

Constitution and Bylaws

Name of the Organization

Incorporated under the laws of the State of Georgia **2016**

Adopted **date approved by board.**

CONSTITUTION

ARTICLE I NAME

The name of this organization shall be **Name**, Inc. (hereinafter "*Friends*").

ARTICLE II PURPOSE

The purpose of the Friends is to maintain an association of persons interested in libraries with the following objectives: to create support for the **Name of the Library** (hereinafter "Library") and its programs; to encourage gifts, endowments and memorials for the Library; to provide financial assistance for the Library; to work for library legislation and appropriations; and to aid in informing the community about the Library's services and needs.

ARTICLE III MEMBERSHIP

Membership of this organization shall be open to all persons interested in the library and paying the dues specified in the Bylaws. Active membership shall consist of those individuals who attend meetings regularly and who contribute time to the Friends and the Library. Honorary membership shall consist of individuals who have performed distinguished service to the Library and who on the recommendation of the Board of Directors, shall be determined to be an Honorary Member without dues.

ARTICLE IV GOVERNING BODY

Section 1. The Governing Body. The Board of Directors (the "Board") will be the means of governing the association. It will be elected by the membership. The Board shall be composed of the Officers of the organization and two Directors elected from the active membership. In addition, the Library Manager and one Library Trustee will serve as ex-officio members of the Board.

Section 2. Officers. The Officers of the Friends shall be the President, Vice President, Secretary and Treasurer.

Section 3. Term of Office.

- a. All Directors shall serve for two-year terms.

- b. Officers and Directors will be presented and voted upon at the annual dinner meeting and they shall assume the duties of the office immediately following election.
- c. No Officer or Director shall serve for more than two successive terms in the same capacity.

Section 4. Vacancies.

- a. A vacancy in the Presidency shall be filled for the remainder of the term by the Vice President.
- b. Any vacancy occurring in the Board may be appointed by the affirmative vote of a majority of the remaining Board Members.
- c. A vacancy shall be appointed for the remainder of the unexpired term.

Section 5. Nominations.

- a. Officers and Directors shall be nominated by a nominating committee appointed by the President with the consent of the Board. Such a nominating committee will consist of one member of the Board two persons appointed from the membership at large.
- b. The nominating committee shall not nominate any person who does not consent to such nomination.
- c. Nominations shall be submitted to the membership at the meeting prior to the annual dinner meeting.

ARTICLE V AMENDMENTS

The constitution may be amended at any meeting by a two-thirds majority of the members present, provided that notice of the proposed amendment has been sent/emailed to the members at least ten days prior to the meeting.

ARTICLE VI FINANCES

Section 1. Monies Received. Monies received from membership, projects, gifts and memorials shall be used to further the purpose of the Friends and the Library.

Section 2. No Board Member shall receive remuneration for services to the Friends. When authorized by the Board, reimbursement may be made for travel and other out-of-pocket expenses in the discharge of official duties

Section 3. Expenditures. All expenditures from these funds shall be approved by the Board and distributed by the Treasurer.

Section 4. Fiscal Year. The fiscal year shall be from January 1 through December 31 of each year.

ARTICLE VII DISSOLUTION

In the event of dissolution, the residual assets of the organization will be handled as pursuant to the Friends' Articles of Incorporation.

ARTICLE VIII CONFLICTS OF INTEREST

Section 1. Except as specifically provided herein, in the event of any conflict between the provisions of this Constitution and Federal law governing the behavior of a 501(c)(3) entity, the Federal law shall govern.

Section 2. Except as specifically provided herein, in the event of any conflict between the provisions of this Constitution and the Bylaws, this Constitution shall govern.

ARTICLE IX GENERAL PROVISIONS

Section 1. Capitalized Words. Any capitalized words or terms used in this Constitution shall have the meaning ascribed thereto in the Friends' Constitution.

Section 2. Section Titles. The titles and headings used herein are inserted as a matter of convenience only, and do not define, limit, or describe the scope of the Constitution or the intent of the provisions hereof.

Section 3. Terms. Common nouns and pronouns shall be deemed to refer to the masculine, feminine, neuter, singular and plural, as the identity of the person may in the context require.

BYLAWS

ARTICLE I MEETINGS

Section 1. The Annual Meeting. The Annual Dinner Meeting for all members of the Friends shall be held on the 4th Friday in January.

Section 2. Regular Meetings. The Board and the membership will meet quarterly. The meetings will be held on the 4th Thursday of the month in the months of March, May and September. The November meeting will be held on the 3rd Thursday.

Section 3. Special Meetings. Special meetings of the Board shall be held as deemed necessary by the President with at least forty-eight (48) hours notice, or a meeting may be called by at least three (3) members of the Board of Directors of "Friends" with at least a forty-eight (48) hours notice.

Section 4. A simple majority of the Board and/or members present shall constitute a quorum.

Section 5. All meetings shall be open to the public and the news media and shall conform to the specifications of the Open Meetings Law found in O.C.G.A. § 50-14-1 et. seq. The Board may, however, enter into a closed session for the purposes outlined in O.C.G.A. § 50-14-1 et. seq.

ARTICLE II DUTIES OF OFFICERS AND DIRECTORS

Section 1. The President shall:

- a. Preside at all meetings,
- b. Appoint all committee chairperson(s) and coordinate their activities,
- c. Be an ex-officio member of all committees except the nominating committee,
- d. Present a brief annual report on the activities of the past year at the annual meeting, and
- e. Any and all such other duties and responsibilities as may be appointed to the President by the Friends from time to time.

Section 2. The Vice President shall:

- a. In the absence of the President, preside at the meeting and perform the duties of the President,
- b. Keep an accurate membership file in cooperation with the Treasurer, and
- c. Any and all such other duties and responsibilities as may be appointed to the Vice President by the Friends from time to time.

Section 3. The Secretary shall:

- a. Keep all minutes of all Board and Annual meetings,
- b. Conduct correspondence as required by the organization, and
- c. Perform such other duties as are customarily required of the Office of Secretary as deemed appropriate by the Board.

Section 4. The Treasurer shall:

- a. Receive all funds of the organization and shall deposit them in a bank specified by the Board,
- b. Disburse these funds in accordance with an approved budget,
- c. Keep an accurate account of all monies received and expended,
- d. Present a financial report at each meeting,
- e. Develop an annual budget for the organization, and
- f. Perform such other duties as the Board may from time to time prescribe.

ARTICLE III STANDING COMMITTEES

Committees shall be formed to carry out the business of the Friends when necessary.

ARTICLE IV MEMBERSHIP & DUES STRUCTURE

Section 1. Annual dues shall be determined by the Board and approved by the membership.

Section 2. Dues shall be payable annually.

Section 3. If any member should need discipline or removal from membership, it shall be done by a majority vote of the Board. Each case will be reviewed individually.

ARTICLE V PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall be the parliamentary authority for proceedings of this organization

ARTICLE VIII AMENDMENT OF BYLAWS

The Bylaws may be amended at any meeting by a 2/3 vote of the members present, provided a 10 day written notice was been given of the possibility of amendment.

ARTICLE IX GENERAL PROVISIONS

Section 1. Capitalized Words. Any capitalized words or terms used in this Constitution shall have the meaning ascribed thereto in the Bylaws.

Section 2. Section Titles. The titles and headings used herein are inserted as a matter of convenience only, and do not define, limit, or describe the scope of the Bylaws or the intent of the provisions hereof.

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