BYLAWS
OF
ALTON POLICE FOUNDATION
(An Illinois Not-For-Profit Corporation)

ARTICLE I
Name

The name of the corporation is Alton Police Foundation (the "**Corporation**"), a not-for-profit corporation organized under the laws of the State of Illinois.

ARTICLE II
Purposes and Limitations

1. **Purpose.** The Corporation is organized and will be operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "**Code**"). The Corporation's purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may be amended from time to time (the "**Articles of Incorporation**"). In furtherance of its principal purpose, the corporation may exercise any, all, and every lawful power of a corporation organized under the Illinois General Not For Profit Corporation Act of 1986 (the "**Act**").

2. **Limitations.**

(a) No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, officers or other private persons, except that the Corporation will 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 the Articles of Incorporation.

(b) No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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.

(c) Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on (i) by an organization exempt from federal income tax under section 501(a) of the Code, (ii) by an organization described in section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE III
Shares

The Corporation will not have or issue shares.

ARTICLE IV
Members

The Corporation will not have members.

ARTICLE V
Offices

1. **Principal Office.** The principal office of the Corporation in the State of Illinois shall be located at 2512 Amelia Street, Alton, Illinois 62002, or as otherwise determined by the Board of Directors from time to time. The Corporation may have such other offices within or outside Illinois as may be determined by the Board of Directors or as the affairs of the Corporation may require from time to time.

2. **Registered Office.** The registered office of the Corporation required under the laws of the State of Illinois to be maintained in the State of Illinois may be, but need not be, identical to the principal office in the State of Illinois. The address of the registered office may be changed from time to time in conformity with the laws of the State of Illinois.

ARTICLE VI
Board of Directors

1. **General Powers.** The affairs of the Corporation are to be managed by the Board of Directors (the "**Board of Directors**"). The Board of Directors shall (i) determine the activities that the Corporation will conduct from time to time, (ii) review and approve all fiscal matters of the Corporation, (iii) determine and control policies concerning the operation of the Corporation, and (iv) perform such other matters and conduct such other activities as are routinely delegated to the board of directors of not-for-profit corporations in the State of Illinois. Notwithstanding the above, the Board of Directors may not cause the Corporation to do anything in violation of its Articles of Incorporation.

2. **Number; Qualifications.** The number of Directors on the Board of Directors (the "**Directors**") will initially be three (3). The initial Directors are as set forth in the Articles of Incorporation. The number of Directors may be changed from time to time by the unanimous vote of the Board of Directors, provided that the number of Directors will be set at not fewer than three (3) and not more than eight (8). In the event that the Board of Directors is increased by such a vote, the vacancy or vacancies so resulting are to be filled by a unanimous vote of the Directors then in office. No decrease in the Board of Directors may shorten the term of any incumbent Director.

3. **Tenure; Classes.** The initial Directors will be divided into three equal classes and designated by the Board to serve one, two and three year terms. The intent for staggering the terms of office for Directors is to achieve continuity of governance of the Corporation. Thereafter, the term of office of each Director will be three years, not counting periods of less than a full year, pursuant to Article VI, Sections 4, 5 or 6 of these Bylaws. Each Director, including a Director

elected to fill a vacancy, will hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws. A Director may be elected to successive terms.

4. **Removal.** Any of the Directors of the Corporation may be removed, with or without cause, upon 30 days' written notice from the Board of Directors to such Director. Such removal is to be effected by a majority vote of the entire Board of Directors, excluding the Director proposed to be removed, at a special meeting of the Directors called for that purpose. The notice or waiver of notice of such special meeting must state the business to be transacted. The Director to be removed, if he or she so requests, shall be allowed to attend any such meeting and be given an opportunity to explain why he or she should not be removed from his or her position as a Director.

5. **Resignation.** Any Director may resign at any time by a written resignation. Such resignation shall take effect at the time specified therein, or, if no time is specified, upon receipt of such notice of resignation by the Board Chair or the President of the Corporation or by any Director. The acceptance of a resignation is not necessary to make it effective.

6. **Vacancies.** Any vacancy occurring in the Board of Directors, excluding, however, a vacancy resulting from an increase in the number of Directors pursuant to Article VI, Section 2 (which shall be filled only pursuant to Article VI, Section 2), may be filled by the affirmative vote of a majority of the then remaining Directors, regardless of whether that majority is less an a quorum. A Director who is elected to fill a vacancy pursuant to this Article VI, Section 6 is to be elected for the unexpired term of his or her predecessor in office until a successor is elected.

