

# **Bylaws of the Friends of the Arlington Heights Memorial Library**

## **Article I - Name and Authority**

- Section 1 The Name of this non-profit corporation shall be Friends of the Arlington Heights Memorial Library. The business of the corporation may be conducted as Friends of the Arlington Heights Memorial Library, Friends of the Library, Friends, or FOL.
- Section 2 This Corporation was formed under the "General Not For Profit Corporation Act" of the State of Illinois on June 19, 1968, and reinstated on April 22, 1977.
- Section 3 This Corporation shall operate as a non-profit corporation, exclusively for educational and charitable purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

## **Article II - Definitions**

- Section 1 Board: The Board shall mean the Friends of the Arlington Heights Memorial Library Board of Directors.
- Section 2 Director: A Director shall refer to an Officer, Director at Large, or Standing Committee Chairperson serving on the Friends of the Arlington Heights Memorial Library Board of Directors.
- Section 3 Library: The Library shall mean the Arlington Heights Memorial Library.
- Section 4 Membership: The Membership, and the term Members, shall mean the current paid membership of the Friends of the Arlington Heights Memorial Library.
- Section 5 Fiscal Year: The Friends of the Arlington Heights Memorial Library fiscal year shall be May 1 to April 30.
- Section 6 Quorum: A quorum is represented by a majority of Directors in office immediately before the meeting.

## **Article III - Purpose**

The purpose of the Friends of the Arlington Heights Memorial Library (Friends) is to:

- Section 1 Maintain an association of persons interested in libraries.

## **Bylaws of the Friends of the Arlington Heights Memorial Library (Con't.)**

- Section 2 Stimulate the use of the library's resources, facilities, and services.
- Section 3 Raise funds to provide, programs, materials, equipment, and artwork for the library.
- Section 4 Encourage and receive gifts, endowments, and bequests to the Friends.
- Section 5 Support and cooperate with the library's development of services and facilities for the community.
- Section 6 Support the American Library Association's, "Library Bill of Rights."

### **Article IV - Membership and Membership Meetings**

- Section 1 Membership in this corporation shall be open to all individuals and businesses in agreement with its purposes. Arlington Heights residency is not required.
- Section 2 Each membership shall be entitled to one vote at the Annual Membership Meeting.
- Section 3 Each member shall be entitled to all services of the corporation and is eligible to participate in all organizational events.
- Section 4 Each member is encouraged to volunteer by providing assistance with the tasks required for the functioning of Friends.
- Section 5 Business meetings shall be conducted by the Friends Board of Directors. Input from members shall be provided to board members for discussion or personally presented to the board after scheduling with the president. Contact information is available on the Friends of the Library section of the Arlington Heights Memorial Library website.
- Section 6 Membership approval is required for electing Board Members (Annual Membership Meeting). All other decisions shall be determined by the Board of Directors. Membership voting is strongly encouraged.
- Section 7 Items requiring Membership approval shall be presented via USPS mail, the Friends Newsletter, or electronically, no less than one month before votes are due. Voting shall be performed in person, electronically, or by mail-in ballot.
- Section 8 There are no meetings requiring attendance by the general Membership.

### **Article V - Officers, Directors at Large, Standing Committee Chairpersons, and Board of Directors**

## **Bylaws of the Friends of the Arlington Heights Memorial Library (Con't.)**

Section 1 There shall be five (5) elected officers of this organization: President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.

Section 2 There shall be four (4) elected Directors at Large.

Section 3 There shall be four (4) standing committee chairpersons who are appointed by the President and approved by the current Board of Directors: Book Sales, Membership, Newsletter, and Publicity.

Section 4 The Board of Directors of the corporation shall consist of the five (5) officers, four (4) Directors at Large, and four (4) standing committee chairpersons.

The number of board members may vary from a minimum of eight (8) to a maximum of thirteen (13) directors with the number changing from time to time as determined by a vote of the Board of Directors without further amendment to the bylaws.

Each member of the board shall have one (1) vote. Membership in Friends is required to serve on the board.

Section 5 Officers and Directors at Large shall be nominated, with the consent of the nominee, at least one (1) month before the Annual Membership Meeting.

Section 6 Officers and Directors at Large shall be elected by a majority of the votes presented at the Annual Membership Meeting. The term of each Officer and Director at Large shall be for two (2) years.

