

Indian Prairie Public Library  
401 Plainfield Road  
Darien, Illinois 60561

**Indian Prairie Public Library Foundation Meeting  
November 15, 2017 – 6:50 p.m. – Board Room**

**AGENDA**

- A. Call to Order/Roll Call  
Asma Akhras, Donald Damon, Beena Deshmukh, Marian Krupicka, Crystal Megaridis, Diane Ruscitti, Victoria Suriano
  
- B. Correspondence - none
  
- C. Omnibus Consent Agenda Page 2 Action
  - 1. Minutes of Foundation Meeting 10/18/17
  
- D. Reports - none
  
- E. Unfinished Business - none
  
- F. New Business Page 3 Action
  - 1. By-Laws Page 8 Action
  - 2. Furniture for WouldShop/Little Maker Space Action
  - 3. Action Without Meeting Discussion
  
- G. Adjournment

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Indian Prairie Public Library  
Foundation Minutes  
October 18, 2017

**Indian Prairie Public Library Foundation Meeting  
October 18, 2017 – 6:50 p.m.**

A. Call to Order/Roll Call

President Suriano called the meeting to order at 6:50 p.m.

Present: Asma Akhras (arrived at 6:53 p.m.), Beena Deshmukh, Marian Krupicka, Donald Damon, Crystal Megaridis, Victoria Suriano

Absent: Diane Ruscitti

Staff Present: Jamie Bukovac, Laura Birmingham, Maria Wlosinski

Others:

President Suriano asked for additions and/or corrections to the agenda. There were none.

B. Correspondence - none

C. Omnibus Consent Agenda

1. Minutes of Foundation Meeting 5/17/17

2. Treasurer's Report

3. Bills for Approval

Damon moved, Megaridis seconded to set the Omnibus Consent Agenda. Motion carried unanimously. Krupicka moved, Deshmukh seconded to approve the Omnibus Consent Agenda. Motion carried unanimously.

D. Reports - none

E. Unfinished Business - none

F. New Business

1. Resolution #2017-A Approving Name Change – Damon moved, Deshmukh seconded to approve Resolution #2017-A Approving Name Change. Ayes: Akhras, Damon, Deshmukh, Krupicka, Megaridis, Suriano. Nays: none. Absent: Ruscitti. Motion carried unanimously. Bukovac said that a letter will be going out to the current Friends members explaining the merger and inviting them. There will be an article in the upcoming winter newsletter and we will be redoing the Foundation website. In addition a new logo will be created for the organization. The By-Laws will be discussed next month.

G. Adjournment

At 6:58 p.m. Krupicka moved, Megaridis seconded to adjourn the meeting. All ayes. Motion carried unanimously.

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Beena Deshmukh, Secretary

### Foundation Bylaws

The Foundation bylaws need to be updated with the name change. I reviewed other foundation bylaws and found a few areas that should be added to our bylaws. These are bolded and underlined in the document.

As stated previously, I'd like to get the name change done for the bylaws now. If foundation board members would like further discussion regarding the make-up of the board and board member responsibilities, a foundation meeting can be scheduled specifically for that purpose.

BYLAWS OF THE INDIAN PRAIRIE PUBLIC LIBRARY FOUNDATION AND FRIENDS

ARTICLE I - General Provisions

Section 1. ORGANIZATION. The Indian Prairie Public Library Foundation and Friends is a not-for-profit corporation organized and existing under the Illinois General Not for Profit Corporation Act of 1986.

Section 2. PURPOSES. The purposes for which this corporation is organized are:

- A. To act as a not-for-profit entity for educational and cultural purposes.
- B. To raise, solicit, receive, hold, invest, administer and distribute funds for the benefit of the Indian Prairie Public Library (the "Library") and to accept gifts that are consistent with the goals of the Library.
- C. To provide funds and other support for programs and classes, special projects, library materials, equipment, furniture and capital improvements for which the Board of Trustees and staff of the Library have indicated a need and which support the community.
- D. To cooperate with other organizations in activities which benefit the Library.

Section 3. CORPORATE ASSETS. No part of the assets or earnings of the corporation shall inure to the personal benefit of any director or officer of the corporation or to any individual or organization, except that reasonable compensation may be paid for services rendered to or for the corporation by persons or organizations other than the directors of the corporation.