7. **Regular Meetings.**

(a) The regular annual meeting of the Board of Directors is to be held, without any notice other than these Bylaws, at the office of the Corporation, or at any place designated by resolution of the Board of Directors or by unanimous consent of the Directors, on the second Tuesday in December of each year, or as otherwise agreed to by a majority of the Board of Directors. The purpose of the annual meeting shall be to elect officers, elect Directors, and to conduct other such business as may come before the meeting.

(b) The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

8. **Special Meetings and Notice.** Special meetings of the Board of Directors may be called by or at the request of the Board Chair, President, Secretary or any two Directors. Notice of any such meeting is to be given at least three (3) days before the date of the meeting by written notice delivered or mailed to each Director at his or her home or business address. A Director may waive notice of any special meeting, and the attendance of a Director at any such meeting constitutes a waiver of notice of such meeting. Neither the business to be transacted nor the purpose of any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by another section of these Bylaws. The Board Chair, President,

Secretary or two Directors calling the special meeting, whichever the case may be, may designate the place for holding such meeting.

9. **Quorum and Action.** A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting. Except as otherwise set forth in Article VI, Section 2, the act or resolution of a majority of the Directors present at any meeting at which a quorum is present is the act or resolution of the Board of Directors.

10. **Meeting by Remote Communications Technology.** A meeting of the Board of Directors may be held by means of a remote electronic communications system only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. A Director's participation in a meeting held in a manner provided for in this Section constitutes that Director's presence at the meeting.

11. **Action without a Meeting.** Any action that is required to be taken, or that 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 actions so taken, is signed by all of the then Directors. Such consent has the same force and effect as the unanimous vote of the Board of Directors at a meeting duly called.

12. **Compensation.** The Corporation shall not establish or pay compensation to any person for serving as a Director of the Corporation. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director in violation of the Articles of Incorporation, these Bylaws or applicable statutes. The Board of Directors may provide by resolution that Directors be reimbursed for reasonable and actual expenses incurred while acting on behalf of the Corporation. In addition, the Corporation may advance money to a Director or officer for expenses reasonably anticipated to be incurred in the performance of his or her duties; provided, however, that the amount of the advance has been approved by the Board of Directors and that such expenses are subsequently accounted for by the individual. Nothing in this Section shall preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

13. **Liability of Directors.** No Director serving without compensation (other than reimbursement for actual expenses) of the Corporation shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director unless the act or omission involved willful or wanton misconduct.

14. **Committees.** A majority of the Directors may, by resolution, create one or more committees and appoint Directors or such other persons as the Board of Directors designates, to serve on the committee or committees. Each committee shall have two or more Directors and all committee members shall serve at the pleasure of the Board of Directors. Such committees will

have such powers and authority as set forth in the resolutions authorizing such committees and in Section 108.40 of the Act. Notwithstanding anything to the contrary in this Section, committees appointed by the Board of Directors relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors may be composed entirely of non-Directors.

15. Advisory Board. The Board of Directors may, by resolution or written consent, establish a Board of Advisors (the "**Advisory Board**") to be comprised of one or more individuals chosen by the Board in its sole discretion, and it may consist of Directors or non-Directors. The purpose of the Advisory Board shall be to advise the Board of Directors with respect to the needs, funding requests, and interests of the Alton Police Department, the law enforcement departments of surrounding communities, or any other matters that the Board of Directors may request from time to time. The Board shall not be bound by any advice or decision of the Advisory Board, the Advisory Board may not exercise the authority of the Board or any committees, and the members of the Advisory Board shall not have the rights or privileges of Directors and shall have no power or authority over the operation of the Corporation. A member of the Advisory Board may be removed at any time by the affirmative vote of a majority of the Board of Directors with or without cause.

ARTICLE VII
Officers

1. Officer Positions. The officers of the Corporation are to be a Chair of the Board (the "**Board Chair**"), President, Secretary and Treasurer, and such other officers as the Board of Directors may authorize and elect. Any two or more offices may be held by the same person. The officers of the Corporation may, but need not, be Directors.

