

Bylaws of the

North Riverside Library Foundation & Friends

Article I Name

The name of the Foundation & Friends is the North Riverside Library Foundation & Friends, an Illinois not for profit corporation (the Foundation & Friends)

Article II Location

The Foundation & Friends is an Illinois Not-For-Profit Corporation located at 2400 S. Des Plaines Avenue, North Riverside, Illinois. The Board of Directors (the Board) shall designate a registered agent and the Board may, from time to time, change the name and address of the Foundation & Friends' registered agent.

ARTICLE III PURPOSE AND OPERATION

The Board will ensure that the following purposes, philosophies and objectives of the Foundation & Friends are implemented and maintained.

A. The Foundation & Friends is a Not-For-Profit corporation organized under the laws of the State of Illinois exclusively for literary and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (the Code)

B. The Foundation & Friends, being organized exclusively for literary and educational purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the code.

C. No part of the net earnings of the Foundation & Friends shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Foundation & Friends shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 above.

D. No substantial part of the activities of the Foundation & Friends shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation & Friends shall not participate in, or intervene in (including the publishing or distribution of statements concerning), any political campaign on behalf or any candidate for public office.

E. Notwithstanding any other provision of these articles, the Foundation & Friends shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from

federal income tax under Section 501(c)(3) of the code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the code.

F. Upon dissolution of the Foundation & Friends, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation & Friends, dispose of all the assets of the Foundation & Friends exclusively for the purposes of the Foundation & Friends in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Foundation & Friends is then located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

G. The Foundation & Friends' purpose is to aid, assist, and promote the North Riverside Public Library by providing equipment, marketing, programming, library materials, furniture, capital projects and other items for the library. The Foundation & Friends' funds and resources are not intended for day-to-day operations of the library normally supported by tax funding. Disposition of the Foundation & Friends' funds shall be at the discretion of the Board subject to limitations imposed by the Internal Revenue Code and the State of Illinois.

H. The Foundation & Friends will solicit and accept gifts, grants, bequests, devises, endowment funds or revenues in furtherance of its purpose.

I. The Foundation & Friends will invest moneys received and disburse income and principal as deemed appropriate by the Board. Gifts accepted for specific purposes will be used for the specified purposes.

J. The Foundation & Friends will pay its operating expenses from Foundation & Friends funds.

K. Directors will not receive compensation for their services. Subject to Board approval, Directors may be reimbursed from Foundation & Friends funds for expenses reasonably incurred in the performance of their duties.

L. The Foundation & Friends will not engage in propaganda nor activities to influence legislation nor participate or intervene in political campaigns on behalf of any candidate for public office.

M. The Foundation & Friends will work with the Board of Library Trustees of the North Riverside Public Library to raise funds through private and corporate contributions to enhance Library services to the general public.

N. The Foundation & Friends will not discriminate on the basis of age, sex, race, color, creed, national origin, marital status, sexual orientation or disability with regard to receipt of services, appointment or election to voluntary office, hiring or assignment to or promotion of staff positions

O. The Foundation & Friends will invite the Board of Library Trustees of the North Riverside Public Library to submit requests for funding.

ARTICLE IV BOARD

A. The Board may establish "social memberships" and/ or "social members". In no event, however, are such "social members" or those holding a "social membership" responsible for or privileged with the management, governance, affairs, direction or day-to-day operations of the Foundation & Friends. Authority and responsibility for management and governance of the Foundation & Friends shall at all times rest with the Board.

B. The Foundation & Friends' affairs will be managed by a Board Of Directors. The number of Directors shall be no less than nine (9) and no more than fifteen (15). At the time of incorporation, one-third of the Directors will serve a one-year term, one-third will serve a two-year term, and one-third will serve a 3-year term. The initial terms will be decided by lot. After the terms of the first Directors are determined, Directors will be elected for three year terms.

C. The Board may amend the number of Directors on the Board by resolution of the Board provided that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

D. The Foundation & Friends will seek to obtain broad-based support from the general public by involving people on its Board with diverse business, professional and personal experience. A majority of the Board must be residents qualified to hold a resident library card at the North Riverside Public Library.

