

BY-LAWS
OF
WAUKEGAN PUBLIC LIBRARY FOUNDATION, INC.

ARTICLE I

NAME, LOCATION, AND PURPOSE

The name of the corporation is: WAUKEGAN PUBLIC LIBRARY FOUNDATION, INC. The principal office of the corporation shall be located at 128 North County Street, Waukegan, Illinois, 60085. The corporation may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The Corporation shall have and continuously maintain a registered agent whose office is identical with the principal office of the corporation. The registered agent shall be the Executive Director of the Waukegan Public Library or his or her designee.

The purposes of the Waukegan Public Library Foundation are to enhance the quality of Waukegan Public Library services to the community by securing resources to support library programs and projects not normally met by public funding; to stimulate and encourage gifts of funds, books, desirable collections, endowments and bequests to the library; and receive, hold, manage, use and dispose of funds and properties of all kinds, whether given absolutely or in trust, for the benefit of Waukegan Public Library.

The purposes of the corporation shall be exclusively charitable and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code. The following rules will bind the corporation and all persons acting for or on behalf of the corporation: (1) Conflict of Interest. No member of the Board shall derive any personal financial benefit, either directly or indirectly, by reason of his or her membership on the Board. Each member shall disclose to the Board any personal interest which he or she may have in any matter pending before the Board and shall refrain from participating in any decision on the matter; and (2) Non-Discrimination. The Waukegan Public Library Foundation shall not discriminate on the basis of race, gender, color, creed or national or ethnic origin in the administration of its policies.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. Each director shall be entitled to one vote in each matter submitted to the Board of Directors.

Section 2. Composition. The number of directors comprising the board shall be not less than seven (7) nor more than fifteen (15) members, at least 50% of whom shall live or work in the City of Waukegan. Selection and appointment shall be made by the Foundation Board of Directors of the Waukegan Public Library. No less than and no more than two (2) of the members of the Board of Trustees of the Waukegan Public Library shall serve as liaisons to the Foundation Board of Directors.

Section 3. Term of Office. The term of office for officers and directors shall be a maximum of three (3) terms of three (3) years or until a director successor shall be appointed and qualified. The term shall begin at the close of the annual meeting.

Section 4. Resignation and Removal of Director. A director may be removed, with or without cause, by the affirmative vote of two-thirds of the total directors at a regular meeting of the Board, provided that notice of the intent to call for such a vote, naming the director, is given at least twenty-four (24) hours prior to the meeting. Directors are expected to attend all meetings of the Board. A director shall be removed if he or she has not attended two consecutive Board meetings. A director may retire or resign at any time upon written notice to the Board of Directors.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held on dates to be determined by the Board, for no less than four (4) regular meetings each year. The meeting agenda will be posted at least 48 hours in advance according to the Illinois Open Meetings Act. The annual meeting of the Board of Directors shall be January, for the purpose of electing officers, and for the transaction of such other business as may come before the Board

Section 6. Special Meetings. A Special meeting of the Board of Directors may be called at or by the request of the president or any three directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. The meeting

agenda will be posted at least 48 hours in advance in accordance with the Illinois Open Meetings Act.

Section 7. Electronic Meetings. Any or all directors may participate in a meeting of the Board of Directors, or a committee of the Board, by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting.

Section 8. Notice. Notice of any special meetings of the Board of Directors shall be given at least two days previously thereto by notice delivered personally, by mail or email to each director at the address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with the postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting and schedule it at another time without further notice.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 11. Power to Appoint. The Board of Directors shall have the power to appoint any person or persons to act and hold in trust for the corporation any property belonging to the corporation or in which it is interested, or for any other purposes, and to execute and to do all such duties and things as may be requisite in relation to any such trust providing it is not inconsistent with the proposes of the corporation.

Section 12. Notwithstanding any other provision of the corporation, the association shall not carry on any other activities not permitted

to be carried on by an association exempt from Federal Income Tax under section 501(c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

The association shall be empowered and authorized to do such other things as are incidental to the foregoing or are necessary or desirable in order to accomplish the foregoing.

ARTICLE III

OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, vice president, a secretary, treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, in a timely manner, by the Board of Directors. Any two or more offices may be held by the same person, except the office of president.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at the annual meeting, it shall be held at the next meeting. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term not to exceed three (3) years or until a successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officers elected or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors, passed by majority vote, for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the secretary or any officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bond, contract or

other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of, inability or refusal to act by the president, 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. The vice president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 7. Treasurer. The treasurer shall be the principal accounting and financial officer of the corporation. The Waukegan Public Library Controller and the treasurer shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible thereof, and for the receipt and disbursement thereof; (c) oversee the completion of the annual audit and Form 990; and (d) perform all the duties incident to such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws, keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors. The records and seal shall be retained at the Waukegan Public Library. Agendas and minutes shall be made available at the library and on the library's website as required by the Illinois Open Meetings Act.

ARTICLE IV

COMMITTEES

The President is authorized to form committees with the approval of the Board of Directors, and shall appoint a chairperson to all committees and task forces and other such committees as deemed necessary.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

The Waukegan Public Library Board of Trustees is the ultimate authority on acceptance of all gifts, contracts, deposits, funds and naming opportunities. The Foundation is authorized to accept such gifts, etc. on their behalf pending the Board of Trustee's approval.

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other 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 shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president or vice-president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors, or person designated by the Board of Directors, or an officer of the corporation, may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VI

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VII

INDEMNIFICATION

Section 1. Indemnification of Officers and Directors. The corporation may indemnify all officers and directors of the corporation to the fullest extent permitted by the Illinois General Not for Profit Act. In each specific instance, the corporation shall indemnify an officer or director if authorized by a resolution of the Board of Directors to do so.

Section 2. Insurance. The corporation is entitled to purchase insurance for purposes of the indemnifications provided in the Article to the full extent as determined from time to time by the Board of Directors.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ARTICLE IX

SEAL

The Board of Directors may provide a corporate seal.

ARTICLE X

AMENDMENTS

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the by-laws. Such action must be adopted by no less than two-thirds of the members of the Board of Directors at a regular meeting for which written notice of the purpose shall be given; provided, however, that no amendment

to the by-laws may be adopted unless such amendment is first presented for consideration at a prior regular meeting of the Board of Directors. The bylaws may contain any provisions for the regulations and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

ARTICLE XI

DISSOLUTION

Upon liquidation and/or dissolution of this Board, the entire net assets remaining after payment of any and all liabilities and obligations of this Board shall be distributed to the Waukegan Public Library's general operating fund.

ARTICLE XII

CERTIFICATION

These by-laws were approved at a meeting of the Board of Directors by a two-thirds majority vote on April 28, 2015.