

Bylaws of
The Glen Ellyn Library Foundation
an Illinois not for profit Corporation
(Revised November 2, 2022)

**ARTICLE ONE
OFFICES**

Section One
Principal Office

The principal office of this Corporation in the State of Illinois shall be located at the office of the Glen Ellyn Library, 400 Duane Street, Glen Ellyn, Illinois.

**ARTICLE TWO
CORPORATE PURPOSE**

(a) The specific purposes for which this Corporation is formed is a public charity within the meaning of the Internal Revenue Code of 1986 to develop funds, the proceeds of which shall be used to supplement the conventional sources of revenue of the Glen Ellyn Public Library (the "Library") to enhance the services available to persons seeking the services of the Library. The Corporation will seek to secure contributions from individuals who desire to provide monetary gifts or in-kind donations to be used over an extended period of time in support of the Library's mission.

(b) Anything in these bylaws to the contrary notwithstanding the purpose or purposes for which this Corporation is formed are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE THREE
MEMBERSHIP**

The Corporation shall not have members.

ARTICLE FOUR DIRECTORS

Section One General Powers

The affairs of the Corporation shall be managed by and under the direction of the Board of Directors.

Section Two Number and Tenure

The number of Directors of this Corporation shall be at least five (5) and not more than ten (10). The number of Directors may be increased or decreased within the above range, from time to time, by the Board of Directors without amendment to this section. The range of number of Directors may be increased or decreased, from time to time, by the amendment of this section, provided that in no event may the smallest number of authorized Directors be less than three. No decrease in the number or range of Directors shall have the effect of shortening the term of an incumbent Director. The following individuals shall be nonvoting *ex officio* members of the Board of Directors: the Executive Director of the Glen Ellyn Public Library; a member of the Glen Ellyn Public Library Board of Trustees; and a member of the Friends of the Glen Ellyn Public Library.

Section Three Qualifications of Directors

All Directors must be residents of the Village of Glen Ellyn (the "Village") or, if not a resident of the Village, the holder of a of a circulation card issued by the Library.

Section Four Term of Office

The term of office of each Director shall be two (2) years, with each term expiring as of the January meeting of the Board of Directors for the year in which the Director's term expires. There is no limit on the number of terms which a Director may serve.

Section Five Appointment and Removal of Directors

(a) Whenever a vacancy exists on the Board of Directors, whether by death, resignation, increase in number of authorized Directors, or otherwise, the vacancy shall be filled by appointment of a new Director by a majority of the remaining Directors at a regular or Special Meeting of the Board.

(b) Any Director may be removed, with or without cause, by the unanimous vote of all of the members of the Board of Directors (other than the Director sought to be removed) at a Special Meeting called for that purpose. During any such meeting, any vacancy caused by the removal may be filled as stated above.

(c) Any person appointed or elected to fill a vacancy in the Board of Directors, or to fill a newly created Directorship, shall hold office until the term of the position for which the appointment is made, or in the case of a newly created Directorship, the date specified by the Board of Directors in the resolution appointing the Director.

Section Six Compensation

No member of the Board of Directors shall receive any compensation from the Corporation.

Section Seven Meetings

(a) The Board of Directors shall meet not less than four (4) times each year. The Board may meet at any other times by meetings called in the manner prescribed in these bylaws. Meetings shall be held at the offices of the Library, or at such other place as the Board of Directors may from time to time by resolution designate, within the corporate limits of the Village of Glen Ellyn.

(b) If the Board adopts a resolution establishing the regular meetings and distributes a copy of the minutes of the meeting to all Directors, no additional notice of the regular meetings shall be required. The Corporation shall request the Library to post on the Library's website the date, time, and location of all scheduled meetings.

(c) The President or any two (2) Directors may call a Special Meeting of the Directors by a written notice ("Notice of Special Meeting"), which shall be served on each Director by email and/or by either personal delivery or first-class mail, not less than seventy-two hours prior to the date of the Special Meeting. A notice served by first-class mail shall be deemed to have been served on the first business day following mailing.

