

Friends of the Blakesburg Public Library

REVISED BYLAWS (February 26, 2018)

Article I: Name

The name of this corporation (herein referred to as the corporation) shall be Friends of the Blakesburg Public Library.

Article II: Purpose

The corporation is organized exclusively for the purpose of providing funding and programming assistance for special needs and projects of the Blakesburg Public Library.

Article III: Board of Directors

Section 1: General Powers: The affairs of the corporation shall be managed by its Board of Directors. Trustees and the library director of the Blakesburg Public Library are not eligible to be Directors of the corporation.

Section 2: Number: The number of Directors shall be at least 3 and no more than 7. The number of Directors may be changed from time to time by amendment of these Bylaws. If less than 7 Directors occurs for any reason, the Board remains viable and will continue to function as specified by the By-laws while the effort to elect Directors up to 7 continues. For the purposes of these revisions dated February 26, 2018, the initial Board of Directors is defined as the four officers (President, Vice President, Secretary, and Treasurer) currently serving the corporation.

Section 3. Tenure:

- (a) All Directors will serve two year terms.
- (b) A Director may be removed from office without cause by the affirmative vote of not less than 2/3 of the Board of Directors. The Director being considered for removal shall not be allowed to vote on such matter. For determining the number of Directors that make up 2/3 of the Board of Directors, the total number of Directors then in office less the Director being considered shall be used.

Section 4: Nominations and Elections

- (a) Annually in January the President shall appoint two Directors currently serving to comprise the **Nominating Committee for Directors**.
- (b) The Nominating Committee will function throughout the year to fill unintended vacancies on the Board and shall also serve to prepare and present a slate of nominees for pending term vacancies to the Board of Directors in November. Incumbent Directors get an automatic nomination from the Committee but must be subject to re-election.
- (c) Director Elections shall take place no later than December 31. Terms coincide with calendar years.
- (d) Director Nominees must be elected by a 2/3 affirmative vote of the Board members. For determining the number of Directors that make up 2/3 of the Board of Directors, the total number of Directors then in office less the Director being considered shall be used.
- (e). In the event of the resignation, removal or death of a Director or Directors, or a vacancy created by an increase in the number of Directors as fixed in these Bylaws, the remaining

members of the Board of Directors may, thereafter, by the affirmative vote of 2/3 of the remaining Directors still in office, elect a person or persons to fill such vacancies.

Section 5: Meetings. The annual meeting of the Board of Directors shall be held without other notice than this bylaw, in February, on such date, time, and place as the Board of Directors shall specify by vote. Notwithstanding the foregoing, the failure to call an annual meeting shall not render invalid any action taken by the Board of Directors. The Board of Directors may vote on the frequency, date, time and place for the holding of additional regular meetings of the Board without other notice than the vote.

Section 6: Special Meetings. Special meetings (date, time, and place) of the Board of Directors may be called by or at the request of the President or any two Directors. Notice of any special meeting of the Board of Directors shall be given at least two days prior to such meeting by telephone contact. Messages left at that contact number indicates notification. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 7: Manner of Participation. A Director may participate in any meeting by any means of communication, including, but not limited to telephone conference call, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8: Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at the meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 9: Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10: Resignation. Any Director of the corporation may resign at any time by delivering written notice to the President or to the Board of Directors. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 11: Vacancies. Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. Partial terms will be filled for the length of service remaining on the original term.

Section 12: Compensation. Directors shall not receive any stated salaries for their services, but nothing contained here shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation for such services.

Article IV: Officers

Section 1: Eligibility. All officers must be voting Directors.

Section 2: Officers. The officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may elect, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person.

Section 3: Elections. Elections of Officers will take place no later than February 15th. Any voting Director may nominate themselves or another Director for office. Upon cessation of nominations, officers shall be elected by a majority vote of the Directors present at the Meeting less the Director being considered for the office. A candidate cannot vote in his/her own election.

Section 4: Term of Office. Each officer shall hold office for a period of 1 year, or until their term expiration, resignation, removal, or death.

Section 5: Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served by such officer's removal. Removal occurs by a majority vote of the Directors. For determining the number of Directors that make up the majority, the total number of voting Directors less the Director being considered for removal shall be used. A Director cannot vote in his/her own removal.

Section 6: Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, shall be filled by the Board of Directors.

