

CONSTITUTION
OF THE
VILLAGE OF BROOKFIELD
FRIENDS OF THE LIBRARY

PREAMBLE AND PURPOSE

Recognizing the need to establish closer relations between the public library and the citizens of the Village of Brookfield: to create an awareness of the facilities and services of the Library: and to give physical and financial support to the Library, we do hereby establish this Constitution and By Laws of the Village of Brookfield Friends of the Library.

CONSTITUTION

ARTICLE I – NAME AND OFFICE

Section 1: The name of this organization shall be the Village of Brookfield Friends of the Library.

Section 2: The organization shall maintain its principal office in Brookfield, Illinois, or at such other address designated by the General Membership.

ARTICLE II – AFFILIATION

Section 1: This organization shall be non-partisan and non-sectarian in its purposes and activities.

Section 2: The Village of Brookfield Friends of the Library shall be incorporated under the laws of the State of Illinois as a non-profit corporation and is subject to the Statutes thereof.

ARTICLE II – MEMBERSHIP

Section 1: General Membership – Any person over the age of eighteen (18) is eligible for active membership in this organization with full privileges thereof. General membership shall be sub-divided into the categories of: Individual, Family, and Senior, Corporate, Lifetime, and Patron member.

Section 2: Corporate Membership – Corporate membership may be conferred upon any business entity or organization contributing financially to the future growth of the Village of Brookfield Friends of the Library.

Section 3: Honorary Membership – Honorary membership may be conferred upon such person as may be deemed worthy of such honor by a vote of two-thirds (2/3) of the General Membership present at any regular or special meeting.

ARTICLE IV – GOVERNMENT

Section 1: The Government of this organization shall be vested in the officers and directors (hereafter referred to as the Executive Board of Directors) and the General Membership, as defined in the By laws of this organization. They are charged with the responsibilities for the affairs, assets and activities of this organization.

ARTICLE V – DISSOLUTION

Section 1: Upon dissolution of the organization, the Executive Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization exclusively to the public library of the Village of Brookfield, Illinois.

ARTICLE VI – AMENDMENT

Section 1: This Constitution may be amended by a two-thirds (2/3) vote of the General Members present at any regular or special meeting, provided that notification of all members (based on contact information provided by the member) of the proposed amendment or amendments at least ten (10) days prior to the date of such meeting.

ARTICLE VII – BY LAWS

Section 1: The organization may, from time to time, make and adopt such rules and regulations known as By laws as may be deemed necessary and proper, providing nothing in said By laws of the organization shall conflict with the general Constitution as stated above.

BY LAWS OF THE
VILLAGE OF BROOKFIELD
FRIENDS OF THE LIBRARY

ARTICLE 1 – MEMBERSHIP

Section 1: Rights and Privileges of Members.

- A. Each General Member shall be entitled to hold office and vote on all matters submitted to a vote of the members.

- B. Sub-categories of General Membership shall be defined to include Individual, Family, Senior, Corporate, Lifetime and Patron Membership.
 - 1. An Individual Member shall be any individual meeting the membership qualifications for General Membership and shall have one (1) vote upon matters brought before the General Membership for approval.
 - 2. Family Membership shall include any group of individuals legally constituting a family of two (2) individuals or more and meeting the membership qualifications and shall have two (2) votes upon matters brought before the General Membership for approval so long as those two (2) votes are cast by different individuals.
 - 3. Senior Membership shall be any individual meeting the membership qualifications for General Membership, with the additional provisions that the individual's legal age be sixty-five (65) years or greater, and shall have one (1) vote upon matters brought before the General Membership for approval.
 - 4. A Lifetime Membership shall include any individual or couple (2 adults) legally constituting a family and meeting the membership qualifications and shall have one (1) or two votes accordingly upon matters brought before the General Membership for approval so long as those two (2) votes are cast by different individuals.
 - 5. A Patron Membership is another form of an Individual Membership and shall be any individual meeting the membership qualifications for General Membership and shall have one (1) vote upon matters brought before the General Membership for approval.

- C. Each Corporate Member shall be entitled to appoint a representative who may attend any regular or special meeting of the organization. Corporate Membership shall confer voting privileges to the representative.

- D. Each Honorary Member shall be entitled to attend any regular or special meeting of this organization. Honorary Membership shall confer no voting privileges, nor shall an Honorary Member be entitled to hold an elected office within the organization.

- D. All powers vested in the officers and the Executive Board of Directors shall be subject to review by two-thirds (2/3) of the General Membership present at their next succeeding regular meeting or at an intervening special meeting called for the purpose to overrule any action of such officer or the Executive Board of Directors.

