



**Preservation Foundation**  
*of the Lake County Forest Preserves*

**DATE:** February 14, 2018

**MEMO TO:** Nels Leutwiler, Chair  
Preservation Foundation Board

**FROM:** Rebekah Snyder  
Chief Development Officer/Executive Director of the Preservation Foundation

**RECOMMENDATION:** Recommend approval of a Resolution amending the bylaws to specifically indemnify committee members of the Preservation Foundation of the Lake County Forest Preserves.

**FINANCIAL DATA:** No impact

**BACKGROUND:**

Section 13.01 of the Foundation's bylaws currently state:

"The Foundation shall indemnify each person who is or was a Director or Officer, or who is serving or has served at the request of the Foundation as a **director, trustee, or officer of another corporation, partnership, joint venture, trust, or other enterprise**, and may indemnify any person who is or was an employee or agent of the Foundation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the State of Illinois in the event any of such persons was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative."

With the formation of critical new committees, it is proposed that the Foundation's bylaws be revised to specifically indemnify members of those committees who are not indemnified due to their status as board members. Currently, the foundation benefits from the work of eight non-board members of the Finance and Development Committees. This change would apply to any future committees that may be established, such as the Museum Advisory Committee.

It is recommended that Section 13.01 of the bylaws be revised to state:

"...director, trustee, **committee member**, or officer of another corporation, partnership, joint venture, trust, or other enterprise..."

Per the bylaws, the Board of Directors must propose revisions to the bylaws for approval by the Voting Members.

**REVIEW BY OTHERS:** Nels Leutwiler, Preservation Foundation Board President, Rebekah Snyder, Chief Development Officer/Executive Director of the Preservation Foundation.

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF LAKE )

**VOTING MEMBERS OF THE PRESERVATION FOUNDATION**  
**Monday, June 3, 2019**

MISTER PRESIDENT AND VOTING MEMBERS:

Your **PRESERVATION FOUNDATION BOARD** present herewith a "Resolution amending the bylaws to specifically indemnify committee members of the Preservation Foundation of the Lake County Forest Preserves," and request its adoption.

**PRESERVATION FOUNDATION BOARD:**

Date: 2/14/18 ☐ Roll Call Vote: Ayes: \_\_\_\_\_ Nays: \_\_\_\_\_  
☒ Voice Vote Majority Ayes; Nays: 0

## VOTING MEMBERS OF THE PRESERVATION FOUNDATION

### **A RESOLUTION AMENDING THE BYLAWS TO SPECIFICALLY INDEMNIFY COMMITTEE MEMBERS OF THE PRESERVATION FOUNDATION OF THE LAKE COUNTY FOREST PRESERVES.**

**WHEREAS**, the Preservation Foundation of the Lake County Forest Preserves was founded on February 20, 2007 to provide meaningful ways for the community to partner in the mission of the Lake County Forest Preserve District; and

**WHEREAS**, the Foundation bylaws do not specifically identify committee members as indemnified and insured; and

**WHEREAS**, it is the intention of the Board to specifically indemnify and insure members of the Foundation's committees;

**NOW, THEREFORE, BE IT RESOLVED** by the Voting Members of the Preservation Foundation of the Lake County Forest Preserves, Lake County, Illinois, **THAT**:

Section 1. Recitals. The recitals set forth above are incorporated as part of this Resolution by this reference.

Section 2. Number of Directors. The bylaws of the Preservation Foundation are hereby amended in Section 13.01 to state:

"The Foundation shall indemnify each person who is or was a Director or Officer, or who is serving or has served at the request of the Foundation as a director, trustee, committee member, or officer of another corporation, partnership, joint venture, trust, or other enterprise, and may indemnify any person who is or was an employee or agent of the Foundation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the State of Illinois in the event any of such persons was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative."

Section 3. Effective Date. This Resolution shall be in full force and effect from and after its passage and approval.

PASSED this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

AYES:

NAYS:

APPROVED this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

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Angelo Kyle, President  
Lake County Forest Preserve Board  
And Chair, Voting Members of  
the Preservation Foundation

ATTEST:

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Gloria Lopez  
Preservation Foundation