2. Election and Term of Office. The officers of the Corporation are to be elected by a majority of the Board of Directors at the annual meeting of the Board of Directors. Each officer is to hold office for a term of one (1) year or until a successor has been duly elected and qualified or until his or her removal or resignation as set forth herein.

3. Removal. Any one or more of the officers of the Corporation may be removed, with or without cause, upon thirty (30) days' written notice from the Board of Directors to such officer. Such removal is to be effected by a majority vote, but, if applicable, excluding the Director proposed to be removed as an officer of the Corporation, of the Board of Directors at a special meeting of the Directors called for that purpose. The notice or waiver of notice of such special meeting must state the business to be transacted. The officer to be removed, if he or she so requests, is to be allowed to attend any such meeting and be given an opportunity to explain why he or she should not be removed as an officer. Any such removal is without prejudice to the contract rights, if any, of the person so removed.

4. Resignation. Any officer may resign at any time by a written resignation. Such resignation shall take effect at the time specified therein, or, if no time is specified, upon receipt of such notice of resignation by the Board Chair or the President of the Corporation or by any Director. The acceptance of a resignation is not necessary to make it effective.

5. **Vacancies.** A vacancy in any office of the Corporation due to the death, resignation, or removal may be filled by the Board of Directors at a regular meeting of the Directors or at a special meeting called for that purpose. Any officer elected to fill such vacancy is to be elected for the unexpired term of his or her predecessor in office and is to serve until a successor has been duly elected and qualified or until his or her removal or resignation.

6. **Board Chair.** The Board Chair is the chief executive officer of the Corporation. He or she is to preside at all meetings of the Board of Directors. The President has all the powers that are normally and customarily conferred upon a Board Chair or chief executive officer of a not-for-profit corporation in the State of Illinois, and shall perform such other duties as may be prescribed by the Board of Directors from time to time, including, but not limited to, (i) performing or delegating the day-to-day duties related to the business of the Corporation; (ii) employing such other members of the staff as may be deemed necessary to carry on the work of the Corporation; (iii) managing the promotion, publicity and development activities of the Corporation; (iv) selecting assistants, as required, to conduct the various functions and activities of the Corporation; and (v) establishing procedures and controls for the commitment or expenditure of funds by any officer or assistant.

7. **President.** The President is the chief operating officer of the Corporation. The President has all the powers that are normally and customarily conferred upon a chief operating officer of a not-for-profit corporation in the State of Illinois. In the absence of the Board Chair, the President will have all the powers and perform all the duties of the Board Chair in the absence or incapacity of the Board Chair, and will perform such other duties as may from time to time be prescribed by the Board Chair or the Board of Directors,

8. **Vice President.** If applicable, the Vice President or Vice Presidents, in the order of their seniority if more than one, will have all the powers and perform all the duties of the President in the absence or incapacity of the President. The Vice President or Vice Presidents will perform such other duties as may be assigned from time to time by the Board Chair, President or Board of Directors.

9. **Secretary.** The Secretary shall maintain the minutes of the meetings of the Board of Directors, send notices of all meetings and Board actions in compliance with the Bylaws, keep the corporate records, and certify the Bylaws, resolutions of the Board of Directors and committees, and other documents of the Corporation as true and correct copies.

10. **Treasurer.** The Treasurer has the responsibility of keeping the Board of Directors informed on the Corporation's financial status. In addition, the Treasurer shall keep an accurate account of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation. The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the Board Chair, the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation. The Treasurer will perform such other and further duties as the Board Chair, the President, or the Board may from time to time direct, and he or she

will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer. The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he or she will have no direction or control.

11. Compensation. No salary or other compensation is to be paid to any officer of the Corporation unless approved by the Board of Directors. Any future members of administrative staff are entitled to such salaries as authorized by the Board of Directors. No officer will be prevented from receiving such compensation by reason of the fact that he or she is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE VIII
Conflict of Interest Policy

1. Purpose. The purpose of this Conflict of Interest Policy (this "**Policy**") is to protect the Corporation's interest when the Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to not-for-profit and charitable organizations, including but not limited to Section 108.60 of the Act.

2. Definitions.

(a) "**Interested Person**" means any Director, principal officer or member of a committee with powers delegated by the Board of Directors of the Corporation, who has a direct or indirect Financial Interest.

(b) "**Financial Interest.**" A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, (ii) a Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or (iii) a potential ownership or investment interest in, or Compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. "**Compensation**" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest.

