



Bylaws of the Friends of the Oak Park Public Library

21 May 2018

Article I: Mission Statement

Section 1.

The mission of the Friends of the Oak Park Public Library is to make the community a better place by promoting closer relations and creating greater awareness between the Oak Park Public Library and the residents of Oak Park. The Friends will accomplish this goal by raising and distributing funds for the greater good of the Oak Park Public Library.

Article II: Name

Section 1.

The organization shall be called: The Friends of the Oak Park Public Library, NFP, hereafter called "Friends."

Article III: Purpose

Section 1.

The Friends of the Oak Park Public Library is an independent not for profit corporation organized and existing under the Illinois General Not For Profit Corporation Act of 1986.

Section 2.

The purposes for which the organization is organized are:

- a. to act as a not-for-profit corporation exclusively for charitable and educational purposes;
- b. to promote closer relations between the Oak Park Public Library (hereafter called the "Library") and the citizens of Oak Park;
- c. to promote greater awareness among the citizens of Oak Park of the facilities, services and needs of the Library;
- d. to raise, solicit, receive, hold, invest, administer and distribute funds and property for the benefit of the Library;
- e. to supplement and enhance the Library's operations and facilities by providing funds for those materials, items of equipment, capital improvements and special projects for which funds are in whole or in part unavailable in the regular operating and capital budgets of the Library;
- f. to cooperate with other organizations in activities which benefit the Library; and
- g. to engage in all other permitted activities as a not-for-profit corporation organized to benefit and support the Library.

Section 3.

The registered office of the organization required by law to be maintained in the State of Illinois shall be maintained at the Main Library and the Friends' attorney shall be the organization's registered agent in Illinois.

Article IV: Membership

Section 1.

All members of the general public, regardless of residence, are welcome as members of the Friends upon payment of annual membership dues.

Article V: Dues and Contributions

Section 1.

The membership year is from January 1 to December 31. The fiscal year of the Friends shall be the same as the Library's fiscal year.

Section 2.

The Friends Board of Directors shall set dues for each of the various classes of membership.

Section 3.

All dues and contributions shall be made payable to the "Friends of the Oak Park Public Library."

Article VI: Board of Directors

Section 1.

The executive authority of the Friends shall be vested in a Board of Directors (hereafter called the "Board"), the responsibilities and duties of which shall include, but not be limited to:

- a. reviewing the activities and direction of the organization;
- b. raising funds by any means not expressly prohibited by these bylaws or by an law or statute;
- c. allocating and expending such funds in furtherance of the purposes of the Friends and within Illinois and Federal guidelines;
- d. recommending a schedule of dues and establishing benefits for each of the membership categories; and
- e. planning events, the Annual Board Meeting, the Annual Membership Meeting and other meetings as deemed necessary of the membership.

Section 2.

The Board shall be elected by the membership and consist of a minimum of eight (8) directors and a maximum of thirteen (13) with the precise number to be fixed and changed from time to time within said range by action of the directors without necessity of amendment to these bylaws.

Section 3.

The membership of the Board shall include the Finance Officer and one other current member of the Board of Trustees of the Oak Park Public Library (hereafter called the "Library Board"), the Executive Director of the Library (who shall serve ex officio, without vote) and five (5) or more other individuals elected by the membership.

Section 4.

Each elected director must be a member of the Friends at the time of election. Elections are to be held at the Annual Membership Meeting. The Board shall set the number of one (1) or two (2) year terms to be elected at each Annual Board Meeting, so that half or nearly one half (1/2) of the terms of all the elected directors shall expire each year. No less than sixty percent (60%) of all directors shall be residents of Oak Park.

Section 5.

A quorum for Board meetings shall be defined as fifty percent (50%) plus one of the eligible voting members of the Board, at least one of whom must be an officer of the Friends.

Section 6.

Directors may seek reelection at the expiration of their term.

Section 7.

All directors shall serve until the expiration of their terms except in cases of resignation, incapacity, or removal from the Board. The Board shall have the authority to appoint a person to fill any vacancy occurring through resignation, incapacity, or removal from the Board, and the appointed director shall serve on an interim basis until the next Annual Meeting.

Section 8.

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.

Section 9.

All elected directors shall be elected at large by a majority of those members present at the Annual Membership Meeting. The Board Development Committee shall propose a list of candidates for expiring terms. Additional nominations may be accepted from the membership provided the nominees consent and have submitted a completed candidate information sheet within 7 days prior to the Annual Membership Meeting.

Section 10.

An annual grant request for Friends funds, submitted by the Executive Director of the Library shall be approved by the Board for the following fiscal year. The Library's expenditures of grant funds shall be reviewed by the Board annually.

Section 11.

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.

Article VII: Officers

Section 1.

The officers of the Board shall be President, Vice President, Secretary, Treasurer and Past President. Officers, other than the Past President, shall be elected at the Annual Membership Meeting by a majority of those members present, and shall serve a term of two (2) years, or until their successor has been elected and qualified. The Board Development Committee shall present a slate of officers at or before the Annual Membership Meeting. Additional nominations may be accepted from the membership provided the nominees consent and have submitted a completed candidate information sheet within 7 days prior to the Annual Membership Meeting.

