

DOWNERS GROVE PUBLIC LIBRARY FOUNDATION

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. Name

This corporation shall be known as DOWNERS GROVE PUBLIC LIBRARY FOUNDATION, and it is hereafter referred to as the "Foundation."

Section 2. Purpose

The Foundation is a not-for-profit corporation that has for its purpose to serve as a vehicle for sponsoring fundraising events and sales, soliciting, receiving and allocating gifts, grants, memorials and bequests of money, property, or services to enhance and enrich the programs, activities, and special projects of the Downers Grove Public Library, an Illinois public library under the Illinois Local Library Act (75 ILCS 5/1-0.1 et seq.).

Section 3. 501(c)3

The Foundation shall be a 501(c)(3) entity.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Members

The Foundation shall have no members. All rights which would otherwise rest in the members shall be vested solely and exclusively in the Board of Directors.

Section 2. Powers and Duties

The property, affairs, and business of the Foundation 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 the Foundation, 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 the Foundation.

Section 3. Number of Directors

The number of elected Directors shall be not less than ten (10) and not more than fifteen (15), as determined from time to time by the Directors by a Resolution or by an amendment to these Bylaws.

Section 4. Election of Directors

The Library Director of the Downers Grove Public Library (or designee) shall be an ex officio Director, but he or she shall have no right to vote, and his or her presence or absence shall not be considered for the purpose of determining the presence of a quorum of Directors. The Library Director (or designee) shall not be counted in the number of elected directors – ten to fifteen (10 – 15).

a) Initial Terms

With the exception of the Library Director, one-third of the initial Directors shall be designated by lot to serve a term of one (1) year, one-third ($\frac{1}{3}$) of the Directors shall be designated by lot to serve a term of two (2) years and the remainder of the Directors shall be designated to serve a term of three (3) years. Annually thereafter, the election of new Directors shall be by a plurality of the votes of the current Directors entitled to vote, for a term of three (3) years, to succeed each Director whose term then expires. Upon the expiration of the initial terms described above, Directors may be elected to serve one additional, consecutive, three-year term.

b) Subsequent Terms

Upon expiration of the terms described above, Directors are eligible to be reelected to the Board after an absence of three (3) years. After the three (3) year absence, Directors are eligible to be reelected to the Board two additional, consecutive, three-year terms.

The term of the office of all elected Directors shall begin at the Annual Meeting of the Foundation. All newly elected Directors shall be formally seated at the Annual Meeting.

Section 5. Resignation

With the exception of the Library Director, any Director may resign at any time by giving written notice of such resignation to the Secretary of the Foundation. The Secretary may resign at any time by giving written notice of such resignation to the President of the Foundation. 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 or President as specified. Acceptance shall not be necessary to render the resignation effective.

Section 6. Removal

Any Director of the Foundation may be removed from the Board, with or without cause, by vote of two-thirds ($\frac{2}{3}$) of the Board of Directors.

Section 7. Vacancies

In the event of a vacancy on the Board of Directors due to any cause (including a vacancy caused by an increase in the number of Directors), the remaining Directors of the Foundation who are entitled to vote shall, by plurality 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 hold office for a term of three (3) years.

Section 8. Compensation

Members of the Board of Directors shall not receive compensation for their services rendered to the Foundation in any capacity.

Section 9. Emeritus Board

Directors may establish an Emeritus Board to support the mission of the Foundation. Service on the Emeritus Board is restricted to retired or past members of the Board of Directors by invitation of the Board of Directors and seated by the current Board of Directors.

a) Nominations

Any standing member of the Board of Directors can nominate individuals for service to the Emeritus Board. Nominations must be approved by a majority vote of the standing members of the Board of Directors.

b) Meetings

Emeritus Board members are welcome to attend regular Board of Director meetings in a non-voting capacity, but are not required to do so.

c) Duties and Responsibilities.

The responsibilities of Emeritus Board members are to: i) Serve as advocates for the Foundation and its mission; ii) Provide feedback to the Board of Directors and staff; iii) Provide advice and technical expertise to the Board of Directors; iv) Assist in identifying and fostering relationships with others whose interest and support are important and beneficial to the Foundation; and v) Assist and advise the Board of Directors in fundraising efforts, where appropriate.