A. Elected in even numbered years:

- President, Treasurer, and two (2) Directors at Large.

B. Elected in odd numbered years:

- Vice President, Secretaries, and two (2) Directors at Large.

C. Appointed in even numbered years:

- Book Sale and Membership chairpersons.

D. Appointed in odd numbered years:

- Newsletter and Publicity chairpersons.

Section 7 No Director shall serve more than six (6) consecutive years on the Board. Directors who have served six (6) years are ineligible to hold office for two years.

Section 8 Vacated Director positions or positions not filled by election, may be filled by an interim appointment by the Board of Directors for the remainder of the full term of that office.

## **Bylaws of the Friends of the Arlington Heights Memorial Library (Con't.)**

Section 9 The Executive Director and a designated representative of the Library Board shall be non-voting members of the Board of Directors.

### **Article VI - Removal of a Board Member**

Section 1 Elected Directors: An elected Director may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the votes present and voted. A special board meeting may be called for this purpose. An elected Director proposed to be removed shall be entitled to a one month electronic notice, to appear before and to be heard at such meeting. Notification for voting on the removal of an elected Director shall be presented to membership via USPS mail, the Friends Newsletter, or electronically, not less than one month before votes are due. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting. Voting shall be performed in person, electronically or by mail-in ballot.

Section 2 Appointed Directors: An appointed Director may be removed, with or without cause, by a two-thirds (2/3) affirmative vote of the board, provided there is a quorum-of not less than a majority represented at the meeting of the Board at which action is taken. An appointed Director proposed to be removed shall be entitled to at least a one month electronic notice, to appear before and to be heard at such meeting.

### **Article VII - Conflict of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

### **Article VIII - Duties of Officers and Directors**

This section is to provide a brief description of the duties performed by each position.

Section 1 President: To preside over and conduct meetings, appoint all committee chairpersons, and be an ex-officio member of all committees except the Nominating Committee.

Section 2 Vice President: To perform the duties of the president in the absence of the president and serve on special task assignments as identified by the Board.

## **Bylaws of the Friends of the Arlington Heights Memorial Library (Con't.)**

- Section 3      Treasurer: To keep and maintain the financial records of the corporation, and to report the financial status of the corporation to the Board. To work with the Friends accountant to prepare an annual report at the end of the fiscal year, and make said report available upon request.
- Section 4      Recording Secretary: To record attendance, transcribe and distribute the minutes, and notify board members of time and place of board meetings. The Recording Secretary shall also inform members in writing and/or electronically for all important corporate business.
- Section 5      Corresponding Secretary: To conduct the correspondence of the corporation and assist with other responsibilities as required.
- Section 6      Directors at Large: To represent the interests of Friends membership by taking on special tasks, and assisting officers and standing committee chairpersons.

### **Article IX - Standing Committees**

- Section 1      Standing committee chairpersons are appointed by the President and approved by the Board of Directors for a two (2) year term at the appropriate Annual Membership Meeting. They serve to fulfill their duties of:
- A. Membership: To enroll members, process applications, and maintain the membership database.
  - B. Book Sale: To coordinate the book sales by recruiting volunteers who organize, set up, and take down donated materials.
  - C. Publicity: To handle publicity for the Friends as directed by the board.
  - D. Newsletter: To prepare, edit, and distribute, to the membership, through mailings and electronically, the newsletter.
- Section 2      A Nominating Committee chairperson shall be appointed by the president with the approval of the Board of Directors no later than three (3) months before the annual membership meeting. The chairperson shall select a committee comprised of three (3) board members and two (2) members at large. The chairperson shall organize the committee and guide the nomination process.
- Section 3      The Board of Directors shall have the authority to establish other committees and tasks consistent with the purposes of this corporation.

## **Bylaws of the Friends of the Arlington Heights Memorial Library (Con't.)**

Section 4 An operational protocol documenting the details of committee operation for each committee shall be developed and maintained by the committee. The committee Chairperson shall be responsible for updating this protocol as needed.

### **Article X - Meetings**

Section 1 Board of Directors meetings shall be held monthly from September through June. Special board meetings may be called, as required, by the President. All officers and directors shall be notified at least three (3) days in advance for special meetings. A quorum shall be required in order to conduct corporate business.

