

## BYLAWS FRIENDS OF THE SULLIVAN COUNTY LIBRARY

### MISSION STATEMENT

Friends of the Sullivan County Library shall be a volunteer, 501(c)(3) charitable organization dedicated and committed to providing community support to the Sullivan County Library.

### ARTICLE I NAME:

This organization shall be the "Friends of the Sullivan County Library", hereafter referred to as the "Friends".

### ARTICLE II PURPOSE:

The purpose of the Friends shall be:

**Section 1:** To foster closer relations between the Library and the community.

**Section 2:** To enhance the Library's functions, resources, and services.

**Section 3:** To encourage charitable donations, gifts, endowments, appropriate fundraising, and bequests to the Sullivan County Library.

### ARTICLE III MEMBERSHIP AND DUES:

**Section 1:** Membership shall be open to all individuals, associations/clubs, and companies interested in the Library.

**Section 2:** Membership shall be without regard to sex, color, creed, national origin, or disability.

**Section 3:** There shall be one (1) type of Membership: Individual: Open to all individuals, associations, clubs, and companies.

**Section 4:** Each member in good standing shall have one (1) vote, except individuals who have not yet attained age 21.

**Section 5:** Annual dues shall be determined by the Executive Board.

**Section 6:** Membership shall run from January 1 to December 31 upon payment of the annual dues.

### ARTICLE IV EXECUTIVE BOARD GOVERNANCE:

**Section 1:** The privilege of holding office shall be limited to members of the Friends.

**Section 2:** The Friends may have as its Executive Board the following:

a) **Elected officers:** President, Vice President, Secretary, and Treasurer.

b) Past President.

c) Four (4) Standing Committee Chairpersons.

d) Two (2) At-Large Members.

**Section 3:** Voting Privileges.

a) All Executive Board members have voting privileges.

b) Advisory Board Liaison and Library Director, or designee, and County Commissioner(s) shall be ex-officio non-voting board members.

**Section 4:** The terms of office for all elected officials shall be two (2) years.

**Section 5:** The Executive Board shall establish standing committees to promote the objectives and purposes of the Friends.

**Section 6:** The Executive Board and the membership, at a regular meeting, may call for ad hoc committees to take on specific tasks for the benefit of the Library.

**Section 7:** An Executive Board member may be removed for just cause by a two-thirds (2/3) vote of the Executive Board.

**Section 8:** All documents and artifacts relevant to the management and history of the Friends will be maintained in accordance with the Friends' storage and retention policies.

**Section 9:** The Friends shall maintain an Operational Manual which will outline the approved policies and procedures relating to the management of the organization.

#### **ARTICLE V NOMINATIONS/ELECTIONS:**

**Section 1:** Officers shall be nominated by an ad hoc Nominating Committee. The Nominating Committee shall:

- a) Consist of a total of either three (3) or five (5) persons.
- b) Have as its chair a member of the Executive Board.
- c) Have the majority of the Nominating Committee from the General Membership.

**Section 2:** Additional nominations may be made from the floor at the Annual Membership Meeting.

**Section 3:** A majority vote of those present and voting at the Annual Membership Meeting shall elect officers by voice vote.

#### **ARTICLE VI DUTIES OF THE EXECUTIVE BOARD**

**Section 1:** The **President** shall preside at all meetings of the Friends and shall direct and administer the affairs of the organization as its executive head and supervise all phases of its work, subject to the approval of the Executive Board.

**Section 2:** The **Vice President** shall assist the President in carrying out the latter's duties, preside at all meetings in the absence of the President, and perform such other duties as the President may direct.

**Section 3:** The **Secretary** shall prepare accurate Minutes of the Annual Membership Meeting and the Executive Board Meetings.

**Section 4:** The **Treasurer** shall receive monies of the Friends and keep an accurate record of receipts and expenditures.

**Section 5:** The duties and responsibilities of the following Executive Board positions are not fixed, but vary according to the needs of the organization, and as directed by the Executive Board.

- a) **Past President.**
- b) **Standing Committee Chairs.**
- c) **At-Large Board Members.**

**Section 6:** Whenever an Executive Board Member has a financial or personal *conflict of interest* in any matter coming before the Executive Board:

- a) That Executive Board member must fully disclose the nature of the potential conflict of interest.
- b) That Executive Board member's participation in discussion, lobbying, and voting on the matter will be decided by a two-thirds (2/3) vote of the Executive Board.

