

By-Laws of the Friends of the Smyrna Library proposed amendments (2023)

[Altered provisions appear in bold print]

Article 1 - Name

The organization shall be known as the Friends of the Smyrna Library (FOSL)

Article II - Purpose

Section 1:

Friends of the Smyrna Library is organized exclusively for charitable, *educational*, religious or scientific purposes within the meaning of section 501(c) of the Internal Revenue Code.

Section 2:

To sponsor and promote activities, events, projects, etc. which will encourage members and the general public to use and support the Smyrna Library.

Section 3:

To foster closer relations between the Smyrna Library and the citizenry, promote knowledge of the functions, resources and needs of the library, and to cooperate with the library staff and city officials in the development of the resources, facilities and programs of the library.

Section 4:

No part of the earnings of the organization shall inure to the benefit of, or be distributed 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.

Article III - Membership

Section 1:

Anyone who applies for membership and pays the current year's dues may become a member. ***However only active members shall be entitled to vote for officers or to enact by-laws amendments. The active members contingent shall include FOSL officers, Board of Directors members, or actively engaged standing or ad hoc Committee members.***

Section 2:

Yearly membership will begin with the payment of dues and run for twelve consecutive months.

Section 4:

Dues for the following categories of Memberships shall be determined by the Board of Directors:

Senior Citizens

Individual

Family

Student

Sponsor

Patron

Sustaining

Business/ Institutional

Section 5:

Names shall be removed from the active members list by the secretary when dues are delinquent for six months after a notice has been sent to the most recent address of record.

Article IV - Officers & Directors

Section 1:

The business, property and affairs of this organization shall be managed by a Board of Directors composed of the following: President, Vice President, Recording Secretary, Treasurer and a minimum of five directors.

Section 2:

Officers and Directors shall be elected for a period of two years and shall take office immediately after their election at the annual meeting or regular membership meeting. Officers and directors shall receive a majority of the votes cast.

Section 3:

Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors until the next annual meeting is held.

Article IV - Duties of Officers

Section 1:

The President shall preside at all meetings of the organization and shall have general supervision of the affairs of the organization and shall be an ex-officio member of all committees. ***The President, with the approval of the Board of Directors, shall appoint the chairs of both standing and ad hoc committees, subject to the approval of the Board of Directors. The President shall also preside over an annual budgetary formulating process.***

The Vice President, in the absence of the President, shall preside at meetings and assume the other duties of the President and perform other duties as assigned by the Board of Directors.

The Secretary shall take the minutes at all meetings and keep an accurate record of all business transacted and shall provide a copy of the minutes to every member of the Board of Directors prior to or at the next meeting, and perform other duties as assigned by the Board of Directors.

The Treasurer shall be the custodian of all monies and shall deposit them in a bank designated by the Board of Directors. Disbursements for this account shall be made only on the order of the Board of Directors. *Checks shall be signed following the completion of an authorization form by both the Treasurer and the President.*

In addition, a written report of income and disbursements shall be made at each Board of Directors meeting.

It shall furthermore be the responsibility of the Treasurer to submit a list of paid-up members to the Chair of the membership committee and the Secretary on a quarterly basis.

It shall likewise be the responsibility of the Treasurer to keep all records up to date, reconcile the cash accounts to the bank statements on a monthly basis and present a bank reconciliation highlighting any deposits in transit.

It shall, in addition, be his or her responsibility to keep a list of all members and or donors, including phone numbers, addresses and email addresses, file the appropriate annual form 990 tax return with the IRS on or before May 15th following the prior year's end, assist the board fully

if any IRS audit ever occurs, as well as assist the committee heads with any financial information needed to perform their function.

Section 2:

Officers and Directors shall be elected for a period of two years and shall take office immediately after their election at the biennial Meeting or at a regular membership meeting in instances where vacancies are being filled. Officers and Directors shall receive a majority of the votes cast ***by secret ballot.***

Section 3:

Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors until the next annual membership meeting is held.

Article 5: Standing Committees

Section 1:

The following Standing Committee shall exist.

Nominating- The Nominating Committee shall oversee the process by which prospective new board members are interviewed and will make recommendations to the board of alterations in the FOSL by-laws.

Membership- The Membership Committee shall make recommendations to the board of strategies to expand Membership enrollment.

Fundraising- The Fundraising Committee shall make recommendations to the board of strategies and procedures for generating income.

Programs- The Program Committee shall make recommendations to the board of programs and activities calculated to promote public participation in library activities.

Exhibitions – The Exhibitions committee shall manage the gallery area of the library and schedule exhibits of works of art, photographic and historic content and other appropriate exhibits in that space.

Section 2:

The chairs of these committees will be designated by the President, with the approval of the Board of Directors. It shall be the responsibility of each board member to be an active member of at least one standing committees.

Section 3:

Failure of a board members to attend three consecutive board meetings shall constitute grounds for potential removal from the board.

Section 4:

Each Standing Committee chair shall make a monthly report to the Board of Directors on the progress of that committee's activities.

Article VI - Meetings

Section 1

The Board of Directors shall determine the time and place for meetings, including the Annual Meeting, which is scheduled for April of each year. *The active membership shall be notified at least two weeks prior to an annual meeting or any meeting at which an election is held or a change in the By-laws is to be voted upon.*

Section 2:

Robert's Rules of Order, when not in conflict with the By-laws, shall govern the proceedings of this organization. It shall be the responsibility of the President to ensure that all meetings are conducted in conformity with Roberts Rules of Order and of the Secretary to keep a complete and accurate record of all motions made and decisions reached by the Board of Directors in each instance.

Article VII- Legislative or Political Activities

Section 1:

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 or intervene in any political campaign on behalf of any candidate for public office, ***except that a delegation from the FOSL may appear at City of Smyrna budgetary meetings to advocate for the library, if such is deemed appropriate by vote of the board.***

Article VIII - Operations Limitations

Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from Federal Income Tax under 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an association, contributions to which are deductible under section 176(c)2 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article IX: Dissolution Clause

Section 1:

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 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 such court shall determine, which are organized and operated exclusively for such purposes.

Article X - Amendments

Section 1:

Proposed changes in the Constitution or Bylaws must be submitted to the active membership (FOSL officers, board of directors members, and committee members in writing at least two weeks prior to the meeting at which voting on the change takes place.

Section 2:

The Bylaws may be amended by a two-thirds majority votes of the active members present.

