

BYLAWS OF THE FRIENDS OF THE CARROLLTON PUBLIC LIBRARY

This document constitutes the Restated Bylaws of the Friends of the Library, *Carrollton Public Library* adopted for the purpose of regulating and managing the internal affairs of this organization.

ARTICLE I – NAME AND PURPOSE

Section 1

The name of this organization shall be FRIENDS OF THE CARROLLTON PUBLIC LIBRARY.

Section 2

The Friends of the Carrollton Public Library shall be a nonprofit organization whose object shall be to maintain an association of persons interested in libraries; to focus public attention on the library; to stimulate the use of the library's resources and services; to receive and encourage gifts and bequests to the library; to promote the library as a cultural, educational and recreational asset of the community.

Section 3

To this end, the organization shall at all times be operated exclusively for charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Section 4

No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, except as otherwise provided in section 501(h) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE II - MEMBERSHIP AND DUES

Section 1

Membership of this organization shall be open to all persons or organizations interested in the Carrollton Public Library.

Section 2.1

There shall be the following class of membership: Individual

Section 2.2

Upon payment of dues each membership is entitled to vote; to participate in the work done by the various committees; and, except for Staff of Carrollton Public Library, to hold office.

Section 3

Each individual class membership or corporate class membership shall be entitled to one vote.

Section 4

Dues shall be established and reviewed from time to time by the Board of Directors. Dues are payable as of the annual meeting each year.

ARTICLE III - MEETINGS

Section 1.1

Annual Membership Meeting. The annual meeting of the Friends shall be held in June of each year. Members shall receive a notification at least two weeks prior to the meeting date, stating the meeting's purpose, agenda, and any other pertinent information. Ten percent (10%) of the membership present and voting shall constitute a quorum.

Section 1.2

Mail and/or proxy votes are not permitted.

Section 2

Board of Directors Meetings. Meetings of the Board of Directors shall be held monthly/quarterly at such date and time as agreed upon by the directors. A simple majority of the Board of Directors shall constitute a quorum. A simple majority shall decide when voting. Any Board member may call a meeting with five (5) days notice.

Section 3

The library director or a designated staff representative shall be present at all meetings.

Section 4

All meetings shall be open to the public.

Section 5

Robert's Rules of Order, Revised, Revised shall govern business meeting procedures, as necessary.

ARTICLE IV - OFFICERS

Section 1

The officers of the organization shall be President, Vice President, Secretary, Membership and Treasurer. They shall be elected by the membership and shall constitute the Executive Committee.

Section 2

The officers shall be elected at the annual meeting by a majority of the members present and voting.

Section 3

All officers shall assume their duties immediately following elections. They shall be elected for a one year term, or until a qualified successor is elected.

Section 4

Nominations for officers shall be presented at the annual meeting by a Nominating Committee. All persons whose names appear on the ballot shall have consented to nomination. Nominations shall be submitted to the membership with the call to the annual meeting. Nominations may be made from the floor at the annual meeting with the consent of the nominee.

Section 5

Vacancies occurring in an office shall be filled for the remainder of the term by appointment, confirmed by a majority vote of the remaining members of the Executive Board.

Section 6

The officers shall have all the usual powers and duties of a voluntary association. No officer, committee or member of the organization shall have authority to make any contract, or incur any indebtedness, obligation or liability in the name of, or on behalf of the organization without the approval and authority of the Board.

Section 7.1

Duties of the President

The President shall preside at all meetings of the Friends and of the Board of Directors; shall appoint, with the consent of the Board of Directors, all committee chairpersons and coordinate their activities, serving as an ex officio member of all committees; shall represent the Friends before any group requesting the presence of the Friends, or delegate a representative; shall have signatory authority on all accounts maintained by the Friends; shall have the authority to authorize expenditures and. approve bills up to \$100; and shall prepare a brief annual report on the activities of the Friends.

Section 7.2

Duties of the Vice President.

The Vice President shall assist the President and shall perform the duties of the President in his/her absence or inability to serve.

Section 7.3

Duties of the Secretary.

The Secretary shall keep the minutes of all board, annual and membership meetings and provide copies to all Board members and the community library director; all, with the President, prepare the agenda for all Board and membership meetings; shall, in consultation with the President, acknowledge all gifts and initiate or respond to all business correspondence; shall provide timely notice of annual and membership meetings; and shall perform other duties as the President may, from time to time, assign.

Section 7.4

Duties of the Treasurer.

The Treasurer shall be the chief financial officer of the organization; shall keep an account of all monies received and expended by the organization; shall have signatory authority on all accounts in the bank designated by the board; shall pay all bills as approved by the Board of Directors; shall prepare financial reports for the Board of Directors regularly and annually for the membership; shall prepare federal and state tax returns; collecting all dues, maintaining a current list of paid members, and regularly inform the board of the status of the membership; and shall perform other duties as the President may, from time to time, assign.

