

BY-LAWS OF
FRIENDS OF THE SOUTH COUNTY REGIONAL LIBRARY, INC.

Article I

Name

The name of the corporation is FRIENDS OF SOUTH COUNTY REGIONAL LIBRARY, INC. hereinafter referred to as "Friends".

Article II

Principal Office

The principal office of the Friends shall be located at the South County Regional Library, 21100 Three Oaks Parkway, Estero, Florida 33928.

Article III

Organization and Purpose

This corporation is organized exclusively for charitable, scientific and educational purposes and to this end shall at all times be operated within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income, or principal and whether acquired by gift, contribution, or otherwise, shall be devoted to said purposes.

The purpose of the Friends shall be to promote, support and enhance the services of South County Regional Library.

Article IV

Duration

The term of existence of the Friends is continuous, until determined otherwise by the Board of Directors and members.

Article V

Fiscal Year

The fiscal year of the Friends shall be from January 1 to December 31.

Article VI

Assets and Dissolution

No member of the Friends shall have, as an individual, an interest in or title to the assets of the Friends. Such assets shall be devoted exclusively to the object and purposes of the Friends.

Upon dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation, shall be assigned to the South County Regional Library which qualifies for tax exempt status.

Article VII Membership

Section 1. The Board of Directors shall have the power to establish categories of membership (such as active and honorary) and define the privileges accompanied with such categories. Active memberships shall consist of student, individual, family, sponsoring patron, corporate/business patron and lifetime. Honorary membership shall be conferred and granted by unanimous vote of the Board of Directors. Library volunteers, as identified by the Regional Manager, who have served for 100 or more hours during the fiscal year will be designated honorary members.

Members joining between April 1, 2004 and December 31, 2004 and who pay dues for 2005 will be recognized as Charter Members.

Section 2. Each member will have one vote.

Section 3. Dues shall be payable on January 1 and shall become delinquent on March 1 for the calendar year. Dues delinquency shall result in loss of membership. New members who pay dues two (2) months prior to the end of the calendar year will be credited with membership for the following calendar year. No dues will be payable for the period April 1, 2004 through December 31, 2004.

Honorary members will pay no dues.

Section 4. Termination of membership status requires an action of a majority of the Board of Directors. This action shall appear as an agenda item at a Board Meeting. Notice of the proposed action shall be mailed to the affected member at their last known address.

Article VIII Officers

Section 1. Principle Officers shall be a president, vice-president, secretary, treasurer, and two directors-at-large. Officers shall be members in good standing of the Friends.

Section 2. The membership shall elect a full slate of officers at the Friends first General Membership Meeting on March 23, 2004 to serve a term of nine months. The membership shall, commencing at the January 2005 Annual Meeting, elect officers per the following schedule:

- the president and one director at large for a period of three years
- the secretary and one director at large for a period of two years
- the vice president and the treasurer for a period of one year
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In January, 2006 and in subsequent years, the membership shall, at the Annual Meeting, elect one-third (1/3) of the officers for three-year terms. No officer may serve more than two (2) consecutive terms, if elected, for a total of six years.

Section 3. Duties

- (a) The president is the chief executive officer of the Friends and shall preside at all meetings of the Friends. The president shall appoint all committee chairpersons, with the approval of the Board of Directors and shall be an ex-officio member of all committees. In case of a vacancy, the president shall, with the approval of the Board of Directors, appoint a new officer for the un-expired term of the original incumbent. The president shall facilitate the preparation of the annual budget and an annual report with the assistance of the vice-president and the treasurer.
- (b) The vice-president shall have all the duties and powers of the president in the absence of the president. The vice-president shall be responsible for committee(s) oversight as designated by the president.
- (c) The secretary shall record the minutes of all meetings and keep a complete record of same in a permanent form. The secretary shall present a summary of all Board meetings at membership meetings and shall be responsible for all correspondence and for maintaining a complete file of same.
- (c) The treasurer shall have custody of all funds of the Friends. The treasurer shall collect dues as assessed to the membership. All expenses authorized by the Board of Directors shall be paid by the treasurer. Two signatures are required on checks issued for expenditures. A summary financial report shall be presented in writing at each meeting. The treasurer shall assist in preparation of the annual budget and the annual report.
- (d) Two directors-at-large shall advise and serve the Board as requested.

