

# **FRIENDS OF THE ARLINGTON COUNTY PUBLIC LIBRARY ARLINGTON, VA**

## **BYLAWS**

### **ARTICLE I. NAME AND LOCATION**

Section 1. The name of this organization shall be The Friends of the Arlington County Public Library, hereinafter referred to as The Friends.

Section 2. The mailing address of The Friends shall be the address of the Arlington County Public Library or such other address as the Executive Board of The Friends may designate.

### **ARTICLE II. PURPOSE**

The purpose of The Friends is to encourage and assist the Arlington County Public Library (The Library) in providing the highest quality possible library services and collections to the patrons of The Library and to generally promote and encourage public library systems. To realize this, The Friends will align themselves with the mission and vision of The Library and will work in close cooperation with The Library leadership to accomplish The Library's mission.

### **ARTICLE III. OBJECTIVES**

To carry out its purpose, The Friends shall have as its objectives:

1. To promote greater awareness of the collections, services, and facilities of The Library;
2. To support The Library's mission by making funds available to provide access to information, to create connections to knowledge, and to promote the joy of reading;
3. To encourage greater participation by the residents of Arlington County and patrons of The Library in promoting and improving the collections, services, and facilities of The Library;
4. To undertake all other activities related to the purpose of The Friends.

### **ARTICLE IV. MEMBERSHIP**

Section 1. Membership in The Friends shall be open to all persons and/or organizations who are interested in supporting the Arlington County Public Library.

Section 2: The categories of membership shall be established by a vote of the majority of the Executive Board. Should the Board determine not to offer Life Memberships, existing Life Members will retain the status of member.

### **ARTICLE V. DUES AND FEES**

Section 1. The dues for each category of membership shall be established by a vote of the majority of the Executive Board.

Section 2. Membership dues shall be due and payable thirty (30) days after notification is given by The Friends. Membership shall be for a twelve (12) month period. Dues shall be nonrefundable.

Section 3. Members in any category who fail to pay their membership dues within thirty (30) days of being informed that such dues are payable, shall be automatically dropped from membership in The Friends. Members in any category may be removed from membership for good cause by a vote of the majority of the members of the Executive Board; provided that, before a member may be removed for cause, the member shall be given at least thirty (30) days advance notice and be provided the opportunity to explain to the members of the Executive Board.

### **ARTICLE VI. FISCAL YEAR**

The fiscal year of the Friends shall be July 1 of one calendar year through June 30 of the next.

### **ARTICLE VII. MEETINGS AND VOTING**

Section 1. There shall be at least one annual meeting of the membership of The Friends each year during the final four months of the fiscal year, for the election of officers and the transaction of other business, on a date to be determined by the Executive Board. An official report of this meeting, including highlights of the financial report, shall be made public within three months following the meeting. The Executive Board may call additional meetings of the membership when deemed necessary. Members of The Friends shall be given reasonable advance notice of any meeting of the membership.

Section 2. At all meetings of The Friends, each member of good standing present shall have one vote and a majority vote of such members present shall govern.

Section 3. The Executive Board may cancel or postpone any meeting of The Friends; provided that, if officers were to be elected at the meeting cancelled or postponed, the Executive Board schedules a new meeting date within sixty days of the cancelled or postponed meeting.

Section 4. The Executive Board may determine that any meeting of the membership of the Friends may be held by electronic means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially and concurrently with their occurrence, vote on matters submitted to the members entitled to vote thereon, pose questions and make comments.

Section 5. All meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order, Revised, for parliamentary procedure. All votes by the Board are passed by a simple majority.

#### **ARTICLE VIII. OFFICERS**

Section 1. The officers of The Friends shall be: President, Vice-President, Secretary, and Treasurer. The officers shall be elected at the annual meeting of the membership and shall serve during the fiscal year following their election or until a successor is duly installed.

Section 2. Any member in good standing shall be eligible for nomination and election to any office of The Friends. Any person nominated shall have given prior consent to nomination and election. Nominations for any office may be made from the floor at the meeting at which the election takes place.

Section 3. Elected officers shall be eligible for reelection.

Section 4. No elected officer shall serve more than three consecutive terms in the same position.

Section 5. Vacancies that occur in any elective office during the term shall be filled by appointment by vote of the Executive Board.

#### **ARTICLE IX. DUTIES OF OFFICERS**

Section 1. President. The President is responsible for promoting the welfare of The Friends and providing guidance and direction in achieving the objectives of The Friends. The President shall have only such control over the funds of The Friends and may make such commitments on behalf of The Friends as may be authorized by the Executive Board. The President shall have such other duties as are incidental to the office, such as presiding over the meetings of The Friends.

Section 2. Vice President. The Vice President shall have such duties as may be assigned by the President and the Executive Board and shall preside over the meetings of the Executive Board and the general membership in the absence of the President.