Section 7.4

Duties of the Membership Chairperson.

The Membership Chairperson shall keep a complete list of the names and addresses of all members of the organization; sponsor membership drives and shall perform other duties as the President may, from time to time, assign.

ARTICLE V - BOARD OF DIRECTORS

Section 1

The Board of Directors shall be the governing body of this organization, having full power to implement all regular business and to set policies and procedures between meetings. A majority of the Board shall constitute a quorum.

Section 2

The Board of Directors shall consist of: the elected officers, the chairpersons of standing committees, and the community library director or the library director's designated staff appointee. The term of office for each director is one year. The community library director or other Library staff member who serves as staff liaison to the Friends shall be an ex-officio (nonvoting) member of the Board.

Section 3.1

The Board of Directors shall adopt, amend or repeal bylaws - with the exception of those which affect the size or duties of the Board itself. It may initially approve such bylaws and then submit them to the membership for final approval.

Section 3.2

Written actions taken by the Board of Directors without a meeting shall be signed by all directors. This may be accomplished through email.

Section 3.3

The Board of Directors shall annually review and establish the rates for membership dues.

Section 4

A director may be removed either by a majority vote of the Board or by the voting members. Vacancies on the Board shall be filled by Board appointment.

Section 5

No member, officer, or director of the Friends shall have any authority to make any contract or incur any indebtedness, obligation or liability in the name of or on behalf of this organization; nor shall any member, officer, or director of the Friends be personally liable for the debts or obligations of this organization of any nature whatsoever; nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this organization.

ARTICLE VI – COMMITTEES

Section 1

The President, with the approval of the Board of Directors, may appoint such committees as are necessary for carrying on the business and activities of the Friends.

Section 2. 1

Standing Committees.

Standing committees shall be chaired by elected officers or by chairpersons appointed by the President, with the approval of the Board of Directors. Standing committee chairpersons shall be members of the Board of Directors. Standing committees may include: book sale, membership, program, publicity, and telephone.

Section 2.2

Temporary committees.

The president shall appoint the chairs of temporary committees.

Section 3

Committee membership

Committee members may be volunteers or persons recruited by the chairperson. Committee chairpersons shall submit all projects and proposed actions to the Board of Directors for approval prior to carrying out such projects or actions. The President shall be an ex officio member of all committees.

Section 4.

Nominating Committee.

The Nominating Committee shall consist of one member of the Board of Directors and two other Friends of the Library members. Its duties shall include identifying current officers willing, and eligible, to continue in their positions if reelected; identifying persons for interim appointment to the Board due to vacancies; identifying interested Friends not currently serving as officers for nomination.

Section 5.

Program Committee.

The Program Committee shall coordinate with the library director in the selection and presentation of programs and events. Approval of sponsorship and any expenditures related to the programs and/or events shall be granted by a majority vote of the Board of Directors. Among other duties, the Program Committee shall provide hospitality arrangements and welcome speakers and guests.

Section 6.

Telephone Committee.

The Telephone Committee shall notify and/or remind Friends of meetings, call for volunteers from the membership when needed for special projects, and assist in organizing membership drives.

ARTICLE VII - FINANCES

Section 1

All dues, contributions or other monies of this organization shall be deposited to the account of the Friends of the Carrollton Public Library and shall be disbursed only as authorized by the Board of Directors, or as specified by the terms of the gift or grant.

Section 2

The fiscal year shall be January 1 to December 31.

Section 3. 1

No purchases shall be made for the library except with the approval of the community library director and in accordance with the policies of Carrollton Public Library. The expenditure of Friends' funds shall be approved by the Board of Directors.

Section 3.2

The President shall have the authority to approve expenditures of up to \$100.

Section 4

No part of the net earnings of the organization shall inure to any member of the Friends nor to any director or officer of the Friends, nor to any other private persons, excepting solely as reasonable compensation that the Friends shall pay for services actually rendered to the organization, or allowed by the Friends as a reasonable allowance for authorized expenditures incurred on its behalf.

Section 5

The financial records and books of the organization shall be the property of the Friends.

The financial records shall be audited within thirty days following the end of the fiscal year by a committee of three appointed by the President with the approval of the Board of Directors.

ARTICLE VIII - AMENDMENTS

Section 1

The Board of Directors shall have the power to adopt, amend or repeal the bylaws - with the exception of those which affect the size or duties of the Board itself. It may initially approve such bylaws but must then submit them to the membership for final approval. These bylaws may be amended by the majority of the members voting on such an amendment at a membership or special meeting.

Section 2

Amendments to the Articles of Incorporation must be approved by a majority of the Board of Directors and a majority of the members with voting rights.

ARTICLE IX - DISSOLUTION

At the time of dissolution of this organization, the Board of Directors, after paying or making provisions for the payment of all debts, liabilities, obligations, costs and expenses of the organization, shall transfer all remaining assets to the Carrollton Public Library as exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.