

Friends of the Berwyn Library
Articles of Incorporation and Bylaws
(May, 2018)

Article I. OFFICES

Section 1.01 - REGISTERED OFFICE. The registered office of this entity is located at 2701 S. Harlem Ave. Berwyn, Cook County, in the state of Illinois.

Section 1.02 - NAME. The name of this entity shall be the Friends of the Berwyn Library, Incorporated. It may also be referred to as: "Friends of the Berwyn Library," "FOBL," "the entity," and as "the Corporation" in these Articles.

Article II. STATEMENT OF PURPOSE

Section 2.01 - ROLE. The role of the Friends of the Berwyn Library shall be:

- (a) Encourage the use of the Berwyn Public Library;
- (b) Advocate for the Berwyn Public Library in the community;
- (c) Support the Berwyn Public Library programs and services;
- (d) Raise funds to supplement the Berwyn Public Library budget;
- (e) Any other lawful purpose not in conflict with the charitable purpose of the Friends of the Berwyn Library.

Article III. OTHER PROVISIONS

Section 3.01 - ORGANIZATION. Friends of the Berwyn Library is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Two hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall 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.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3.02 - TAX EXEMPT. Any purpose permitted to be exempt from taxation under Section 501(c) or 501(d) of the U.S. Internal Revenue Code, as now in or hereafter amended.

Section 3.03 - TAX DEDUCTIBLE GIFTS. Any purpose that would qualify for tax-deductible gifts under the Section 170(c) of the U.S Internal Revenue Code, as now or hereafter amended.

Article IV. MEMBERSHIP AND MEETINGS

Section 4.01 - MEMBERSHIP ELIGIBILITY. Persons who are interested in supporting and improving the Berwyn Public Library are eligible for membership.

Section 4.02 - FISCAL YEAR. The Friends of the Berwyn Library's fiscal year runs from September 1 to August 31. All regular business is transacted between September and May.

Section 4.03 - NOTICE OF MEETINGS. Notice of any meetings of the general membership shall be given in writing at least five (5) days prior to the meetings. The preferred form of written notice shall be via email.

Section 4.04 - MEMBERSHIP MEETINGS. The Board will call an annual membership meeting to occur before a major FOBL sponsored program. The Board may call other meetings as deemed necessary.

Section 4.05 - BOARD MEETINGS. Each new year will begin with an organizational meeting in September. At that meeting, the Board of Directors shall determine the meeting dates for at least four (4) regular meetings to be held between October and May. The Board will only conduct special meetings as deemed necessary by the President during June, July and August.

Any and all members of the Friends of the Berwyn Library are welcome to attend Board meetings.

Section 4.06 - BOARD MEMBER TERMINATION. Any Board member who is absent from two consecutive Board meetings without explanation to the President or

Secretary may be released from Board Membership by a majority vote of the rest of the Board.

Article V. ELECTION OF OFFICERS/DIRECTORS

Section 5.01 - OFFICER/DIRECTOR TERM. The term of office for each officer/director is three (3) years. The election of officers/directors shall be on a staggered basis with two (2) positions up for election in a fiscal year.

Section 5.02 - NOMINATING COMMITTEE. The President shall appoint a Nominating Committee of three (3) board members. This committee shall present a slate of candidates for officers.

Section 5.03 - INTERIM BOARD MEMBERSHIP. In the event of one or more Board vacancies prior to the Annual meeting, the Board may elect Interim Board/Director members. These Interim members shall have full Board privileges and will act until voted upon by the membership.

Article VI. DUTIES OF OFFICERS/BOARD OF DIRECTORS

Section 6.01 - VOTING BOARD DESCRIPTION. The voting board of this organization shall be a President, Vice-President, and either a combined Secretary/Treasurer or two separate officers, and a Membership Coordinator. In addition, the board shall have either two (2) or three (3) other voting directors for a total of seven (7).

Section 6.02 - PRESIDENT DUTIES. It shall be the duty of the President to preside at all meetings of this organization and to co-sign any legal documents for the organization with the Secretary. The President will also be a signatory on all bank accounts.

Section 6.03 - VICE-PRESIDENT DUTIES. It shall be the duty of the Vice-President to perform the duties of the President in the President's absence or inability to serve. The Vice-President shall also serve as Program Coordinator and work with the Library Liaison to plan and promote programs.

