbursed as this not for profit corporation's Board of Directors may, from time to time determine, exclusively for charitable purposes. Such purposes may include but shall not be limited to the following:

1. Supporting, maintaining, erecting, and directing an athletic facility and aquatic center for the citizens of Trenton, Clinton County, Illinois.

ARTICLE II

MEMBERS

Members shall be individuals, corporations, partnerships or any other entity, who must pay a one time fee of \$25.00 to become a member of the Trenton Municipal Pool Foundation, N.F.P. The members will elect officers, including a President, Vice-President, Secretary and Treasurer as well as three Board of Directors. The directors shall serve for a term of one year at which time they will continue to serve until the members have elected directors to take their place. Officers shall, similarly, serve for one year and for such further time until the members elect new officers.

ARTICLE III

CORPORATE POWERS

1. Except as otherwise provided in these Bylaws or the Articles of Incorporation, the business and affairs of the corporation shall be managed by its Board of Directors.

2. A regular annual meeting of the Board of Directors shall be held at Trenton, Illinois on the 2nd Thursday of October, 2005, at the meeting hall above the police department in Trenton, Illinois. Special meetings of the Board of Directors shall be held at such time and places as the majority of the directors so designate. Meetings may be held by means of conference telephone, email communications, or similar means by which all persons participating can fully communicate with the other participants. Any two officers or two Board members can call a meeting of the Board to discuss business.

3. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if all directors consent thereto in writing, specifically setting forth such action taken.

4. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE IV

COMPENSATION

Trustees and officers shall not receive any compensation for their services rendered to this corporation. Expenses incurred in connection with the performance of their official duties may be reimbursed upon submission of the same in writing to the Board of Directors and the approval of the Board of Directors to reimburse such expenses.

ARTICLE V

BOARD OF DIRECTORS

1. The Board of Directors of the corporation shall consist of at least three but not more than five persons. The number of trustees may be altered by the Board of Directors.
2. All directors shall be elected by the members of the corporation.
3. Any director may resign at any time but shall serve until the balance of the Board holds an election for the purpose of electing a new director.
4. A director may be removed, with or without cause, at a meeting called expressly for that purpose by a majority vote of the members of the corporation.
5. The act of the majority of trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.
6. The duties of the Board of Directors include meeting with the officers annually to review goals, policies and financial issues and budgetary matters. They may, optionally, meet with the officers during the monthly meetings. The directors shall also review and approve expense reimbursement of officers or members.

ARTICLE VI

OFFICERS

1. The officers of the corporation shall be the president, vice-president, secretary and treasurer.
 - a. The president's duties include organizing and conducting meetings, assigning work tasks to officers and committees, and filling out necessary paperwork for the corporation.
 - b. The vice-president's duties include handling the administrative duties assigned to him by the president and taking over when the president is not available.
 - c. The secretary's duties include taking notes of all the meetings, sending correspondence to members and third parties, and keeping all the corporate records.

d. The treasurer's duties include maintaining control of the funds, reconciling bank accounts, preparing financial statements and maintaining cost accounting records of fundraising activities.

2. Any officer may be removed by a vote of the majority of the Board of Directors whenever, in its judgment, the best interest of the corporation will be served thereby.

3. Any vacancy in any office may be filled by a vote of the Board of Directors for that position.

ARTICLE VII

COMMITTEES

The following are permanent committees of TMPF, NFP.

1. Pool Development Planning Committee. This committee shall be responsible for coordinating information and plans with the City of Trenton and Park Board as well as the Park Booster Organization as to future plans for the Trenton City Park and Pool. This committee shall gather information from any and all sources to help it make recommendations to the corporation as to improvements it can make to the Trenton City Pool and necessary collateral improvements. The committee members will be nominated by the president and approved by the Board of Directors. Committee members will serve until they resign, or are replaced by the Board of Directors.

2. Pool Design Committee. This committee shall be responsible for developing and organizing the physical plans for pool improvements, pool design and ground improvements, whether for an indoor or outdoor pool.

3. Website Design Committee. This committee shall be responsible for preparing content for the website for the corporation.

4. Harvest Moon Festival Committee. This committee shall oversee the planning and preparations and carrying out of the corporation's involvement in the annual Trenton Harvest Moon Festival.

5. Fundraising/Membership/PR/Marketing Committee. This committee is responsible for coming up with fundraising activities, membership promotion, public relations and marketing of the foundation and Trenton Swimming Pool.

6. Homecoming Committee. This committee is a joint committee with the Trenton Park Boosters, which is an IRS Tax Exempt organization. Its purpose is to organize and run the 2006 and subsequent Trenton Homecomings.

7. The Board of Directors may appoint such other committees as it shall deem advisable with the rights, powers, and authority, as it shall prescribe.
8. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time.
9. The Board of Trustees shall have the power to fill any vacancies in any committee.

ARTICLE VIII

CONTRACTS, CHECK DEPOSITS AND FUNDS

1. The Board of Directors may authorize any officer or officers of the corporation 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.

Any spending or contract for material or services in excess of \$500.00 must be approved by a majority of the executive committee, being the officers and board of directors.

2. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by two of the following officers: president, vice-president, secretary, treasurer.

3. All funds of the corporation shall be deposited with Tempo Bank in Trenton, Illinois until such time as the Board of Directors may change the corporate depository.

4. The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE IX

MINUTES

The corporation shall maintain accurate and complete books and records of account, as well as minutes of the proceedings of its Board of Director meetings and annual meetings of the members/shareholders. Such financial records and minutes are available to any member of the corporation.

ARTICLE X

AMENDMENTS TO BYLAWS

The power to alter, amend, repeal or adopt new Bylaws shall be vested solely in the Board of Directors.

These By-laws were approved on the 13th day of October, 2005 at approximately 8:00 p.m. at the regular meeting of the Board of Directors.

By _____

Pat Callahan, President

Attest:

Jeanette Ford, Secretary