(d) The party or parties calling for the Special Meeting shall be responsible for serving the Notice of Special Meeting on all Directors. In addition, the Library shall be requested to post a copy of the Notice of Special Meeting on the Library website. A certificate of service of the Notice of Special Meeting shall be signed by the party or parties causing the notice to be served on all Directors, specifying the manner and timing of the service, which certificate shall be delivered to the Secretary of the Board and become a part of the record of minutes of the Board of Directors. The Notice of

Special Meeting shall state the purpose for which the meeting is being called. In the absence of the unanimous consent of all incumbent Directors, the only business which may be conducted at a Special Meeting shall be the stated purpose or purposes for which the Special Meeting was called.

(d) At least four (4) Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Once a meeting of the Board of Directors is lawfully convened, the act of a majority of Directors present during any meeting at which a quorum is present shall be the act of the Board of Directors. A quorum shall not be affected by a Director leaving a meeting before adjournment. If fewer than a number of Directors are present at any meeting to meet the quorum requirement, a majority of the Directors present may adjourn the meeting to a date certain. Each Director shall receive notice of the date of the meeting date set by the Board of Directors. One Director may participate by telephone or video conference at a meeting of the Directors provided that the Directors' statements may be audible to all persons present at the meeting and all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance at the meeting.

Section Eight Action Without Meeting

No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall individually or collectively consent in writing to such action and provided that such written consent or consents is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Section Nine Liability of Directors

The Directors of the Corporation shall not be personally liable for its debts liabilities or other obligations of the Corporation.

ARTICLE FIVE OFFICERS

Section One Designation of Officers

The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer. All officers must be members of the Board of Directors. No two offices may be held by the same person. There shall be no limit on the number of terms for which an individual may hold office.

Section Two Election and Term of Office

Each officer shall serve for a term of one (1) year. Each officer shall hold office until the officer's successor shall have been duly elected and shall have been qualified. Officers shall be elected by the Board at the January meeting of the Board of Directors. If the election of officers shall not be held at the January meeting, or if the meeting is not held, the election of officers shall be held at such time thereafter as shall be reasonably practicable.

Section Three Removal

Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the Corporation would be best served, provided that no officer shall be so removed unless all members of the Board (other than the officer being so removed) vote for removal.

Section Four Vacancies

In the event of a vacancy in any office, the vacant position shall be filled by the Board of Directors for the unexpired portion of the term of that office.

Section Five President

The president shall be the chief executive officer of the Corporation and shall exercise general supervision and control over all activities of the Corporation and in that regard shall: (a) preside at all meetings of Directors; (b) execute documents on behalf of the Corporation, upon the authority of the Board of Directors; (c) act as the Corporation's liaison to the Library and the Friends of the Library; (c) act as the Corporation's representative in conjunction with events or programs to which the

Corporation is invited or expected to participate; and (d) in general undertake the duties as the chief executive officer of the Corporation.

Section Six Vice President

The vice president shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time-to-time may be assigned to the vice president by the president or by the board of directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section Seven Treasurer

The treasurer shall be the principal financial and accounting officer of the Corporation and in that regard shall perform all duties generally incident to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the Board of Directors.

The treasurer shall have custody of the funds of the Corporation and have custody or maintain an accurate record of all invested assets of the Corporation. The treasurer shall, at such time as requested by the president, but not less frequently as each regular meeting of the Board of Directors, provide an accounting of all receipts and disbursements from the date of the last report to the date of the meeting. In addition, the treasurer shall provide an accounting of the investment returns of the Corporation's securities from the date of the previous report.

The treasurer also shall be responsible for the preparation of all state and federal income tax returns, and/or any other tax returns, required to be filed by the Corporation. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate.

Section Eight Secretary

The Corporation's secretary shall keep the minutes of all meetings of the Board of Directors, in one or more books provided for that purpose; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; make available to any Director, the Executive Director of the Library, or any person delegated by a Director or the Library

Director, at all reasonable times and on demand, these bylaws, the articles of incorporation, the minutes of any meeting, and the other records of the Corporation.

ARTICLE SIX COMMITTEES

Section One General

The Board of Directors may establish and define the responsibilities of such standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation. Persons who are not members of the Board of Directors shall be eligible to serve on committees other than the Executive Committee or Nominating Committee, if any are created, provided, however, that a committee that is not composed entirely of Directors shall not exercise the power or authority of the Board of Directors in the management of the Corporation's business and affairs, but may perform its functions under the direction of the Board. All committee chairs shall be nominated by the President of the Board and elected by the Board of Directors for a term of four (4) years (or two (2) years, as applicable). After serving an initial four-year (4-year) term as chair of a committee, an individual may be reelected to serve as chair of such committee for up to two (2) additional two-year (2-year) terms, for a maximum length of service of eight (8) years. All other committee members not designated in these bylaws shall be nominated by the President of the Board and elected by the Board of Directors for a one-year (1-year) term (or until their successors are duly elected), and there shall be no limit on the number of terms served. Any committee member may be removed at any time by vote of a majority of the Directors then in office. The Board of Directors may designate one or more qualified individuals as alternative members of any committee who may replace an absent or disqualified member at any meeting of the committee.