Section 2: Membership Dues

- A. Annual Dues
 1. The annual dues for an Individual Membership of the organization shall be ten dollars (\$10.00), payable annually on the first day of January.
 2. The annual dues for a Family Membership of the organization shall be twenty five dollars (\$25.00), payable annually on the first day of January.
 3. The annual dues for a Senior Membership of the organization shall be five dollars (\$5.00), payable annually on the first day of January.
 4. The annual dues for a Corporate Membership of the organization shall be one dollar (\$50.00), payable annually on the first day of January.
 5. The Lifetime Membership may be a one-time contribution of one hundred dollars (\$100.00). There shall be no annual dues.
 6. The Patron Membership may be a one-time contribution of two hundred dollars (\$200.00). There shall be no annual dues.
 7. There shall be no annual dues for Honorary Membership of the organization.
- B. All membership dues shall be on a cash basis. They shall be payable on the first day of January. Any new member joining after the first day of October will be a paid up member for the following year.
- C. Non-payment of dues: Any member, whose dues are in arrears for a period of sixty (60) days shall not be permitted to vote.

ARTICLE II – GOVERNMENT

Section 1: The Government of this organization shall be vested in its officers and directors (the Executive Board of Directors) and the General Membership.

- A. The Executive Board of Directors shall consist of the President, the Vice President, the Secretary, the Treasurer, and three (3) elected Directors. The Executive Board of Directors shall be an administrative body charged with the carrying out of the everyday affairs of the organization. It shall conduct open meetings on a monthly basis, or as determined by the President and shall promote the general welfare and the best interests of the organization.
- B. The General Membership shall consist of the voting members of the organization. No individual shall cast more than one (1) vote per issue.

Section 2: Compensation. Officers and Directors of this organization, whether elected or appointed, shall serve without compensation.

ARTICLE III – OFFICERS

Section 1: Definition. The officers of this organization shall consist of the President, the Vice President, the Secretary and the Treasurer.

Section 2: Qualifications: All officers of this organization shall be voting members in good standing.

Section 3: Term of Office

- A. All officers shall serve for two (2) years, beginning with the first General Membership meeting following their election. If their successors have not been qualified and elected at the end of said term, they shall serve until such time as a successor shall have been elected or until otherwise relieved of their duties.
- B. No member shall be elected to the same position for more than two (2) consecutive terms except a member may serve any number of terms as Director of this organization.

Section 4: Election of Officers and Directors

- A. Election of all Officers and Directors of this organization shall be made during the Annual Meeting of this organization during May of each year.
- B. Officers and Directors shall be elected by show of hands, or by voice vote. An election by secret ballot will be held, if requested by any member having voting privileges.
- C. Nominations Committee: The President of this organization shall cause a Nominations Committee to be created during March of each year, which committee shall prepare a list of potential nominees for each office within the organization. The President shall select and present for approval by the General Membership, members in good standing with the organization to become members of the Nominations Committee. Upon confirmation by the General Membership of the Nominations Committee, said committee shall elect from among the members of the committee, a Chairman, whose duty shall be to preside at all meeting of the Committee. It shall be the explicit duty of the Nominations Committee to select, validate and present for nomination to election, a minimum of one (1) candidate for each office be elected at the Annual meeting.

Section 5: Duties and Powers

- A. President: The President shall serve as the Chief Executive Officer and preside at all meetings of this organization, its Executive Board of Directors and General Membership. He/she shall carry out all duties and responsibilities as may be directed by the General Membership. He/she shall be an ex-officio member of all committees. In addition, his/her responsibilities shall include:
 - 1. Supervise the affairs and activities of the organization.
 - 2. Represent the organization with the community.
 - 3. Oversee the preparation of the Budget.
 - 4. Supervise the preparation of the plan for the full year.
 - 5. Preside and maintain order at all meetings.
 - 6. Supervise and assist the officers in the performance of their duties.
 - 7. Announce all projects to the public.
 - 8. Answer correspondence promptly.
 - 9. Provide liaison to the Library Board
 - 10. Provide liaison to the Library Staff
 - 11. Make an annual report to the Membership.

- B. Vice President: The Vice President shall report to the President and will preside at meetings in the event the President is absent. He/she shall also carry out these further duties as assigned by the President, the Executive Board of Directors and the General Membership.
- C. Secretary: The Secretary shall report to the President and maintain all of the official records of the organization. His/her responsibilities shall include:
1. Recording and maintaining the minutes of all Executive Board of Directors and General Membership meetings.
 2. All official correspondence of the organization.
 3. Prepare agendas with the President.
 4. Maintain supplies for the proper functioning of the organization.
 5. Maintain attendance records of all meetings.
 6. Maintain the calendar of the organization.
 7. Carry out those further duties as assigned by the President, the Executive Board of Directors and the General Membership.
- D. Treasurer: The Treasurer shall report the President and shall be the Chief Financial Officer of the organization. His/her responsibilities shall include:
1. Assist in maintaining a good financial structure.
 2. Report monthly on the financial status of the organization.
 3. Keep records of monies owed to the organization and handle accounts receivable.
 4. Keep records of monies owed by the organization and handle accounts payable.
 5. Maintain a list and location of organization assets.
 6. Prepare a report for audit, prior to the Annual Meeting.
 7. Require full statements of financial status of projects.
 8. Prepare and file Annual Return with the IRS.
 9. Assist the President and other Officers in the preparation of the Annual Budget.
 10. Submit an annual written report to the Membership.
 11. Carry out those further duties as assigned by the President, the Executive Board of Directors and the General Membership.
- E. Directors: The Directors shall serve as members of the Executive Board of Directors with duties and responsibilities determined at the time.