Section 10. Conflicts of Interest and Nepotism

a) Conflicts of Interest

Members of the Foundation Board of Directors may not be interested persons. Interested persons means: i) Any person currently being compensated by the Foundation for services rendered within the previous twelve (12) months, whether a full- or part-time contractor, service provider, or employee; ii) or any brother, sister, ancestor, descendant, spouse, partner, or in-law of any such person.

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected Director shall: i) fully disclose the nature of the interest; and ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the Foundation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

b) Nepotism

It is in the Foundation's best interest to avoid conflicts of interest between work-related and family-related obligations, to reduce favoritism or the appearance of favoritism, and to prevent family conflicts from affecting the workplace. As such, neither Library employees, nor Library Trustees, nor their relatives are eligible for election to the Foundation Board of Directors. For the purpose of this policy, "relative" is defined as a member of the employee's immediate family which includes: spouse, parent, child, grandparent, sibling, grandchild, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, step-parent, step-child, domestic partner, or legal guardian or other person who stands in the place of a parent.

ARTICLE III

OFFICERS

Section 1. Principal Officers

The principal Officers of the Foundation shall consist of a President, a Vice President, a Secretary and a Treasurer, and such additional Officers as the Board of Directors may from time to time deem desirable. The Officers shall be elected by the members of the Board of Directors who are entitled to vote, at their Annual Meeting, and shall serve one (1) year terms. Officers may serve three consecutive one (1) year terms as an Officer. The ex officio Director shall not serve as an Officer.

Section 2. President

The President shall be elected from the Board of Directors, shall be principal executive Officer of the Foundation, and shall preside over all meetings of the Board of Directors and the Foundation. 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 be elected from the Board of Directors and 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 be elected from the Board of Directors. The Treasurer shall keep accurate records of all property and disbursements of the Foundation in financial books to be maintained for that purpose; shall deposit all assets in the name and to the credit of the Foundation with such depository or depositories as shall be designated by the Directors; shall disburse the funds of the Foundation and render to the Directors such reports as they shall prescribe.

All books, records and vouchers of the Foundation 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 the Foundation 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 be elected from the Board of Directors. The Secretary shall give notice of each meeting of the Board of Directors of the Foundation for which notice is required, shall record minutes of each such meeting, 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 Secretary of the Foundation. The Secretary may resign at any time by giving written notice of such resignation to the President of the Foundation. 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 Secretary. Acceptance shall not be necessary to render the resignation effective.

Section 7. Removal

Any Officer of the Foundation 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 the Foundation 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.

ARTICLE IV

COMMITTEES

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more other committees. Each committee shall include one or more Directors, one of which Directors shall serve as chair. 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.

ARTICLE V

MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Foundation shall be held in January, on a date chosen by the Board of Directors 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 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 by postal or electronic mail to each Director, 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 or more of the Directors. Notice of each such special meeting shall be by postal or electronic mail to each Director, at least five (5) 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 quorum shall be one half (1/2) of the Board of Directors plus one additional Director. A quorum shall be sufficient to conduct business at any meeting. One half of the Board of Directors

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 via a written vote and/or consent either physically or electronically. The Director proposing action without a meeting shall provide information regarding the action and a reasonable amount of time for the Directors to respond and/or vote. For purposes of action taken without a meeting, the full Board of Directors shall be considered a quorum and all actions shall require a majority vote to pass. Decisions made by electronic polls will be certified by the Board of Directors at the next Board meeting as part of the Consent Agenda, and a copy of polls by which decisions are made electronically will be attached to the minutes of that meeting.

ARTICLE VI

FINANCES

Section 1. Fiduciary Responsibility

The Board of Directors shall assume fiduciary responsibility with respect to all funds held or administered by this Foundation.

Section 2. Fiscal Agents

The Foundation may designate such fiscal agents, investment advisors and custodians as the Board of Directors may select by resolution. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor or custodian.

Section 3. Allocation of Funds

The Board of Directors shall study the long-range needs and objectives of the Downers Grove Public Library as specified by the Library Board of Trustees and shall consider requests from the Library Board of Trustees concerning the use of Foundation funds in fulfilling such needs and objectives. Distribution of funds of the Foundation shall be made by the Board of Directors of the Foundation.

