

The Friends of Samuels Public Library, Inc.

BYLAWS

ARTICLE 1 - Name and Location

Name. The name of this organization is "The Friends of Samuels Public Library, Inc." (FOSL).

Office. The mailing and office address is 330 East Criser Road, Front Royal, Warren County, Virginia which is also the location of Samuels Library, Incorporated, d/b/a Samuels Public Library (Library).

ARTICLE 2 - Fiscal Year

FOSL's fiscal year shall begin on July 1 and end on June 30.

ARTICLE 3 - Purpose and Mission

Purpose. The purpose of FOSL is as stated in the Articles of Incorporation, to work in connection with the leadership of the Library to accomplish the Library's mission.

Mission. The Friends of Samuels Public Library seek to support Samuels Public Library's mission by:

- promoting a diverse and active membership in the Friends
- enhancing the Library's financial resources for its provision of literacy and cultural opportunities in the community.
- supporting and sponsoring family, adult, and children's programming.
- providing volunteer assistance for the Library operations.
- stimulating community awareness of the Library as a valuable educational resource.

ARTICLE 4 - Non-voting Membership

Eligibility. Membership in FOSL shall be open to all persons and to representatives of organizations, companies and clubs who are interested in supporting the Library and who make payment of dues.

Dues. Membership dues shall be paid according to the levels in the Membership Policy as established by the Board of Directors (Board or Director(s) as the context indicates). Changes to the policy may be made by the Board. Dues are non-refundable. Dues are not pro-rated.

Duration. Membership shall be for a 12-month period from September 1 through August 31.

Non-Voting. Members shall not have a vote in the governance of the organization.

ARTICLE 5 - Annual Meeting

There shall be an Annual Meeting held each September to report on the activities, programs, finances and business conducted during the fiscal year on behalf of the membership to benefit the Library. Notice of the Annual Meeting shall be given to the public on FOSL's website and an announcement will be posted in the Library building. Newly elected officers shall be introduced and outgoing officers recognized for their contributions.

ARTICLE 6 - Board of Directors

Governance. The management of the affairs of FOSL and of the disposition of its funds and property shall be the responsibility of the Board.

Number. The Board shall consist of not less than 5 (five) nor more than 15 (fifteen) Directors. Further, as part of the number, the Board shall include 1 (one) voting Director representative of and recommended by the Library leadership and elected by the FOSL Board.

Eligibility. All members of the Board shall be members of FOSL in good standing.

Election. The Board shall elect subsequent Directors to fill a new term or to serve out the term of a vacating Director.

Term of Office.

1. The term of office is for a period of three (3) years. The Director year coincides with the membership year (Sept - Aug). When Directors are elected to fill vacancies, the months prior to the annual meeting are not considered part of the official Term.
2. No Director shall serve more than two (2) consecutive terms.
3. A past Director shall be eligible for re-election as a Director upon expiration of two (2) full years since previous service.

Meetings.

1. The Board shall hold regular meetings at least quarterly.
2. All Board meetings shall be open to the public. Advance notice of the Board meetings shall be given to the public on FOSL's website and by posted announcement in the Library building.
3. Special Board meetings shall be held as needed at the discretion of the President and/or the Executive Committee.

4. Meetings may be conducted electronically if the circumstances indicate a need for urgency and a quorum cannot be met otherwise.

Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Voting. Each member of the Board present shall have one (1) vote. Proxy voting is not permitted.

Compensation. The Directors shall not receive a salary or other compensation for services as a Board member but necessary expenses actually incurred on behalf of the organization may be paid or reimbursed from FOSL funds.

Resignation. A Director may resign at any time by giving written notice to the President of the Board.

Removal. A Director may be removed for misconduct or neglect of duty by the Board. Directors are expected to participate in the work of the Board by attendance at the Board meetings and by serving on one or more committees. Directors who miss three or more Board meetings and/or committee meetings in a fiscal year may be asked to step down unless a compelling reason for the absences is made known by the Director i.e. illness.

ARTICLE 7 - Officers

Officers. The officers of FOSL shall include a President, a Vice-President, a Secretary, and a Treasurer selected from the Board and will comprise the Executive Committee. FOSL officers shall perform such duties and possess such powers as may be prescribed by the Board.

