Bylaws of Friends of the Foley Public Library, Inc.

Article I - Name

The name of the Corporation shall be: Friends of the Foley Public Library, Inc. and it is sometimes referred to in the Bylaws as the "Corporation."

Article II - Purposes

1. The purposes for which the Corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended. Namely, to promote the welfare of Foley community by aiding, assisting, promoting and encouraging the Foley Public library located in Foley, Alabama. The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or to inures to the benefit of its members, directors or officers, except to the extent permitted under the Not-For-Profit Corporation Law of the State of Alabama. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements): any political campaign on behalf of any candidate for public office.

Article III - Basic Policies

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the Corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Corporation.
3. The Corporation shall cooperate with the Foley Public Library to support the improvement of the same and the Foley community's awareness and use of the same in ways that will not interfere with administration of the Library and shall not seek to control its policies.
4. The Corporation may partner and cooperate with other organizations and agencies concerned with literacy and the advancement of the Library, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

Article IV - Membership and Dues (revision to Article 4A, Sept. 18, 2002)

1. Any individual who subscribes to the purposes and basic policies of the Corporation may become a member of the Corporation subject only to compliance with the provisions of the Bylaws. Membership in the Corporation shall be available without regard to race, color, creed, or national origin.
2. The Corporation shall conduct enrollments of members as it deems proper, but persons, may be admitted to membership at any time.
3. Only members in good standing of the corporation shall be eligible to participate in its business meeting, or to serve in any of its elective or appointive positions. All volunteers at the book store and book sale should be paid members of the corporation.
4. Each member of the Corporation shall pay annual dues to the Corporation in one of the following categories: Student - $5; Individual - $10; Family - $15; Sponsor - $25; Booster - $50; Patron $100 to $499; Benefactor - $500.

Article V - Officers and Their Election

1. Officers
    a. The officers of the Corporation shall consist of a President, a Vice President, a Communications Secretary, Membership Chair, and a Treasurer.
    b. Officers shall be elected by majority vote of the general membership annually in the month of September.
    c. Officers shall assume their duties following the close of the annual meeting in September and shall serve until the election and qualification of their successors. By default, Officers elected to the Executive Board may be re-elected for up to three years,
2. Election
    a. There shall be a nominating committee composed of no less than three members who shall be elected by the Executive Board, one of whom shall serve as chairman.
    b. The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at least four weeks prior to the meeting in September.
    c. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.
    d. Nominations shall be submitted in writing to the membership two weeks prior to the annual meeting.
    e. Additional nominations may be made from the floor at the annual meeting in September, provided the nominee consents to serve if elected.
3. Vacancy
    a. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority of the Executive Board. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

Article VI - Duties of Officers

1. The President shall call and preside at all meetings of the Corporation and of the Executive Board at which he/she may be present, shall perform such other duties as may be prescribed in these Bylaws or assigned to him/her by the Corporation or be the Executive Board, shall appoint all committee chairpersons; serve as an ex-officio member of all committees; and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.
2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.
3. The Communications Secretary shall record the minutes of all meetings of the Corporation and of the Executive Board and shall perform such other duties as may be delegated to him/her, including promotions/communications on social media.
4. The Membership Chair shall promote membership; maintain a current list of the membership with contact information; conduct US Mail correspondence of the Corporation (draft the invitation to the annual membership meeting) and perform such other duties as may be delegated to him/her.

5. The Treasurer shall have custody of all the funds of the Corporation, shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget, as authorized by the Corporation, or the Executive Board. The Treasurer shall present a financial statement of the corporation at any time when requested by the Executive Board and shall distribute a full report, as well as the annual budget, at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of accounts and records to conform to the requirements of the Bylaws.
6. The Treasurer's accounts shall be examined annually by the President and/or an auditor or auditing committee, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditor or auditing committee shall be appointed by the Executive Board at least two weeks before the annual meeting.
7. All officers and standing committee chairs shall:
    a. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these Bylaws and those assigned from time to time.
    b. Deliver to their successors all official material including digital copy not later than 10 days following the election of their successors.
    c. All officers and standing committee chairs will yearly submit to the President's validation of their position description.

Article VII - Executive Board

1. The Executive Board shall consist of not more than fifteen (15) voting members who will all be members of the Corporation. "Ex-Officio" members are valuable advisors but do not have a vote. This Board shall consist of the present officers of the Corporation, the chairpersons of the standing committees, the departing FOL President as a one-year advisor (ex-officio), and the Director of the Foley Public Library, who shall serve as an ex-officio member. Other members of the Executive Board may be elected from membership at the annual meeting. Members of Executive Board shall serve until the election and qualification of their successors.
2. The duties of the Executive Board shall be (a) to transact necessary business in the intervals between meetings of the Corporation and such other business as may be referred to it by the Corporation; (b) to create standing committees; (c) to approve the plans of work of the standing committees; (d) to present a report at the regular meetings of the Corporation; (e) to appoint an auditor or an auditing committee at least two weeks before the annual meeting to audit the Treasurer's accounts; (f) to prepare and submit to the Corporation for approval a budget for the fiscal year; (g) to approve routine bills within the limits of the budget; (h) appoint members to fill vacancies in the positions of the officers until the next regular election; (i) determine ad hoc donations to the Foley Public Library; and (j) determine the date of the annual meeting to be held in September.
3. Regular meetings of the Executive Board shall be held quarterly. Special meetings may be called by the President or by a majority of the Executive Board. A majority of the Executive Board shall constitute a quorum.
4. Three consecutive years is the term limit for an Executive Board member, whether as an officer, Board member, standing committee chair, or combination of these positions.
5. Any prior Executive Board member, as described in paragraph 4 above may be nominated and serve after one year's absence from the board. The Executive Board can waive the one year

absence requirement if circumstances dictate (for example if the Executive Board fails to find a new Officer to replace the old one).

Article VIII - Meetings

1. The annual meeting of the Corporation shall be held once each year in the month of September on a date determined by the Executive Board. Members shall be notified in writing at least two weeks prior to the date of the meeting, of the time and location of the same.
2. Special meetings may be called by the Executive Board, five (5) days notice having been given.
3. Ten percent (10%) of the active members or fifteen (15) active members, whichever is lower, shall constitute a quorum for the transaction of business in any meeting of the full Corporation.

Article IX - Standing and Special Committees

1. The Executive Board may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The President shall appoint the chairperson of each standing committee, and such chairperson shall serve at the will of the President.
2. The chairperson of each standing committee shall present a plan of work to the Executive Board for approval. No committee work shall be undertaken without the consent of the Executive Board.
3. The power to form special committees and appoint their members rests with the Corporation.
4. The President shall be an ex-officio of all committees except the nominating committee.

Article X - Amendments

1. These Bylaws may be amended, repealed, or altered in whole or in part by a two-thirds vote of those present at any annual membership, regular Executive Board or special meeting of the Corporation upon two weeks prior written notice.