Section 4. Expenses

All expenses necessary to the maintenance of the Foundation are to be paid promptly and do not require Board of Directors approval. Necessary expenses include expenses related to the maintenance of the checking and investment accounts, expenses related to tax filings, PayPal expenses, and expenses related to the creation of bricks. Any additions to these necessary expenses require approval by the Board of Directors and amendment of the Bylaws. Necessary expenses shall be paid out of Foundation funds.

All other reasonable expenses and expenses related to Special Projects must be approved by the Board of Directors.

At each Annual Meeting, each committee will propose a discretionary budget for that year for action by the Board of Directors.

Section 5. Books of Record

The Board of Directors shall prepare and maintain the following records:

- a) minutes of all meetings of the Board of Directors;
- b) all financial statements of the Foundation;
- c) Articles of Incorporation and Bylaws of the Foundation and all amendments to each; and,
- d) such other records and books of account necessary and appropriate to the conduct of the corporate business.

Physical and electronic records described above shall be physically and electronically kept by the Library administration.

Section 6. Audit and Annual Report

The Board of Directors shall cause the records and books of account of the Foundation to be audited by an independent auditing firm at least once in each fiscal year in the event that contributions in such fiscal year exceed \$500,000 or the assets then being held exceed \$1,000,000.00, or at the discretion of the Board of Directors. An annual report shall be published to report on the activities and finances of the Foundation.

Section 7. Fiscal Year

The fiscal year of the Foundation shall commence on January 1 and end on December 31 of each year.

Section 8. Bond

The Foundation may obtain bond on such persons and in such amounts as may from time to time be deemed necessary or appropriate by the Board of Directors or otherwise required by law.

Section 9. Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 10. Authority to Borrow, Encumber Assets

No Officer, Director, agent or employee of the Foundation shall have any power or authority to borrow money on behalf of the Foundation to pledge its credit or to mortgage or pledge its real or personal property except within the scope and the extent or the authority delegated by resolutions adopted from time to time by the Board of Directors.

Section 11. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such Officer or Officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 12. Deposit of Funds

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner of manners authorized by the Board of Directors from time to time.

Section 13. Debts and Obligations of Foundation

The Directors and Officers of the Foundation shall not be personally liable for the debts or obligations of the Foundation.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Illinois, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

ARTICLE VIII

INDEMNIFICATION

The Foundation shall defend and indemnify Directors and Officers against third-party actions, suits, or proceedings, civil or criminal, which are brought by reason of the fact that he or she is or was a Director or Officer of the Foundation. The Foundation and/or its insurer reserves the right to provide and direct the defense of its Directors and Officers in such actions, suits, or proceedings. The Foundation shall not defend and indemnify Directors and Officers in actions, suits, or proceedings brought by the Foundation against any Director or Officer.

ARTICLE IX

AMENDMENTS

The power to alter, amend, or repeal the Articles of Incorporation or Bylaws of the Foundation, 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; provided, however, that these Bylaws may be amended to add any provisions for the regulation and management of the affairs of the Foundation not inconsistent with law, the Articles of Incorporation or these Bylaws.

ARTICLE X

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the Foundation may adopt, and with the laws of the State of Illinois.

ARTICLE XI

DISSOLUTION

Section 1. Dissolution of the Foundation

Dissolution of the Foundation 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 the Foundation. The notice

shall include a copy or summary of the plan for distribution of assets.

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

**BYLAWS OF THE
EVERGREEN PARK PUBLIC LIBRARY FOUNDATION**

**ARTICLE ONE
THE EVERGREEN PARK PUBLIC LIBRARY FOUNDATION (“Foundation”)**

The Evergreen Park Public Library Foundation shall be known as a non-profit corporation incorporated under the laws of the State of Illinois General Not-for-Profit Corporation Act.

**ARTICLE TWO
MISSION STATEMENT/PURPOSE**

Section 2.01. MISSION. The mission of the Evergreen Park Public Library Foundation is to support the development and growth of the Evergreen Park Public Library.

Section 2.02. PURPOSE. The Foundation is an Illinois not-for-profit corporation that is organized and operates exclusively for educational and charitable 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 such code.

Section 2.02.a. The Foundation will seek support and to supplement conventional sources of revenue for the purpose of enhancing the services of the Evergreen Park Public Library. The Foundation is a blended component unit of the Evergreen Park Public Library and its assets are reported as a restricted-use special revenue fund.