3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of a Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors, or the members of committees with powers delegated by the Board of Directors, considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the Board of Directors or committee meeting, and after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(i) If the Board of Directors or committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. <u>Records of Proceedings</u>. The minutes of the Board of Directors and all committees with Board of Directors delegated powers shall contain: (i) the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed; and (ii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation.

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE IX
Indemnification of Directors and Officers

1. Right to Indemnity. To the fullest extent permitted by law, the Corporation shall indemnify each of its present or former Directors and officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceedings or any threatened proceedings ("**proceeding**" includes any threatened proceeding) arising by reason of the fact that any such person is or was a Director or officer of this Corporation; provided that the Board determines that such person was acting in good faith and in a manner she or he believed to be in the best interest of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of the Corporation and certain actions alleging self-dealing or breach of any duty relating to assets held in charitable trust.

2. Insurance. The Corporation has the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who, while a Director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE X
Contracts, Loans and Gifts

1. Contracts and Other Documents. The Board of Directors may, by resolution, authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

2. Loans. No loans or other debts may be contracted on behalf of the Corporation, and no evidence of indebtedness may be issued in the Corporation's name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

3. Gifts. The Board of Directors or any officer delegated by the Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the Corporation.

ARTICLE XI
Finance

1. Depository Accounts. The funds of the Corporation are to be deposited by the officers of the Corporation designated by the Board of Directors to do so in the name of the Corporation in such bank or banks or other depository or depositories as the Board of Directors designates from time to time. Such funds may be withdrawn in accordance with the instructions of the Board of Directors.

2. Checks, Drafts, and Similar Instruments. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation are to be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time is determined by resolution of the Board of Directors. In the absence of such determination, such instruments are to be signed by at least two officers of the Corporation.

ARTICLE XII
Fiscal Year

The fiscal year shall begin on the first day of January and end of the last day of December each year.

ARTICLE XIII
Dissolution

1. Voluntary Dissolution. The dissolution of the Corporation may be authorized by a majority of the Directors provided that (i) no debts of the Corporation remain unpaid and (ii) written notice of the election to dissolve the Corporation has been given to all Directors, not less than three (3) days before the execution of Articles of Dissolution.

2. **Distribution of Assets.** In the event of dissolution or final liquidation, the remaining assets of the Corporation shall be applied and distributed in accordance with the Articles of Incorporation.

ARTICLE XIV
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 and committees having any of the authority of the Board of Directors.

ARTICLE XV
Modification of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws adopted only upon the written consent of a majority of the Board of Directors.

EFFECTIVE DATE

Adopted effective as of December 18, 2024 by the Board of Directors.

____
Alfred R. Womack, Jr., Director

____
Jesse R. Tomerlin, Jr., Director

____
John Michael Varner, Director

Form **2848**
(Rev. January 2021)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ Go to *www.irs.gov/Form2848* for instructions and the latest information.

OMB No. 1545-0150

For IRS Use Only
Received by:
Name ______
Telephone ______
Function ______
Date / /

Part I **Power of Attorney**

Caution: A separate Form 2848 must be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.

1 **Taxpayer information.** Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address	Taxpayer identification number(s)	
ALTON POLICE FOUNDATION	33-2980439	
	Daytime telephone number: 618-531-5523	Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 **Representative(s)** must sign and date this form on page 2, Part **II**.

Name and address
THOMAS E. ADDIS, ESQ.
2227 S. STATE RTE. 157
EDWARDSVILLE, IL 62025

CAF No. 0303-64689R
PTIN ______
Telephone No. 618-656-7148
Fax No. 618-656-6230

Check if to be sent copies of notices and communications ☑ Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. ______
PTIN ______
Telephone No. ______
Fax No. ______

Check if to be sent copies of notices and communications ☐ Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. ______
PTIN ______
Telephone No. ______
Fax No. ______

(**Note:** IRS sends notices and communications to only two representatives.) Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

Name and address

CAF No. ______
PTIN ______
Telephone No. ______
Fax No. ______

(**Note:** IRS sends notices and communications to only two representatives.) Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer before the Internal Revenue Service and perform the following acts:

3 **Acts authorized (you are required to complete line 3).** Except for the acts described in line 5b, I authorize my representative(s) to receive and inspect my confidential tax information and to perform acts I can perform with respect to the tax matters described below. For example, my representative(s) shall have the authority to sign any agreements, consents, or similar documents (see instructions for line 5a for authorizing a representative to sign a return).