Section 2 An Annual Membership Meeting shall be held on a date determined by the Board. Members shall be notified, in writing or electronically, at least one month prior to the date of the meeting. The meeting shall consist of presenting the votes from Members for electing Officers and Directors at Large and conducting corporate business. Candidates will be elected by a majority of votes cast. The new Board shall be seated at the May Board meeting. A quorum shall be required in order to conduct corporate business.

Section 3 A special meeting of this corporation may be called at any time by the President. All board members shall be notified. For urgent situations, electronic voting by board members shall be authorized. A quorum shall be required in order to conduct corporate business.

Section 4 A special board meeting or a portion of a board meeting may be dedicated to discuss Friends business issues without the attendance of non-voting members.

Section 5 Directors or non-director committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating and be included as part of the quorum.

### **Article XI - Dues**

Dues shall be payable annually, with the exception of Individual Friday Sales and Life Memberships. The membership year runs from April 1 through March 31 but may be changed with the approval of the Friends board. Members shall be sent renewal notices thirty days (30) prior to expiration.

## **Bylaws of the Friends of the Arlington Heights Memorial Library (Con't.)**

There shall be the following classes of membership:

Individual Friday Sale  
Individual  
Family  
Patron  
Corporate  
Life (Individual)

Dues will be in amounts as determined by the Board of Directors.

### **Article XII - Amendments**

These bylaws may be altered, amended, or repealed and new bylaws adopted at any business meeting of the Board by a two-thirds (2/3) vote of the board members present, provided there is a quorum. Proposed amendments must be communicated to all Directors by electronic notice at least twenty (20) days before the meeting. This time requirement may be amended by a two-thirds (2/3) vote of the Board. The bylaws shall be reviewed every five (5) years, or as needed.

### **Article XIII - Parliamentary Procedure**

*Robert's Rules of Order Revised, 11<sup>th</sup> edition*, when not in conflict with these bylaws, shall govern the proceedings of this corporation.

### **Article XIV - Operational Limitations**

- Section 1     The Corporation shall operate as a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Federal tax law.
- Section 2     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. The corporation shall be authorized and empowered to pay reasonable compensation for services and reimbursement for goods.
- Section 3     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 or behalf of any candidate for public office.

## **Bylaws of the Friends of the Arlington Heights Memorial Library (Con't.)**

Section 4 Fiscal limitations of the Friends of the Library, as committed to by the Board of Directors, are limited to and must not exceed the total financial holdings of the corporation as stated on the current monthly Financial Report presented by the Treasurer.

### **Article XV - Limited Liability of Directors, Officers, Board Members, and persons who serve without compensation**

Section 1 No director or officer serving without compensation, other than reimbursement for actual expenses, of a corporation organized under this Act or any predecessor Act and exempt, or qualified for exemption, from taxation pursuant to Section 501(c) of the Internal Revenue Code of 1986, as amended, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer unless the act or omission involved willful or wanton conduct.

Section 2 Except for willful and wanton conduct, no volunteer board member serving without compensation, other than reimbursement for actual expenses, of a corporation organized under this Act or any predecessor Act and exempt, or qualified for exemption, from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, shall be liable, and no action may be brought, for damages resulting from any action of the executive director concerning the false reporting of or intentional tampering with financial records of the organization, where the actions of the executive director result in legal action.

Section 3 No person who, without compensation other than reimbursement for actual expenses, renders service to or for a corporation organized under this Act or any predecessor Act and exempt or qualified for exemption from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, shall be liable, and no cause of action may be brought, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct.

Section 4 Nothing in this Section is intended to bar any cause of action against the corporation or change the liability of the corporation arising out of an act or omission of any director, officer or person exempt from liability for negligence under this Section.



## **Bylaws of the Friends of the Arlington Heights Memorial Library (Con't.)**

### **Article XVI - Fiduciary Duties and Confidentiality**

As part of their fiduciary duties owed to Friends of the Library and the Arlington Heights Memorial Library, all members, directors, officers, committee members, and other agents of Friends of the Library are expected to maintain appropriate confidentiality of information related to Friends of the Library, and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to Friends of the Library. Friends of the Library may enforce this provision as it deems appropriate and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

### **Article XVII - Dissolution Clause**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court in the County of Cook, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

### **Article XVIII - Certification**

As Recording Secretary of Friends of the Arlington Heights Memorial Library, I hereby certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, as amended and duly adopted on February 2, 2016.

 2/7/16

---

Baiba McMinn, Recording Secretary