

**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.