

FRIENDS OF THE KINGSPORT PUBLIC LIBRARY BYLAWS

Article I: Name

The name of the organization shall be Friends of the Kingsport Public Library.

Article II: Mission

The mission of this organization shall be to support, promote and enrich the Kingsport Public Library in providing services and opportunities to the community.

Article III: Non-Profit

This organization shall be a non-profit organization as defined by Section 501(c)(3) of the Federal Tax code. No officer or board member shall receive monetary compensation for services rendered in those capacities. This organization shall be incorporated in the State of Tennessee as a non-profit corporation. In the event of any liquidation or dissolution of this organization, all of the assets thereof shall become the property of the City of Kingsport or its successor to be used for public library purposes.

Article IV: Membership

Section 1. Membership in this organization shall be open to any individual in sympathy with its purposes, upon payment of annual dues.

Section 2. Each member shall be entitled to one vote.

Article V: Dues

Section 1. The annual dues for membership shall be determined by the Board of Directors and published prior to the Annual Membership Drive.

Section 2. Dues shall be payable on or before April 30 of each year.

Article VI: Officers and Terms of Office

Section 1. The officers of this organization shall be President, Vice-President, Secretary, and Treasurer.

Section 2. The terms of all officers shall be two (2) years. Officers shall serve until their successors are duly elected at the Annual Meeting. Routine terms of office shall begin May 1,

at the beginning of the administrative year. No officer shall serve more than two (2) consecutive terms in the same office.

Article VII: Duties of Officers

The officers shall have the usual duties and authorities exercised by officers of a non-profit organization.

Section 1. The **President** shall preside at Board meetings and all general meetings of the organization, and shall perform all other duties appropriate to the office, including filling vacancies, subject to the approval of the Board of Directors, in the offices of Vice-President, Secretary and Treasurer, and vacancies on the Board of Directors. The President shall appoint chairs of the standing committees as well as chairs of any additional committees deemed necessary to fulfill the mission of the organization.

Section 2. The **Vice-President** shall fulfill the duties of the President in the absence of the President, and shall be President-Elect.

Section 3. The **Secretary** shall keep minutes and records of all general meetings and meetings of the Board of Directors.

Section 4. The **Treasurer** shall have charge of all funds and shall prepare monthly and annual financial reports. The Treasurer shall be responsible for filing all necessary Federal and State tax and information returns in a timely manner.

Article VIII: Board of Directors and Terms of the Board of Directors

Section 1. The Board of Directors shall consist of the officers of the organization, the immediate past President, the Library Manager (as a non-voting member), and at least eight (8) directors elected from the membership of the organization.

Section 2. The terms of the elected directors shall be two (2) years.

Section 3. Meetings of the Board of Directors shall be held at least quarterly. Special meetings may be called by the President or a majority of the Board of Directors upon giving reasonable notice to all Board members.

Section 4. A majority of the Board of Directors shall constitute a quorum.

Article IX: Duties of Board Members

Section 1. The Board of Directors shall plan, direct and implement the activities of the organization. It shall have the power to act for the organization between general meetings. It shall be responsible for approving or disapproving all proposed expenditures. It shall make

reports of activities at the annual meeting through the President or his/her designated representative.

Section 2. Each member of the Board of Directors (excepti the President and Library Manager) shall have one vote on any matter voted on by the Board. In case of a tie vote, the President shall have the tie-breaking vote.

Article X: Endowment Fund

An Endowment Fund is established for the Friends of the Kingsport Public Library.

Section 1. The Board of Directors may accept donations to the Endowment Fund if so requested by the donor.

Section 2. The Board may allocate funds to the Endowment Fund by majority vote.

Section 3. The Board serves as Fiduciary and is final on investment decisions.

Section 4. The assets of the Endowment Fund will be invested as recommended by the Endowment Committee in accordance with the Endowment Policy (appended for reference but not a part of the by-laws) and approved by the Board of Directors at a regularly scheduled meeting of the Board of Directors.

Section5. The Endowment Fund shall become the property of the Kingsport Public Library in the event of any liquidation or dissolution of the Friends of the Kingsport Public Library,

Article XI: Committees

Section 1. All committees, both standing and special, as are necessary to achieve the mission of the organization, shall be established by the President. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 2. The standing committees and their duties include (but are not limited to) the following:

- a. **Endowment:** to plan and carry out the work of the Endowment Committee within the Endowment Fund Policy adopted by the Board and to promote opportunities for giving to the Endowment Fund.
- b. **Program:** to plan and implement programs for the membership and the public that will promote the use of the Library and encourage reading; and to solicit needed volunteers from the membership to implement programs.

- c. **Publicity:** to publicize and promote events and programs sponsored by the Friends of the Kingsport Public Library by issuing press releases, etc. and to provide promotional material such as brochures, posters, etc. that will increase public awareness of the organization.
- d. **Finance:** to assist the Treasurer with financial matters and to be responsible for preparing an annual budget for the organization.
- e. **Membership:** to plan and conduct an annual membership drive for the organization and to maintain a roll of members.
- f. **Hospitality:** to provide refreshments at selected events of the organization as appropriate.
- g. **Newsletter:** to collect news, edit, and arrange for printing and mailing of the organization's newsletter; to set an annual schedule for publishing the newsletter; to recommend changes in technology used to publish and distribute the newsletter.
- h. **Fundraising:** to manage the organization's efforts in the joint AAUW/FOL Book Fair; to solicit and schedule volunteers from the membership to carry out duties associated with the Book Fair; to plan and implement any additional fundraising activities of the organization, excluding the annual membership drive and any fundraising of the Endowment Committee.

Article XII: General Meetings

Section 1. An Annual Meeting shall be held in April each year on a date designated by the Board of Directors. Members will be notified in writing at least two weeks prior to the date of the meeting. This notice will include a list of the persons proposed by a Nominating Committee for election as Officers and directors and a budget recommended by the Board of Directors for the upcoming fiscal year. In addition to the election of Officers and directors, the members present shall vote on the recommended budget.

Section 2. A special meeting of this organization may be called at any time by the President, by a majority of the Board of Directors, or by 35% of the total membership. Members will be notified in writing at least two weeks prior to the date of any such meeting.

Section 3. The members present at the general meeting and/or special meeting shall constitute a quorum and the majority vote of those present shall be binding.

Article XIII: Nominations and Elections

Section 1. Election of Officers and Directors shall be held at the Annual Meeting of the organization.

Section 2. A Nominating Committee, consisting of three members of the organization, shall be appointed by the President. The Committee shall nominate at least one candidate for each position to be filled and shall present its report at the Annual Meeting. The consent of the nominees will be obtained by the Committee before their names are presented. Additional nominations may be made from the floor.

Section 3. Officers and Directors shall be elected by a majority vote of the membership in attendance at the Annual Meeting.

Section 4. Unexpired terms and other vacancies among Officers and directors shall be filled by the President, subject to the approval of the Board of Directors. The Vice-President shall fill an unexpired term of the President.

Article XIV: Fiscal Year

The fiscal year of the organization shall be from May 1 to April 30 of the following year.

Article XV: Amendments

Amendments to the Bylaws shall be voted upon at any general meeting, provided the proposed amendments have been approved by the Board of Directors and provided the proposed amendments have been made available to members of the organization prior to the meeting. Approval by both the Board of Directors and by the membership must be by a two-thirds (2/3) vote of those members present at each of their respective meetings.

Article XVI: Parliamentary Procedure

Robert's Rules of Order, latest edition, shall be the parliamentary authority in all matters not specified in the Bylaws of this organization.

Approved by the membership at the Annual Meeting, April 22, 2010.