

**FRIENDS OF THE ST. JOSEPH PUBLIC LIBRARY**

**BYLAWS**

**ARTICLE I: Name**

Section 1. The name of this organization shall be the Friends of the St. Joseph Public Library.

**ARTICLE II: Purpose**

Section 1. The Friends of the St. Joseph Public Library is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or corresponding section of any future federal tax code. The purpose of this organization shall be to maintain an association of persons and groups interested in the St. Joseph Public Library district; to focus public attention on library services, facilities, and needs; to stimulate the use of the library's resources and services; to encourage gifts, bequests, and memorials to the library; to raise funds; to act as an advocate on the local, state, and federal levels; and to receive and administer such funds as may be donated for these purposes.

Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence

legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then 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 III: Membership**

Section 1. Any person, family, business, club or organization interested in the purpose of the organization may become a member by paying annual dues.

Section 2. Annual dues may be collected at any time. The annual dues schedule will be determined by the board of directors. Dues are for the period beginning July 1 of each year and ending each year on June 30.

Section 3. Any member may determine his or her own membership type.

- Section 4. Each member is entitled to one vote on each matter submitted to a vote of the members.
- Section 5. The board of directors may elect honorary board members of the Friends of the St. Joseph Public Library who have, through their involvement, shown a particular dedication to the library.
- Section 6. Members shall be entitled to attend functions sponsored by the Friends, vote at Friends membership meetings, serve as members of committees appointed by the president, and enjoy those special privileges granted to the membership of the Friends of the St. Joseph Public Library.

**ARTICLE IV: Board of Directors**

- Section 1. All the business and property of the organization shall be entrusted to the board of directors with authority to devise and execute all measures calculated to promote the interest of the organization and the library.
- Section 2. The board of directors shall consist of at least 9 and not to exceed 15 members. No director shall serve more than two (2) full consecutive three-year terms, but may be reelected after a one year absence.
- Section 3. At the board of directors meeting three months preceding the annual meeting, the president shall appoint a nominating committee to prepare a slate of nominees to fill the places of the officers and directors whose terms will expire. The committee shall determine if the nominees selected will serve if elected. Their report shall be made to the general membership by mail one month prior to the annual meeting and verbally at the annual meeting. Additional nominations may be made from the floor with the consent of the nominees.

Section 4. New directors shall be elected by the membership at the annual meeting and shall assume office upon election. The board shall meet in the month following the annual meeting.

#### **ARTICLE V: Officers**

Section 1. The officers of this organization shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. At the board of directors meeting three months preceding the annual meeting, the president shall appoint a nominating committee to prepare a slate of nominees to fill the places of the officers and directors whose terms will expire. The committee shall determine if the officers selected will serve if elected.

Their report shall be made at the board of directors' meeting following the annual meeting. Additional nominations may be made from the floor with the consent of the nominee.

The officers shall be elected by a majority vote from the board of directors at the board of directors' meeting following the annual meeting and shall assume office upon election. Officers shall serve for the term of one (1) year, but not more than two successive one (1) year terms.

Section 3. Vacancies shall be filled through appointment by the president until the next regular election.

#### **ARTICLE VI: Duties of Officers**

Section 1. President: It is the duty of the president to preside at all meetings of the Friends and the board of directors; to call special meetings of the organization or board; to appoint the chair-persons of committees and to be

an ex-officio voting member thereof, and to perform such other duties as are incident to the office.

Section 2. Vice-President: In the absence or inability of the president, the duties of the office shall devolve upon the vice-president.

Section 3. Secretary: It shall be the duty of the secretary to make and keep a record of the proceedings of the organization and the board of directors; to make a report at each meeting of the organization and the board; to work with library staff to assure all members are notified of regular and special meetings; to work with library staff to issue public notice of the annual meeting prior to such a meeting; to conduct the correspondence of the organization; to keep a copy of all correspondence; and to perform such other duties as are generally associated with that office.

Section 4. Treasurer: It shall be the duty of the treasurer to monitor all moneys in any bank the board selects, to keep copies of the financial reports of the organization. The treasurer, as well as other officers, shall be bonded if deemed necessary by the board.

Section 5. All checks and/or transfers of funds shall be signed by two officers and approved by the full board at a meeting of the board of directors.

#### **ARTICLE VII: Meeting of the Membership**

Article 1. An annual meeting shall be held in July for the purpose of electing new board members, who shall assume office upon election. Members will be notified in writing at least four (4) weeks prior. Those members present and voting shall constitute a quorum.

**ARTICLE VIII: Meetings of the Board of Directors**

- Section 1. Regular meetings of the board of directors shall be held at least four (4) times per year, including the annual meeting.
- Section 2. An annual meeting of the board shall be held for the purpose of electing officers who shall assume office upon election to serve one year and to transact any other business that may come before the meeting. The meeting shall take place in August.
- Section 3. Special meetings of the board of directors may be called by the president or on the written request of any five (5) directors.
- Section 4. Written notice of any special meeting shall be given by the president or the secretary at least five (5) days prior to the meeting.
- Section 5. All board members shall regularly attend the meetings of the board. If a board member has failed to attend three of the four previous meetings of the board with no explanation the Board Vice President will contact the member to determine their interest in remaining on the Board. If the board member misses three of the four subsequent meetings without explanation, they may be subject to removal by a majority vote of the board.

**ARTICLE IX: Committees**

- Section 1. The president shall appoint committees for such specific purposes as the business of the board of directors may require from time to time. The committee shall be terminated by the president upon the completion of the purpose for which it was appointed.

Section 2. No committee will have other than advisory powers unless it is granted specific power to act by the board of directors.

Section 3. Standing committees, appointed by the president, and serving for one (1) year, may include a membership committee, special events committee, and publicity committee.

Section 4. All officers of the Friends of the St. Joseph Public Library are considered members of the Book Sale Committee.

#### **ARTICLE X. Quorum**

Section 1. A simple majority of the board of directors shall constitute the quorum for the transaction of business of any meeting of the board.

Section 2. Those members present and voting at the annual membership meeting shall constitute the quorum.

#### **ARTICLE XI: Amendments**

Section 1. Amendments to these bylaws may be made at any meeting of the general membership by a two-thirds vote of those present, after notification in writing to each member at least two (2) weeks before the meeting at which the voting is to take place.

#### **ARTICLE XII: Parliamentary Procedure**

Section 1. The proceedings of all meetings of this organization shall be governed by *Roberts Rules of Order Newly Revised*.