- F. Past President: The Past President shall serve in an advisory capacity to the Executive Board of Directors.

Section 6: Vacancies:

- A. President: In the event a vacancy shall occur prior to or during his/her term in office, the Vice President of this organization shall assume full duties, responsibilities and powers of the office of President until a successor is duly qualified and elected. At the next meeting of the General Membership, a successor shall be elected to service for the remainder of the unexpired term. Any qualified voting member of this organization may be elected to the office of President for the remainder of the unexpired term.
- B. Vice President, Secretary, Treasurer, Directors: If a vacancy shall occur, the President shall appoint a qualified member as successor the remainder of the unexpired term, subject to the approval at the next Executive Board of Directors meeting.

ARTICLE IV – MEETINGS

Section 1: Meeting of the Executive Board of Directors.

- A. A meeting of the Executive Board of Directors may be called at the request of the President or any two (2) other members of the Executive Board of Directors. The time and place will be designated by the President or the members of the Executive Board of Directors, who called the meeting. The secretary shall send written notice to the Executive Board of Directors. Any member may attend any meeting of the Executive Board of Directors.
- B. Quorum. One/half (1/2) of the members of the Executive Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Executive Board of Directors.

Section 2: Meetings of the General Membership

- A. Annual Election Meeting: The annual election meeting shall be held in accordance with the provisions of Article III, Section 4A of these By Laws.

- B. Regular Meetings
 - 1. Regular Meetings of the membership shall be held on such dates as may be set by the majority vote of the members.
 - 2. Quorum: Those members present at a meeting of the Membership shall constitute a quorum for the transaction of all business.

- C. Special meetings of the Membership may be called by either the President or the Executive Board of Directors. The call for a special meeting must include notification of all members (based on contact information provided by the member), and must specify the business to be transacted at such special meeting.

ARTICLE V – CONTRACTS, DEPOSITS
CONTROL OF FUNDS AND EMERGENCY EXPENDITURES

Section 1: Contracts. The executive Board of Directors, with the concurrence of the General Membership, may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by the By Laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authority may be general or confined to the specific instances, provided further that such authorization shall be in writing.

Section 2: Debts: No number of this organization shall contract or cause to be made in the name of the organization, any debt of any nature whatsoever without the proper authorization of the Executive Board of Directors and the General Membership.

Section 3: Deposits. All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Executive Board of Directors may select.

Section 4: Control of Funds. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization shall bear the joint signatures of the President and the Treasurer or other designee.

Section 5: Gifts. The Executive Board of Directors may accept on behalf of the organization any contribution, gift, bequest or device for the general purpose or for any special purpose of the organization.

Section 6: Emergency Expenditures. Except as herein otherwise provided, expenditures totaling not more than one hundred dollars (\$100.00) each may be authorized by a majority of the members of the Executive Board of Directors.

Section 7: Inactivity. If the Village of Brookfield Friends of the Library is inactive, by having no meetings or other activities for one (1) year, the available funds in the treasury, in excess of \$500 will be given to the Brookfield Library.

ARTICLE VI – COMMITTEES

Section 1: Designation. The Executive Board of Directors shall determine the committees deemed proper and necessary to fulfill the objectives and purpose of the organization.

Section 2: Reports. Each committee so constituted by the Executive Board of Directors shall prepare and present a report at each meeting of the General Membership.

Section 3: Membership. The President, or such person as is designated by him/her, by and with the approval of the Executive Board of Directors, shall appoint chairpersons and members of such committees as are designated by the Executive Board of Directors under Section 1, hereof. The President shall be an ex-officio member of all committees.

ARTICLE VII – BOOKS AND RECORDS

The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Membership, Executive Board of Directors and committee meetings having any authority of the Executive Board of Directors. The organization shall keep at the registered or principal office, a record giving the names and last known address of the members entitled to vote. All books and records of the organization may be inspected by any member or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII – FISCAL YEAR

The Fiscal year of the organization shall begin on the first day of June and end on the last

day of May of the following year.

ARTICLE IX – STATUTORY AUTHORITY

This organization is incorporated under, and is subject to the General Not for Profit Corporation Act of the State of Illinois and its general provisions are incorporated herein by reference not withstanding anything herein to the contrary.

ARTICLE X – AUDIT

Section 1: Annual Audit. An annual audit shall be conducted by the Audit Committee as designated by the Executive Board of Directors under Article VI hereof, at the close of the Fiscal Year and a written report presented to the Executive Board of Directors within sixty (60) days following the close of the Fiscal Year.

Section 2: Special Audit. The General Membership or the Executive Board of Directors may cause the funds of the organization to be audited at any time designated by a majority vote of the members entitled to vote.

ARTICLE XI – RULES OF ORDER

Robert’s Rules of Order, Revised shall govern the proceedings of all meetings of this organization and its constituent parts except as provided by these By Laws.

ARTICLE XII – AMENDMENTS TO BY LAWS

These By laws may be amended by a majority (over 50%) of the members with the voting rights attending any regular or special meeting provided notification of the proposed amendments has been given to each member based on the contact information provided by members, five (5) days prior to the date of such meeting.

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