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, Sec. 4980H Shared Responsibility Payment, etc.) (see instructions)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions)
CHARITABLE ORGANIZATION	1023	ALL

4 **Specific use not recorded on the Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See *Line 4. Specific Use Not Recorded on CAF* in the instructions . . . . ▶ ☐

5a **Additional acts authorized.** In addition to the acts listed on line 3 above, I authorize my representative(s) to perform the following acts (see instructions for line 5a for more information): ☑ Access my IRS records via an Intermediate Service Provider;
☑ Authorize disclosure to third parties; ☑ Substitute or add representative(s); ☑ Sign a return; ______

☑ Other acts authorized: ______

b **Specific acts not authorized.** My representative(s) is (are) not authorized to endorse or otherwise negotiate any check (including directing or accepting payment by any means, electronic or otherwise, into an account owned or controlled by the representative(s) or any firm or other entity with whom the representative(s) is (are) associated) issued by the government in respect of a federal tax liability.

List any other specific deletions to the acts otherwise authorized in this power of attorney (see instructions for line 5b): ____________________

6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this form. If you **do not** want to revoke a prior power of attorney, check here . . . . . ▶ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 **Taxpayer declaration and signature.** If a tax matter concerns a year in which a joint return was filed, each spouse must file a separate power of attorney even if they are appointing the same representative(s). If signed by a corporate officer, partner, guardian, tax matters partner, partnership representative (or designated individual, if applicable), executor, receiver, administrator, trustee, or individual other than the taxpayer, I certify I have the legal authority to execute this form on behalf of the taxpayer.

▶ IF NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THIS POWER OF ATTORNEY TO THE TAXPAYER.

Signature	Date	Title (if applicable)
[signature]	9/30/2025	TREASURER

Print name	Print name of taxpayer from line 1 if other than individual
JESSE R. TOMERLIN	ACTON POLICE FOUNDATION

Part II Declaration of Representative

Under penalties of perjury, by my signature below I declare that:

- I am not currently suspended or disbarred from practice, or ineligible for practice, before the Internal Revenue Service;
- I am subject to regulations in Circular 230 (31 CFR, Subtitle A, Part 10), as amended, governing practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:

a Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.

b Certified Public Accountant—a holder of an active license to practice as a certified public accountant in the jurisdiction shown below.

c Enrolled Agent—enrolled as an agent by the IRS per the requirements of Circular 230.

d Officer—a bona fide officer of the taxpayer organization.

e Full-Time Employee—a full-time employee of the taxpayer.

f Family Member—a member of the taxpayer's immediate family (spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).

g Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the IRS is limited by section 10.3(d) of Circular 230).

h Unenrolled Return Preparer—Authority to practice before the IRS is limited. An unenrolled return preparer may represent, provided the preparer (1) prepared and signed the return or claim for refund (or prepared if there is no signature space on the form); (2) was eligible to sign the return or claim for refund; (3) has a valid PTIN; and (4) possesses the required Annual Filing Season Program Record of Completion(s). ***See Special Rules and Requirements for Unenrolled Return Preparers** in the instructions for additional information.*

k Qualifying Student or Law Graduate—receives permission to represent taxpayers before the IRS by virtue of his/her status as a law, business, or accounting student, or law graduate working in a LITC or STCP. See instructions for Part II for additional information and requirements.

r Enrolled Retirement Plan Agent—enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ IF THIS DECLARATION OF REPRESENTATIVE IS NOT COMPLETED, SIGNED, AND DATED, THE IRS WILL RETURN THE POWER OF ATTORNEY. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN PART I, LINE 2.

Note: For designations d–f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column.

Designation—Insert above letter **(a–r).**	Licensing jurisdiction (State) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable)	Signature	Date
A	IL	6288909	[signature]	9/30/2025

CONSENT IN LIEU OF FIRST MEETING
OF THE
BOARD OF DIRECTORS
OF
ALTON POLICE FOUNDATION

(Pursuant to Sections 102.20(a) and 108.45 of the Illinois General Not For Profit Corporation Act of 1986 (the "Act"))

Effective: _______________, 2025

WHEREAS, Alton Police Foundation (the "Corporation") was incorporated as a not-for-profit corporation under the laws of the State of Illinois on ________, 2025; and,

WHEREAS, the undersigned directors now desire to adopt certain resolutions related to the organization of the Corporation.