Article IX

Board of Directors

Section 1. The Board of Directors shall serve as the governing body of the Friends. The Board of Directors shall be elected at the Annual Meeting, for a term of three years, by a majority of the members present.

Section 2. The Board of Directors shall consist of the officers (president, vice president, secretary, treasurer and directors-at-large). The Regional Manager of South County Regional Library shall be an ex-officio (non-voting) member of the Board of Directors. The President of the Friends shall be the chairperson.

Section 3. Members of the Board of Directors shall serve three-year terms, which may be renewed once (for six consecutive years). Directors shall receive no compensation other than reimbursement for reasonable, documented expenses incurred in pursuit of their responsibilities on behalf of Friends.

Section 4. The Board of Directors shall meet at least twice a year. A notice via E-mail shall be sent a minimum of 14 days prior to the meeting.

Section 5. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. The Board shall establish and implement the policies of the Friends, review and adopt the annual budget which will be presented to the membership for approval.

Section 7. The Board shall be responsible for approving and executing the By-laws.

Section 8. A Board member who is absent for three regularly scheduled Board meetings without valid excuse communicated to the secretary or president shall be considered to have automatically vacated their position. The president will appoint a replacement for the un-expired term, with approval of the Board of Directors.

Article X Membership Meetings

Section 1. General meetings of the membership shall be held at least once a year.

Section 2. The Annual Meeting shall be held in January for the purpose of election and installation of officers.

Section 3. Meetings shall be held at the South County Regional Library, unless otherwise announced.

Section 4. Majority of members present at a meeting shall constitute a quorum.

Article XI Committees

Section 1. The appointment of standing committee chairpersons shall be made by the president, with approval of the Board of Directors. Standing Committees shall be: Finance Committee, Membership Committee, and Fundraising Committee.

Section 2. Other committees may be appointed by the president, with the approval of the Board of Directors.

Section 3. All committees shall act in an advisory capacity to the Board of Directors. No committees are authorized to expend the funds of the Friends or enter into contracts of any type, on behalf of the Friends, without specific approval in writing from the president or the treasurer.

Article XII Parliamentary Procedure

All meetings of the Friends shall be governed by parliamentary law as set forth in "Robert's Rules of Order, Revised".

Article XIII Amendments

Section 1. The Articles of Incorporation may be amended at any regular or special meeting of the Friends by a majority vote of the members present provided written notice has been given to all members at least fifteen (15) days in advance.

Section 2. The By-laws may be amended at any regular or special meeting of the Board of Directors by a majority vote of the Board of Directors present provided written notice has been given to all Board members at least seven (7) days in advance.

Article XIV
Elections

- (a) At the first Board of Directors meeting of the year, the Board shall appoint a Nominating Committee consisting of three (3) members. The committee shall serve for one (1) year. No member of the Nominating Committee shall be eligible to run for office in the year they serve.
- (b) The Nominating Committee shall be announced at the first general meeting of the year.
- (c) The Nominating Committee shall present the slate of officers to the Board of Directors at the meeting preceding the presentation to the general membership.
- (d) The nominating Committee shall report to the general membership at the annual meeting.
- (e) Election and installation of officers shall take place at the annual meeting.
- (f) A majority vote of the members present is required for election.

Article XV
Audit Committee

A committee shall be appointed by the president, with the approval of the Board of Directors, to be responsible for the annual audit of the financial records of the Friends. The report of the audit committee shall be reviewed with the Board of Directors at the meeting prior to the Annual Meeting each year. The Board of Directors may designate an outside accounting firm to audit the records at such time as may be appropriate.

Approved by the Board of Directors, April 13, 2004