

THE NORTHBROOK PUBLIC LIBRARY FOUNDATION

BYLAWS

ARTICLE I

NAME AND PURPOSE

Section 1. Name

This corporation shall be known as THE NORTHBROOK 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 soliciting, receiving and allocating gifts, grants Memorials and bequests of money, property or services to enhance and enrich the programs, activities, and facilities of the Northbrook Public Library, an Illinois public library under the Illinois Local Library Act (75 ILCS 5/1-0.1 *et seq.*).

ARTICLE II

BOARD OF DIRECTORS

Section 1. Members

The Foundation shall have no members. All rights which would otherwise Rest in the members shall rest 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 judgement 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 Directors shall be not less than three (3) and not more than fifty (50), as determined from time to time by the Directors by an Amendment to these Bylaws.

Section 4. Election of Directors

The initial Board of Directors of the Foundation shall be as specified in The Articles of Incorporation. One-third of the Directors shall be designated to serve a term of one (1) year, one-third of the Directors shall be designated 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, one (1) Director shall be elected by majority vote of the Board of Directors for a term of three (3) years to succeed each Director whose term then expires.

The terms of the office of all elected Directors shall begin at the annual meeting in October. All newly elected Directors shall be formally seated at the annual meeting of the board of Directors.

Section 5. Composition of the Board of Directors

At a minimum the composition of the Board of Directors shall consist of The Executive Director of the Northbrook Public Library or designee, and one (1) individual(s) selected from the Library Board of Trustees, and one (1) individual(s) who shall represent the interests of the community.

Section 6. Resignation

Any Director may resign at any time by giving written notice of such resignation to the Secretary 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. Acceptance shall not be necessary to render the resignation effective.

Section 7. Removal

Any Director of the Foundation may be removed from office, with or without cause, by vote of two-thirds (2/3) of the Board of Directors then holding office.

Section 8. 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, by majority vote, may 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 be elected by a majority vote of the Board of Directors then in office and shall hold office for a term of three (3) years.

Section 9. Compensation

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

ARTICLE III

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 Board of Directors at their annual meeting and shall serve one (1) year terms. Ex officio Directors shall not serve as officers.

Section 2. President

The President shall be elected from the membership of 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 membership of 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 membership of the Board of Directors. The Treasurer shall keep accurate records of all property, receipts and disbursements of the Foundation in financial books to be maintained for that purpose; shall deposit all assets in the name and to be 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 membership of the Board of Directors. The Secretary shall give notice of each meeting of the Board of Directors or committees of the Foundation for which notice is required; shall record minutes of each such meeting in books kept for that purpose; shall have custody of the records of the Foundation; 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 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

Section 1. Nominating Committee

The Nominating Committee shall be appointed by the President and shall be composed of three (3) to five (5) Directors, one (1) of whom shall be the Executive Librarian of the Northbrook Public Library or designee. They shall provide the Directors, at least 30 days prior to the annual meeting, with a list of individuals who are willing to serve as Directors. When meeting to form the list of individuals willing to serve as Directors, all committee members should endeavor to be present and anyone absent should be fully informed of the possible designees.

Section 2. Other 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 chairman. 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. A majority of the Board members of the Committee must be present when recommendations for Board consideration are prepared in final form by any such committee.

ARTICLE V

MEETINGS

Section 1. Annual Meeting

The annual meeting of the Foundation shall be held in October of 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 meeting 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 mailed to each Director, addressed to the Director at his or her residence or usual place of business, 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 mailed to each Director, addressed to the Director At his or her residence or usual place of business, at least five (5) days Before the day on which the meeting is to be held, or shall be delivered Personally or by telephone no later than two (2) 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

Three (3) members of the Board of Directors in office shall constitute a quorum of 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 if a written consent, stating the action so taken, shall be signed by all Directors who are entitled to vote with respect to such action.

ARTICLE VI

FINANCES

Section 1. Fiduciary Responsibility

It shall be the policy of the Foundation that the Board of Directors shall assume fiduciary responsibility with respect to all funds held or administered by this corporation.

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 Northbrook Public Library as specified by the Board of Library Trustees and shall seek recommendations from the said Library Board concerning the use of unrestricted properties of the Foundation in fulfilling such needs and objectives.

Distribution of funds of the Foundation shall be made by the Board of Directors of the Foundation and is subject to the approval of the Board of Library Trustees of the Northbrook Public Library.

Section 4. Expenses

All necessary and reasonable expenses of the Foundation must be approved by the Board of Directors. Upon such approval, the expenses shall be paid from the funds of the Foundation.

Section 5. Books of Record

The Board of Directors of the Foundation shall maintain the following records:

- 1) minutes of all meetings of the Board of Directors and its Committees;
- 2) all financial statements of the Foundation;

- 3) Articles of Incorporation and Bylaws of the Foundation and all amendments thereto and restatements thereof;
- 4) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

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 \$100,000 or the assets then being held exceed \$250,000, or at the discretion of the Board of Directors. An annual report shall be published to recognize donors and report on the activities and finances of the Foundation.

Section 7. Fiscal Year

The fiscal year of the Foundation shall coincide with the fiscal year of the Northbrook Public Library.

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.

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 indemnify to the full extent permitted by law any person made party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Director or Officer of the Foundation and has not been found guilty of wrong doing, against

the reasonable expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense of the action, suit or proceeding or in connection with any appeal in it. The right to indemnification conferred by this Section shall not restrict the power of the Foundation to make any indemnification permitted by law.

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 51% of the whole number of Directors; provided however, that amendment of Sections 4, 5, and 8 of Article II, Section 3 of Article VI and this Article IX of these Bylaws shall be made only with the unanimous approval of all qualified Directors. 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

Roberts Rules of Order shall be the parliamentary guide for matters not Covered by these Bylaws but shall not be controlling.

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. 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.