Section 6.04 - SECRETARY/TREASURER DUTIES. It shall be the duty of the Secretary/Treasurer to:

(a) As Secretary

- (i) Keep minutes of all meetings, call the roll, keep a record of attendance with both the place and notice thereof given;
- (ii) Certify and keep at the principal office of the entity a copy of its Articles of Incorporation and Bylaws as amended to date;
- (iii) Co-sign any legal documents for the organization with the President;

- (iv) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (b) As Treasurer
 - (i) Have charge of all funds of the organization and to keep an itemized account of all monies received and expended to be reported to the organization during regular meetings;
 - (ii) Be a signatory on all bank accounts. The Treasurer shall pay out on proper vouchers all payments upon order of the organization and render a written report of the receipts and disbursements at each Board Meeting. The books shall be audited annually by a committee appointed by the President. A report shall be submitted by the Auditing Committee for board approval.
 - (iii) Ensure on a yearly basis as set by law, Form 990 EZ is completed and forwarded to the Internal Revenue Agency.
 - (iv) See that the bills, reports, statements and all other documents and records required by law are properly kept and filed;

These duties shall be distinct to each position when there are a separate Secretary and Treasurer.

Section 6.05 - MEMBERSHIP COORDINATOR DUTIES. The Membership Coordinator shall keep a record of members postal and email addresses and mail out all correspondences to the membership. Electronic mailings are preferred, however, postal mailings will be used when necessary.

Section 6.06 - OTHER DIRECTORS. It shall be the duty of other directors to perform duties as needed.

Section 6.07 - BOARD VACANCIES. In the event of one or more Board vacancies prior to The Annual meeting, the Board may elect Interim Board members. These Interim members shall have full Board privileges and will act until voted upon by the membership.

Section 6.08 - FRIENDS OF THE LIBRARY LIAISON DUTIES.

(a) It shall be the responsibility of the Friends of the Library Liaison to act as a the bridge between the Library and the organization. He/She will work with the organization to discharge their duties and assist where necessary.

(b) The Liaison will make a "FOBL Library Staff Official Request for Funds" form available to all library staff and facilitate the process of said report.

(i) The Library Liaison will ensure the Official Request for Funds part 1 is complete, comes from a Library Department Head and is approved by the Library Director prior to submission to the Friends of the Berwyn Library Board.

(ii) After using any allocated funds on item purchased or service rendered, the Department Head will be required to forward receipts to the Library Liaison within 1 month of allocation as a condition of future funding.

(a) The Library Liaison will forward the receipts to the Secretary/Treasurer prior to the next regularly scheduled board meeting. This will ensure receipts are available for review prior to any consideration of new "funding requests."

(iii) Within 3 months of purchase of an item and or 3 months of a service rendered, the Department head will complete a status report by completing part 2: "Reporting," of the "Library Staff Official Request for Funds." If after a 3 month period, part 2 of the "Library Staff Official Request for Funds," is not completed and forwarded to the FOBL, no further library requests for funding will be considered until part 2 is completed.

6.09 - REGISTERED AGENT. The Registered Agent is a formal position required by the State of Illinois to receive service of process on behalf of the Friends of the Berwyn Library. The Registered Agent:

(a) Shall perform the office of accepting service of process and shall promptly communicate receipt of service of process to the Board and Officers when legal proceedings adverse to the Friends of the Berwyn Library arise;

(b) Is an appointed position, the length and limit of his or her term of office may be the length of his or her life-time, or the lifetime of the Friends of the Berwyn Library, whichever is shorter;

(c) Inasmuch as the Registered Agent is an appointed member of the board, the Registered Agent does not have a vote on the Board of Directors;

(d) Inasmuch as the Registered Agent is an appointed member of the board, the Registered Agent need not attend meetings of the Board of Directors as Registered Agent, unless his or her presence is specifically required and requested by the Board;

(e) Inasmuch as the Registered Agent is an appointed member of the board, the Registered Agent may be dismissed and replaced by a 2/3 majority vote of the Board;

(f) Inasmuch as the Registered Agent is an appointed member of the board, in the event the Registered Agent shall resign or be dismissed, a new Registered Agent shall be appointed by the officers by a 2/3 majority vote of approval;

(g) Shall maintain a physical address for service of process on record with the State of Illinois, Division of Corporations and Commercial Code;

(h) May serve as an elected member of the Board of Directors in a different capacity.

(i) Whenever a new registered agent is appointed, it shall be the duty of the FOBL President to complete form NFP 105.10 and ensure a copy of said form is mailed as soon as knowledge of said change to:

Secretary of State
Department of Business Services
Corporation Division
69 W. Washington St., Ste. 1240
Chicago, IL 60602

Section 6.10 - VOIDED PROVISION. In the event any provision of these Articles of Incorporation and Bylaws shall be determined to be invalid, void or unenforceable such determination shall not render invalid, void or unenforceable any other provisions hereof, which be given effect. No conditions or provisions of these bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same.

Section 6.11 - DISSOLUTION. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Cook County in which the principal office of the corporation is then located, exclusively of such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII. QUORUM

Section 7.01 - QUORUM. At any Regular or Special Meeting of the Board of Directors, four(4) members shall constitute a quorum for the transaction of business.

ARTICLE VIII. AMENDMENTS

Section 8.01. These bylaws may be amended by a two-thirds($\frac{2}{3}$) vote of the Board of Directors.

