

**FRIENDS OF THE WAUKEGAN PUBLIC LIBRARY**  
**Constitution and By-laws**  
**Revised and Adopted May 7, 2023**

ARTICLE I, The Organization

- Section 1: For brevity in this document, the “Friends of the Waukegan Public Library” is referred to as the “Friends of the Library.”
- Section 2: This organization is a nonprofit, all-volunteer organization, which is incorporated under the laws of the State of Illinois.
- Section 3: The purposes of the Friends of the Library are to:
- a. Create public interest and support for the Waukegan Public Library.
  - b. Supplement the library’s collection and facilities with funds generated from memberships, book sales, and other projects e.g., pop and cookie sales at Waukegan Public Library concerts.
- Section 4: The Friends of the Library is organized for charitable and educational purposes, under Section 501(c)(3) of the Federal Internal Revenue Code, or a corresponding section of any future federal tax code.

ARTICLE II, Membership and Dues

- Section 1: Upon payment of dues, membership is open to all individuals, corporations, and organizations that support the purposes of this organization. Dues shall be paid annually in April. The membership year runs from April 1 through March 31.
- Section 2: There are six classes of membership:
- a. Senior/Student
  - b. Individual Adult
  - c. Family
  - d. Patron
  - e. Benefactor
  - f. Life Member
- Section 3: The cost for each class of membership shall be listed in the Friends of the Library Membership Brochure.

ARTICLE III, Organizational Structure

- Section 1: The organization is governed by a Board of Directors to include the:
- a. Executive Committee
    - (1) President
    - (2) Vice President
    - (3) Secretary
    - (4) Treasurer
  - b. Directors at-large, up to six.

- Section 2: Job descriptions will be available for all members of the Executive Committee.
- Section 3: A Waukegan Public Library representative and the Past President of the Friends of the Waukegan Public Library will be ex officio members of the Board of Directors without voting privileges.
- Section 4: The Executive Committee and the Directors at-large must be:
- a. Members of the Friends of the Library.
  - b. Elected by majority vote of the members at The Friends of the Library Annual Meeting. Each attending member shall be entitled to one vote. Additional nominations may be made from the floor.
- Section 5: Following the Annual Meeting, the Executive Committee and the Directors at-large are placed in office on May 1.
- Section 6: Directors shall serve staggered 2-year terms. No Director may serve more than three consecutive terms; however, the President may, if deemed necessary for the good of the organization, request that retiring Directors extend their service for one year. The Board of Directors must approve such a request. A Director who has served three consecutive terms may be elected again after being off the Board of Directors for one year.
- Section 7: If a Director resigns during his/her term of office, the President with the approval of The Board of Directors will appoint a replacement. The person appointed shall complete the term of the resigning Director. If he/she wishes to remain on the board, he/she must be elected at the Annual Meeting.
- Section 8: If, in the judgment of the President or Vice President a Director is not fulfilling a term of office due to four absences from board meetings and / or sustained lack of participation in The Friends of the Library work days and events, the President or Vice President may with a majority vote of the Board of Directors declare that position open, and fill it according to ARTICLE III: Section 7.

#### ARTICLE IV, Responsibilities of the Board of Directors

- Section 1: The Board of Directors shall have the power to conduct the affairs of the organization at and between Annual Meetings. The Board of Directors shall choose the President from among their members, and the President shall appoint the officers of Vice President, Secretary and Treasurer.
- Section 2: The Board of Directors officers will perform the duties of their office and other responsibilities as delegated by the President.
- Section 3: The Executive Committee is authorized to act for the Board of Directors between monthly meetings. All Executive Committee actions must be reported to the Board of Directors at its next scheduled meeting.

## ARTICLE V, Committees

- Section 1: Standing committees shall include:
- a. Membership Committee
  - b. Book Sales Committee
  - c. Events Committee
  - d. Nominating Committee
  - e. Publicity Committee
- Section 2: Job descriptions will be available for all committee chairpersons.
- Section 3: All committee chairpersons must be members of the Board of Directors, or be a previous Director whom the President of the Board of Directors appoints to that task.
- Section 4: The President will appoint ad hoc committees as needed.
- Section 5: The President shall appoint the chairpersons of all committees and be an ex-officio member of those committees. All committee members must be Friends of the Library members.

## ARTICLE VI, Finances

- Section 1: The Friends of the Library fiscal year begins April 1 and ends March 31.
- Section 2: When approved by the Board of Directors, the President, Treasurer, or a designated Director shall have the power to make and approve expenditures on behalf of the organization.
- Section 3: The Board of Directors on behalf of the membership, may accept any contribution for the general or designated use of the organization.
- Section 4: Directors will not receive compensation for their time; however, Directors may receive reimbursement for reasonable expenses, as approved by the Board of Directors.
- Section 5: The Friends of the Library is required, by law, to file an annual financial report.\*
- Section 6: Audits of financial records are NOT required unless funds raised are greater than \$25,000; however, the Board of Directors' President may designate an ad hoc committee to conduct an audit.\*

\*Reference for Article VI, Sections 5 and 6: "Building Better Charities," "[Charitable Organization Annual Reports](http://www.illinoisattorneygeneral.gov/charities/reg_reports.html)": [http://www.illinoisattorneygeneral.gov/charities/reg\\_reports.html](http://www.illinoisattorneygeneral.gov/charities/reg_reports.html)

- Section 7: A finance report is provided to Friends of the Library members at the Annual Meeting by the Treasurer or a designated Board of Directors proxy. The report will address income, expenditures, and other finance-related information, as needed.

ARTICLE VII, Amendments to the By-laws

- Section 1: Before amending the By-laws, the general membership must be given notice at least two weeks before the Annual Meeting. The Chairperson of the By-laws ad hoc committee, or other designated members of the Executive Committee, must present amendments, excluding editorial changes, to the general membership. Amendments to the By-laws require a two-thirds majority vote at the Annual Meeting.
- Section 2: The Constitution and By-laws shall be effective upon passage by a majority vote of the members attending the Annual Meeting.

ARTICLE VIII, Parliamentary Procedures

Robert's Rules of Order, when not in conflict with this Constitution and By-laws, will govern the proceedings of this organization.

ARTICLE IX, Dissolution

Upon dissolution of the Friends of the Library, assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall be distributed to the Waukegan Public Library Foundation, a 501(c)(3) organization.