Section 2.02.b. The Foundation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Foundation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE THREE
OFFICES**

The principal office of this corporation is at the Evergreen Park Public Library, 9400 S Troy Avenue, Evergreen Park, Illinois 60805.

ARTICLE FOUR MEMBERSHIP

The Foundation shall consist of the members of the Board of Directors. The regular membership of a Director shall terminate at the end of his/her term of office or upon his/her death or resignation as a Director. All members of the Board of Directors are entitled to one vote on all matters requiring same.

ARTICLE FIVE BOARD OF DIRECTORS

Section 5.01. GENERAL POWERS. The affairs of the Foundation shall be managed by and under the direction of the Board of Directors. The Board of Directors shall have the power to accept any bequests, memorials, gifts, or grants which are proposed to be made to the Foundation.

Section 5.02. NUMBER AND TENURE. The Board of Directors of the Evergreen Park Public Library Foundation shall consist of at least five and not more than ten members. The number of directors may be increased or decreased within the above range, from time to time, by the Board of Directors without amendment to this section. No decrease in the number or range of directors shall have the effect of shortening the term of an incumbent director.

Section 5.02.a. One currently-elected member of the Evergreen Park Public Library Board of Trustees is eligible to serve as a non-voting, ex-officio liaison to the Evergreen Park Public Library Foundation Board.

Section 5.02.b. The Director of the Evergreen Park Public Library is a non-voting, ex officio member of the Evergreen Park Public Library Foundation Board.

Section 5.03. TERM OF OFFICE. The term of office of each director shall be two years, with each term expiring as of the January meeting of the Board of Directors immediately following the year in which the director's term expires. There is no limit on the number of terms which a director may serve.

Section 5.04. VACANCIES. In the event of a vacancy, the Board of Directors shall appoint a successor to complete the unexpired term.

Section 5.05. COMPENSATION. Directors shall not receive any compensation for their service on the Board.

Section 5.06. RESIGNATION. Any Director may resign at any time by giving written notice to the President and/or Secretary of the Board of Directors.

Section 5.07: REMOVAL. Any Director may be removed, with or without cause, by the unanimous vote of all the members of the Board of Directors (other than the Director sought to be removed).

Section 5.08. LIABILITY. The Directors of the Foundation shall not be personally liable for its debts, liabilities, or other obligations of the Foundation.

ARTICLE SIX OFFICERS

Section 6.01. DESIGNATION. The officers of the Evergreen Park Public Library Foundation shall be a President, a Vice-President, a Treasurer, and a Secretary. No two offices may be held by the same person. There shall be no limit on the number of terms for which an individual may hold office.

Section 6.01.a. Only one currently-elected member of the Evergreen Park Public Library Board of Trustees may serve as a liaison during a particular term of office.

Section 6.02. PRESIDENT. The President shall be elected from the membership of the Board of Directors, shall be the chief executive officer of the Foundation, shall preside over all the meetings, and shall in general supervise and control all of the business and affairs of the corporation. The President shall perform other duties as may be specified by the Board of Directors.

Section 6.03. VICE-PRESIDENT. The Vice-President shall be elected from the membership of the Board of Directors and, in the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 6.04. TREASURER. The Treasurer shall be elected from the membership of the Board, and shall be the principal financial and accounting officer of the Foundation. The Treasurer shall have custody of all the funds of the Foundation and have custody or maintain an accurate record of all Foundation assets. The Treasurer shall provide an accounting of all receipts and disbursements to the Board of Directors. The Treasurer shall also be responsible for the preparation of all state and federal income tax returns, and/or any other tax returns, required to be filed by Foundation. The Treasurer shall perform other duties as may be specified by the Board of Directors.

Section 6.05. SECRETARY. The Secretary shall be elected from the membership of the Board. The Secretary shall keep the minutes of the meetings of the Board of Directors, see that notices are duly given in accordance with the provisions of these bylaws or as required by law, have custody or maintain accurate records of the Foundation, and keep a register of contact information of each member. The Secretary shall perform other duties as may be specified by the Board of Directors.

Section 6.06. ELECTION AND TERM OF OFFICE. Each officer shall serve a term of one year. Officers are elected by the Board of Directors at the January meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as thereafter conveniently may be.

Section 6.07 REMOVAL. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgement the interests of the corporation would be best served, provided that no officer shall be so removed unless all members of the board (other than the officer being removed) vote for approval.

