

**REVISED
BYLAWS OF
ILLINOIS LITERACY FOUNDATION, NFP**

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Illinois Literacy Foundation, NFP hereafter referred to as ILF. It shall be a nonprofit organization incorporated under the laws of the State of Illinois.

Section 2 — Purpose: ILF is organized exclusively for charitable and education purposes as follows:

- to promote literacy among the residents of the State of Illinois by supporting literacy programs and enhancing Statewide literacy awareness;
- to make grants and gifts in aid and support of the goal; and
- to engage generally in other lawful endeavors consistent with the foregoing purposes.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the Board of Directors, hereafter referred to as the Board.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board is responsible for the overall policy and direction of the ILF. There shall be not less than 6 nor more than 11 Directors to the ILF to be appointed by the Secretary of State. The Secretary of State or his or her designee shall serve as ex-officio Director of the ILF. The Secretary of State's designee shall hold the position of Executive Director of the ILF. As an ex-officio member of the Board, the Secretary of State or the Executive Director has the same rights as other Board members including the right to make motions and vote but is not obligated to attend meetings of the Board and is not counted in determining the number required for a quorum or whether a quorum is present. Board members serve without compensation, but may be reimbursed for expenses incurred as members of that body based on the Illinois Department of Central Management Services' "Travel Guide for State Employees" currently found at: <http://www.illinois.gov/cms/Employees/travel/Pages/default.aspx>.

Section 2 — Terms: The term of office for all Directors shall be July 1-June 30. Each Director shall serve until removed by the Secretary of State or his/her resignation is received by the Secretary of State.

Section 3 — Meetings and notice: Regular meetings shall be held at least three times a year at locations and on dates to be agreed upon by the Directors. The annual meeting shall be the first meeting after July 1. Meetings of the Board shall be held in accordance with the provisions of the Open Meetings Act, 5 ILCS 120 et seq.

Section 4 — Office elections: The Directors shall elect officers at the annual meeting. Each Officer shall serve until removed by the Board of Directors or his or her resignation is received by the Board of Directors. A Director may hold two or more offices simultaneously provided that the Chairperson and Secretary shall not be the same member. Vacancies in Officer positions may be filled by a special election at any meeting.

Section 5 — Election procedures: New Officers shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present.

Section 6 — Quorum: A majority of the members currently appointed shall constitute a quorum in order to conduct business. No Director or Officer may act by proxy on any matter.

Section 7 — Vacancies: Vacancies on the Board shall be filled by appointment by the Secretary of State.

Section 8 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary of State. A Board member may be removed with or without cause at any time whenever the Secretary of State in his or her absolute discretion shall consider that this removal will serve the best interests of the ILF. A Board member can be replaced if he or she misses three consecutive meetings (repeated absences due to illness or other special circumstance are excluded.) Election or appointment of any Director or Officer shall not of itself create contractual employment rights.

Section 9 — Special meetings: A special meetings of the ILF may be called at the direction of the Secretary of State, Executive Director, or Chairperson subject to the provisions of the Open Meetings Act.

Section 10 — Conflict of Interest: No Director or Officer of the ILF shall participate in any discussion or vote on any matter in which they or a member of their “immediate family” (defined as the spouse, adult child, parent, adult brother or sister, or adult grandchild) has a potential conflict of interest due to having material economic involvement regarding the matter discussed. When such a situation presents itself, the Director or Officer must announce their potential conflict, disqualify themselves, and be excused from the meeting until discussion is over on the matter involved. The Chairperson of the meeting is expected to make inquiry if such conflict appears to exist and the Director or Officer has not made it known. No Director or Officer shall derive any personal profit or gain, directly or indirectly, by reason of their participation with the ILF. No member of the ILF shall have any vested right, interest, or privilege in or to the assets, property, functions or activities of the ILF.

Section 11 — Officers and Duties: There shall be three Officers of the Board, consisting of a Chairperson, Secretary and Treasurer. Their duties are as follows:

The Chairperson shall preside at Board meetings and be primarily responsible for implementing the policies and procedures established by the Board along with all powers and duties that pertain to his or her position.

The Secretary shall certify the actions of the Board when necessary, keep the minutes of the Board, maintain the records of the ILF, give notice of meetings of the Board and have such other powers and duties as may be prescribed by the Board from time to time.

The Treasurer shall make a report at each Board meeting and make financial information available to Board Members and the public.

ARTICLE IV — GIFTS OR GRANTS

Section 1 — Gifts or Grants: The ILF may accept gifts or grants from the federal government, its agencies or officers, or from any person, firm, or corporation; and may expend receipts on activities that it considers suitable to the performance of its duties. Funds collected by the ILF shall be considered private funds and shall be held in an appropriate account outside of the Illinois State Treasury.

ARTICLE V — STAFF AND AGENTS

Section 1 — Staff: The ILF may be assisted in carrying out its functions by personnel of the Office of the Secretary of State with respect to matters falling within their scope and function.

Section 2 — Agents: Such Agents as may be deemed necessary by the Board may be appointed, elected, or chosen in a manner prescribed by the Executive Director. The authority and duties of each Agent shall be those prescribed in the resolution adopted by the Board establishing the need for the Agent.

ARTICLE VI — GENERAL OPERATIONAL PROVISIONS

Section 1 — Purpose: The purposes of the ILF are to promote literacy among the residents of the State of Illinois by supporting literacy programs and enhancing statewide literacy awareness; to make grants and gifts in aid and support of the goal; and to engage generally in other endeavors consistent with the foregoing purposes.

Section 2 — Accounting: The ILF's accounts and books shall be set up and maintained in a manner approved by the Illinois Auditor General. The funds held and made available by the ILF shall be subject to financial and compliance audits by the Auditor General in compliance with the Illinois State Auditing Act. The ILF shall cooperate fully with the boards, commissions, agencies, departments and institutions of the State. The funds held and made available by the Illinois Literacy ILF shall be subject to financial and compliance audits by the Auditor General in compliance with the Illinois State Auditing Act.

Section 3 — Prohibited Loans: No loan, pledge, or mortgage of the property or assets of the ILF shall be made.

Section 4 — Dissolution: In the event of dissolution of the ILF, all property and assets shall be distributed to not-for-profit organizations of like purpose. No property, assets, or monies shall accrue to the benefit of any Director.

Section 5 — Interests: The ILF will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the ILF will be distributed to its members.

ARTICLE VII — INDEMNIFICATION AND LIABILITY

Section 1 — Indemnification: To the extent provided by law, the Directors, Officers and Agents of the ILF may be indemnified pursuant 5 ILCS 350/2 for actions taken in good faith and within the scope of their responsibilities as a member of the ILF.

Section 2 — Non Liability of Members: The members of the ILF shall not be personally liable for any debt or obligation of the ILF.

ARTICLE VIII — AMENDMENT OF BYLAWS

Section 1 — Amendments: The power to alter, amend or repeal the Bylaws of the ILF or to adopt new Bylaws shall be vested in the Secretary of State.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by a unanimous vote on December 15, 2015.

Heather C. Bookstaver

2-23-16

Secretary

Date