Section 7: President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors, including but not limited to:

- ❖ The president shall facilitate all meetings.
- ❖ The president shall serve as the primary channel of communication with the library director and library trustees.
- ❖ The president shall facilitate the appointment of committees and ensure that the goals and purposes of the organization are realized.
- ❖ The president shall be an ex-officio member of all committees.
- ❖ The president shall have power to pursue resources, pending ratification by the Board of Directors.

Section 8: Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

Section 9: Secretary. The Secretary shall keep the minutes of all organizational meetings in books provided for that purpose; see that all notices are given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties

incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors, including but not limited to:

- ❖ The secretary shall record attendance, take the minutes of all meetings, and maintain a file of all meeting minutes for future reference.
- ❖ The secretary shall maintain files which include press releases, flyers, newsletters, announcements of programs and activities, and/or any other pertinent information relative to the corporation.
- ❖ The secretary shall conduct necessary correspondence for the corporation.

Section 10: Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or by the Board of Directors, including but not limited to:

- ❖ The treasurer shall be responsible for the collection, safekeeping, and disbursement of all funds and assets.
- ❖ The treasurer shall submit a financial accounting of the corporation's transactions and financial status at the annual meeting, and provide a summary report of the corporation's accounts at the regular meetings.
- ❖ The treasurer shall prepare any necessary documents for the IRS and the Iowa Attorney General or Secretary of State related to the finances of the corporation, as required by statute or regulation.

Article V: Membership

Section 1: Membership is open to all individuals, organizations or clubs in agreement with the purpose of this organization.

Section 2: Membership does not imply, either directly or indirectly, the ability to participate in decision-making by vote, unless these By-Laws or the Board of Directors expressly define a decision shall be conducted by vote of the membership.

Section 3: Any annual dues assigned for the purpose of membership shall be determined by the Board of Directors deferring that decision to a vote of the membership.

Section 4: Any meetings of the membership, including frequency, date, time, and place will be determined by the Board of Directors. The membership shall be notified of these meetings by phone, by e-mail, or by public posting, at least two (2) days before the meeting date. Business can be conducted if a minimum of 5 members are present at the Membership meeting and a quorum, defined as a simple majority of those present, will be required for decisions put to the membership for a vote by the membership.

Section 5: Library trustees and the library director of the Blakesburg Public Library shall be eligible for membership.

Section 6: The Board of Directors shall maintain a list of membership together with addresses, phone numbers, and/or e-mail addresses, and shall notify members of the time and place of any membership meetings.

Article VI: Committees

Section 1: Committees consisting of one or more Directors and which may include non-Directors who have volunteered to assist the Corporation by serving on the committee, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a majority vote of the Directors present at a Board meeting at which a quorum is present.

Section 2: Removal. Any committee member may be removed by the Board of Directors whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3: Chair. One member of each committee shall be appointed chair by a majority vote of the Directors present at a Board meeting at which a quorum is present.

Section 4: Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5: Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article VII: Contracts, Checks, Deposits and Funds

Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by those officers or agents of the corporation and in a manner as shall be determined by resolution of the Board of Directors. In the absence of this determination by the Board of Directors, the instruments shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3: Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4: Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Article VIII: Books and Records

Section 1: Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, membership, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the Directors and Officers of the corporation. All books and records of the

corporation may be inspected by any Director, or a Director's agent or attorney so authorized in writing for any proper purpose at any reasonable time.

Article IX: Fiscal Year

Section 1: The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Article X: Amendments to ByLaws

Section 1: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative vote of not less than 2/3 of the Board of Directors at any regular meeting or alternatively, at any special meeting provided Notice is given pursuant to Article III, Section 6 and which also states the intention to alter, amend or repeal or to adopt new Bylaws at the special meeting. For determining the number of Directors that make up 2/3 of the Board of Directors, the total number of Directors then in office shall be used. Amendments take effect immediately pursuant to an affirmative vote as defined in these ByLaws.

February 26, 2018 Vote by the Initial Board of Directors to approve these ByLaws as amended:

Patty Rowland

President

2/26/2018

Date

AYE

NAY

Dave Lathrop

Vice President

2/26/2018

Date

AYE

NAY

Judith Riedel

Secretary

2/26/18

Date

AYE

NAY

Helen Hannon

Treasurer

2/26/18

Date

AYE

NAY