Section 2.

The President shall be the chief officer of the Friends, fulfilling all of the normal duties of that office including, but not limited to, presiding at all the meetings of the Board and of the membership, conducting the business of the organization and all official correspondence with the concurrence of the Board, and representing the Friends in an official capacity.

Section 3.

Upon the election of a new President, the former President shall serve as Past President, assisting the new President in the fulfillment of his or her duties in issues related to continuity, and performing any other duties assigned by the Board.

Section 4.

The duties of the Vice President shall be to assist the President in the fulfillment of the latter's duties and to act on behalf of the President in the event of the latter's absence. The Vice President shall succeed the President in case of resignation, incapacity, or removal from office. The Vice President shall be responsible for Board Development.

Section 5.

The Secretary shall be responsible for maintaining the Friends' records, Director and Officer eligibility data, and the minutes of all Board and membership meetings. The Secretary shall serve on the Membership Committee.

Section 6.

The duties of the Treasurer shall include maintaining financial records, certifying the accuracy of all requests for expenditures of funds, preparing necessary reports of income and expenses and maintaining insurance as needed. Customary annual financial forms required by the government shall be filed by the Treasurer. The Treasurer shall make timely deposits and disbursements, report revenues and expenditures from the Friends fund at each regular Board meeting, and deliver a complete annual report at the Annual Meeting of the Friends. The Treasurer shall serve on the Finance Committee.

Section 7.

The Board may by written resolution designate three (3) or more of their number to constitute an executive committee, which committee, to the extent provided in the resolution, shall have and execute all of the authority of the Board to the extent permitted by law.

Article VIII: Committees

Section 1.

The President, with the concurrence of the Board, shall appoint the Chairs of the Standing Committees, and committee members of the Committee on Committees. The President also appoints the Chairs of any ad hoc or special committees as may seem appropriate. The Standing Committees of the Friends Board shall be:

- a. Board Development: to seek and recruit individuals to be Board members who are interested in the Library and the Oak Park community. To develop and present a slate of directors and officers at the Annual Meeting.
- b. Finance and Budget: The Treasurer shall chair this committee. Other members will be the President, Vice President and other interested board members. This committee will prepare and submit for approval to the Board and membership an annual budget for sources and uses of funds.
- c. FOPPL Membership: The functions of this committee are to seek and implement ways to increase membership in the Friends.
- d. Book Fair and Sales: to plan, market, implement and evaluate the annual book fair and other sale of books.

Section 2.

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: Meetings

Section 1.

The Annual Meeting of the general membership will be held on a date to be determined by the Board, after January 1 but no later than March 31 each year. Notice of the Annual membership Meeting must be delivered no less than 5 days nor more than 60 days before the Meeting. The Annual Board Meeting shall immediately precede the Annual Membership Meeting.

Section 2.

A quorum for conducting business at the Annual Board Meeting shall be a quorum of the Board as defined in Article VI Board of Directors. A quorum for conducting business at the Annual Membership Meeting shall be the number of members who personally attend said meeting.

Section 3.

The Board shall meet at least six (6) times each year. Regular Board meeting dates for each year shall be established at the Annual Board Meeting.

Section 4.

Special Board meetings may be called by the President or any three directors, one of whom must be an officer of the Friends. Special Membership meetings may be called by petition of 10% of the general membership. Written notice of the time and place of the Special Membership meeting shall be given at least seven (7) days prior to the meeting and must specify the purpose of the meeting.

Section 5.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall guide the Friends in cases to which are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Friends may adopt.

Section 6.

Voting by the general membership at the Annual Membership Meeting shall be by individuals present, of all eligible members. In the case of family memberships, two adult members shall be eligible to vote.

Section 7.

The directors may participate in and vote at any meeting of the Board or any committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting by such means shall constitute attendance and presence in person at the meeting. Email, proxy and absentee voting shall not be permitted for meetings of the Board, committees or general membership.

Section 8.

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.

Article X: Funds and Liability**Section 1.**

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 III of these Bylaws.

Section 2.

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 3.

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.

Section 4.

On dissolution of the organization, the Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all assets of the organization according to the provisions of Article XI of these Bylaws.

Article XI: Dissolution**Section 1.**

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.

Article XII: Amendments**Section 1.**

These bylaws may be amended and/or revised at the Annual Membership Meeting by a two-thirds (2/3) majority of the attending members present, provided that no less than 48 hours notice of such proposed amendments and/or revisions shall have been made to members prior to the vote.

Article XIII: Conflict of Interest**Section 1.**

No Board member shall use his/her position, or the knowledge gained, in such a manner that a conflict between the interest of the organization and his or her interests arises. Each Board member has a duty to place the interest of the organization foremost in any dealings with the organization and has a responsibility to notify the Board when a conflict arises.

Updated and approved at Annual Meeting March 19, 2018 and Board Meeting May 21, 2018.