

Friends of Georgia Libraries, Inc.

Bylaws

The Friends of Georgia Libraries, Inc. is an organization of citizens engaged in education, networking and advocacy to support all types of libraries for the people of Georgia.

Mission Statement

The Mission of the Friends of Georgia Libraries, Inc. is to:

- Create an informed and unified voice for Georgia's libraries through a grassroots network of Georgians who communicate the value of libraries as essential community services; and
- To strengthen the ability of local Friends organizations to support their libraries.

Article I

Offices

1.1 Offices. The principal office of the organization as identified in the Articles of Incorporation shall be located at 1800 Century Place, Suite 150, Atlanta, Georgia 30345.

1.2 Registered Office and Registered Agent. The organization shall maintain in the State of Georgia a registered office and a registered agent whose office is identical with such registered office. The registered agent is the Director of Georgia Public Library Service. The address of the registered office may be changed from time to time by the Board of Directors.

Article II

Membership

2.1 Membership in the organization shall be open to any individual or organization interested in supporting the mission of this organization. The categories of membership shall be as follows:

- (a) Individual. Individual members who pay annual membership dues shall be entitled to vote at the annual or any special meeting of the members.
- (b) Local Friends Organizations. This category provides Individual benefits for up to five local Friends members.
- (c) Partnerships. Corporations, partnerships, joint ventures, associations, other entities or individuals who value Georgia's libraries and the essential community services they provide can partner with Friends of Georgia Libraries, Inc. by becoming a Partnership Member in one of the following contribution levels:

Premium, Silver, Gold or Platinum

The categories of membership may be changed by the Board of Directors from time to time in its discretion.

2.2 Dues. The members of the organization for each year shall be those persons who have paid the membership dues of the organization which the Board of Directors may, from time to time, assess for such year.

2.3 Amount of Dues. All members shall pay dues or assessments, or both, in such amounts and payable at such times and by such methods of collection as the Board of Directors may by resolution prescribe.

2.4 Non-payment of Dues. A member who fails to pay yearly dues or assessments by the date of the annual meeting shall be considered to have resigned.

Article III Gifts and Contributions

3.1 Gifts and Contributions. The Board of Directors reserves the right to accept or decline any gift or contribution.

Article IV Board of Directors

4.1 General Powers, Number of Directors. The business and affairs of the organization shall be managed by the Board of Directors. The number of voting members of the Board of Directors shall be ten (10). Each member of the Board of Directors shall have one (1) vote on any matter requiring a vote by the Board of Directors. In the event of a tie vote on any matter, the Chair, or Chair-Elect if the Chair is not present, shall cast an additional vote to break the tie. To the extent feasible, no less than a simple majority of the voting members of the Board of Directors shall be individuals who are not paid staff of a library.

4.2 Term. The term of each member of the Board of Directors shall be three (3) years, with a maximum of two (2) consecutive terms in full or any part thereof.

4.3 Election. The directors shall be elected in three staggered terms with four (4) directors elected in year one and three (3) directors in each of the next two (2) succeeding years. On an annual basis, a slate of nominees for Board of Director vacancies will be presented by the Board Development Committee at the annual meeting. Nominations will also be accepted from the floor.

4.4 Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. Board of Director members represented by proxy may not be counted toward a quorum.

4.5 Vacancies. Any mid-term vacancy occurring on the Board of Directors may be filled by the vote of a majority of the remaining directors, even if such remaining directors comprise less than a quorum.

4.6 Compensation. Directors shall serve without compensation for their services. Reimbursement toward travel expenses may be made with the approval of the Board of Directors.

4.7 Termination. A director who does not attend three (3) consecutive regularly scheduled meetings of the Board of Directors shall be considered to have resigned as a member of the Board of Directors.

4.8 Ex-Officio. By virtue of their offices, the Chair of the Regents Advisory Committee on Libraries, Board of Regents; the Director of the Georgia Public Library Service; and the President of the Georgia Library Association, or a representative as appointed by each, shall be members of the organization and serve on the Board of Directors, holding a non-voting status. The Immediate Past Chairperson of the organization shall also be a member of the organization and serve on the Board of Directors, holding a non-voting status. Ex-officio directors shall not count toward a quorum and shall not count toward the total number of Board of Directors (Section 4.1). The Board of Directors may appoint additional Ex-officio members, from time-to-time, in its discretion.

Article V Meetings

5.1 Board of Directors Meetings. The Board of Directors will meet at least two (2) times during each period of twelve (12) months following the annual membership meeting, at times and places to be determined by the Board of Directors. Meetings may be conducted via teleconference or conference call.

