



## **FRIENDS OF THE ST. MARY'S COUNTY LIBRARY By-Laws**

### Article I. Name

Section 1. The name of this organization shall be “Friends of the St. Mary’s County Library,” [to be abbreviated as FOL.] When the word “library” is used, it will denote the St. Mary’s County Library (and its branches).

Section 2. The post office address of the principal office shall be as follows, or such other place as may be designated:

Friends of the St. Mary’s County Library  
St. Mary’s County Library  
23250 Hollywood Road  
Leonardtown, Maryland, 20650

Section 3. The FOL shall be a non-taxable, charitable organization and file as a 501c3.

### Article II. Purpose

Section 1. The purpose of this organization shall be but is not limited to:

- Maintain an association of persons interested in libraries;
- Focus public attention on the library;
- Advocate for adequate public funding of the library;
- Stimulate the use of the library's resources and services;
- Encourage and receive gifts, endowments and bequests to the library;
- Support and cooperate with the library in developing library services and facilities for the community;
- Assist the library in its educational mission through exhibits, programs, publications, and other means.

### Article III. Membership

Section 1. Membership in this organization shall be open to all individuals in accord with its purposes and to representatives of organizations and clubs when such representation is desired.

Honorary memberships also may be awarded, generally in consideration of services rendered or donations made.

Section 2. Membership dues shall be payable annually as established by the Board. The membership year shall be from January 1 through December 31.

Section 3. Membership will be terminated if a member's dues exceeds one year in arrears. Honorary memberships shall be for life.

#### Article IV. Government of the Organization

Section 1. A Board shall manage the affairs and conduct the business of the organization, subject to such recommendations as may be prescribed by the active members.

Section 2. The Board shall be composed of four elected Officers to include a president, vice-president, treasurer, and secretary. Additional members of the Board shall be recruited from the general membership. The Board should be comprised of: not less than six (6) nor more than fifteen (15) members. Any member may nominate a candidate to fill a vacancy on the board. After nomination and second, the candidate will be voted at the subsequent meeting. All officers and Board members shall serve without remuneration.

Section 3. Officers shall be expected to serve for a minimum of one year and no more than six years. Other Board members shall serve at their pleasure, preferably for a minimum of two years with no term limits. A Board member may be removed for malfeasance or any such activities contrary to the purpose of the FOL by a unanimous vote of all the other Board members.

Section 4. If an existing Board member misses 3 consecutive unexcused meetings, he/she will be automatically terminated from the Board.

Section 5. Any Board member may resign at any time by giving notice to any officer on the Board.

Section 6. The library director and a library liaison shall be ex-officio members of the Board with the liaison granted voting rights.

Section 7. A nominating committee shall nominate officers before the scheduled annual membership meeting. The nominations shall be submitted to the Board with the consent of the nominee at least one month prior to the annual meeting. Additional nominations may be made at the annual membership meeting with the consent of the nominee. Officers shall be elected by majority vote of those present [in person or by proxy] at the annual meeting.

#### Article V. Duties of Officers

Section 1. The President's duties shall be to:

- Call, preside over and conduct meetings;

- Appoint all committees and be ex-officio member thereof, except as limited herein;
- Report significant happenings and events to the membership.

Section 2. The Vice-President's duties shall be to:

- Perform the duties of the president in his/her absence;
- Perform such duties as assigned by the president.

Section 3. The Treasurer's duties shall be to:

- Keep and maintain the financial records of the organization;
- Maintain custody of all funds;
- Disburse monies authorized by the Board;
- Provide a written financial report including a list of receipts and disbursements to the Board at each meeting;
- Submit an annual report to the membership;
- File appropriate tax forms.

Section 4. The Secretary's duties shall be to:

- Record attendance and take the minutes at all meetings;
- Notify the members of the Board of the time and place of meetings;
- Conduct the correspondence of the organization;
- Maintain a repository of all minutes, correspondence and by-laws;
- Maintain a document listing the names and contact information of Board members;
- Maintain a calendar of scheduled FOL meetings and events;
- Determine the number members needed to constitute a quorum for Board meetings.

## Article VI. The Board

Section 1. The Board's authorities shall be to:

- Conduct the business of the organization;
- Appoint committees consistent with the purposes of this organization;
- Fill any vacancy occurring among the Board until the next election, with the approval of the Board.

