

# **Friends of Kent Free Library Constitution and By-Laws**

## **ARTICLE I - NAME**

The name of this non-profit corporation shall be Friends of Kent Free Library, hereinafter referred to as the Friends.

## **ARTICLE II – PURPOSE**

The primary purpose of this 501(c)(3) non-profit corporation shall be to benefit the Kent Free Library. The corporation will do so by supporting Kent Free Library in maintaining an association of persons interested in the library, its services and its programs. The Friends will focus their attention on enhancing the library's programs, materials, facilities, services, and special events; creating fundraising opportunities to benefit the library; providing advocacy for the library within the community; establishing a group of volunteers to aid in their efforts; and aiding in the success of the library through ways approved by the Kent Free Library Board of Trustees.

## **ARTICLE III – MEMBERSHIP**

**Section 1.** Membership in this corporation shall be open to all individuals and families who are in accord with the purpose of the corporation, and who pay dues in accordance with the dues schedule as established by the Board of Directors. Membership shall also be open to community organizations or businesses, in which case dues shall be paid by the organization or business.

**Section 2.** The fiscal year shall begin on January 1st of each year and end on December 31st of the same year. Annual dues shall be payable for the year as specified.

**Section 3.** Individual members and one representative from each household, organization or business shall be entitled to one (1) vote, provided dues are paid current, at the annual meeting.

**Section 4.** A current list of members shall be kept by the Secretary and shall be available upon request of the Secretary.

**Section 5.** Membership dues shall be determined by the Board of Directors at the annual meeting. The schedule of dues shall be modified by a majority vote of the Board at a meeting called for this purpose if not determined at the annual meeting. The following membership categories shall be available:

Individual

Household (2 or more persons residing at the same address)

Student  
Senior (ages 60 and older)  
Organization/Business  
Lifetime

#### ARTICLE IV – BOARD OF DIRECTORS & OFFICERS

**Section 1. Board of Directors.** The Board of Directors shall be composed of the officers plus three (3) elected members-at-large and shall serve as the governing body of this corporation. The library Director, or a designee, shall serve as an ex-officio member of the board of directors and all committees. The board shall meet at the call of the president. The directors shall serve without compensation and receive no benefits as a result of their position on the board. A majority of the members of the board shall constitute a quorum. Vacancies on the board shall be filled by appointment made by the Board of Directors until the next annual meeting of the Board of Directors.

**Section 2. Officers.** The officers of this corporation shall be President, Vice-President, Secretary and Treasurer. The terms shall be for one year, and, with the exception of the secretary and treasurer, no person shall serve for more than three consecutive one-year terms. Officers shall be nominated by a committee appointed by the Board of Directors and elected annually at the annual meeting.

**Section 3. Standing Committees.** The standing committees shall be as follows:

Membership  
Hospitality  
Publicity  
Fundraising  
Volunteers

Special, ad hoc, committees may be necessary from time to time and shall be appointed by the President, with approval from the Board. The President is an ex-officio member of all standing committees with the exception of the nominating committee. The chairperson of each committee shall be appointed from the Board of Directors. Committee members shall come from the general membership.

#### ARTICLE V – MEETINGS

**Section 1. Annual Meeting.** The Friends shall hold its annual meeting during the first quarter of each year for the purpose of electing officers, to receive various reports, and to enact any other business. A written or digital notice shall be provided to each member at least two weeks before the date of the meeting. The date, time and place of the meeting shall be posted in the library at least two weeks before the meeting.

**Section 2. Special Meetings.** A special meeting of the general membership may be called by the President with the consent of the Board of Directors. The membership shall be given at least two weeks, written or digital notice of the date, time, place and subject of the any such special meeting. A similar notice shall be posted in the library at least two weeks before the special meeting.

**Section 3. Public Meetings.** All meetings of the Friends shall be open to the public.

#### ARTICLE VI – FUNDS

**Section 1.** The treasurer shall be responsible for maintaining adequate books of accounts and presenting financial reports to the Board of Directors and the membership at least annually.

**Section 2.** No funds shall be disbursed without the written authority of the president and treasurer. Checks shall require two signatures. The President, Vice-President, Secretary and Treasurer have authority to sign checks.

**Section 3.** Expenditures of over \$500.00 must be approved by resolution of the Board of Directors.

#### ARTICLE VII – AMENDMENTS

The constitution and by-laws may be amended at any annual or special meeting of the organization by majority vote of the members present, provided that notice of the proposed amendment(s) shall have been provided in writing or digitally to all members at least two weeks before said meeting. A notice of the proposed amendment(s) shall also be posted in the library at least two weeks before such meeting.

#### ARTICLE VIII – PARLIMENTARY ORDER

All meetings shall be conducted according to *Robert's Rules of Order: The Modern Edition*, except when in conflict with this constitution and by-laws or with the laws of the State of Ohio or the United States of America.

#### ARTICLE IX - DISSOLUTION

The interest of a member in the property of the corporation is limited to use for corporation purposes. If the corporation is dissolved, all its property not needed for the payments of its debts and expenses shall be transferred or conveyed to Kent Free Library established under section 501 (c) (3) of the Internal Revenue Code of 1954 (or similar status hereafter enacted). In the absence of such a selection or determination by the Board, it may be made by a court of competent jurisdiction.