

CONSTITUTION AND BY-LAWS OF THE FRIENDS OF THE NORTH
RIDGEVILLE BRANCH LIBRARY, INC

A Branch of the Lorain Public Library System, Inc.

Amended 30 September 2019

Article I—Name

Section 1: The name of this not-for-profit corporation is The Friends of the North Ridgeville Branch Library, INC, hereinafter referred to as the Association (“Association”).

Section 2: The headquarters of this Association shall be located at 35700 Bainbridge Road, North Ridgeville, OH 44039.

Section 3: The Association shall operate in full compliance with IRS Code Section 501 (c) (3) and Ohio the Charitable Trust Act (ORC 109.23).

Article II—Purpose

Section 1: The purpose of this Association shall be to maintain a not-for-profit organization of persons interested in libraries and their associated services; to support the mission and goals of the North Ridgeville Branch Library and the Lorain Public Library System (LPLS); to function as library advocates; to raise funds to enhance programs and capital projects of the North Ridgeville Branch Library; and to advance and encourage appreciation, understanding, enjoyment, and public use of the educational and cultural facilities at the library.

Section 2: This Association shall work in conjunction with the officers and staff of the North Ridgeville Branch Library and the Lorain Public Library System (LPLS) to achieve these ends and to acquaint the community with the needs of the library.

Article III—Membership

Section 1: Any person or representatives of organizations who support the purposes of the Association may become a member of the Association by the payment of annual dues in effect at the time. Members are known as Friends.

Section 2: Each member, including honorary members, present at a meeting is entitled to cast one vote for each matter submitted to the membership for voting. The majority vote of voting members will be required to approve issues requiring a general membership vote.

Section 3: Dues, in the amount determined by the Board of Directors, are paid annually to the treasurer. Membership follows the calendar year.

Section 4: Classes of membership and the fee structure for the classes of membership shall be set at the discretion of the majority vote of members present.

Section 5: Honorary Memberships are awarded by a majority vote of the membership at any general membership meeting and include two (2) classes:

A. Annual: designated for one (1) year based on recognition of dedicated services to the Association;

B. Lifetime: designated for the lifetime of the member for extraordinary past services to the Association or Lorain Public Library System, INC.

Article IV—Officers

Section 1: The officers are President, Vice President, Secretary, and Treasurer. All officers must be current members. Terms of office shall be for two years and require a majority vote by those members present. Elections are held at the annual meeting in the even numbered years. An individual may hold more than one office but remains entitled to cast only one vote.

Section 2: These officers comprise the Board of Directors and serve as the governing body of the Friends of the North Ridgeville Branch Library, Inc. Vacancies are filled by appointment of the Board. The Branch Manager of the North Ridgeville Branch Library is an ex-officio member of the Board and has no vote.

Section 3: A Board member, officer, or member may be removed for cause by an affirmative vote of two-thirds of the Board members present at any meeting at which a quorum is present.

Section 4: All members serving as officers or in committee positions shall not receive any compensation for their services but may be reimbursed for expenses as incurred in performing official duties on behalf of the Association.

Section 5: DUTIES OF THE OFFICERS

(A) The President shall preside at all meetings of the Association and of the Board and appoint standing committees and the chairpersons thereof. The President is an ex-officio member of all committees.

(B) The Vice President shall, in the absence or disability of the President, perform all the functions of the President and other duties as assigned by the President.

(C) The Secretary shall keep a record of all meetings of the Board and the Association. The Secretary shall distribute a copy of the previous minutes at each Association

meeting, and record for the permanent record any corrections made at the time of acceptance. The Secretary may perform other duties as assigned by the President.

(D) The Treasurer shall be responsible for handling all monies of the Association, shall keep appropriate and accurate records complete, and file required reports with government entities. Any checks, disbursements, and orders of payments must be signed by the Treasurer. A financial report shall be presented at all meetings of the Association.

Article V—Committees

Section 1: The Board may create, combine, or eliminate such committees the Board believes as appropriate for the best interest of the Association in accomplishing its mission. All committee chairs are appointed by the President and serve a term of one year.

Section 2: The Finance Audit Committee:

(A) The Finance Audit Committee shall be made up of three active members of the Association and the Treasurer, as an ex-officio member, and reports to the President of the Association.

(B) The composition of the committee: The Compliance Officer is chair of the committee, is separate from the Treasurer and is appointed by the President. The Compliance Officer shall, in the absence or disability of the Treasurer, act as an alternative signatory for all checks, disbursements, and orders of payments.

Two members are chosen from the active membership by the Compliance Officer. The Compliance Officer serves a term of two years; the two active members shall serve a term of one year. Any member of the committee may serve more than one term.

(C) The duties of the committee shall include the annual review of the finances of the Association and recommendations to improve accounting practices. The members of this committee serve as an oversight committee and report any findings to the Treasurer and the President.

Article VI-- Meetings

Section 1: The annual meeting of the Friends shall be held once a year, at a time and place to be determined by the Board and called by the President. The election of officers and the adoption of the budget shall take place during the annual meeting.

Section 2: In addition, three (3) regular meetings each year shall be called by the President.

Section 3: Special meetings of the Friends may be called by the President or upon the written request of five (5) members. Notice, which will describe the business to be

discussed, shall be sent to the Friends' membership at least one (1) week prior to the date of the special meeting.

Section 4: Ten (10) members shall constitute a quorum for all meetings, and action on motions shall be decided by the vote of a majority of those present.

Section 5: Meetings shall be conducted according to the guidelines of Roberts Rules of Order.

Article VII — Funds

Section 1: All funds dispersed must be for the benefit of the North Ridgeville Branch Library, for its facility, services, and programs, or the administration and operation of the Friends of the North Ridgeville Branch Library, INC.

ARTICLE VIII--Conflict of Interest

Section 1: No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Association 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 Association. Where a conflict of interest may be thought to exist for a Board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

Article IX—Amendments to By-Laws

Section 1: These bylaws may be amended, in whole or in part, by a two-thirds vote of those present at a meeting of the Association provided that the meeting notice contains specific notice of intention and that a summary of proposed changes is included.

Article IX—Dissolution

Upon the dissolution of the Association and after paying or making provision for the payment of all liabilities of the Association, all remaining assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code to the North Ridgeville Branch Library of the Lorain Public Library System.

Original: May 02, 2000
Adopted: February 20, 2003
Revision Adopted: March 11, 2003
Revision Adopted: July 10, 2008
Revision Adopted: March 22, 2010
Revision Adopted: July 09, 2012
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