Section 2. Standing Committee responsibilities:

- Programs Committee: Responsible for planning and implementing the annual meetings and other programs as scheduled.
- Book Sale Committee: Responsible for planning and implementing any book sales.
- Membership Committee: Responsible for registering members, collecting dues, and maintaining a current address list of all members.

- Public Relations Committee: Responsible for publicity and all public relations to include communications with members.
- Finance Committee: Responsible for fundraising initiatives and auditing requirements.

## Article VII. Meetings

Section 1. An annual meeting shall be held, the time and place to be determined by Board. Members shall be notified in writing one month prior to the date of the meeting. New Officers shall be voted for at this meeting.

Section 2. Meetings of the Board shall be held at least four times a year; the location of the meetings will be decided annually. The public shall be advised about and invited to all meetings.

Section 3. Special Board meetings may be called by the president. Board members may be asked to vote or express their views on a subject that requires immediate attention. The President shall report any significant decisions or expenditures agreed upon at such a special meeting so as to have the outcome recorded in the minutes.

Section 4. A simple majority of the Board shall constitute a quorum. A quorum must be present to vote on matters requiring a vote and an affirmative vote recorded for a majority of those on the board for the matter to pass.

Section 5. Business may be conducted outside of scheduled meetings as follows.

- Any member of the FOL Board may provide notice by electronic mail of the need to conduct business outside of regular meetings. Such notice will be in form and effect a motion stating the business proposed to be done, and the time-frame within which the business is to be concluded.
- Any member of the FOL Board must second the motion by return electronic mail to interested board members.
- Upon the seconding of the motion, the moving Board member moderates a discussion via electronic mail with the interested Board members.
- When fruitful discussion has ceased, the moving Board member will call the question, and the Board members shall have twenty-four (24) hours in which to vote for or against the motion by electronic mail.
- The results of the vote will be deemed a decision of the FOL Board only if the total number of members casting votes by electronic mail constitutes a quorum.
- Decisions made pursuant to the procedure stated herein shall have the effect as decisions made during regular meetings. The moving Board member will record results and provide them to the Secretary for incorporation into the minutes of the next formal Board meeting.

## Article VIII Finances

Section 1. All funds shall be deposited in the account of The Friends of the St. Mary's County Library in such banks as the Board shall select and shall be disbursed as authorized by a quorum of the Board.

Section 2. The Treasurer and the President shall keep their signatures on file at the selected bank. Any disbursement over \$5000 requires the signature of the Treasurer and the President.

Section 3. The fiscal year shall be from January 1 to December 31.

Section 4. No member of the Friends of the Library shall be liable except for unpaid dues for the current year and no personal liability shall in any event attach to any member of the Friends in connection with any of its activities or undertakings. All liabilities of the organization shall be limited to its deposited funds.

Section 5. All monies received shall be used to further the purposes of this organization

Section 6. The Board shall insure that a sufficient funds be maintained within the organization in anticipation of planned events.

Section 7. No part of the net earnings shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Board shall be authorized and empowered to pay reasonable compensation for services rendered or to reimburse authorized expenditures on behalf of the Board.

Section 8. A budget will be prepared to coincide with the FOL fiscal year. The FOL Board will review the budget at the October Board meeting and vote on the budget at the November meeting. The approved budget will take effect on January 1.

## Article IX. Amendments

Amendments to these bylaws may be made at any meeting of the Board by a two-thirds vote of those Board members present, in person or by proxy, after notification in writing to each Board member at least two weeks before the meeting at which the voting is to take place.

## Article X. Parliamentary Procedure

Robert's Rules of Order Revised, when not in conflict with these by-laws, shall govern the proceedings of this organization.

Article XI. Dissolution of Organization

If, for any reason, the organization is dissolved, custodianship of all assets shall revert to the St. Mary's County Board of Library Trustees.

Article X11. Revision of Bylaws

The bylaws of this organization shall be reviewed and revised as needed but not less than every five years by a committee designated by the Board for this purpose.

Adopted: April 25<sup>th</sup>, 1992;

Amended: November 13<sup>th</sup>, 2006;

Amended: February 14, 2011;

Amended: November 10, 2014;

Amended: September 10, 2018

Approved by the Board of The Friends of St. Mary's County Library this 10<sup>th</sup> day of September, 2018.

---

Rebecca Vanecko, President

ATTEST:

---

Michael Blackwell, Library Director