**BY-LAWS**

**FRIENDS OF THE HENRY COUNTY PUBLIC LIBRARY, INC.**

**The following By-Laws of the Friends of the Henry County Public Library, adopted October 24, 2011, are amended September ­2, 2021, and adopted October 7, 2021.**

**ARTICLE I - NAME**

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

**ARTICLE II - PURPOSES**

The purposes of the Friends of the Henry County Public 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 endeavors and volunteer services.
* 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.
* 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 Friends of the Henry County Public Library Secretary 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.

**ARCTILE V - MEMBERSHIP MEETING**

**Section 1 - Annual Meeting**

An Annual Meeting of the members shall be held at the Henry County Public Library during the month of January for the purpose of (1) installing officers and directors and (2) transacting such other business as may come before the meeting. Notice of the meeting shall be published in the *Henry County Local* and in the Henry County Public Library’s newsletter and will be sent via e-mail to those members who have provided an e-mail address. Meeting notice will also be 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 at least 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 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, and location and purpose of the meeting shall be given to each member at least 10 days prior to the meeting by personal contact, telephone, e-mail or other electronic means.

**Section 4 - Voting Rights**

Only those members who are current on their dues on the date of a meeting may vote at that meeting.

**Section 5 - Notice of Meetings**

Notice of meetings shall be sent to the members’ e-mail addresses as they appear in the books and records of the Friends of the Henry County Library.

**Section 6 - Quorum**

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

**Section 7 - Manner of Acting**

The act of a majority of the members who are entitled 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 By-Laws or the Articles of Incorporation.

**ARCTICLE 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 of 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 vote. No Director may assign another member his or her vote by proxy.

**Section 5 - Meetings**

1. The Board of Directors shall meet at least four times per year.
2. 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.
3. 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.
4. Special meetings, including emergency meetings, may be called by the President or upon request of a majority of the Directors then in office.
5. Notice of meetings shall be sent to members by e-mail at least fourteen (14) days before 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, other electronic means or in person. Notice requirements may be waived by the filing of written statements from all the 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.
6. 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**

1. The Board of Directors may remove any Director from office whenever in the Board’s judgment the best interest of the organization will be served thereby.
2. 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 will be taken. The notice shall give the reason 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 remain 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**

1. Elections for Directors and Officers shall take place each year in November before the Annual Membership Meeting in January at which time Directors and Officers are installed. Nominations for Directors and Officers shall take place each year in October.
2. In order to qualify as a candidate, a person must be a member of Friends of the Henry County Public Library, must be current in his or her dues and must support and subscribe to the purposes of the organization.
3. A list of the candidates and their qualifications shall be sent to the members at least thirty (30) days prior to the Annual Meeting.
4. 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 vote may go to any one candidate.
5. 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 by other means.

**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:

1. Preside over all meetings of the Board of Directors and the membership.
2. Plan, in consultation with other officers, the agenda for all Board and Membership meetings.
3. Appoint with the consultation and confirmation of the Board, the chairpersons of all committees except the Finance Committee (if any).
4. Submit an annual report of the operations of the organization to the members at the annual meeting.
5. 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:

1. Assist the President in carrying out the President’s duties.
2. Carry on the duties of the President in the President’s absence.
3. 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:

1. 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.
2. Be responsible for the sending of notices for all Board and membership meetings.
3. 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.
4. Conduct the correspondence of the organization and keep a file of such correspondence.
5. 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:

1. Be responsible for the keeping of all funds and securities and keeping of full and accurate accounts of all receipts and disbursements in books belonging to Friends of the Henry County Public Library, Inc.
2. Be responsible for the deposit of 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.
3. Be responsible for the disbursement of all funds of the Friends of the Henry County Public Library, Inc. as determined by the Board, taking proper vouchers for such disbursements.
4. Render to the President or Secretary or the Board of Directors whenever they may require it an account of all transactions as Treasurer and a financial statement in a form satisfactory to them showing the condition of the Corporation.
5. Submit to the Membership at the Annual Meeting a written financial report for the past fiscal year.
6. Chair the Financial Committee, if any.
7. Carry out all other duties incident to the office of Treasurer or prescribed by the Board of Directors.

**Section 6 - Terms 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**

1. The officers shall be elected by and from the Board of Directors following the election of Directors in November of each year and shall take office in January at the Annual Membership Meeting.
2. Nominations for officers shall take place each year in October with elections in November and installations in January at the Annual Membership Meeting.
3. 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 any officer resigns verbally, a copy of an acknowledgment 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**

1. 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.
2. 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.

**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 rules for the operation of such committees, subject to any restrictions set out in statutes of the Commonwealth of Kentucky. Committees so established shall not have or exercise the authority of the Board of Directors.

**Section 2 -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 3 - Organization**

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

**ARTICLE IX - FINANCES**

**Section 1 - Fiscal Year**

The fiscal year shall be from January 1 through December 31.

**Section 2 - Banking and Expenditures**

All checks shall require the approval of the Board of Directors and after approval one signature will be required on the check. A petty cash fund of $100 will be established for use at Friends’ events.

**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 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 evidence 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. The audit or other review shall not be performed by an officer or director of the corporation.

**ARTICLE X - NONDISCRIMINATION**

The directors, officers, committee members, employees, and persons served by Friends of the Henry County 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 XI - CORPORATE RECORDS,**

**BOOKS AND INSPECTIONS**

 Friends of the Henry County Public 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 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, his agency 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 X1I - PARLIAMENTARY AUTHORITY**

*Roberts Rules of Order* 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 XIII - WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of these By-Laws, or under the provisions of the Articles of Incorporation, or under the provisions of the corporate laws of the Commonwealth of Kentucky, waived therefore 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 XIV - AMENDMENTS**

These By-Laws may be amended by a vote of the Board of Directors upon formal notice given at least (14) days in advanced 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 By-Laws adopted October 24, 2011, were amended on September 2, 2021, with the foregoing amendments adopted in a meeting of the Board of Directors held on the \_\_\_\_\_\_day of\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ , 2021.

Secretary \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

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