Section 4. POLITICAL ACTIVITIES. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. Nor shall the corporation participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 5. OTHER ACTIVITIES. Notwithstanding any other provision of these bylaws, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Sec. 501(c)(3) of the Internal Revenue Code and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Sec. 170(c)(2), 2055(a)(2) and 2522(a)(2) of such Code and such regulations as they now exist or as they may hereafter be amended.

Section 6. DISSOLUTION. The corporation may be dissolved upon the affirmative vote of two-thirds (2/3rds) of the members of the Board of Directors present at any regular or special meeting called for that purpose.

Notice of a vote to dissolve shall be given to all members of the Board of Directors not less than thirty (30) days prior to the meeting at which the vote will be taken, which notice shall include the basis for the recommendation to dissolve the corporation.

Upon the dissolution of the corporation, its assets shall be distributed, or applied, as follows: first, all liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and the balance of the assets shall be paid to the

Indian Prairie Public Library. No director or officer or any individual or entity shall be entitled to share in the distribution of any of the corporation's assets upon its dissolution.

Section 7. CORPORATE OFFICE. The registered office of the corporation in the State of Illinois shall be located at the office of the Indian Prairie Public Library, 401 Plainfield Road, Darien, IL 60561. The director of the Library shall be the corporation's registered agent in Illinois.

ARTICLE II - Board of Directors

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by and under the direction of a board of directors (the "Board").

Section 2. COMPOSITION. The Indian Prairie Library Board of Library Trustees shall serve as the Foundation Board of Directors.

Foundation officers will mirror the offices held by the Library Board. The President of the Library Board shall serve as Foundation President, etc.

Section 3. MEETINGS. Foundation Board meetings shall be held a minimum of three (3) times per year, generally in the months of **March, July, and November**. **Meetings shall be held at the offices of the Library, or at such other place as the board of directors may from time to time by resolution designate, within the boundaries of the Library District.** The meetings will comply with Open Meetings Act requirements.

Section 4. QUORUM/VOTING. A majority of directors then in office shall constitute a quorum for the conduct of business. Except as otherwise expressly set forth herein, the vote of a majority of the directors who are present and voting at a meeting at which a quorum is present shall be the act of the Board. Each director shall have one (1) vote on each matter to be voted on by the Board.

Section 5. SPECIAL MEETINGS. Special meetings of the Board may be called by the president or by any three (3) directors. Written notice of the date, time, place and purpose of the meeting shall be delivered to each director not less than five (5) days in advance of the meeting.

Section 6. EXECUTIVE COMMITTEE. The Board may by resolution designate three (3) of their number to constitute an executive committee which, to the extent provided in the resolution, shall have and execute all the authority of the Board to the extent permitted by law.

Section 8. COMPENSATION. The directors shall not be entitled to receive compensation for the performance of their duties. However, a majority of the Board of Directors may vote to approve a director's request for reimbursement of out-of-pocket expenses incurred while serving in this directorial capacity.

Section 9. INDEMNIFICATION. To the extent permitted by applicable law, the corporation shall indemnify any current or former director against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, civil or criminal, in which any of them is made a party by reason of being or having been a director of the Board. The corporation shall be entitled to purchase insurance for such indemnification of directors to the full extent as determined from time to time by the Board.

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Section 10. ACTION WITHOUT MEETING. Any action required or permitted to be taken at a meeting of the Board or a committee thereof may be taken without a meeting if a consent in writing is signed by all the directors with respect to such action, or by all members of such committee. All of the executed instruments shall be delivered to the secretary to be filed in the corporate records. The action(s) so approved shall be effective as of the date indicated in the signed approvals.

ARTICLE III - Officers

Section 1. TITLES. The officers of the corporation shall be the president, vice-president, treasurer and secretary and such other officers or assistant officers as the Board shall designate from time to time. Foundation officers will mirror the offices held by the Library Board. The President of the Library Board shall serve as Foundation President, etc.

Section 2. PRESIDENT. The president shall be the chief executive officer of the corporation, shall have general charge and management of its property and affairs and shall sign all official instruments on behalf of the corporation unless otherwise determined by the Board. The president shall perform such other duties as the Board may direct.

Section 3. VICE-PRESIDENT. The vice-president shall perform all duties of the president during the president's absence, inability to perform the duties of the office or refusal to act.

