

BYLAWS OF THE FRIENDS OF THE LORAIN PUBLIC LIBRARY

ARTICLE I – NAME

The name of the organization shall be The Friends of the Lorain Public Library, an Ohio corporation not for profit.

ARTICLE II – PURPOSE

The purpose of the organization shall be:

1. To establish closer relations between the public library and its constituents.
2. To promote an informed interest in library functions, resources, services and needs;
3. To act as a liaison between the library and the community;
4. To provide supplemental income to help meet library objectives;
5. To stimulate gifts of books, magazines, desirable collections, endowments, and bequests;
6. To work with appropriate groups to assure continued monetary support of the public library through tax dollars.

ARTICLE III – MEMBERSHIP

Section 1. Any individual or organization interested in the purpose of this corporation shall be eligible for membership.

Section 2. There shall be two classes of membership – voting and non-voting.

a. Voting Members

Each trustee shall be a voting member and shall be entitled to one vote.

b. Non-Voting Members

There shall be five types of non-voting members: Student, Individual, Family, Organization (clubs and other non-profit groups), and Corporate (business and industry).

ARTICLE IV – DUES (FISCAL YEAR)

Section 1. The fiscal year of the corporation shall run from January 1 through December 31. Annual dues shall be paid by January 1.

Section 2. New members who pay dues after October 1, shall enjoy the rights of membership immediately and such membership shall be in force throughout the following fiscal year.

Section 3. The structure of dues shall be determined by the trustees periodically.

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ARTICLE V – OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers shall be President, Vice President, Secretary and Treasurer.

Section 2. Election of Officers. At the Annual Meeting the Nominating Committee shall present a slate of officers for election to two-year terms. Additional nominations may be made at that time. Candidates for office must be from elected members of the Board of Trustees. If there is but one candidate for an office, the election may be by voice vote, otherwise by ballot. The officers shall assume their offices at the conclusion of the meeting at which they are elected and shall serve until their successors are elected. Any qualified person may serve or be elected for not more than two consecutive two-year terms as an officer. Upon the expiration of two consecutive two-year terms, an officer shall break his or her service for one year, during which time, such individual may finish out his or her term as a trustee and shall be eligible to serve on Board committees. The Treasurer and Secretary shall be exempt from the one-year break in service.

Section 3. Duties of Officers. The President shall preside at all meetings of the general membership, chair meetings of the Board of Trustees and the Executive Committee, within three months after election appoint all chairs and committees, sign all orders on the treasury for such sums as are authorized by the corporation and/or the Board of Trustees, and shall be a member ex officio of all committees except the Nominating Committee.

The Vice President shall perform all duties of the President in case of the latter's absence or disability, and shall serve as a general assistant to the President.

The Secretary shall record the minutes of all meetings of the corporation, the Board of Trustees, and the Executive Committee.

The Treasurer shall collect all dues, shall keep a record of all receipts and disbursements, and shall make reports at all regular meetings and meetings of the Board of Trustees. The Treasurer shall keep a list of members and notify the Membership chair of all delinquent members. The Treasurer shall chair the Finance Committee and prepare, with the committee, a budget for the fiscal year, and shall submit said budget to the corporation membership at the Annual Meeting. The Treasurer shall submit the books of the corporation for audit at the end of each fiscal year.

Section 4. Removal. Any officer may, for good cause, be removed from office after a hearing before the Board of Trustees, by a majority vote of the full Board.

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ARTICLE VI – MEETINGS

- Section 1. Annual Meeting. The Friends of the Lorain Public Library shall hold a general membership meeting annually, on a date to be determined by the Board of Trustees, for the purpose of electing trustees, hearing the financial report, approving the budget for the coming year, and transacting such other business as may properly come before the membership. A written notice shall be mailed to each member at least two weeks before the date of the meeting.
- Section 2. Special Meetings. A special meeting of the membership may be called at any time by the Board of Trustees.
- Section 3. Quorum. One third of the voting membership shall constitute a quorum at any regular or special meeting of the corporation.

ARTICLE VII – BOARD OF TRUSTEES

- Section 1. Election. Trustees shall be elected at the Annual Meeting of the corporation from a list of nominees, equal to the number of trustees to be elected, submitted by the Nominating Committee. The list of nominees shall be mailed to the members at least ten days before the meeting at which the election will be held. Additional nominations may be made at the election meeting, provided that each nomination is accompanied by a written statement of willingness to serve, signed by the nominee. Election shall be by ballot, except that when the number of nominees is equal to the number of positions to be filled, the election may be by voice vote.
- Section 2. Number. The Board of Trustees shall periodically fix, determine and change the number of Trustees to serve on the Board; provided, however, that the Board shall consist of not less than five nor more than fifteen persons who must also be voting members of the corporation. In addition, the immediate Past President shall continue as a member of the board with full status and privileges, so long as his/her successor continues in office, and may be a sixteenth members if his/her term as an elected trustee shall have been completed while his/her successor still holds the office of President.
- Section 3. Term. The fifteen elected trustees shall serve three-year staggered terms, with three to five trustees elected each year. The three-year term of trustees begins immediately after the adjournment of the meeting at which they were elected and continues until their successors are elected. Any qualified person may serve or be elected for not more than two consecutive three-year terms as a trustee. Upon the expiration of two consecutive three-year terms, a trustee shall break his or her service on the Board of Trustees for one year, during which time, such individual may attend Board meetings on a non-voting basis and shall be eligible to serve on Board Committees, and to finish out his or her term of office is he or she is an officer. For the purpose of establishing the rotation of trustees, term appointments will be made for the first election only as follows: four trustees elected to serve two

