

BY-LAWS
FRIENDS OF THE HENRY COUNTY LIBRARY, INC.

ARTICLE I - NAME

The name of the Corporation shall be Friends of the Henry County Library, Inc.

ARTICLE II - PURPOSES

The purposes of the Friends of the Henry County Library, Inc., are:

- To foster public awareness and appreciation of the Henry County Public Library;
- To stimulate use of the Henry County Public Library's resources and services;
- To support and cooperate with the Henry County Public Library in developing library services, facilities and educational programs for the community;
- To assist the Henry County Public Library through fundraising endeavors and volunteer service;
- To encourage gifts, endowments and bequests to the Henry County Public Library;
- To maintain an association of persons interested in libraries;
- To foster public understanding and support of the freedom to read as expressed in the American Library Association's Bill of Rights; and
- To engage in other educational and charitable activities consistent with these purposes.

ARTICLE III - MEMBERSHIP

Section 1 - Qualifications

Membership is open to any individual who subscribes to the purposes of the organization and has paid dues as provided in Article IV.

Section 2 - Voting Rights

Each member age fourteen (14) or older shall be entitled to one vote on each matter submitted to a vote of the members. No member may vote by proxy.

Section 3 - Resignation

Any member may resign by notifying the Henry County Public Library's liaison to the organization in writing of his or her wish to resign.

Section 4 - Termination of Membership

The Board of Directors may suspend or terminate the membership of any member for good cause. Good cause includes any behavior that is dishonest or disrespectful to other members or to the library, or seeks to win personal gain, including, but not limited to, soliciting within the organization. A member shall be given an opportunity to be heard by the Board of Directors prior to any suspension or termination. A majority vote of directors present, a quorum being present shall be required to suspend or terminate a member.

Section 5 - Reinstatement

An individual whose membership has been terminated by the Board of Directors may request reinstatement by sending a written request to the Secretary. The Board of Directors may reinstate the former member upon terms the Board of Directors deems appropriate. A unanimous vote of the Board of Directors shall be required for reinstatement.

ARTICLE IV - DUES

Dues shall be set annually by the Board of Directors.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1 - Annual Meeting

An Annual Meeting of the members shall be held at the Henry County Public Library during the month of March for the purpose of (1) electing directors and (2) transacting such other business as may come before the meeting. Notice of the annual meeting shall be published in the Henry County Local and the Henry County Public Library's newsletter, sent via e-mail to those members who have provided an e-mail address, and posted on the Facebook page of the Friends of the Henry County Public Library.

Section 2 - Regular Meetings

Regular meetings of the membership shall be held quarterly at the Henry County Public Library. The meeting schedule for the upcoming 12 months, including the time, date and location of each meeting, shall be distributed in writing at the Annual Meeting.

Section 3 - Special Meetings

Special meetings of the members may be called by the president or by the board of directors. Notice specifying the time, date, location and purpose of the meeting shall be given to each member entitled to vote at least 10 days prior to the meeting by mail, personal contact, telephone, e-mail or other electronic means.

Section 4 - Voting Rights

Only those members age 14 or older who are current on their dues on the date of a meeting may vote at that meeting. In order to vote at the Annual Meeting, a member must be current on his or her dues as of the March 1 immediately preceding the meeting.

Section 5 -- Notice of Meetings

When mailed or emailed, notice shall be sent to the member's physical or email address as it appears in the books and records of the Friends of the Henry County Public Library, unless the member has filed a written request with the Secretary or with the library's liaison to the Friends specifying the use of another address, in which case notice shall be sent to that address.

Section 5 - Quorum

One-tenth of the members entitled to vote at a meeting shall constitute a quorum for that meeting.

Section 6 - Manner of Acting

The act of a majority of the members who are entitle to vote present at a meeting at which a quorum is present shall be the act of the membership, unless otherwise required by law, these bylaws or the Articles of Incorporation.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - Powers

The Board of Directors shall have the power to conduct the business and affairs of Friends of the Henry County Public Library, Inc., including (but not limited to) acquiring and disposing of property, hiring and firing staff, and all other rights provided by statute.

Section 2 - Membership

The Board of Directors shall consist of no less than three (3) or more than five (5) members, who shall be paid-up members of the Friends of the Henry County Public Library and support and subscribe to its purposes.

Section 3 - Term of Office

Directors shall serve for two-year terms, and until their successors shall be elected. They may serve no more than four consecutive terms.

Section 4 - Voting

Each Director shall have one (1) vote. No Director may assign another member his or her vote by proxy.

Section 5 - Meetings

- A. The Board of Directors shall meet at least four times per year.
- B. The date, place, and time of each meeting shall be set by the President or other officer acting on behalf of or in the stead of the President.
- C. All meetings shall be open to the membership and to the public. The Directors may, however, by a simple majority of those Directors present, a quorum being present, vote to hold a meeting or portion thereof in executive session. Notice shall be given in a regular open meeting of the general nature of the business to be discussed in closed session and the reason for the closed session. No final action may be taken at a closed meeting. No matters may be discussed at a closed meeting other than those publicly announced prior to convening the closed meeting.
- D. Special meetings, including emergency meetings, may be called by the President or upon request of a majority of the Directors then in office.
- E. Notice of meetings shall be sent to Directors by mail or email at least fourteen (14) days before the day of the meeting. Notice of an emergency meeting shall be sent at least 72 hours in advance of the meeting, and may be provided by telephone, e-mail or other electronic means, or in person. Notice requirements may be waived by the filing of written statements from all Directors that they agree to such a waiver.