NOW, THEREFORE, the undersigned individuals, constituting the Board of Directors of the Corporation, pursuant to Sections 102.20(a) and 108.45 of the Act, do consent that the following resolutions be adopted upon the execution of this consent without a meeting of the Board of Directors, such resolutions to have the same force and effect as if adopted at a duly convened meeting of the Board of Directors.

RESOLVED, that the Bylaws that have been presented to the Board of Directors of the Corporation be, and they are, adopted as and for the Bylaws of the Corporation; and be it further

RESOLVED, that the following are elected officers of the Corporation to serve until the first annual meeting of the Board of Directors and until their respective successors are elected and qualify, subject to earlier termination by removal or resignation:

Office	Name
Chair of the Board of Directors	Alfred J. Womack, Jr.
President	Alfred J. Womack, Jr.
Treasurer	Jesse R. Tomerlin, Jr.
Secretary	John Michael Varner

and be it further

RESOLVED, that pursuant to Article VI, Section 3 of the Bylaws, the Directors are divided into three classes with the following staggered terms:

Alfred J. Womack, Jr. – Three year term
Jesse R. Tomerlin, Jr. – Two year term
John Michael Varner– One year term

and be it further

RESOLVED, that the officers of the Corporation be, and they are, authorized to pay all fees and expenses incident to and necessary for the incorporation of the Corporation; and be it further

RESOLVED, that in addition to the regular annual meeting of the Board of Directors, regular board meetings will be held on the second Tuesday or each month at 3:00 p.m. at the Alton Boys and Girls Club located at 2512 Amelia Street, Alton, Illinois; and be it further

RESOLVED, that the officers of the Corporation or their designees be, and they are, authorized to obtain from the Internal Revenue Service a federal tax identification number (an Employer Identification Number) and to open one or more bank accounts on behalf of the Corporation with the bank or banks as may be determined by the Treasurer of the Corporation, and resolutions for that purpose on the printed forms of the banks as may be requested by the banks are incorporated by reference in this consent and adopted as if appended to this consent; and be it further

RESOLVED, that until otherwise ordered, each of the banks be, and it is, authorized to make payment from the funds of the Corporation on deposit with it, upon and according to the checks of the Corporation, in the manner as set forth in the printed resolutions of the bank; and be it further

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state, territory, or dependency of the United States in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation are authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary certificates, reports, powers of attorney, and other instruments as may be required by the laws of the state, territory, or dependency to authorize the Corporation to transact business in it, and whenever it is expedient for the Corporation to cease from doing business and withdraw from that state, to revoke any appointment of agent or attorney for service of process, and to file any certificate, report, revocation of appointment or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any state, territory, or dependency; and be it further

RESOLVED, that all actions taken by Chad W. Brigham, the authorized person and incorporator, in forming and incorporating the Corporation, are confirmed, approved, ratified and adopted as the valid and binding acts of the Corporation, and that the Corporation, to the fullest extent permitted by law, indemnifies Chad W. Brigham against any and all damages, costs or injuries sustained in connection with the formation and incorporation of the Corporation; and be if further

RESOLVED, that the proper officers of the Corporation be, and each of them is, authorized to prepare and file an Application for Recognition of Exemption Under Section

501(c)(3) of the Internal Revenue Code to obtain recognition of exemption from federal income taxation for the Corporation; and be it further

RESOLVED, that the proper officers of the Corporation be, and each of them is, authorized and empowered, in the name and on behalf of the Corporation, to execute all further documents, certificates or instruments, and to take all further action, as any officer may deem necessary, proper, convenient or desirable in order to carry out each of the foregoing resolutions and to fully effectuate the purposes and intents of them, and that all actions taken by the officers of the Corporation to date, in connection with the foregoing resolutions or otherwise, are in all respects confirmed, ratified and approved, and be it further

RESOLVED, that the Secretary of the Corporation is authorized to certify and deliver, to any person to whom the certification and delivery may be deemed necessary or appropriate in the opinion of the Secretary, a true copy of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, constituting all of the directors of the Corporation, have affixed their signatures to this consent effective as of the date first above written and have directed that it be filed with the minutes of the proceedings of the Board of Directors.

Alfred J. Womack, Jr., Director

Jesse R. Tomerlin, Jr., Director

John Michael Varner, Director