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consecutive three year terms; three trustees to serve a three year term followed by a two year term; four trustees to serve a three year terms followed by a one year term; and three trustees to serve one three year term.

- Section 4. Powers. The Board of Trustees shall have control and management of the funds and property of the Friends of the Lorain Public Library and, except as provided in Article VIII, Section 1, shall be empowered to do all things necessary to conduct its affairs between meetings of the general membership.
- Section 5. Meetings. Meetings of the Board of Trustees shall be held at least four times a year, with the date, time, and place to be determined by the President. Additional meetings may be called by the President or at the request of the Director of the Lorain Public Library System or upon the written request of any five members of the Board of Trustees.
- Section 6. Quorum. Five members shall constitute a quorum at any duly called meeting of the Board of Trustees.
- Section 7. Vacancies. In case of a vacancy, the remaining trustees by a majority vote of those present at a duly called meeting may elect a successor to serve for the unexpired term.
- Section 8. Absences. If a trustee is absent from three consecutive meetings without notification, the President shall contact the trustee to determine if the trustee wishes to and is able to serve. If the trustee does not attend the next meeting, the trustee shall be removed from office and a new trustee shall be elected in accordance with the procedure outlined in these bylaws.
- Section 9. Removal. Any trustee, may for good cause, be removed from the Board after a hearing before the Board of Trustees by a two-thirds vote of the Board.
- Section 10. Members of The Friends of the Lorain Public Library shall have consideration for membership on the Board of Trustees for at least three years.

ARTICLE VIII – COMMITTEES

- Section 1. Executive Committee. The elected officers and the immediate Past President shall constitute the Executive Committee. The Executive Committee shall have general powers to conduct the normal business of the organization between meetings of the Board of Trustees and to make recommendations to the Board. It shall be subject to the order of the Board of Trustees and none of its acts shall conflict with actions taken by the Board of Trustees.
- Section 2. Standing Committees. Standing Committees shall include: Book Sale, Publicity, Finance, Membership, Nominating, Special Events, Advocacy and such other

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permanent committees as the Board of Trustees shall deem necessary to carry on the work of the corporation.

- Section 3. The Advocacy Committee shall lead the efforts to support Lorain Public Library levies, to keep abreast of state and federal legislation affecting libraries, and keep the city and county governments apprised of the services and importance of the library in the community.
- Section 4. The Finance Committee shall propose an annual budget with the assistance of the staff liaison. The budget shall be presented to the Board of Trustees for approval in February.
- Section 5. The Membership Committee shall be in charge of the annual membership drive and other membership strategies.
- Section 6. Nominating Committee. The President shall appoint three members to serve as the Nominating Committee. At the Annual Meeting of the corporation, the Nominating Committee shall present candidates for election to the Board of Trustees for three-year terms and a slate of officers for election to two-year terms.
- Section 7. The Special Events Committee shall make and carry out plans for special events and the annual meeting.
- Section 8. The Publicity Committee shall work with the Public Relations Officer of the Lorain Public Library to arrange for all publicity pertaining to the corporation's activities.
- Section 9. Special Committees. The President, with the approval of the Executive Committee, may create special committees as deemed necessary or advisable. Such a committee shall cease to exist when its purpose has been accomplished and its report accepted.
- Section 10. Eligibility. The chairs of all committees, standing or special, shall be members of the Board of Trustees. Other committee members must be members of the Friends, or a Friends group from a branch of the Lorain Public Library.

ARTICLE IX – AUDIT

The Board of Trustees shall appoint a person, persons, or company to audit the treasurer's accounts annually. Such auditors shall be free of any relationship, direct or indirect, with any member of the Board of Trustees. Additional audits may be performed as deemed necessary and proper by the Board of Trustees.

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ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Orders, Newly Revised, shall govern the association in all cases in which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended at any general meeting of the corporation by a one third vote of the voting members present, provided that written notice of the proposed amendment has been given to the membership at least twenty days before the meeting.

ARTICLE XII – DISSOLUTION

In the event of dissolution of this corporation, all of its assets, records, and archives shall become the property of Lorain Public Library System.

Adopted: September 11, 1996.

Revised: April 30, 2001.