5.2 Annual Membership Meeting. The Board of Directors shall call a membership meeting in April of each year for the purpose of electing Directors and conducting other business as needed. Members in good standing shall be eligible to vote. Each Individual and Partnership will have one vote. Local Friends Organizations will have up to five (5) votes as provided in Article 2.1(b). A simple majority will rule.

5.3 Special Membership Meetings. Special meetings of the membership may be called at any time by the Board of Directors with the same notice requirements and voting rights as provided for annual meetings of the membership.

5.4 Quorum. Members present at the annual meeting shall constitute a quorum.

5.5 Notice of Membership Meeting. Written notice (either printed or electronic) of membership meetings shall be sent to the last known address of each member, as shown in the organization records, stating the place, day and hour, thirty (30) days before the date of such meeting.

Article VI Officers

6.1 Number. The Officers of the organization shall consist of the Chair, Chair-Elect, Secretary, and Treasurer.

6.2 Terms. The Officers will be elected by the Board of Directors immediately following the annual meeting and serve one (1)-year terms. Officers shall serve until their successor is elected and qualified, or until resignation or removal. Officers must be voting members of the Board of Directors and organization.

6.3 Chair. The Chair shall be the principal executive officer. He/she shall preside at all meetings and sign and execute in the name of the organization all contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the organization; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

6.4 Chair-Elect. At the request of or in the absence of the Chair, the Chair-Elect shall perform the duties and exercise the powers of the Chair. The Chair-Elect shall perform such other duties as from time to time may be assigned to him/her by the Chair or Board of Directors. The Chair-Elect succeeds to the office of the Chair at the end of the appropriate term.

6.5 Secretary. The Secretary shall record or cause to be recorded, all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings, and shall perform such other duties as may be prescribed by the Board of Directors or Chair.

6.6 Treasurer. The Treasurer shall have custody of all funds, and other valuables of the organization; deposit all funds in the name of the organization in such banks, trust companies or depositories, as shall be selected in accordance with the provisions of these bylaws; keep complete and accurate records of accounts, showing at all times the financial condition of the organization; render a statement of the conditions of the finances of the organization at every meeting of the Board of Directors or membership; perform all duties and exercise all powers incident to the office of Treasurer and such other duties and powers as the Board of Directors, Chair or Chair-Elect from time to time may assign to or confer on him/her; and serve as a member of the standing Finance Committee. An audit of the office and pertinent records shall be conducted at the Board of Directors' discretion. The Treasurer cannot be an employee of the Georgia Public Library Service.

Article VII Committees

7.1 Establishment of Committees. The Chair may, with the advice and consent of the Board of Directors, establish such standing and ad-hoc committees as may be necessary, consistent with the purposes and resources of the organization. The Chair may, with the advice of the Board of Directors, appoint the chairs and the members of such committees. Each committee shall include at least one member of the Board of Directors.

7.2 Board Development Committee. The Chair shall appoint a standing Board Development Committee. The Board Development Committee, with the advice of the Board of Directors, shall be responsible for recruiting, nominating and orienting all new members of the Board of Directors.

7.3 Finance Committee. The Chair shall appoint a standing Finance Committee. The Finance Committee, with the advice of the Board of Directors, shall be responsible for preparing an annual budget for approval by the Board of Directors and other duties as assigned by the Board of Directors and/or the Chair.

Article VIII Amendments

8.1 Amendment to the Bylaws. Upon the recommendation of the Board of Directors, these bylaws may be altered, amended or repealed by a two-thirds majority vote of the members present at any membership meeting duly convened after not less than thirty (30) days notice from the Board of Directors to the members.

8.2 Dissolution. In the event of dissolution of this organization, all assets remaining shall be transferred to such other library-related, non-profit organization(s), by the majority vote of the members.

Article IX Miscellaneous

9.1 Fiscal Year. The fiscal year of the organization shall begin January 1 and end on December 31 of each year unless a different year is specified by the Board of Directors.

9.2 Indemnification. The organization shall, to the full extent permitted by the laws of the State of Georgia, as amended from time to time, indemnify all officers and directors against those expenses which are allowed by the laws of the State of Georgia and which are reasonably incurred in connection with an action, suit or proceeding, completed, pending or threatened, in which such person may be involved by reason of his/her being or having been a director or officer of this organization. Such indemnification shall be made only if in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein.

These bylaws were approved at a meeting of the membership by a two-thirds majority vote on April 22, 2005.

These bylaws were approved at a meeting of the membership by a two-thirds majority vote on November 17, 2006.

These bylaws were approved at a meeting of the membership by a two-thirds majority vote on April 23, 2010.

These bylaws were approved at a meeting of the membership by a two-thirds majority vote on April 20, 2018.

These bylaws were approved at a meeting of the membership by a two-thirds majority vote on April 26, 2019.