Section 3. Secretary. The Secretary shall be responsible for properly recording the meetings of the Executive Board and the general membership, issuing notification of Executive Board and general membership meetings, and issuing the official report of the annual meeting required by Article VI, Section 1.

Section 4. Treasurer. The Treasurer shall be responsible for receiving, safekeeping, and paying out all funds of The Friends. The Treasurer shall also submit to the membership an annual report that shall be audited. The Treasurer shall also submit such additional reports to the membership or the Executive Board as may be required by the Executive Board. At the expiration of the Treasurer's term, all books, records, money, and other property in the possession or control of the Treasurer shall be delivered to the elected successor or, in the absence of a successor, to the Executive Board. The Treasurer may approve purchase of goods less than one hundred dollars (\$100) for use by the Friends without additional Executive Board approval. The Treasurer is the Chair of the Finance and Budget Committee.

Section 5. The transfer of property and materials pertaining to Officer duties shall take place within one month of the expiration of the Officer's term.

#### **ARTICLE X. BRANCH REPRESENTATIVES**

Section 1. The Executive Board of the Friends shall appoint by vote members in good standing to serve as representatives from the Executive Board to each branch of The Library and the Central Library. These representatives shall be known as Branch Representatives.

Section 2. Branch Representatives shall serve for a period of one year from the date of their appointment and may be reappointed for multiple terms.

Section 3. Branch Representatives shall have such duties and responsibilities as may be assigned by the Executive Board.

Section 4. The Executive Board shall have the authority to, by vote, declare a Branch Representative position vacant and appoint a replacement representative, who shall serve for a period of one year from the date of their appointment.

## **ARTICLE XI. MEMBERS AT-LARGE**

Section 1. The Executive Board of the Friends shall appoint by vote one or more members in good standing to serve as members at-large in support of the mission of the Friends.

Section 2. Members At-Large shall have such duties and responsibilities as may be assigned by the Executive Board.

## **ARTICLE XII. EXECUTIVE BOARD**

Section 1. The Executive Board shall be composed of the elected officers of The Friends, the immediate past president of The Friends, the Branch Representatives, and the members at-large. The Director of the Arlington County Library shall be an ex-officio director.

Section 2. The Executive Board shall be the governing body of The Friends. It shall supervise, control, and direct the affairs of The Friends, shall carry out the objectives of The Friends, and supervise the disbursement of its funds. The individual officers of The Friends shall have only such authority over the funds of The Friends and may make such commitments on behalf of The Friends as may be granted by resolution of the Executive Board. The proceedings of the Executive Board shall be recorded by the Secretary or another member of the Executive Board.

Section 3. A majority of the members of the Executive Board then in office shall constitute a quorum for the transaction of business at any meeting of the Executive Board; provided also that, when necessary, the Executive Board may transact business by telephone or electronic mail vote of all Board members then in office if such vote is duly recorded in the minutes of the Executive Board. When necessary, members of the Executive Board may participate in a meeting by means of a video conference, conference telephone or other electronic means, so long as all persons participating in the meeting can hear one another. Participation in a meeting by these means constitutes presence at the meeting.

Section 4. The Executive Board shall meet upon call of the President or on call of at least two members of the Executive Board. All meetings of the Executive Board shall be open to the membership of The Friends unless, by duly recorded vote, a majority of the Board shall determine that attendance shall be limited to members of the Executive Board.

Section 5. The minutes of the meeting of the Executive Board shall be available for examination by any member in good standing upon reasonable notice to the Executive Board.

## **ARTICLE XIII. COMMITTEES**

Section 1. With approval of the Executive Board, the President shall establish committees as necessary and appoint the Chairperson and such members as may be appropriate for such committees, which may include one or more of the following:

- a. Membership
- b. Finance and Budget
- c. Book Sales
- d. Communications
- e. Advocacy

The Chairpersons and members of the committees shall have such duties and responsibilities as may be assigned by the Executive Board.

Section 2. With the approval of the Executive Board, the President shall appoint the Chairperson and at least two members of a nominating committee whose responsibility shall be to nominate candidates for the elective offices provided for by these By-Laws. Such candidates shall be reported to the membership reasonably in advance of the meeting of the membership at which the election is scheduled to take place.

## **ARTICLE XIV. DISSOLUTION**

The Friends shall use its funds only to accomplish the Purpose and achieve the Objectives set forth in these By-Laws. Upon dissolution of The Friends, any funds remaining shall be given to the Arlington County Public Library.

## **ARTICLE XV. AMENDMENTS**

Section 1. Any amendments to these By-Laws shall be consistent with the Purpose and Objectives of The Friends.

Section 2. Subject to Section 1 of this Article, these By-Laws may be amended by a two thirds (2/3) vote of the members in good standing present at any scheduled meeting of the general membership of The Friends, provided that any such proposed amendments shall be communicated to the members reasonably in advance of the meeting at which the proposals are to be considered.