

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 the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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, civic/nonprofit organization, 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 by a simple majority vote of the Board of Directors at the regular meeting prior to the Annual Meeting.

Members joining between April 1, 2004 and December 31, 2004 and paid dues for 2005 are recognized as Charter Members as long as their dues are paid for the current year.

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. 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 Board of Directors

Section 1. The Board of Directors shall serve as the governing body of the Friends. The number of Directors shall be not less than 5 nor more than 15. The Board of Directors shall be elected at the Annual Meeting, for staggered terms of three years each (approximately one-third of the Directors at a time), by a majority of the members present. Directors may serve two (2) consecutive terms, if elected, for a total of six years. A Director may serve one (1) additional three year term following a vote of two-thirds of the members present at the Annual Meeting.

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. Directors shall receive no compensation other than re-imbusement 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 IX Officers

Section 1. Principle Officers shall be a president, vice-president, secretary, treasurer, and directors-at-large. Officers shall be members in good standing of the Friends. The president may appoint an assistant treasurer as warranted. Officers for the current year will be elected by the Board of Directors annually at an Organizational Board Meeting to be held immediately following the Annual Meeting. The president will be elected for a three-year term.

Section 2. 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 board member/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 and 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. A summary financial report shall be presented in writing at each meeting that will include income and disbursements for the prior period and a check register. The treasurer shall assist in preparation of the annual budget and the annual report.
- (d) Directors-at-large shall advise and serve the Board as requested.
- (e) Each director will have oversight responsibilities for at least one committee.

Article X Membership Meetings

Section 1. The Annual Meeting shall be held in January for the purpose of election of members of the board of directors.

Section 2. Meetings shall be held at the South County Regional Library, unless otherwise announced.

Section 3. 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

1. At the November Board of Directors meeting of the year, the Board shall appoint a Nominating Committee consisting of three (3) members and chaired by the Manager, South County Regional Library who is a non-voting member of the Board. 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.
2. The Nominating Committee shall present the slate of officers to the Board of Directors at the meeting preceding the presentation to the general membership.
3. The nominating Committee shall report to the general membership at the annual meeting.
4. Election of the board of directors shall take place at the annual meeting.
5. A majority vote of the members present is required for election.

Article XV
Audit Committee

A committee shall be appointed by the president at the November board of directors meeting of the year, 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.

Article XVI
Restriction against Political and Legislative Activities

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Approved by the Board of Directors, April 13, 2004
Revised by the Board of Directors, April 21, 2005
Revised by the Board of Directors, January 22, 2009