

FRIENDS OF THE ELYRIA PUBLIC LIBRARY SYSTEM

BY-LAWS

Adopted December 8, 2011

Article I. NAME

The name of this organization shall be the Friends of the Elyria Public Library System.

Article II. Purpose

The purpose of this organization shall be to maintain an association of persons interested in the Elyria Public Library System and concerned for its welfare; to focus public attention on library services, facilities, and needs; to influence gifts and bequests; and to bring greater awareness of the library's importance in our community.

Article III. Membership

Section 1. Membership shall be open to any person (18 years or older) or association interested in the purpose and goals of this organization upon payment of dues.

Section 2. Each paid membership shall be entitled to one vote.

Article IV. Officers and Board of Directors

Section 1. A Board of Directors shall serve as the governing body of this association and shall consist of up to twelve (12) members who may be elected on rotating three (3) year terms, serving no more than three (3) consecutive terms. The term of office shall be the fiscal year, beginning January 1 and ending December 31.

Section 2. The Board of Directors shall be elected by majority vote of those present at the annual membership meeting to be held in December, and shall take office the following January.

Section 3. The President shall appoint a Nominating Committee of Board members not less than one month prior to the annual membership meeting. Nominations for the Board of Directors shall be presented at the annual meeting. Nominations may be made from the floor at the time of the election. No one shall be nominated without his/her consent. Directors shall be elected by majority vote of those present at the annual meeting.

Section 4. The Elyria Public Library System Director, or his/her designated representative, shall be a non-voting member of the Board of Directors.

Section 5. A majority of Board members will constitute a quorum for the transaction of business. The Board shall meet at least every three (3) months.

Section 6. A Board member who has failed to attend three (3) or more consecutive meetings, without notification to the Executive Committee and without just cause, may be removed by the Board of Directors by a majority vote of those present at any stated meeting.

Section 7. A Board member may be removed for just cause by the Board of Directors by a vote of 2/3 of all Directors. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose. The proposed removal shall be set forth in the notification of any regular or special meeting, giving two (2) weeks notice of such meeting.

Section 8. Vacancies arising on the Board of Directors shall be filled by appointment made by the remaining Board members.

Section 9. The Board of Directors shall not be entitled to any salary or compensation for their services.

Article V. Executive Committee

Section 1. The officers of the association shall be an Executive Committee consisting of the following members: President, Vice-President, Secretary, Treasurer, and Immediate Past President. Each officer shall be a member in good standing. Officers shall be elected for two (2) year terms, serving no more than two (2) consecutive terms in the same office.

- Section 2. The Executive Committee shall be elected by the Board of Directors at the annual meeting to take office January 1.
- Section 3. Meetings of the Executive Committee shall be held as necessary and may be called by any officer.
- Section 4. The Executive Committee shall have the power to transact business when necessary between meetings, upon notice to the entire Board.
- Section 5. A majority of the Executive Committee shall constitute a quorum.
- Section 6. Vacancies arising on the Executive Committee shall be filled by election of the Board of Directors.

Article VI. Duties of Officers

- Section 1. **PRESIDENT:** shall preside at all meeting of the association, the Board of Directors and the Executive Committee; appoint all committee chair-persons; be an ex-officio member of all committees, except the Nominating Committee; and conduct the affairs of the association in a manner consistent with the authority and responsibility pertaining to the office.
- Section 2. **VICE-PRESIDENT:** shall preside at meetings in the absence of the President and serve as Liaison to any Ad Hoc Committees.
- Section 3. **SECRETARY:** shall give notice of all meetings of the Board of Directors and/or association; attend all meetings and keep a true and accurate record of all proceedings; carry on the correspondence of the organization as instructed by the Board of Directors and/or President.
- Section 4. **TREASURER:** shall present financial reports to the Board of Directors; deposit funds to the association's account(s) in a recognized depository to be selected by the Board of Directors; pay all bills as approved by the Board of Directors; maintain records of all money received and expended on behalf of the Association; assure that the organization complies with applicable State and Federal reporting requirements and fee payments; and serve as Liaison to the Friends' Foundation Account at the Community Foundation of Lorain County.

Article VII. Committees

- Section 1. Standing committees of the association shall be: Membership, and Book Sale.
- Section 2. Additional Ad hoc committees such as Programs, Hospitality, Publicity, and Nominating, may be appointed by the President as needed subject to approval by the Board of Directors.

Article VIII. Funds

- Section 1. The fiscal year for the association shall begin January 1 and end December 31 of each year.
- Section 2. The President, Treasurer, Immediate Past President, and any interested Board Members shall develop and review fiscal procedures, reports, and create the annual budget in association with the Library Director and Fiscal Officer. The proposed budget shall be presented for approval to the Board of Directors no later than the November meeting preceding the fiscal year.
- Section 3. All funds shall be deposited to the account(s) of the Friends of the Elyria Public Library System.
- Section 4. Funds shall be disbursed in accordance with the approved budget. The Executive Committee and/or the Board of Directors may authorize special disbursements.
- Section 5. No reimbursements for expenses shall occur without the sales receipt specifying exact expenditures.
- Section 6. The Treasurer and the President shall have authority to sign checks for the association.

Section 7. An annual review of the association's financial records will be completed at the close of the fiscal year. A report of such review will be given within three months of the close of each fiscal year.

Article IX. Association Meetings

Section 1. An annual meeting shall be held in December of each year for the purpose of Electing a Board of Directors to take office in January, giving appropriate annual reports, and enacting any other business. Members shall be notified in writing at least two weeks prior to the date of the meeting.

Section 2. Special meetings of the association may be called by the President, or by a majority of the Board of Directors, provided members are notified at least one week prior to the date of the meeting.

Article X. Membership Dues

Section 1. The Board of Directors shall determine membership dues.

Section 2. The fiscal year for membership in the association shall begin January 1 of each year and end December 31 of the same year.

Section 3. Full rights and privileges for the ensuing year will be extended to members paying dues beginning September 1.

Section 4. Dues for the current membership year must be paid before a member may vote, hold office or serve on a committee.

Article XI. Amendments

Amendments to these by-laws may be made at any meeting of the general membership provided that members have been notified in writing prior to the meeting.

Article XII. Parliamentary Procedure

All meetings shall be conducted according to *Robert's Rules of Order* except when in conflict with these by-laws or with the laws of the State of Ohio.

Article XIII. Dissolution

The interest of a member in the assets of this association is limited to its use for association purposes. Upon dissolution of the association, all assets not needed to pay debts and liabilities shall be transferred to one or more organizations that engage in activities related to improvement and development of the Elyria Public Library System, so long as the organization(s) qualify for exemption under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding tax codes hereafter enacted). The Board of Directors shall select the organization(s) to which such transfer of conveyance is made and shall determine how the assets are apportioned between them. In the absence of such a selection or determination by the Board of Directors, it may be made by a court of competent jurisdiction.