



Sample ByLaws of Tennessee Friends Groups

TABLE OF CONTENTS

Developing ByLaws & Policies	↔	2
Blount County	↔	3-7
Brentwood	↔	8-11
Lobelville	↔	12-14
Milan	↔	15-18
Perry County	↔	19-22
Putnam County	↔	23-26
Signal Mountain	↔	27-30



Prepared for the
Friends of Tennessee Libraries (FOTL)
4109 Forest Glen Drive Knoxville, Tennessee 37919
<http://www.friendstnlibraries.org>

The electronic version of this booklet can be found at:
<http://www.friendstnlibraries.org/resources/>



Developing ByLaws & Policies

Bylaws are a concise statement of purpose and organizational structure within which a Friends group functions.

A set of bylaws should include at least the following:

- ➔ **Name of the organization.** (The official name that will be used on your legal documents, including your Articles of Incorporation and your IRS 501(c)3 determination letter.)
- ➔ **Purpose of the organization.** (Your "mission statement" that guides your future decisions on planning, programming, and spending your money.)
- ➔ **Membership.** (Who can join, how to join, voting rights.)
- ➔ **Governing body.** (Board of directors, how they are chosen, and how long they serve.)
- ➔ **Officers.** (How they are chosen, their duties, and their terms of office.)
- ➔ **Meetings.** (How they are scheduled, to whom they are open, and what notice must be given.)
- ➔ **Fiscal year,** financial matters, audit (Including any requirements your state may have for the financial governance of not-for-profits.)
- ➔ **A procedure for amending the bylaws.**
- ➔ **A dissolution statement.** (What happens to the organization's assets if the organization disbands?)
- ➔ **A statement of the rules of order** to be followed in official meetings.

It is well to remember that changes to bylaws will usually need to be reported to the arm of state government that oversees incorporation, the Secretary of State's office. For this reason, it is best that such topics as amount of membership dues and scheduling of meetings be written in general rather than specific terms. You don't want to go through a bylaws change every time you establish a new membership category, change dues, appoint a committee, or change the board's meeting schedule.

When developing policies, **The Library Trustees Association of New York State** has an *incredible* policy database, which includes more than 3,000 policies searchable by multiple criteria, all of which have been voluntarily shared by libraries throughout New York. <http://www.librarytrustees.org/policies.php>

BLOUNT COUNTY FRIENDS OF THE LIBRARY, INC. BYLAWS

ARTICLE I NAME

The name of this corporation shall be **BLOUNT COUNTY FRIENDS OF THE LIBRARY, INC.**

ARTICLE II PURPOSE

Section 1. The purpose of this corporation shall be:

- a) To maintain an association of persons interested in libraries.
- b) To focus public attention on the library.
- c) To support and cooperate with the library in developing library services for the community.
- d) To stimulate the use of the library's resources and services.
- e) To receive and encourage gifts, endowments, and bequests to the library.
- f) To aid in the provision of adequate housing and other facilities for the library.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, official, or individual. The corporation shall not engage in propaganda or intervention in any political campaign on behalf of any candidate for public office; however, it may lend legislative support where needed.

Section 3. In the event of the dissolution of the corporation, and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied, and discharged, and all of the remaining assets, property, and income owned or held by the corporation shall be expended for or applied to the purposes of the corporation, or one or more of such purposes, by transferring and conveying such assets, property and income to one or more corporations or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, to which exemption from income taxes has been granted under Section 501 (c) (3) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and no part of such remaining assets, property or income shall be distributed to members or to any other persons whatsoever.

**ARTICLE III
MEMBERSHIP**

Section 1. Membership in this corporation shall be open to all individuals in sympathy with its purposes.

Section 2. An active member is one whose current dues are paid.

Section 3. Each active member shall be entitled to one vote.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. The Board of Directors (Board) consisting of a President, President-Elect, Secretary, Treasurer, and no less than six (6) Directors-at-Large shall be the governing body of the Corporation.

Section 2. The officers shall be elected for a term of one year. No officer shall serve in the same office for more than two successive terms.

Section 3. Half of the Directors-at-Large shall be elected each year. Directors-at-Large will be elected for a two year term except the Directors-at-Large being elected to complete the remaining term of a vacated director-at-Large position. Directors-at-Large may be elected for a second term.

Section 4. The Nominating Committee shall be composed of three members. The President of the Corporation, with the advice and consent of the Board members, shall appoint a Board member as chairperson of the Nominating Committee. Two additional Committee members shall be appointed from the membership at large. The Committee's report of nominations for the elected Board members, with the consent of the nominees, shall be included in the call for the annual meeting in June at which the elections for these members shall be held. Additional nominations may be made from the floor, with the consent of the nominees.

Section 5. A majority of Board members shall constitute a quorum.

Section 6. Board members are expected to attend all regular scheduled meetings; if unable to attend, a Board member shall contact an Officer prior to the meeting. A Board member who is absent, and has not contacted an Officer, from two consecutive regular meetings during a year shall be considered for removal from the Board.

Section 7. If the office of president is vacated before the expiration of the elected term, the President-Elect shall assume the duties of the office. Should the President-Elect be unable or unwilling to serve, the Board of Directors will elect a board member to fulfill the unexpired term until the next annual meeting.

Section 8. The term of office for all elected board members will end on June 30 in the year their term expires.

ARTICLE V DUTIES OF OFFICERS

Section 1. The President shall preside over and conduct meetings; shall be an ex-officio member of all committees except the nominating committee; shall appoint all committee chairpersons from the membership; and shall have the right to accept resignations and to fill vacancies to be effective until the next annual meeting.

