

**BYLAWS OF THE
FRIENDS OF THE NORTH SHELBY PUBLIC LIBRARY, A PUBLIC CORPORATION, INC.
AS AMENDED February 22, 2018**

ARTICLE I

Name

The name of this organization, an Alabama non-profit corporation, shall be the FRIENDS OF THE NORTH SHELBY COUNTY PUBLIC LIBRARY, INC.

ARTICLE II

Purpose

SECTION 1. The purpose of this organization shall be: To maintain an association of persons interested in the North Shelby Public Library, to focus public attention on the library, to promote increased knowledge and understanding of its services and needs, to receive and encourage gifts, endowments, memorials, and bequests to the library, to support and cooperate with the library in developing library services and a facility for the community, to encourage public support for the necessary developments of said library to the end that it may serve adequately the needs and aid in the development of Northern Shelby county, and to support the freedom to read as expressed in the American Library Association Bill of Rights.

SECTION 2. In the event of the dissolution of the corporation, and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged, and all of the remaining assets, property and income owned or held by the corporation shall be expended for or applied to the purposes of the corporation, or one or more of such purposes, by transferring conveying such assets, property and income to the

North Shelby County Library District.

ARTICLE III

Membership

SECTION 1. The membership of this organization shall not be limited to any number.

SECTION 2. Any individual, association, organization, club, partnership, or corporation interested in and supportive of the purposes of this organization as stated above shall become a member upon payment of annual dues.

SECTION 3. Annual Dues shall be payable twelve (12) months from the date of renewal or initial membership activation. Amounts and categories of dues to be determined by the Board.

SECTION 4. Each membership shall be entitled to one vote.

SECTION 5. A lifetime individual membership may be offered at the recommendation of the board.

ARTICLE IV

Officers

SECTION 1. The officers of this organization shall be a president, vice-president, secretary, and treasurer.

SECTION 2. Officers shall be elected by the majority vote of the membership present at the annual membership meeting. The term shall be for one year, except for the treasurer which shall be for two years. The term shall begin immediately following the annual meeting.

SECTION 3. Vacancies shall be filled by appointment by the Board and such persons

shall serve until the next regular election. Failure to execute office shall result in the appointment of a replacement by the Board.

ARTICLE V

Duties of Officers

Section 1: President: To preside over and conduct meetings and to appoint all committees and be an ex officio member of all committees, to submit an annual report of the operations of the organization to the members at the annual meeting, and from time to time to report to the Board all matters within his or her knowledge that should be brought to their attention in the best interests of the corporation.

Section 2. Vice president: To perform the duties assigned by the president or serve in the absence of the president.

Section 3. Secretary: To record attendance at all board meetings: to take the minutes of all meetings and make the minutes available at the library at least a week prior to the next scheduled Board meeting: to notify the members of the time and place of Board meetings: and to conduct the correspondence of the organization.

Section 4 Treasurer: To be responsible for the collection, safekeeping and expenditure of all funds, securities and property: to keep and maintain the financial records of all business transactions of the organization: to rend to the president , whenever he or she may require it, an account of all transactions as treasurer and a financial statement in form satisfactory to them, showing the condition of the corporation: to submit to the membership at the annual meeting a written financial report for the past fiscal year: to file an income tax return Form 990 or ePostcards as required to the Internal Revenue Service.

ARTICLE VI

Board

Section 1. The Board shall consist of the four officers of the organization and two members of the organization. The North Shelby Library Services Director shall serve as an ex officio member of the Board.

Section 2. Special committees, as may be necessary from time to time, shall be appointed by the president with the approval of the Board.

Section 3. Officers shall provide a slate of nominees for office for the upcoming year to be voted on during the annual meeting. The consent of the nominee is required prior to announcement of the slate.

Section 4. The Board shall manage the affairs of the organization. It shall fix the hour and place of meetings, make recommendations to the organization, and perform such duties as are specified in these by-laws.

Section 5. It shall be the right of the Board to work with representatives of other groups of similar interests, e.g.. Friends of Alabama Libraries (FOAL), Friends of Libraries USA (FOLUSA), etc.

Section 6. The Board shall meet at least quarterly and as often as it deems necessary at such other times agreed upon by the Board. Special meetings of the Board may be called by the President or upon the written request of a member of the Board.

Section 7. Vacancies shall be filled by appointment by the Board and such persons shall serve until the next regular election. Failure to execute office shall result in the

appointment of a replacement by the Board.

Section 8. A quorum shall consist of a majority of the members of the Board and a majority of those present and voting shall prevail.

ARTICLE VII

Meetings

Section 1 . An annual meeting shall be held on a date in the month of October to be determined by the Board. It shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. Members shall be notified in writing at least two weeks prior to the date of the meeting.

Section 2. Special meeting may be called by the President, the Board, or upon the written request of three members of the organization. The purpose of this meeting shall be stated in the Call. Except in cases of emergency, at least one week's written notice shall be given.

Section 3. The presence at any meeting of three members shall constitute a quorum for the transaction of any business which may properly come before the meeting. The acts of a majority of the members present shall be the acts of all members, except that (i) the assumption of a liability by the corporation in excess of the corporation's current assets less outstanding obligations, or (ii) dissolution of the corporation shall require the approval of at least three-fourths of such members present.

ARTICLE VIII

Funds

Section 1. Adequate books of account shall be maintained by the Treasurer.

Section 2. No funds shall be disbursed without the authority and signatures of the president and treasurer.

Section 3. The Board may appoint an auditor, not an officer, to audit the Treasurer's books prior to the annual meeting.

ARTICLE IX

Amendments

Amendments to these by-laws may be made at any meeting of the general membership by a two-thirds vote of those present after notification in writing to each member at least one week before the meeting at which the voting is to take place.

ARTICLE X

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, the laws of the State of Alabama, these By-Laws and any special rules of order the organization may adopt.

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