

Friends of the Eastern Shore Public Library Bylaws

Article 1 Name

The name of this organization shall be Friends of the Eastern Shore Public Library (the "Friends").

Article 2 Purpose

The purpose and mission of this organization shall be to maintain an association of persons interested in books and libraries; to advocate for the library with the community and to advocate for the community with the library; to foster and support community education; to focus public attention on library services, facilities and needs; and to stimulate gifts, acceptable collections, supportive activities, endowments and bequests for the library. The Friends also determine and undertake projects to fulfill the purpose and mission of the organization to enhance the library experience for users.

Article 3 Members, Voting, Meetings of Members

All persons and organizations interested in promoting the purpose of the Friends may become Members of the Friends, in accordance with procedures established by the Directors from time to time. Members may join the Friends at any time. Members shall pay such dues as are established by the Board of Directors from time to time. The Board of Directors may create various categories of Membership. Each Member shall be entitled to one vote on each matter presented to the Members for a vote.

The annual meeting of Members shall be held in July at a time and place established by the Board of Directors. Special meetings of Members may be called by the President or by 10% of the Members, only for a purpose specified in the notice of the special meeting. Meetings of the Members shall be open to the public, but only Members may vote.

Notice of the Annual Meeting shall be made at least three weeks, but no more than five weeks, before the annual meeting. The Directors shall mail notice of a special meeting at least ten days, but no more than twenty five days, before the special meeting, specifying the purpose and issue for member voting.

The Members shall elect Directors and officers of the Friends for the next year at the annual meeting of Members, as provided below.

Article 4

Board of Directors

The activities of the Friends shall be governed by a Board of Directors consisting of a minimum of seven and a maximum of fifteen people, as established by the Board of Directors from time to time. Any Member of the Friends shall be eligible to be a Director.

The Directors of the Friends shall be elected by the Members at the annual meeting of Members by a plurality of the votes cast. Directors shall each serve for a term of one year. The Director of Administration of the Eastern Shore Public Library shall be an ex-officio, non-voting member of the Board of Directors.

Directors who miss three consecutive meetings, without the excuse, shall automatically be removed from the Board of Directors.

Vacancies in the Board of Directors may be filled by the Directors until the next annual meeting of Members.

The Directors shall meet monthly at a time and place established by the Board of Directors. No special notice shall be given for meetings of the Board of Directors. A majority of the Directors shall constitute a quorum. Meetings of the Board shall be open to the public, but only Directors may vote.

The Directors may vote by email or telephone, provided that each Director is notified about the matter on which a vote is to be taken, and a copy of the email votes or a record of the telephone votes is kept with the records of the Friends. E-mail votes or telephone votes shall be recorded in the minutes of the next meeting of the Friends.

Article 5 Officers

The officers of the Board of Directors of the Friends shall be a President, a Vice President, a Treasurer and a Secretary. The officers shall have such duties as generally pertain to their offices and as described in Robert's Rules of Order Revised. Officers and Board shall serve for a term of two years. Any officer may continue in the incumbent position for subsequent term(s) at the agreement of the Board of Directors.

The officers and board shall be elected by the Members at the annual meeting of Members by a plurality of the votes cast. Vacancies in offices may be filled by the Directors until the next annual meeting.

Article 6 Committees

The Friends shall have a Nominating Committee and such other committees as the Board of Directors shall from time to time determine to be in the best interest of the

Friends. The President shall be an ex-officio Member of all committees, except the Nominating Committee.

The President shall appoint a Nominating Committee consisting of two Members of the Board. The Nominating Committee shall submit a proposed slate of officers and board to be included in the notice of the annual meeting of Members. The Members may make additional nominations from the floor at the annual meeting of Members, provided that the person so nominated has consented.

Article 7 Finances and Liability

The finances of the Friends shall be governed by the Board of Directors and administered by the Treasurer. All funds of the Friends shall be deposited in a bank account in the name of the Friends. Expenditures of more than \$100 shall be approved by the Board of Directors. The Treasurer may make expenditures of \$100 or less which are consistent with the purposes of the Friends. Ongoing regular expenses in excess of \$100 and approved in the regular budget process may be disbursed when due without special vote of the Directors, example the Post Office box. The Treasurer shall keep a record of all financial transactions and shall make reports of receipts and expenditures to the Board of Directors at their meetings and to the Members at the annual Membership meeting.

No Member of the Friends, and no Member of the Board of Directors, shall have any personal liability for any action or activity of the Friends.

Article 8 Parliamentary Procedure

Meetings of Members and the Board of Directors will be conducted in accordance with Robert's Rules of Order Revised.

Article 9 Activities and Dissolution

No part of the net earnings of the Friends shall inure to the benefit of, or be distributable to its Members, trustees, Directors, officers, or other private persons, except that the Friends shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Friends.

No substantial part of the activities of the Friends shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Friends 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 bylaws, the Friends shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Funds or assets existing upon dissolving the Friends will be turned over to the Board of Trustees of the Eastern Shore Public Library, Accomac, Virginia, for promoting library activities and use. However, if the Eastern Shore Public Library is, at the time of the Friends' dissolution, no longer in existence, no longer a qualified distributee, or unwilling or unable to accept the assets of the Friends, then such assets will be distributed exclusively for the charitable purposes of the Friends to an organization or organizations which are qualified as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 10 Amendments

These Bylaws may be amended by the affirmative vote of two-thirds of the Members of the Friends present at an annual meeting or at a special meeting called for that purpose in accordance with these Bylaws. A copy of the proposed amendment shall be included in the notice of the meeting. Members may make additional changes to proposed Bylaw changes at the meeting.

Bylaws amended on date October 1, 2015

Sharyn McQuaid, President

Janet Rochester, Vice President