

Friends of the Berwyn Library
Articles of Incorporation and Bylaws
(December, 2022)

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 FOBL

Section 2.02 - 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.

Section 2.03 - TAX EXEMPT. Any purpose permitted to be exempt from taxation under Section 501(c) of the U.S. Internal Revenue Code, as now in or hereafter amended.

Section 2.04 - 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 III. MEMBERSHIP AND MEETINGS

Section 3.01 - MEMBERSHIP ELIGIBILITY. Persons who are interested in supporting and improving the Berwyn Public Library are eligible for membership. The FOBL Board of Directors shall set dues for each of the various classes of membership.

Section 3.02 - 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 3.03 - 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 a posting at the Library.

Section 3.04 - MEMBERSHIP MEETINGS. The Board will call quarterly membership meetings. The Board may call other meetings as deemed necessary. Notice of the membership meetings must be delivered no less than 5 days nor more than 60 days before the meeting.

Section 3.05 - 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. Agendas specifying all business to be discussed or conducted at all membership and Board meetings shall be posted on the Friends web site no less than 48 hours before such meeting, except that any item of business may be discussed (but not voted on) at any regular Board meeting, even if not included on the Agenda.

Section 3.06 - PARLIAMENTARY AUTHORITY. Robert's Rules of Order(Revised) shall govern parliamentary authority in all matters not specified in the bylaws of this organization.

Article IV. ELECTION OF OFFICERS/DIRECTORS

Section 4.01 - 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. Directors may seek reelection at the end of their term.

Section 4.02 - BOARD NOMINATIONS. Each nominated candidate must be a good-standing member prior to election for a minimum of one year.

Section 4.03 - 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.

Section 4.04 - BOARD MEMBER TERMINATION. A director may be removed from the Board based on neglect of duty, habitual failure to attend Board meetings, or conduct tending to injure the good name of the Friends, disturb its organizational well-being, or hamper its work. An affirmative vote of two-thirds of all current voting members of the Board shall be required to remove a director from the Board.

ARTICLE V. DUTIES OF OFFICERS/BOARD OF DIRECTORS

Section 5.01 - VOTING BOARD DESCRIPTION. The voting board of this organization shall be a President, Vice-President, Secretary, Treasurer, and a Membership Coordinator. In addition, the board shall have two (2) other voting directors for a total of seven (7).

Section 5.02 - 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 5.03 - 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 5.04 - 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 5.05 - 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 5.06 - OTHER DIRECTORS. It shall be the duty of other directors to perform duties as needed.

Section 5.07 - FRIENDS OF THE LIBRARY LIAISON DUTIES.

(a) It shall be the responsibility of the Friends of the Library Liaison to act as 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.

5.08 - 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 term of office with the Friends of the Berwyn Library;

(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 $\frac{3}{4}$ 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 $\frac{3}{4}$ 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 the Secretary of State Department of Business Services.

ARTICLE VI. FUNDS AND LIABILITY

Section 6.01 - 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 6.02 - DISSOLUTION. By a three-fourths (3/4) vote of the full membership, the Friends may be dissolved at an Annual or Special Membership meeting. Written notice of an intent to dissolve the Friends must be provided to the full membership by the President, or no fewer than three (3) Directors, no less than twenty (20) days before the meeting at

which said dissolution is to be considered. In the event of dissolution of the organization all assets will be turned over to the Library. 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.

Section 6.03 - INDEMNIFICATION. To the extent permitted by applicable law, the organization shall indemnify any and all directors or officers or former directors or officers of the organization against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which any of them is made a party by reason of being or having been such directors or officers; provided that there will be no indemnification for a person found guilty of criminal conduct, or willful or wanton misconduct, in being or having been a director or officer.

Section 6.04 - AUTHORIZATION. No part of the assets or earnings of the organization shall inure to the personal benefit of or be distributable to its individual members, officers or directors or other private persons; except that the organization shall be empowered and authorized to pay reasonable compensation only for the services rendered by private persons which have been previously approved by the Board, and to make payments and distributions in furtherance of the purposes set forth in Article II of these Bylaws.

Section 6.05 - POLITICAL ACTIVITIES. No substantial part of the activities of the organization shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 6.06 - DISALLOWED ACTIVITIES. Notwithstanding any other provision of these by-laws, the organization shall not conduct or carry on any activities not permitted to be carried on by (a) an organization exempt under provisions of Section 501(c)(3) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended or (b) by an organization contributions to which are deductible under provisions of section 170(c)(2) of the Internal Revenue Code as they now exist or as they may hereafter be amended.

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. COMMITTEES

Section 8.01 - COMMITTEES. The President will appoints the Chairs of any ad hoc or special committees as may seem appropriate. The Chair or other designated member of each committee will deliver a report of the committee's activities as requested by the Board. Each committee will have at least one director as a member for liaison with the Board. Committee Chairs must be members of the Board.

ARTICLE IX. AMENDMENTS

Section 9.01 - AMENDMENTS. These bylaws may be amended by a two-thirds($\frac{3}{4}$) vote of the Board of Directors.

ARTICLE X. GRIEVANCES

Section 10.01 - GRIEVANCES. 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 XI. CONFLICT OF INTERESTS POLICY

Section 11.01 - 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 XII. NONDISCRIMINATION POLICY

Section 12.01 - 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 12.02 - 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 12.03 - 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.

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 February 11, 2023, 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:

Mary Drenth, President

Christine Lojewski, Vice President

Erika Corona Owens, Secretary

Karin Nangreave, Treasurer

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

REVISION BOARD 2022

President - Mary Drenth
Vice President/Library Liason - Christine Lojewski
Treasurer/Secretary - Karin Nangreave
Membership Coordinator - Erika Corona Owens
Member-at-Large - Nora Laureto
Member-at-Large - Suzanne Fournier
Member-at-Large/Book Sale Coordinator - Bev Applebaum

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
Revised: December 2022

