

BYLAWS OF THE DECATUR PUBLIC LIBRARY FOUNDATION

ARTICLE I. GENERAL

Section 1. All provisions of the Articles of Incorporation as filed in the office of the Secretary of State of the State of Illinois on the _____ day of May, 1987, or thereafter amended, shall govern the Foundation.

ARTICLE II. MEETINGS

Section 1. The Foundation shall hold an annual meeting of its Board of Directors in the month of September at such time and place as designated by the Board of Directors.

Section 2. Special meetings may be called at any time by a majority of the Board. Written notice, stating the time and place of any special meeting and its purpose, unless such notice is waived, shall be given to each member of the Board at least two days before such meeting.

Section 3. A majority of the Board constitutes a quorum.

ARTICLE III. MEMBERSHIP AND SHARES

Section 1. The Foundation shall have no membership.

Section 2. The Foundation shall not have or issue shares of stock and shall declare no dividends.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Foundation shall operate through a Board of Directors composed of five to seven members elected as provided in the Articles of Incorporation.

Section 2. Directors missing three consecutive meetings without good cause may be replaced by a majority vote of the remaining Directors on the Board.

Section 3. The initial term of all directors shall commence with the organizational meeting. At their election, by lot, two directors shall be designated to serve until the second September following; two directors shall be designated to serve until the third September following; and the remaining directors designated to serve until the fourth September following. Thereafter, all terms shall be for a period of three years, expiring at the date of the annual meeting of such third year. All vacancies occurring will be filled by the Board of Trustees of the Decatur Public Library. No Director shall serve more than two consecutive terms.

Section 4. This Foundation shall defend, indemnify and hold harmless, every registered agent, director or officer and his/her heirs, executors and administrators against liability and against expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of this Foundation, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he/she may be entitled.

ARTICLE V. OFFICERS

Section 1. The Foundation shall elect a President, Vice-president, Treasurer and Secretary at their organizational meeting and every annual meeting thereafter. Their terms of office are one year.

Section 2. Officers may be removed from office for cause by a majority of the Board at any meeting.

Section 3. The President shall preside at all meetings of the Foundation and have responsibility for general supervision of its activities.

Section 4. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Foundation with such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the Foundation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his/her transactions as Treasurer and of the financial condition of the Foundation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the bylaws.

Section 5. The Secretary shall give notice to all members and shall maintain a permanent set of minutes of all meetings, and shall preside at meetings in the absence of the President.

ARTICLE VI. POWERS

Section 1. In addition to the powers noted in the Articles of Incorporation, the Board may appoint staff or employees to serve the Foundation.

Section 2. Two-thirds majority of the Board may amend the Articles of Incorporation at any meeting.

Section 3. Two-thirds majority of the Board may amend the bylaws at any meeting.

Filing Requirements—Present 2 originally signed and fully executed copies in exact duplicate For Inserts — Use White Paper — Size 8½ x 11

Date Paid
Filing Fee \$50.00
Clerk

TO: JIM EDGAR, Secretary of State

We, the Incorporators being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

Article 1. The name of the corporation is:

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent Decatur Public Library Foundation
Registered Office 247 East North Street
Decatur IL 62523 Macon

Article 3. The duration of the corporation is [X] perpetual OR _____ years.

Article 4. The first Board of Directors shall be seven in number, their names and addresses being as follows: (Not less than three)

Table with 5 columns: Directors' Names, Number, Street, Address City, State. Contains 5 empty rows for director information.

Article 5. The purposes for which the corporation is organized are:

The purposes shall be exclusively charitable and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code. They shall include the development of programs to: focus public attention on library services; facilitate the needs in the Decatur area; stimulate and encourage the 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 the Decatur Public Library.

Article 6. Other provisions (Please use separate page):

The Foundation shall have all powers available to non-profit corporations under Chapter 32 of the Illinois Revised Statutes, including but not thereby excluding others, the following powers necessary and convenient to fulfilling the purpose:

1. Collection and solicitation of gifts, bequests, grants and devises of property of any kind, whether real or personal or wherever situated for the use and benefit of said library.

2. Holding, managing, operating, selling, exchanging, investing and generally dealing with property which may come into its possession for the use and benefit of said library.

3. Applying, expending and using any or all its its assets, no matter how received, principal and income or either, to the use and benefit of the Decatur Public Library, with or without restrictions.

4. Qualifying for tax exempt status under federal and other applicable law.

The Board of Directors shall be composed of not less than five nor more than seven persons, the majority of whom shall be currently serving as Trustees of the Decatur Public Library. Said persons shall be designated by the Decatur Public Library Board of Trustees.

The Board members not coming from the Board of Trustees of the Decatur Public Library shall be persons from the community served by the Library, with a demonstrated interest in the affairs of the Library. All members shall be elected by a majority vote of the Trustees of the Decatur Public Library Board of Trustees.