Section 6.08. VACANCIES. In the event of a vacancy, the Board of Directors shall appoint a successor to complete the unexpired term.

Section 6.09. INDEMNIFICATION. The Foundation shall indemnify to the full extent permitted by law any person made party to any action, suit, proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Director of the Foundation and has not been found guilty or wrong doing, against the reasonable expenses, including attorney's fees, actually or reasonably incurred by him or her in connection with defense of the action, suit, or proceeding or in connection with any appeal in it.

ARTICLE SEVEN MEETINGS/PROCEDURAL MATTERS

Section 7.01. ANNUAL MEETING. An annual meeting shall be held in January for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 7.02. REGULAR MEETINGS. Meetings of the Evergreen Park Public Library Foundation will be conducted six times each year (January, March, May, August, October and December of each calendar year) at a time and place determined by the Evergreen Park Public Library Foundation Board of Directors.

Section 7.03. ADDITIONAL MEETINGS. Additional meetings may be scheduled at the discretion of the Board of Directors.

Section 7.04. NOTICE. Notice for additional meetings shall be announced in writing at least 48 hours prior to the meeting.

Section 7.05. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting.

Section 7.06. MANNER OF ACTING. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these bylaws.

Section 7.07. ACTION WITHOUT MEETING. No meeting need be held to take action required or permitted to be taken by law, provided all Directors shall individually or collectively consent in writing to such action. Action by written consent shall have the same force and effect as action by unanimous vote.

ARTICLE EIGHT FINANCES

Section 8.01. FISCAL YEAR. The fiscal year of the Foundation shall coincide with the fiscal year of the Evergreen Park Public Library.

Section 8.02. CONTRACTS. The Board of Directors may authorize any officers or officers, agent or agents of the Foundation, to enter into any contract or to execute and deliver any instrument in the name of the Foundation. Such authority may be general, or confined to specific instances.

Section 8.03. GIFTS AND CONTRIBUTIONS. The Board of Directors may:

- Accept on behalf of the Foundation any gift, contribution, bequest, or devise of any type of property ("donations") for the general and special charitable purposes of the Foundation, on such terms as the Board shall approve.
- Hold such funds or property in the name of the Foundation or of such nominee or nominees as the board may appoint.
- Collect and receive the income from such funds or property.
- Devote the principal or income from such donations to such benevolent and charitable purposes as the Board may determine.
- Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate, and after approval of such agreement by the Board devote the principal or income from that donation according to the agreement.

Section 8.04. DEPOSITS. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.05. CHECKS, DRAFTS, ORDERS FOR PAYMENT. The President, Treasurer, Secretary, and Library Director shall be allowed to sign checks. Each check shall require two signatures.

Section 8.06. AUDIT. The Foundation is a blended component unit of the Evergreen Park Public Library and its assets are reported as a restricted-use special revenue fund. The fund undergoes annual audit by an independent accounting firm.

ARTICLE NINE

MISCELLANEOUS PROVISIONS

Any miscellaneous provision not noted above may be discussed and voted upon, if necessary, by the Board of Directors of the Evergreen Park Public Library Foundation.

ARTICLE TEN AMENDMENTS TO BYLAWS

Section 10.01. These bylaws may be altered, amended, or repealed and new bylaws adopted with the approval of at least a two-thirds (2/3) majority of all duly qualified voting members of the Evergreen Park Public Library Foundation Board of Directors.

Section 10.02. Any intent to modify these bylaws as stated above must be submitted in writing to the President of the Evergreen Park Public Library Foundation Board of Directors at least 72 hours prior to a regularly scheduled board meeting.

Section 10.03. No action on any amendment to the bylaws may be taken unless done so at a regularly scheduled board meeting.

Section 10.04. By consensus, the Evergreen Park Public Library Foundation Board of Directors acting as a committee of the whole may conduct an annual review of these by laws. Any modification to same must adhere to those stipulations noted in sections 8.01, 8.02, and 8.03 above.

ARTICLE ELEVEN DISSOLUTION

Section 11.01. DISSOLUTION. The Foundation may be dissolved upon the affirmative vote of a majority of Directors of the Board present at any regular or special meeting called for that purpose.