In the alternative, the Board of Directors may provide by resolution the date, time and place for the holding of regular meetings, without other notice than such resolution.

- F. Any Director may waive notice of any meeting. Attending a meeting waives notice of the meeting, unless the Director is attending for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.

Section 6 - Compensation

The Directors shall serve without compensation.

Section 7 - Quorum

A quorum of the Board shall consist of a simple majority of the Directors in office.

Section 8 - Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9 - Resignation

A Director may resign at any time by delivering a written resignation to the President or, if the President is resigning, to the Secretary. If a Director resigns verbally, the President or Secretary shall send him or her a letter acknowledging the resignation, and present a copy to the Board. A written or verbal resignation shall become effective upon acceptance upon delivery, unless some other date is specified in the resignation.

Section 10 - Removal

- A. The Board of Directors may remove any Director from office whenever in the Board's judgment the best interests of the organization will be served thereby.
- B. Notice of intent to remove must be sent to the Director in question at least fourteen (14) days before the meeting at which the action is to be taken. The notice shall give the reasons for removal. A majority vote of the

Directors present in a secret ballot, a quorum being present, shall be required for removal.

Section 11 - Vacancies

Any vacancy occurring on the Board of Directors may be filled for the remainder of the term of office by the vote of a majority of the remaining Directors, even if less than a quorum of the Board of Directors remains in office.

Section 12 - Conducting Business Without a Meeting

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors and filed with the corporate records.

Section 13 - Elections

- A. Election for Directors shall take place each year at the Annual Membership Meeting.
- B. In order to qualify as a candidate, a person must be a member of Friends of the Henry County Public Library, must be current on his or her dues, and must support and subscribe to the purposes of the organization.
- C. A list of the candidates and their qualifications shall be sent to the members at least thirty (30) days prior to the Annual Meeting.
- D. Election shall be by a plurality vote with each voting member entitled to cast one vote for each vacancy to be filled. No more than one (1) vote may go to any one candidate.
- E. Election shall be by secret ballot unless the Board of Directors votes by a simple majority, a quorum being present, to dispense with a secret ballot and vote by other means.

Section 14 - Transition

The initial Board of Directors provided for in the Articles of Incorporation shall serve as the Board of Directors until the 2012 Annual meeting or until their successors shall have been elected. During their term of office they are empowered to increase their membership to full size by majority vote.

ARTICLE VII - OFFICERS

Section 1 - Composition

Friends of the Henry County Public Library, Inc. shall have the following officers: President, Vice President, Secretary and Treasurer.

Section 2 - President

The President shall:

- A. preside over all meetings of the Board of Directors and the Membership;
- B. plan, in consultation with the other officers, the agenda for all Board and Membership meetings.
- C. appoint, with the consultation and confirmation of the Board, the chairpersons of all committees except the Finance Committee (if any);
- D. submit an annual report of the operations of the organization to the members at the annual meeting; and
- E. carry out all other duties incident to the office of President or prescribed by the Board of Directors.

Section 3 - Vice-President

The Vice-President shall:

- A. assist the President in carrying out the President's duties;
- B. carry on the duties of the President in the President's absence; and
- C. carry out all other duties incident to the office of Vice-President or prescribed by the Board of Directors.

Section 4 - Secretary

The Secretary shall:

- A. Attend all Board and Membership meetings and act as a clerk of each meeting, taking attendance, recording all votes and keeping the minutes of all proceedings in a book kept for that purpose;
- B. be responsible for the sending of notices for all Board and Membership meetings;
- C. keep the official records, including all minutes, policy decisions, register of the members, the original copy of the Articles of Incorporation and By-Laws, and all amendments thereto, of the Corporation;

- D. conduct the correspondence of the organization and keep a file of such correspondence; and
- E. carry out all other duties incident to the office of Secretary or prescribed by the Board of Directors.

Section 5 - Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall:

- A. be responsible for the keeping of all funds and securities and the keeping of full and accurate accounts of all receipts and disbursements in books belonging to Friends of the Henry County Pubic Library, Inc.;
- B. be responsible for the deposit all money and other valuable effects in the name and to the credit of Friends of the Henry County Public Library, Inc. in such depositories as may be designated by the Board of Directors;
- C. be responsible for the disbursement of the funds of Friends of the Henry County Public Library, Inc. as determined by the Board, taking proper vouchers for such disbursements;
- D. render to the president or the secretary or the board of directors whenever they may require it an account of all of his or her transactions as treasurer and a financial statement in a form satisfactory to them showing the condition of the corporation;
- E. submit to the membership at the annual meeting a written financial report for the past fiscal year;
- E. chair the Finance Committee, if any; and
- F. carry out all other duties incident to the office of Treasurer or prescribed by the Board of Directors.

