

## ARTICLE I. PURPOSE

The Friends of the Astor Library (hereafter referred to as "The Friends") is organized specifically for the purpose of maintaining a charitable and educational volunteer, not-for-profit, organization to support the Astor Public Library, to increase the library's resources, to advocate for the Lake County Public Library System, to recycle donated reading and educational materials, to stimulate the use of the library's resources, and to encourage and support educational and literacy programs through the local library system.

## ARTICLE II. MEMBERSHIP

Classification and Qualification: Any person may become a member of The Friends. The Board shall determine and change classifications of membership by a majority vote of the Board of Directors.

Membership Dues: Membership shall be for one year from October 1 through September 30. The dues structure and amounts may be determined and changed by a majority vote of the membership at an officially called meeting. Any member who fails to pay annual dues will be deleted from the membership roll.

Membership Chairperson: A membership chairperson will be elected to maintain the Friends membership roster.

## ARTICLE III. MEETINGS OF THE MEMBERSHIP

Place/Date of Meeting: All meetings of the membership shall be held on the third Thursday of each month within the geographical area served by the Astor Public Library.

Annual General Meeting: The members shall meet in October of each calendar year for a general meeting, to occur before the last day of the month. The annual meeting will be open for the transaction of any business within the powers of The Friends; and, if appropriate, the election of Officers. The President will report on the State of The Friends.

Special Meetings: Special meetings may be called at any time by request of the President, two (2) or more Officers, or one-quarter of the membership.

Notice of Meetings: The Secretary shall provide notice of all monthly meetings, the annual meeting and any special meetings of the membership. The notice of the annual meeting will be provided to each member no less than fourteen (14) days before the general meeting. The notice shall state the place, day and hour of the meeting, the purpose(s) of the meeting, and any proposed amendment to, changes to or repeal of the Bylaws, if any.

Voting: Each member in good standing shall have one vote. All members whose dues are current may vote at any monthly meeting, annual general meeting or called special meeting. Votes must be made in person.

Quorum: At all meetings of the membership, a quorum shall consist of the members present. A simple majority of votes of persons present at a meeting shall be necessary for the adoption of any motion, except changes to the Bylaws.

#### ARTICLE IV. OFFICERS OF THE EXECUTIVE COMMITTEE

Officers of The Friends: All Officers shall be members in good standing of The Friends. The Officers of the Executive Committee consist of a President, Vice President, Treasurer and Secretary.

Election of Officers: Each Officer of The Friends shall be elected by the membership at an annual general meeting. The nominating committee will present to the membership a slate of Officers, according to a schedule of offices due to be vacated. The membership may nominate other members to serve as Officers upon a motion, seconded by a member, and passed by a simple majority vote.

Board of Directors: Chairpersons of all committees shall also serve as Directors of the Executive Committee. Chairpersons are appointed by the President and serve a term determined by the Executive Officers. Each person serving on the Board of Directors must be a member in good standing and shall have one vote. Executive Officers and the Board of Directors shall meet a minimum of four times each fiscal year.

Term of Office: An Officer's term shall commence at the beginning of the fiscal year and immediately after election by the membership. An Officer's term is for one year and ends when his or her successor assumes office.

Compensation: No individual shall receive compensation for their service as an Officer or as a member of the Board of Directors.

Removal from Office: Any Officer elected or appointed to the Executive Committee may be removed by a majority vote of the membership, when, in their judgment the best interests of The Friends have not been served.

Vacancy: The President shall appoint a member to fill a vacancy in any office other than that of the President. Such appointment shall be for the vacating Officer's term. The Vice President shall assume the responsibilities of the President in his or her absence or upon a vacancy in that office.

#### ARTICLE V. DUTIES OF OFFICERS

President: The President shall be responsible for the execution of the policies of The Friends.

- The President shall preside at the meetings of the membership and the Executive Officers.
- The President shall have general supervision over the Executive Officers and shall perform all acts inherent to the office of the President
- The President is authorized to sign, in the name of The Friends, contracts and other financial instruments authorized by the Executive Officers and the membership.
- The President shall report on the state of The Friends at the annual membership meeting.
- The President shall appoint committees consistent with the needs of the Friends and shall be an ex-officio member of all committees, except for the nominating committee.
- The President shall represent The Friends at all official functions and events.

Vice President: The Vice President shall assume the duties of the President in his or her absence, or as directed by the President.

- The Vice President shall serve on committees as directed by the President, and coordinate committee activities as needed.
- The Vice President may sign, in the name of The Friends, contracts and other financial instruments as authorized by the President or the Executive Officers.

Treasurer: The Treasurer shall maintain all financial records, make payments in accordance with the budget or upon request of the Executive Committee, shall present financial reports during the regular monthly meetings of The Friends and shall present an annual report at the annual general meeting.

- The Treasurer shall collect and deposit all monies in The Friends checking account collected through membership dues, donations and other income from the activities of the organization.
- The Treasurer shall provide petty cash to committee chairs, when appropriate, for activities and events.
- The Treasurer shall sign, in the name of The Friends, contracts and other financial instruments as authorized by the President or the Executive Officers.

Secretary: The Secretary shall keep, or cause to be kept, all records of attendance and shall maintain the minutes of all meetings of The Friends and/or the Executive Officers, as well as other records and correspondence incident to the operation and management of The Friends.

- The Secretary shall notify members of all meetings, provide copies of minutes to the membership, through either email, hard copy or on The Friend's website.

## VI. COMMITTEES

Standing Committees: The President shall appoint such committees and committee chairs as he or she deems necessary to conduct the business of The Friends.

Duties: Committee Chairs shall be responsible for fulfilling such duties as may be assigned by the President. Each Committee Chair shall report at each regularly scheduled meeting, when appropriate, the progress of the committee and its activities.

## VII. BYLAWS AND AMENDMENTS

Revisions: These Bylaws may be amended, revised, altered, repealed or rescinded and new Bylaws adopted by a majority of votes cast by the membership voting at any regular meeting and/or a special meeting called for that purpose, providing only the call to meeting contained notice of the amendment(s) or change(s), and that such notice is available at least ten (10) days prior to the meeting date.

Implementation: These Bylaws shall be effective immediately upon their adoption.

Membership: Each member shall be asked to read the By Laws on The Friends' website and become familiar with them. If a member does not have internet access, they may request a written copy of the bylaws.

## VIII. PARLIAMENTARY PROCEDURE

Procedure: All meetings of the membership and the Executive Officers shall be conducted in accordance with Robert's Rules of Order Newly Revised, when such procedures are not inconsistent with the final Charter of The Friends or these Bylaws. The President may appoint a parliamentarian as needed to ensure cooperation.

## IX. FINANCES

Funds: All monies paid to The Friends shall be placed in a general operating fund, unless otherwise designated, in which case special accounts may be established.

Disbursements: The Executive Officers of The Friends are authorized to make emergency disbursements on accounts and expenses of up to \$1,000 anything above this amount must have the approval of the membership at a general or special meeting.

Audits: The Treasurer's records shall be available to the Executive Officers at all times. Once a year at the annual general meeting, or at the discretion of the Executive Officers, the financial records of The Friends shall be reviewed and presented to the general membership. An audit may be requested, in writing, by any member in good standing.

## X. DISSOLUTION

Procedure - Dissolution Clause: The Friends of the Astor Library should use their funds only to accomplish the purposes specified in these Bylaws; and, upon dissolution, no part of such funds shall be distributed to the members 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 a Court of Competent Jurisdiction 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.

THESE AMENDED BYLAWS WERE ADOPTED BY THE EXECUTIVE OFFICERS 7-5-17.