E. Any Director may be removed without cause by a majority of the Board at a regular scheduled Board Meeting provided notice of the proposed removal shall be given to all Directors prior to such meeting. It is the intention of the Board that Directors be viable and contributing members. Directors who are unable to attend Board meetings and participate in Foundation & Friends sponsored projects are subject to removal under this Paragraph E.

F. The Board shall elect Directors. Vacancies on the Board shall be filled by majority vote at any regular or special meeting.

G. A quorum shall be a majority of all Directors in office immediately before a meeting begins. If a quorum is present, action is taken by the affirmative vote of a majority of Directors present. To amend the Bylaws, sell assets not in the regular course of business, or to merge or dissolve the Foundation & Friends, a 2/3 vote of all Directors is required.

H. The Library Director of the North Riverside Public Library shall serve on the Board as an ex-officio member.

I. The North Riverside Library may designate a non-voting liaison to the Board.

J. The Board may appoint individuals to serve on an Advisory Council to advise the Board. Any such appointment shall be for the term and based on criteria as the Board establishes. Persons serving in such an advisory capacity may attend Board meetings and participate in Board functions but shall have no voting rights.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

A. The Board shall meet at least four times per year. One meeting, which shall be held not more than two months following the close of the fiscal year, shall be designated the Annual Meeting at which the fiscal report for the fiscal year shall be accepted. The time and place of the regular meetings shall be set by the President who shall direct the Secretary to duly notify all Directors and ex-officio members of the Board of Directors at least 14 days prior to the meeting date.

B. Special meetings of the Board may be called at the request of the President or any two Directors. The President shall direct the Secretary to duly notify all Directors and ex-officio members of the Board at least seven days prior to the meeting date.

C. There shall be no proxy or absentee voting at Board meetings. Directors may attend via speaker phone upon request and if technologically feasible.

ARTICLE VI OFFICERS

A. The Officers of the Foundation & Friends shall be a President, a Vice-President, a Secretary, and a Treasurer. Officers shall be elected by the Board at the Annual Meeting. In addition to the powers and duties as described in these Bylaws, the Board may assign other duties.

B. The President shall be the executive officer of the Foundation & Friends, shall preside at all meetings, shall have responsibility for the general management of the Foundation & Friends

and shall oversee the duties and activities of the Board. The President shall deliver an annual report at the Annual Meeting. The President shall be an ex-officio member of all committees.

C. The Vice President shall act as President in the absence of the elected President.

D. The Secretary shall keep the minutes of proceedings of the Board and when instructed by the Board, shall sign all deeds, bonds, contracts and other obligations in the name of the Foundation & Friends.

E. The Treasurer shall maintain and review the financial records and shall report to the Board from time to time. The Treasurer shall cause to be deposited all funds of the Foundation & Friends in such depositories as may be designated by the Board.

F. Officers shall be elected for one-year terms at the annual meeting. The Board shall appoint a Nominating Committee prior to the Annual Meeting which Nominating Committee will present and publish a slate of Officers at least 14 days prior to the election.

G. Vacancies in any Office shall be filled by the Board.

ARTICLE VII COMMITTEES

A. The Board may designate and appoint one or more committees. Each committee shall consist of two or more Directors. The Chair of a committee shall be a Director and shall be designated as the Committee Chair by the Board. The Board shall determine duties and tenure of a committee.

B. Committees may engage persons who are not Directors to serve on Committees. Such persons shall be engaged at the discretion of the Chair of a committee.

VIII ADMINISTRATIVE

A. The Fiscal Year shall be July 1 – June 30.

B. No loans shall be made to any Director.

C. The Foundation & Friends shall keep minutes and complete books and records of accounts for all Board and committee meetings. An Annual Financial Report shall be prepared each year and audited in a manner deemed appropriate by the Board.

D. The Foundation & Friends shall have the right and responsibility of investing any funds, contributions, donations, and endowments according to the policy developed by the Board and pursuant to any specific stipulation made by the donor.

E. The rules of procedure shall be Robert's Rules of Order or other established parliamentary system adopted by the Board.

F. The Foundation & Friends will defend, indemnify and hold harmless any one or all of the Foundation & Friends' directors, officers, employees, and agents, for any mistake of judgment or other action taken in good faith by any director, officer, employee or agent.

Adopted this 16th day of July, 2019.

Revised and adopted March 15th, 2022.