Section 6 - Term of Office

All officers shall serve a two-year term of office, and until their successors shall have been elected and installed. An officer may serve no more than four consecutive terms.

Section 7 - Elections

- A. The officers shall be elected by and from the Board of Directors following the election of Directors at the Annual Meeting, and shall take office immediately.
- B. Election shall be by a simple majority vote of the Directors present, a quorum being present. Election shall be by secret ballot unless the Board of Directors votes, by a simple majority vote, a quorum being present, to dispense with a secret ballot and vote by other means.

Section 8 - Resignation

An officer may resign at any time by delivering a written resignation to the President or, if the President is resigning, to the Secretary. If an officer resigns verbally, a copy of an acknowledgement letter sent by the President or Secretary shall be sufficient evidence of such resignation. A resignation shall become effective upon receipt, unless the resignation provides for some other date.

Section 9 - Removal

- A. The Board of Directors may remove an officer from office whenever in the Board's judgment the best interests of the corporation will be served thereby.
- B. Notice of intent to remove must be sent to the Officer in question at least fourteen (14) days before the meeting at which the action is to be taken. The notice shall give the reasons for removal. A majority vote of the Directors present in a secret ballot, a quorum being present, shall be required for removal.

Section 10 - Vacancies

Any vacancy in an office may be filled for the remainder of the term of office by a majority vote of the Board of Directors at a duly called meeting, a quorum being present.

Section 11 - Transition

Upon adoption of these bylaws the initial Board of Directors, as it may be augmented under the provisions of Article VI, Section 14, shall elect officers from among its members. The officers so elected shall serve until their successors are elected following the 2012 Annual Meeting under the provisions of Article VII, Section 7.

ARTICLE VIII - COMMITTEES

Section 1 - Establishment and Powers

The Board of Directors may establish such standing committees or special committees that it deems necessary, and set the term of office, size of membership, and any other rules for the operation of said committees, subject to any restrictions set out in the statutes of the Commonwealth of Kentucky. Committees so established shall not have or exercise the authority of the Board of Directors.

Section 3 - Chairpersons and Members

The President shall appoint the chairpersons of all committees except the Finance Committee, if any. The chairperson of each committee shall appoint its members, subject to the approval of the Board of Directors.

Section 4 - Organization

Committees shall meet upon the call of the respective Chairperson or upon request of the President. The Committee Chairperson shall be responsible for (1) presiding over committee meetings and the conducting of the committee's business, and (2) reporting on committee business, activities, and recommendations at each regularly scheduled Board meeting following a committee meeting. Unless otherwise specified by these bylaws, the Articles of Incorporation or the statutes of the Commonwealth of Kentucky, a simple majority of its members shall constitute a quorum for a Committee meeting.

ARTICLE X - FINANCES

Section 1 - Fiscal Year

The fiscal year shall be June 1 through May 31.

Section 2 - Banking and Expenditures

All checks shall require two (2) signatures from among the officers. No funds shall be disbursed without the approval of the president and treasurer provided, however, that the Board of Directors may by resolution establish a petty cash fund of not more than \$30.00, including a policy governing the use and operation of such fund. Said policy shall include appropriate safeguards regarding access, guidelines for use, maximum

expenditures/disbursements, recordkeeping, oversight and accountability.

Section 3 - Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 4 - Loans

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5 - Deposits

All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board of Directors may select.

Section 6 - Charitable Contributions

No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the Board of Directors.

Section 7 - Audit

The Board of Directors shall arrange for an audit or other review of the accounts at the end of each fiscal year, prior to the annual meeting. The audit or other review shall not be performed by an officer or director of the corporation

ARTICLE XI - NONDISCRIMINATION

The directors, officers, committee members, employees, and persons served by Friends of the Henry County Public Library Inc. shall be selected and treated entirely on a nondiscriminatory basis with respect to age, ancestry, disability, ethnicity, familial status, gender, gender identification, limited English proficiency, national origin, political beliefs or affiliations, race, religion, sexual orientation, or veteran's status.

ARTICLE XII - CORPORATE RECORDS, BOOKS AND INSPECTION

Friends of the Henry County Library, Inc. shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors; and shall keep at its registered office or principal office in this state a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time, upon five (5) working days advance notice. When required by law, the corporation shall comply with any applicable public inspection laws, including the Kentucky Open Records Act and the Internal Revenue Code.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order, latest edition, shall apply to all situations not covered by the Articles of Incorporation, these By-Laws, or any special rules adopted by the Board of Directors.

ARTICLE XIV - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person, or persons, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV - AMENDMENTS

These Bylaws may be amended by a vote of the board of directors upon formal notice given at least fourteen (14) days in advance of a meeting of the specific amendment to be proposed. Adoption of such an amendment shall be by affirmative vote of at least two-thirds (2/3) of those members present and voting, a quorum being present at the time of the vote.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected Secretary of Friends of the Henry County Library, Inc., a Kentucky non-profit corporation, and that the foregoing are the Bylaws of said Corporation, as adopted in a meeting of the Board of Directors held on the _____ day of _____, 20____.

Mann

Julie Mann, Secretary