Duties of Officers.

1. The President. The President is responsible for promoting the welfare of FOSL and providing guidance and direction in achieving the mission. The President shall preside at all meetings of the Executive Committee and the Board. The President shall have the right to call special meetings of the Board and shall be required to do so on the written request of a majority of the Directors.
2. The Vice-President. The Vice-President shall perform all duties and functions of the President in the absence of the President and shall perform such other duties as the Board shall prescribe.
3. The Secretary. The Secretary shall record the proceedings and minutes of the meetings of the Board, maintain files, attend to correspondence and perform all other duties as may be assigned by the Board.

4. The Treasurer. The Treasurer shall be responsible for receiving, safekeeping, depositing and paying out all funds of FOSL and keeping suitable books with supporting documentation. The Treasurer shall submit regular financial reports to the Board, an annual budget, and any additional reports as may be required. The Treasurer shall perform all other financial duties as may be assigned by the Board.

ARTICLE 8 - Committees

Standing Committees. FOSL shall have the following standing committees. The President shall appoint Chairpersons of Standing and Ad Hoc committees.

1. Executive Committee - The Executive Committee shall consist solely of the President, Vice-President, Secretary and Treasurer. The President shall serve as the chairperson. The Executive Committee shall have the authority to act on behalf of the full Board between meetings and may meet when there are issues that cannot wait for the scheduled Board meeting.
2. Membership / Publicity - The Membership Committee shall be responsible for recruiting and retaining members and planning and promoting the Annual Meeting. It will also coordinate publicity efforts regarding membership benefits and will work with the Library staff to establish a website for FOSL.
3. Volunteers - The Volunteer Committee shall be responsible for recruiting and coordinating volunteers for Book Sales or other events held in cooperation with and for the benefit of the Library.
4. Education - The Education Committee shall be responsible for organizing special programs of interest to the public, coordinating publicity for the programs, contacting speakers, maintaining records and evaluations and any additional duties required to conduct successful programs.
5. Fundraising - The Fundraising Committee shall be responsible for developing fundraising ideas and projects to enhance the financial resources for the Library.

Ad Hoc Committees. The Board may appoint Ad Hoc Committees as deemed necessary to fulfill the mission of FOSL and appoint a Chairperson for such committees.

ARTICLE 9 - Finance

Deposits. All funds shall be deposited timely to the credit of FOSL in such banks or depositories as the Board may select.

Disbursements. FOSL shall use its funds only to accomplish the Purpose and Mission set forth in these Bylaws. No monies belonging to FOSL, save petty cash, shall be disbursed except upon checks or drafts, or orders requiring signatures of any two officers- Purchases over \$200.00 require approval by the Board.

Gifts. The Board may accept on behalf of FOSL any contribution, gift or bequest.

Contracts. Any contract must be authorized by the Board. The Board may authorize any FOSL Director(s) to enter into an approved contract or execute and deliver an instrument in the name of and on behalf of FOSL.

ARTICLE 10 - Parliamentary Procedure

Roberts Rules of Order, Revised, when not in conflict with these bylaws, shall govern the proceedings of FOSL.

ARTICLE 11 - Dissolution

In the event FOSL shall cease to engage in carrying out the purpose and mission set forth in these Bylaws, the Board shall have the power to vote for the dissolution of FOSL. The Library Board of Trustees shall also have the power to dissolve FOSL as provided in the FOSL Articles of Incorporation.

Upon the dissolution of FOSL, all of the business properties, assets and income of FOSL remaining after paying or provision for payment of all debts or liabilities of FOSL, shall be distributed to the Library.

ARTICLE 12 - Amendments

The Bylaws of FOSL shall be reviewed on an occasional basis and updated as appropriate. The Bylaws, as adopted by the Board in cooperation with the Library, shall be posted on FOSL's website and made available in the office of the Director of the Library. Any amendment(s) to these Bylaws shall be consistent with the Purpose and Mission of FOSL. Proposals for consideration for amendment may be made in writing at any regular meeting of the FOSL Board or at the Annual Meeting of the membership by any member or members in good standing. Such proposals will be taken up for discussion at the following regular Board meeting.

The foregoing Amended Bylaws were adopted by the FOSL Board of Directors on November 22, 2015.