

Article I

Membership

There shall be two classes of membership. The first class shall be the Board of Directors. The second class will be the membership at large. The membership at large shall consist of individuals or organizations who subscribe to the purposes stated above and who pay annual dues. Individuals or organizations can join the Friends of the Library at any time by paying the appropriate membership fee. The fee schedule shall be determined by the Executive Committee. There shall be no limit placed on the total number of members joining the Friends of the Library. Members are encouraged to donate their time and talents to support the objectives and activities of the organization. Each membership shall be entitled to one vote at the at large meetings. The membership year is February 1 through January 31 of each year.

Article II

Officers and Committees

The Friends shall be governed by a Board of Directors numbering four (4). Vacancies will be filled by election at each annual meeting of the membership, which shall be held on the third Thursday of November of each year. With the exception of the initial term, the term of office of directors shall be for four (4) years, from January 1 to December 31. The term of office for board members shall be staggered so that one director will be elected to the Board each year. For the initial four years following the adoption of these bylaws, one place on the board of directors shall be for a term of one year; one place shall be for a of two years; on place shall be for a term of three years; and, one term shall be for a term of four years.

A Director may be re-elected for one additional four-year term, but may not again be elected until one year has elapsed since the date of last service. A Board member who does not attend 3 consecutive regularly scheduled meeting of the Board of Directors shall be subject to removal by majority vote of the Board. Vacancies on the Board of Directors shall be filled by majority vote of the Board of Directors for the remainder of the unexpired term. The person so appointed shall assume the same office as the person he or she replaces. The Board shall have oversight of the business affairs of the Friends of the Library; shall be charged with planning long term goals; and have the power to conduct business on behalf of the Friends, including filing of reports and disbursement of funds.

From those elected as Directors, the Membership shall, at each annual meeting, elect a President, a Vice-President, a Secretary, and a Treasurer as officers of the corporation. The officers will conduct the day-to-day business and will transact all business of the corporation.

The President will preside at all meetings of the membership, serve as chairman of the Board of Directors, and shall be an ex-officio member of all committees with the exception of the Nominating Committee. The President shall appoint all committee persons and shall name the chairman of each. The President may establishing new committees when required to attain the objectives of the Friends, may appoint a parliamentarian if desired, and may arrange for the audit of funds if needed.

1. The Vice-President shall in the absence of the President, assume all of the duties and responsibilities of the President. In the event the office of President is vacated, the Vice-President shall assume the office. The Secretary shall keep the minutes of all meetings of the Friends and of the Executive Committee; keep a list of all the members; maintain a file of the minutes and any other related documents pertaining to the Friends; and shall perform any other duties assigned by the president including answering any correspondence addressed to the Friends.
2. The Treasurer shall be responsible for receiving, recording and depositing all funds, which are under the control of the Friends; payment of all bills; purchasing of equipment or supplies; and other duties as authorized by the President. The treasurer shall maintain accurate and current records of all financial transactions of the corporation and will make a financial report at each meeting of the Board of Directors.

The election of officers will be held at the annual meeting of the membership. Officers shall be chosen from those elected to serve as Directors. If a vacancy occurs during the year the vacancy will be filled as provided in Article II, Section 1. Newly elected officers will take office at the February meeting and will serve for one year.

Section 1. A quorum of the membership at a membership meeting shall be three or more members with at least one of the three members being a Director.

Section 2. A quorum for a meeting of the Board of Directors shall be be three or more Directors.

Article V **Meetings**

Section 1. For at-large members: Monthly meetings will be held on the third (3rd) Thursday night of each month at 6:30 p.m. If the aforementioned meeting is not convenient; it may be amended for the convenience of the majority of members in attendance. The November meeting will be designated for election of new officers. Additional or special meetings may be called by the President.

Section 2. For the Board of Directors: Quarterly meetings will be held in January, April, July and October on the third (3rd) Thursday of each month at 5:30 P.M. If the aforementioned meeting is not convenient, it may be amended for the convenience of the majority of members in attendance. Any Board member can call additional meetings with not less than 48 hours' advance notice. Board members may waive advance notice if they desire. Such meetings may be conducted by telephone when circumstances require.

Article VI **Dues**

Section 1 The annual dues shall be determined by the Board of Directors.

Section 2 The fiscal year of this organization shall begin on January 1st of each year and end on December 31st of the same year.

Article VII **Funds**

Section 1 Adequate books of accounts shall be maintained by the treasurer, who shall be responsible therefor.

Section 2 No expenditure exceeding \$500 may be made without the approval of the Board of Directors.

Section 3 The Board of Directors shall be given a treasurer's report at each quarterly Board meeting. At the January meeting there will be given a treasurer's report for the whole of the prior year.

Article VIII **Amendments**

The Bylaws may be amended at any regular meeting of Board of Directors by majority of the members present, provided that notice of the proposed amendment shall have been mailed to all members of the Board of Directors at least two weeks before the said meeting and there are at least three Directors present at the meeting.

Article IX **Parliamentary Authority**

All meetings shall be conducted according to Robert's Rules of Order, Revised, except when in conflict with these Bylaws or with the laws of the State of Alabama

Article X **501(c)(3) Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI **Property and Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.