

FRIENDS OF THE BISMARCK PUBLIC LIBRARY

BYLAWS

Article I Name

The name of the association shall be Friends of the Bismarck Public Library (herein after also referred to as the FOL or Friends).

Article II Purpose

The Friends of the Bismarck Public Library is an association of persons interested in strengthening, promoting, and supporting the users' needs of the Bismarck Veterans Memorial Public Library. The Friends support, enhance and enrich the cultural opportunities available to the community, the Library staff, and the Library's volunteers.

Article III Membership

- A. Membership is open to anyone in agreement with the purposes of this association.
- B. There shall be various categories of membership as determined by the Board of Directors. There shall be, at minimum, an Individual category, a Family category, and a Life Member category. Dues of each category shall be determined by the Board of Directors.
- C. All members whose annual dues are current may vote at any annual or special general membership meeting. Members must vote in person. Voting by proxy is not permitted.
- D. Individual Member: Individual members are entitled to one vote.
- E. Family Membership: All children who are under the age of 18 may be included under a family membership. Family memberships shall be listed under the name of the one or two persons who are the head of the family's household. Voting rights are strictly reserved for the head(s) of household.
- F. Life Membership: Life Membership shall be available to an individual or to a couple. Life members do not have to pay annual dues after their lifetime membership is paid. Individual or couple life members are entitled to one vote per person.

Article IV Meetings

- A. General Membership Meetings: There shall be at least one general membership meeting each calendar year as scheduled by the Board for the purpose of electing officers and directors. Additional general membership meetings may be scheduled at the direction of the Board. All general membership meetings shall be open to the public.

- B. The Board shall meet on a regular basis at least once every three months at a time and place determined by the Board. Board meetings are open to any association member and the general public.
- C. The President must call a special meeting of the general membership upon the written request of at least five members. A minimum of one week's notice is required for a special meeting of the general membership. The President must call a special meeting of the Board upon the written request of two or more Board members. A minimum of one week's notice is required for a special meeting of the Board.
- D. The only business that can be conducted at a special meeting of either the general membership or of the Board is that specified in the notice of the special meeting.
- E. Any business conducted by electronic means must be recorded and reported in the minutes of the next regular meeting of the Board.
- F. The Board may vote on matters needing immediate attention via electronic means provided that a quorum is established, members are identified, and all votes are taken by roll call or by general consent. General membership meetings may not be held by any electronic means.

Article V
Quorum

- A. Five percent of the total number of current paid members shall constitute a quorum for the purpose of conducting business at any general membership meeting.
- B. A majority of the authorized number of officers and directors shall constitute a quorum for the purpose of conducting business at any meeting of the Board.

Article VI
Officers and Directors

- A. The Board of Directors shall be comprised of nine directors of which three are officers. Directors are elected to a maximum of 2 consecutive three-year terms. Terms are staggered to ensure that one-third of the Board is subject to election each year. The three officers are elected annually.
- B. The three officers and their general responsibilities are:

President: Presides at all meetings of the membership or Board, sees that approved resolutions or actions are carried out, represents or designates a representative to the Library Foundation, Inc. Board of Directors, and appoints committee or task force chairs and members. The President must have served as a Director for at least one year before being eligible for election to the position.

Vice-President: Performs the duties of the President in the President's absence, assists the President in carrying out the duties of that office, and succeeds to the office of President in the event of a vacancy in that office. The Vice-President must have served as a Director for at least one year before being eligible for election to the position.

Secretary/Treasurer: Records attendance and takes minutes of all meetings. Keeps accurate accounting of funds for the association, makes regular financial reports to the Board, presents an annual report to the general membership at the annual meeting, and prepares all financial reports. The Secretary/Treasurer must have served as a Director for at least one year to be eligible for election to the position.

- C. Only one member of a family may serve on the Board at any one time.
- D. No employee of the Library may serve as a Director.
- E. Removal for Cause: Any elected or appointed officer or director may be removed for cause upon a two-thirds (2/3) vote of the Board of Directors. Failure to attend board meetings may be grounds for removal for cause.
- F. A representative from the Library staff is an ex officio member of this Board. This representative shall not be included in determining a quorum, be allowed to vote, or be allowed to make motions.
- G. Vacancies: The Board shall appoint replacements to fill vacancies in officer or director positions, except for a vacancy in the office of President which the Vice-President automatically fills. The Board may, at its discretion, call a special meeting to fill any vacant positions.

Article VII **Committees**

The Board may establish committees or task forces as needed to carry out the organization's purpose. Before every election, a Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall be comprised of three members, at least one of whom is a member of the Board.

Article VIII **Amendments**

These bylaws may be amended by a two-thirds (2/3) vote of the general membership present at a regular general membership meeting after notification of at least one week prior to the meeting at which voting is to take place.

Article IX **Dissolution**

This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. No part of the net earnings shall inure to the benefit of the private shareholders or individuals. Upon dissolution, assets will be distributed to the Bismarck Veterans Memorial Public Library. If the Library is unable, unwilling, or ineligible to receive the assets, they will be distributed to an organization exempt under Section 501 (c) (3) of the Internal Revenue Code.

Original Bylaws of the Friends of the Bismarck Public Library were approved at a general membership meeting on February 4, 1994.

Amended: January 6, 1998

January 9, 2001

January 8, 2002

January 11, 2005

April 13, 2010

April 12, 2011

April 10, 2012