Section 4. TREASURER. The treasurer shall have custody of all funds and property of the corporation and shall keep or cause to be kept necessary books and records showing the financial condition of the corporation. The treasurer shall prepare or cause to be prepared and file any annual reports which may be required by the state of Illinois or the Internal Revenue Service. The treasurer shall also see that funds of the corporation are drawn upon only in the manner authorized by the Board. The treasurer shall prepare or cause to be prepared and submitted to the Board for its approval at each regular meeting a detailed statement of receipts and expenditures since the last approved statement.

Section 5. SECRETARY. The secretary shall prepare or cause to be prepared minutes of all meetings of the Board and shall perform such other duties as the Board may direct.

Section 6. DELEGATION. Any of the duties herein prescribed for the officers of the Board may be delegated by the Board to other directors or officers of the Board unless such delegation is prohibited by law.

ARTICLE IV - Committees

The Foundation Board may appoint committees as needed.

ARTICLE V - Financials

Section 1. FISCAL YEAR. The fiscal year of the corporation shall **correspond to the fiscal year of the Library.**

Section 2. FINANCIAL COMMITMENTS. Financial commitments and obligations of the corporation must be authorized by a vote of a majority of the directors then in office. All checks must be signed by two Foundation officers. The Board may employ such persons as may be

necessary to carry on the business of the corporation and may prescribe the duties and the compensation for such persons.

**Section 3. INVESTMENTS. The responsibility for the investment of the corporation's assets rests with the Board of Directors. Information about investments shall be presented at each meeting of the Board.**

#### ARTICLE VI - Amendments

The power to make, alter, amend or repeal these bylaws shall be vested in the Board and shall require approval by resolution by two-thirds (2/3rds) of the total membership of the Board.

**Notice of proposed alterations(s) or repeal or of the proposed new bylaws must be included in the notice of any meeting where such a vote is taken.**

Approved April 26, 1994, Rev. 10/23/95, 12/6/99, 8/30/00, 4/21/04, 4/20/05

## Request for Furniture for WouldShop/Little Maker Space

As I have been working on the new maker space for mid-kids and teens donated by the Sadowskis, I determined a need to update furniture for the WouldShop which will be targeted toward pre-school and kindergarten children and their parents. Currently the tables and chairs used are adult-sized. This area will be moved to the current parents and teachers area. (Parents and teachers materials and lounge furniture will be moved near the picture book area.) Natalie and I selected two tables and 10 hassocks to use as seating. I reviewed the selections with the Building and Grounds Committee. The committee liked the hassocks but was concerned as to how the hassocks would hold up over time. While the proposed hassocks have been used in libraries for the past 5 years and have held up, they have a 1 year warranty. I researched other options and am now proposing hassocks that have a 10 year warranty and are slightly less expensive.

We received \$2,650.00 in honor of Elizabeth Nelson. Her family said that the library may determine how best to use the donations.

I'm requesting the \$3,133.96 for two 30" w x 60" l x 24" h tables, five 14" x 12" hassocks and five 17" x 14" hassocks. The furniture totals \$2,526.26 and delivery is \$607.70.





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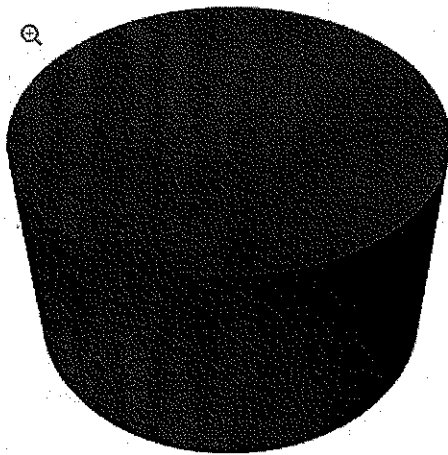
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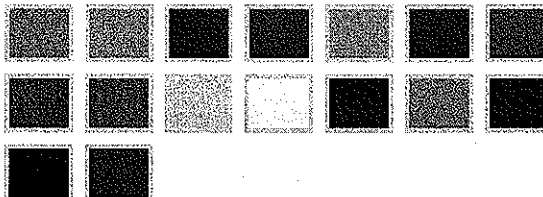
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