Section 11.02. NOTICE. Notice of the meeting to authorize the dissolution shall be given in writing to all members of the Board of Directors not less than ten days before the meeting at which the vote will be taken, and will include the basis for the recommendation to dissolve the Foundation.

Section 11.03. DISTRIBUTION OF ASSETS. Upon dissolution of the Foundation, its assets shall be distributed, or applied, as follows:

- 1) All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provision made therefore.
- 2) The balance of the assets shall be distributed to the Evergreen Park Public Library in Evergreen Park, Illinois.

Waukegan Public Library Foundation

Corporate Bylaws

ARTICLE I

NAME, LOCATION, AND PURPOSE

The name of the corporation is: WAUKEGAN PUBLIC LIBRARY FOUNDATION, INC. The principal office of the corporation shall be located at 128 North County Street, Waukegan, Illinois, 60085. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The Corporation shall have and continuously maintain a registered agent whose office is identical with the principal office of the corporation. The registered agent shall be the Executive Director of the Waukegan Public Library or his or her designee.

The purposes of the Waukegan Public Library Foundation are to enhance the quality of Waukegan Public Library services to the community by securing resources to support library and literacy programs and projects not normally met by public funding; to stimulate and encourage gifts of funds, books, desirable collections, endowments and bequests to the library; and receive, hold, manage, use and dispose of funds and properties of all kinds, whether given absolutely or in trust, for the benefit of Waukegan Public Library.

The purposes of the corporation shall be exclusively charitable and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code. The following rules will bind the corporation and all persons acting for or on behalf of the corporation: (1) Conflict of Interest. No member of the Board shall derive any personal financial benefit, either directly or indirectly, by reason of his or her membership on the Board. Each member shall disclose to the Board any personal interest which he or she may have in any matter pending before the Board and shall refrain from participating in any decision on the matter; and (2) Non-Discrimination. The Waukegan Public Library Foundation shall not discriminate on the basis of race, gender, color, creed or national or ethnic origin in the administration of its policies.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Each director shall be entitled to one vote in each matter submitted to the Board of Directors.

Section 2. Composition. The number of directors comprising the board shall be not less than seven (7) or more than fifteen (15) members, at least 50% of whom shall live or work in the City of Waukegan. Selection and appointment shall be made by the Foundation Board of Directors of the Waukegan Public Library. Not less than one representative of the Trustee board shall be appointed to serve as a liaison on the Board of Directors of the Waukegan Public Library Foundation to serve a term of two years.

Section 3. Term of Office. The term of office for Board of Directors is three (3) years with a maximum of three consecutive terms before reaching tenure. At the end of the third consecutive term, the Board has the option of identifying viable candidates for succession. If there are no candidates identified and vetted, the Board may vote to retain that individual for an additional term at the next Board Meeting. Terms shall begin at the close of the Annual Meeting.

Section 4. Resignation and Removal of Director. A director may be removed, with or without cause, by the affirmative vote of two-thirds of the total directors at a regular meeting of the Board, provided that notice of the intent to call for such a vote, naming the director, is given at the prior Board of Directors meeting. Directors are expected to attend all meetings of the Board. A director may be removed if he or she has not attended three consecutive Board meetings. A director may retire or resign at any time upon written notice to the Board of Directors.

Section 5. Compensation. Directors and officers as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 6. Power to Appoint. The Board of Directors shall have the power to appoint any person or persons to act and hold in trust for the corporation any property belonging to the corporation or in which it is interested, or for any other purposes, and to execute and to do all such duties and things as may be requisite in relation to any such trust providing it is not inconsistent with the proposes of the corporation.

ARTICLE III

EXECUTIVE OFFICERS

Section 1. Executive Officers. The executive officers of the corporation shall be a president, vice president, secretary, treasurer, and such other officers as may be elected in accordance within the provisions of Article III, Section 2. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, in a timely manner, by the Board of Directors. Any two or more offices may be held by the same person, except the office of president.

Section 2. Election and Term of Office. The officers of the corporation shall be elected biennially at the first meeting of the calendar year of the Board of Directors. If the election of officers is not held at the annual meeting, it shall be held at the next meeting. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for no more than two, two year terms or until a successor shall have been duly elected and shall have qualified.