#### **ARTICLE VII FINANCIAL MATTERS:**

**Section 1:** All contracts for the organization must be signed by the President and the Treasurer, after approval by a two-thirds (2/3) vote of the Executive Board.

**Section 2:** Liability and Authority.

No personal liability shall attach to any member of this organization, in connection with any of its undertakings, but all liabilities shall be limited to its common funds and assets.

- a) The Executive Board shall not have any authority to borrow money in the name of, or on behalf of, this organization.
- b) No member of the Executive Board shall act as, or be deemed to be, an agent of the members of this organization, or have authority to incur any obligation in excess of the amounts allotted by the Executive Board for the specific purpose.

- c) No contract shall, in any event, be entered into, and no obligation shall be incurred beyond the amount on hand, or in the bank after deducting there from, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.

**Section 3:** Non-recurring expenditures exceeding \$100 must receive prior approval by two-thirds (2/3) vote of the Executive Board.

**Section 4:** The Treasurer's accounts shall be examined annually by an ad hoc Auditing Committee.

#### **ARTICLE VIII GENERAL MEMBERSHIP MEETINGS:**

**Section 1:** Meeting dates shall be posted at the Library and in The Sullivan Review to make sure the general membership is informed. When a regularly scheduled meeting needs to be rescheduled for any reason, that meeting can be held without notice to the public.

**Section 2:** At the meetings, an order of business shall be presented to the members.

**Section 3:** Meetings will typically be in-person, but virtual meetings can be held under certain conditions.

**Section 4:** The Friends shall have one (1) general membership meeting each year, called the Annual Membership Meeting.

**Section 5:** Other general membership meetings may be scheduled as needed to address matters other than those conducted at the Annual Membership Meeting.

**Section 6:** Ten (10) members in good standing shall constitute a quorum and the voice vote of the majority shall be necessary to approve any action taken unless otherwise noted in these Bylaws.

#### **Article IX EXECUTIVE BOARD MEETINGS:**

**Section 1:** Meeting dates shall be posted at the Library and in The Sullivan Review to make sure the general membership is informed. When a regularly scheduled meeting needs to be rescheduled for any reason, that meeting can be held without notice to the public.

**Section 2:** At the meetings, an order of business shall be presented to the members.

**Section 3:** Meetings will typically be in-person, but virtual meetings can be held under certain conditions with the prior agreement of the Executive Board.

**Section 4:** The Executive Board meetings will be held at least quarterly.

**Section 5:** If Executive Board approval is required, and all positions of the Executive Board as specified in Article IV, Section 2 are filled, a minimum of six (6) members of the Executive Board shall constitute a quorum. For each two (2) positions that are unfilled, one (1) less Executive Board member is required to constitute a quorum; however, the minimum number required shall never be less than four (4) members. The vote of the majority of those present shall be necessary to approve any action unless otherwise noted in these Bylaws.

**Section 6:** If Executive Board approval is required prior to the next Executive Board Meeting, email approval may be requested. To be approved, a quorum of the Executive Board must respond as defined in Article IX, Section 5. The outcome will be noted at the next scheduled Executive Board Meeting.

**Section 7:** Special meetings of the Executive Board may be held at the discretion of the President or called by four (4) members of the Board. Prior notification to the public as stated in Article VIII, Section 1 and Article IX, Section 1, is not required.

#### **ARTICLE X AMENDMENTS:**

**Section 1:** Amendments proposed by the Bylaws Committee shall be posted at the Library at least two (2) weeks prior to the Annual Membership Meeting.

**Section 2:** The amended Bylaws will be ratified at the Annual Membership Meeting by a majority vote of those present and voting.

**Section 3:** Any new amendments or suggestions brought forth by the General Membership during the Annual Membership Meeting will be referred to the Bylaws Committee for consideration.



**ARTICLE XI DISSOLUTION:**

The Friends shall be a charitable organization as defined by Section 501(c)(3) of the Internal Revenue Code through Pennsylvania Citizens for Better Libraries and adopts the following language:

This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. 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. 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 these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the Sullivan County Library or if such a donation is not possible the remaining assets shall be made to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

These Bylaws were accepted by a majority vote of the members present and voting at the Annual Membership Meeting of the Friends of the Sullivan County Library.

President: A. Kay Homer Date: 7/19/23

Secretary: [Signature] Date: 07/19/2023