Section Two Investment Committee

The Board of Directors may elect an Investment Committee consisting of at least two (2) Directors and such other qualified individuals as the Board of Directors may determine. The Investment Committee shall perform such duties in the management of Corporation investments as the Board of Directors shall designate from time to time, which may include (a) establishing and modifying policies and procedures for the investment and reinvestment of Corporation funds; (b) selecting investments or authorizing others to select investments; (c) determining the allocation of assets among various categories of investments; (d) recommending to the Board of Directors the selection and compensation of outside investment advisors; (e) evaluating the performance of investment advisors; and (f) recommending to the Board of Directors the

approval of agreements and arrangements for the purchase and sale of investments and the ownership and custody of investment assets. The Investment Committee shall propose investment policies and guidelines, as set forth in part (a), above, which shall become effective unless affirmatively rejected by a vote of the Board of Directors.

ARTICLE SEVEN CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One Contracts

The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section Two Gifts and Contributions

The Board of Directors may:

- Accept on behalf of the Corporation any contribution, gift, bequest, or devise of any type of property ("donations") for the general and special charitable purposes of the Corporation, on such terms as the Board shall approve;
- Hold such funds or property in the name of the Corporation or of such nominee or nominees as the Board may appoint;
- Collect and receive the income from such funds or property;
- Devote the principal or income from such donations to such benevolent and charitable purposes as the Board may determine; and
- Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the Board, devote the principal or income from that donation according to the agreement.

Section Three Deposits

All funds of the Corporation shall be deposited from time to time to the credit of

the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section Four Checks, Drafts, Orders for Payment

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice president of the Corporation.

**ARTICLE EIGHT
INDEMNIFICATION OF OFFICERS, DIRECTORS,
AND AGENTS**

Section One
Indemnification in Action Against the Corporation or an Individual

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, officer, or agent of the Corporation, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if the Director acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the Director reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that said conduct was unlawful.

Section Two
Indemnification in Action by or in the Right of the Corporation

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section Three Determination of Conduct

To the extent that a Director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections One and Two, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

Section Four Indemnification Not Exclusive

Any indemnification under Sections One and Two shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, or agent is proper in the circumstances because said person has met the applicable standard of conduct set forth in Sections One and Two. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, or by independent legal counsel in a written opinion.

Section Five Right to Payment of Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that said person is entitled to be indemnified by the Corporation as authorized in this article.

Section Six Payment of Expenses in Advance

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in said person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section Seven Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of said person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these sections.

Section Eight References to Corporation

References to "the Corporation" shall include, in addition to the surviving Corporation, any merging Corporation, including any Corporation having merged with a merging Corporation, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its Directors, officers, and employees or agents.

ARTICLE NINE MISCELLANEOUS

Section One Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section Two Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section Three Power of Directors to Amend Bylaws

The bylaws of this Corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors. Any proposed

amendment of the bylaws shall be submitted to all Directors not less than ten (10) days prior to the date upon which the proposed amendments are to be considered at a meeting of the Board of Directors. A resolution amending the bylaws must be approved by not less than two thirds (2/3rds) of the incumbent members of the Board of Directors.

ARTICLE TEN DISSOLUTION

Section One

The Corporation may be dissolved upon the affirmative vote of two thirds (2/3rds) of the members of the Board of Directors present at any regular or Special Meeting called for that purpose.

Section Two

Notice of a vote to dissolve shall be given to all members of the Board of Directors and all *ex officio* members of the Board of Directors not less than thirty (30) days prior to the meeting during which the vote will be taken, which notice shall include the basis for the recommendation to dissolve the Corporation.

Section Three

Upon dissolution of the Corporation, its assets shall be distributed, or applied, as follows: first, all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefore; and, second, the balance of the assets shall be paid to the Library.