Section 3. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the secretary or any officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bond, contract or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President. In the absence of, inability or refusal to act by the president, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 5. Treasurer. The treasurer shall be the principal accounting and financial officer of the corporation. The Waukegan Public Library Controller and the treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible thereof, and for the receipt and disbursement thereof; (c) oversee the completion of the annual audit and Form 990; and (d) perform all the duties incident to such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 6. Secretary. The secretary shall see that all notices are given in accordance with the provisions of these by-laws or as required by law, and be custodian of the cor-

porate records. Keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The records shall be retained at the Waukegan Public Library.

Section 7. Removal. Any executive officers elected and appointed by the Board of Directors may be removed by a two-thirds majority vote provided that notice of the intent to call for such a vote, naming the Executive Officer, is given at the prior Board of Directors meeting. Executive Officers are expected to attend all executive committee meetings. An Executive Officer shall be removed if he or she has not attended three consecutive Executive Committee meetings. An Executive Officer may resign at any time upon written notice to the Executive Committee, who would notify the Board of Directors at the following meeting.

Section 8. Vacancies. In the event of a vacancy in any office because of death, resignation, removal, disqualification, or otherwise, the Board of Directors must be notified and the vacancy will be filled by the order of executive succession. If an executive officer respectfully declines, the Board of Directors are able to make an interim appointment for the unexpired portion of the term, which must be passed by a two-thirds majority vote.

ARTICLE IV

FOUNDATION MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held on dates to be determined by the Board, for no less than four (4) regular meetings each year. The officers of the corporation shall be elected biennially at the first meeting of the calendar year of the Board of Directors. If the election of officers is not held at the annual meeting, it shall be held at the next meeting.

Section 2. Special Meetings. A Special meeting of the Board of Directors may be called at or by the request of the president or any three directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 3. Electronic Meetings. Any or all directors may participate in a meeting of the Board of Directors, or a committee of the Board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting. Directors must provide forty-eight hours notice to Library staff to ensure appropriate provisions can be made.

Section 4. Notice. Notice of any special meetings of the Board of Directors shall be given at least two days previously.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting and schedule it at another time without further notice.

Section 6. Notwithstanding any other provision of the corporation, the association shall not carry on any other activities not permitted to be carried on by an association exempt from Federal Income Tax under section 501(c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

The association shall be empowered and authorized to do such other things as are incidental to the foregoing or are necessary or desirable in order to accomplish the foregoing.

ARTICLE V

COMMITTEES

The President is authorized to form committees with the approval of the Board of Directors, and shall appoint a chairperson to all committees and task forces and other such committees as deemed necessary. The appointed chairperson shall in general be accountable for the duties to be performed and delivered in a timely manner by the committee or task force formed. Prior to being authorized, the potential committee will be required to provide specific goals and objectives, timeline and budget to be reviewed by the Executive Committee prior to the commencement of such committee.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

The Waukegan Public Library Board of Trustees is the ultimate authority on acceptance of all gifts, contracts, deposits, funds and naming opportunities. The Foundation is authorized to accept such gifts, etc. on their behalf pending the Board of Trustee's approval.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences 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 of Di-

rectors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president or vice-president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 4. Gifts. The Board of Directors, or person designated by the Board of Directors, or an officer of the corporation, 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 VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification of Officers and Directors. The corporation may indemnify all officers and directors of the corporation to the fullest extent permitted by the Illinois General Not for Profit Act. In each specific instance, the corporation shall indemnify an officer or director if authorized by a resolution of the Board of Directors to do so.

Section 2. Insurance. The corporation is entitled to purchase insurance for purposes of the indemnifications provided in the Article to the full extent as determined from time to time by the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE X

SEAL

The Board of Directors may provide a corporate seal.

ARTICLE XI

AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the by-laws. Such action must be adopted by no less than two-thirds of the members of the Board of Directors at a regular meeting for which written notice of the purpose shall be given; provided, however, that no amendment to the by-laws may be adopted unless such amendment is first presented for consideration at a prior regular meeting of the Board of Directors. The bylaws may contain any provisions for the regulations and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

ARTICLE XII

DISSOLUTION

Upon liquidation and/or dissolution of this Board, the entire net assets remaining after payment of any and all liabilities and obligations of this Board shall be distributed to the Waukegan Public Library's general operating fund.

ARTICLE XIII

CERTIFICATION

These by-laws were approved at a meeting of the Board of Directors by a two-thirds majority vote on February 8, 2017.