ARTICLE IX. GRIEVANCES

Section 9.01. In order to be considered, a grievance must be written, signed and include the name and address of the complainant. Within 60 days of receipt of the complaint, the Board of Directors must meet and discuss the complaint, and within 30 days of that meeting deliver a written response to the complainant. The Board may make available a copy of the complaint and the Board's response at the next general membership meeting.

ARTICLE X. CONFLICT OF INTERESTS POLICY

Section 10.01 - Conflicts of Interest. No contract or other transaction between the entity and one or more of its Officers or members, or between the entity and any other entity, firm, or entity in which one or more of the Officers or members are directors or officers or have a material financial interest, shall be entered into by the entity, unless the fact of such relationship or interest is disclosed to the Board of Directors. The Board must approve such contract. A director must register a conflict of interest as an agenda item if one exists. That an individual having a potential conflict of interest may participate in the discussion regarding the conflict, may not vote on that matter.

ARTICLE XI. NONDISCRIMINATION POLICY

Section 11.01 - STATEMENT OF NONDISCRIMINATION. It shall be the policy of the Friends of the Berwyn Library, Inc., that discrimination against individuals on the basis of: race, gender, age, national origin, religion, creed, political affiliation, social affiliation, sexual orientation or any protected class not specifically listed herein, shall not be tolerated.

Section 11.02 - BOARD DISMISSAL RELATED TO DISCRIMINATION. Knowing and voluntary discrimination against an individual based on any of the categories listed in Section 11.01 on the part of a member of board or officer shall be cause for dismissal of that person from the board.

Section 11.03 - GENERAL MEMBER DISMISSAL OR SUSPENSION. Knowing and voluntary discrimination against an individual based on any of the categories listed in Section 11.01 on the part of a general member shall be cause for admonition and potential suspension of membership and may be cause for dismissal of that person from the FOBL under circumstances were the discriminatory actions are particularly egregious.

ARTICLE XII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order(Revised) shall govern parliamentary authority in all matters not specified in the bylaws of this organization.

ATTESTATION

Accepted and enacted by a vote, consistent with the terms of these articles and bylaws, of the Officers and Members of the Friends of the Berwyn Library, Inc., at a meeting of the general membership, this day of 2018, at Berwyn, Illinois. Attested to by the officers as currently constituted, having been elected in accordance with these articles and bylaws.

Subscribed as witnesses thereof:

Kendra Nudd, President

Mike Erickson, Vice President

Lois E. Hummel, Treasurer/Secretary

Signed and Adopted: May 21, 2018

ADDENDUM 1

FRIENDS OF THE BERWYN LIBRARY FUNDING GUIDELINES

In considering funding requests, the Board will use the following guidelines:

The project

- Serves members of the FOBL and encourages membership
- Benefits a specific population/fills a niche
- Encourages and expands library usage
- Offers an innovative demonstration or pilot project that allows the library to try somethings new

In addition, the following principles guide the Board

- Funding is normally not provided for on-going programs. Successful innovative projects should become part of the regular library budget.
- Priority is given to projects that have leveraged funding, such as matching grants.

REVISION COMMITTEE, 2013:

Phyllis Walden - President
Mary Peranteau - Vice President
Lois Hummel - Secretary
Becky Spratford - Friends Liaison

REVISION BOARD, 2013:

Phyllis Walden - President
Mary Peranteau - Vice President
Susan Greenberg - Treasurer
Lois Hummel - Secretary
Karen DeCraene - Membership Coordinator
Jerry Hill - Book Sale Coordinator
Sue Stopka - Hospitality Chair
Library Director - Tammy Clausen
Friends Liaison - Becky Spratford

REVISION BOARD, 2014

Phyllis Walden - President
Mary Peranteau - Vice President
Lois Hummel - Secretary/Treasurer
Karen DeCraene - Membership Coordinator
Jerry Hill - Book Sale Coordinator
Sue Stopka - Hospitality Chair
Tammy Clausen - Library Director
Becky Spratford - Friends Liaison

REVISION BOARD 2017

President - Kendra Nudd
Vice President - Michael Erickson
Secretary/Treasurer - Lois Hummel
Membership Coordinator - Patrice Murtha
Member-at-Large - Sue Stopka
Member-at-Large - Mildred Ayala
Library Director - Keshia Garnett
Friends Liaison - Briana Perlot

REVISION BOARD 2018

President - Kendra Nudd
Secretary/Treasurer - Lois Hummel
Membership Coordinator - Patrice Murtha

Revised: December, 1996
Revised: September, 1998
Revised: August, 2006
Revised: February, 2008
Revised: October, 2009
Revised: March, 2012
Revised: February, 2013
Revised: March, 2014
Revised: September, 2017
Revised: May 2018