

Bylaws of The Friends of the Mount Carroll District Library, NFP

Article I Name and Principal Office of Corporation

1. Name

The name of this corporation shall be The Friends of the Mount Carroll District Library, NFP.

2. Principal Office

The principal office shall be at 208 North Main Street, Mount Carroll, IL 61053, or at such other location as shall be determined from time to time by the Board of Directors.

Article II Purpose

1. Purpose of Corporation

The Friends of the Mount Carroll District Library, NFP is a non-profit corporation organized exclusively for and shall be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

The purpose of this organization shall be to generate community support for the programs and facilities of the Mount Carroll District Library, thereby advancing education and maintaining public buildings.

2. Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction and cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which this corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

3. Nonprofit Status and Activities Limitation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation shall have such powers as are now or may hereafter be granted under the State of Illinois that are in furtherance of the corporation's exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Article III Membership

1. Membership in this organization shall be open to all who support its purpose.
2. Membership shall be annual and shall become active upon payment of dues.
3. Membership may be resigned at any time by simple announcement; failure to pay dues shall constitute such announcement and have that effect.

Article IV Officers

1. The officers of this organization shall be President, Secretary, Treasurer and up to two (2) Directors and shall comprise the Board of Directors.
2. The Duties of the officers shall be:
President – to preside over all meetings; to represent the organization at public gatherings; to speak for the organization in public forums; to attend the regularly scheduled meetings of the library board and report financial status and activities.
Secretary – to take minutes of all meetings; to notify all members of the time and place of meetings; to submit minutes of all meetings for approval at the next regularly scheduled meeting; to conduct the correspondence of the organization; to preside over meetings in the absence of the president.
Treasurer – to create and maintain the financial records of the organization; to create and maintain the membership records of the organization; to process all financial transactions of the organization and report the results to The Friends of the Mount Carroll District Library, NFP; to insure that all federal and state reports are filed as are required.
Director – to support the mission and purpose of the organization.
3. The term of office for officers shall be one year. Officers may serve no more than three consecutive terms in the same office.
4. Election of officers shall be by majority vote of the members present. Any member of the organization may nominate any other member of the organization for election to office. The election of officers shall be held at the regularly scheduled meeting of the Friend's December Meeting.
5. Officers may resign their office at any time by written notice to the Secretary. Vacancies in office shall be filled at the next regular meeting of the organization.
6. An officer may be removed from office at any time by two-thirds majority vote of the members present at a duly constituted meeting whenever in its judgment the best interests of the Friends of the Mount Carroll District Library, NFP would be served. Failure to attend three consecutive membership meetings may be one basis on which an officer may be removed.

Article V Committees

1. The work of this organization shall be done by committees authorized as set forth in these bylaws.
2. Each committee shall consist of at least two members of the organization, one of whom serves as a committee chair, plus any number of volunteer nonmembers. The President shall be an ex-officio member of each committee.
3. All committees shall be as needed, constituted for the life of their purpose.
4. A committee may be proposed at any time by any member of the organization.
5. A committee is created and authorized to proceed, when its proposed membership, purpose, expected duration and chairperson are approved by majority vote of organization members present at a duly constituted meeting of the organization.
6. For flexibility, the details of how committees are to function are not specified in these bylaws. However,
 - a. All committees are expected to follow normal business and professional practices in keeping the organization informed of their activities.
 - b. No committee may commit the organization to any program, activity or expense; or speak for the organization in any public forum, without the express prior approval of the organization.
7. A committee may be redirected, re-staffed or discharged at any time by majority vote of organization members present at a duly constituted meeting of the organization.

Article VI Meetings

1. Meetings of the organization shall be held monthly.
2. Meetings, their agenda and minutes of the previous meeting(s) shall be announced to all members of the organization at least one week prior to the scheduled meeting date.
3. Electronic conferencing may be scheduled by the President and conducted in accordance with the bylaws of the organization.

Meetings, their agenda and access shall be announced to all members at least one week prior to the scheduled meeting date.
4. Four members present at any meeting, whether attending in person or by electronic conferencing, shall constitute a quorum, for the transaction of any business that may properly come before the meeting.
5. Each member in good standing (dues current) shall be entitled to one vote; nonmember committee members who may be present may not vote.
6. The last item on the agenda of the next meeting shall be to set the time, place, and agenda of the next following meeting.
7. The minimum agenda of each meeting shall include:
 - Approval of minutes
 - Approval of Treasurer's report
 - Hearing of committee reports
 - Establishment of next meeting

Article VII Funds

1. The fiscal year of the organization shall be January 1 through December 31.
2. All dues and other funds received shall be conveyed to the Treasurer. The Treasurer will deposit all funds into the "The Friends of the Mount Carroll District Library, NFP" checking account.
3. Two signatures by board members are required for checks written for transactions.
4. Petty cash expenditures of under \$100 shall be made with the approval and at the discretion of two board members; expenditures \$100 and over must be approved by majority vote at a duly constituted meeting.
5. A simple audit will be performed annually in February after the end of the fiscal year.
6. The board of the Mount Carroll District Library (MCDL) shall advise The Friends of the Mount Carroll District Library (FMCDL) of projects required which are not funded. Estimated costs and time-frame are to be included.
7. The FMCDL, at any duly constituted meeting, shall vote as to which projects are to be funded.
8. The FMCDL shall then provide the MCDL with notice and funds for the projects(s) selected.
9. The Board of the MCDL shall report quarterly to the FMCDL as to the status of projects it has funded and provide an accounting of funds disbursed.

Article VIII Indemnification

1. The corporation shall indemnify and hold harmless each Board member and each Board member who is serving or who has served as an officer or Board member of the Friends of the Mount Carroll District Library, NFP to the fullest extent possible against expenses, including attorney's fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to their conduct as board member or officer of the Friends of the Mount Carroll District Library, NFP.
2. The Friends of the Mount Carroll District Library, NFP may, to the full extent then permitted by law and authorized by the Board, purchase and maintain insurance on behalf of any persons described in the preceding paragraph against any liability asserted against and incurred by any such person in any such capacity, arising out of such person's status as such, whether or not the Friends of the Mount Carroll District Library, NFP would have the power to indemnify such person against such liability.

Article IX Dissolution

1. Upon dissolution of the corporation, assets shall be distributed to the Mount Carroll District Library. If the Mount Carroll District Library is no longer in existence, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state, or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization

or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

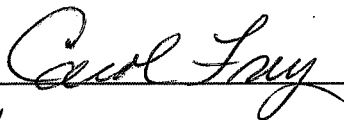
Article IX Amendments

1. These bylaws may be amended by an affirmative vote of the majority of members at any regular or special meeting of the organization, provided that notice of such meeting, including a statement that amendment to these bylaws will be considered, and shall have been distributed to the membership not less than seven days prior to the meeting.
2. Any member of the organization may propose amendment of these bylaws.
3. The need for amendment must be recognized by the organization; recognition is indicated by the establishment of a committee to draft the proposed amendment.
4. Proposed amendments must be discussed at a minimum of two meetings of the organization before being brought to a vote.

End of Bylaws

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of The Friends of the Mount Carroll District Library, NFP were approved by The Friends of the Mount Carroll District Library, NFP's board of directors on August 12, 2025 and constitute a complete copy of the Bylaws of the Corporation.



Carol Frey
Secretary

7-12-2025
Date