Section 2. The President-Elect shall preside at meetings in the absence of the president; shall assist the president in matters of publicity, public relations, and membership; shall assume the office of president at the expiration of the President's term of office, subject to confirmation by the membership as described in ARTICLE 4 of these bylaws.

Section 3. The Secretary shall record attendance at all meetings; shall take the minutes of all meetings; shall notify the members of the time and place of meetings; and shall conduct the correspondence of the organization.

Section 4. The Treasurer shall keep and maintain the financial records of the organization.

ARTICLE VI MEETINGS

Section 1. Meetings of the Board of Directors shall be held monthly. Special meetings may be called by the President. All meetings of the Board of Directors must have a quorum to conduct official business.

Section 2. An annual meeting of the Corporation shall be held in June on a date to be determined by the Board of Directors. Members shall be notified in writing not less than ten days or more than sixty days before the date of the meeting.

Section 3. A special meeting of the Corporation may be called at any time by the Board of Directors or by a written request to the Directors by not less than eight members. Notice shall be given to all members as provided above.

Section 4. The Director of the Library and Chairman of the Library Board shall be given sufficient notice of all meetings.

Section 5. The quorum of the annual meeting or special meeting of the membership shall be a simple majority of those members present at the meeting.

Section 6. Members shall not have the right to act by proxy at meetings of the Corporation.

**ARTICLE VII
DUES**

Section 1. Membership categories and dues are to be established by the Board of Directors.

Section 2. Membership dues shall be payable annually and shall become due and payable twelve months after joining.

**ARTICLE VIII
FINANCIAL ADMINISTRATION**

Section 1. The annual financial report shall be prepared by the Treasurer, and approved by the Board, and presented to the membership at its annual meeting.

Section 2. An annual audit shall be conducted.

Section 3. No committee or member shall have any authority to make any contact, or to incur any indebtedness, obligation, or liability in the name of, or on behalf of this Corporation without the authority and approval of the Board.

Section 4. The fiscal year for the Corporation shall be from July 1 to June 30.

Section 5. For emergency expenditures that may be necessary between board meetings, expenditures up to one hundred dollars (\$100) can be approved by at least one Officer and one Board member.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall provide indemnification to any and all current or former officers, directors, and employees for expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding which they or any of them are made parties, or a party, by reason of having been officers, directors, or employees, and for any settlement agreement entered into in connection with such an action, except that no indemnification shall be provided for in said matters where such persons shall be adjudged to be liable for willful or gross negligence, misconduct or fraud in the performance of duty or for such matters which are settled by agreements which have not received prior written approval of the Board.

**ARTICLE X
AMENDMENTS**

Amendments to these bylaws may be made at any meeting of the general membership by a two-thirds vote of those present and voting, after notification in writing to each member at least ten days before the meeting at which the voting is to take place.

**ARTICLE XI
PARLIAMENTARY PROCEDURE**

Robert's Rules of Order; Revised, when not in conflict with these bylaws or the General Corporation Act of Tennessee, shall govern the proceedings of this corporation.

FRIENDS OF THE BRENTWOOD LIBRARY BY-LAWS

The Friends of the Brentwood Library (FOBL) is a non-profit, service-oriented group dedicated to the advancement of our community through its library.

I. NAME

The name of this organization shall be The Friends of the Brentwood Library (FOBL)

II. PURPOSE

The purpose of this organization shall be to develop and maintain an association of persons interested in the Brentwood Library and to focus the public's attention on library services.

III. MEMBERSHIP

- A. Membership in the organization shall be open to individuals, civic groups, and others when such representation is desired.
- B. The fiscal year for the organization shall be July 1-June 30. Membership dues shall be payable prior to July 1 for inclusion in the annual directory. Dues are not prorated.
- C. Membership with annual dues structures are as follows:

Individual	\$ 20
Family	\$ 30
Civic Groups	\$ 50
Individual Lifetime (paid once only)	\$200
- D. Each dues paying individual, family, organization or lifetime membership shall be entitled to one vote.

IV. OFFICERS

- A. The Board of the FOBL shall conduct the affairs of the organization. The Board shall be comprised of the officers, the standing committee chairs, the at-large members and the library director. They will serve without compensation.
- B. The officers of the FOBL shall be President, Vice President, Secretary, and Treasurer. The President will appoint standing committee chairmen and at-large members.
- C. Term of office shall be two (2) years. Terms shall run from July 1-June 30. Officers shall be installed prior to the fiscal year (in May).
- D. Officer's positions and/or terms may be repeated.
- E. The Board shall meet at the call of the President, with appropriate notice sent to all members. The members of the Board attending a meeting shall constitute a quorum for the transaction of business. Vacancies on the Board shall be filled by appointment by the President. A special called meeting of the Board may be held at the request of three of its members.

F. Duties of officers

1. The President shall chair the Board and conduct the meetings of the organization, appoint committee chairmen, and coordinate the agenda for meetings. President responsibilities include notifying the membership and providing the agenda in advance of the meetings. The President is an ex-officio member of all committees, except the nominating committee.
2. The Vice-President's duties include the preparation of a Friend's newsletter at least three times a year. The Vice-President shall serve in the absence of the President at meetings and as the President's representative as requested.
3. The Secretary will record the minutes of the meetings and write any correspondence necessary by the membership. Copies of the minutes shall be distributed to the Board before scheduled meetings. Secretary shall work with Membership committee to publish the annual membership directory.
4. The Treasurer is responsible for signing all checks in accordance with the annual budget, making deposits, paying organization debts, making regular written reports to the membership at meetings, and drafting an annual budget for action by the President.

V. COMMITTEES AND DUTIES

No committee will act as a separate entity. The Board should be apprised of new and developing issues and shall have the authority to establish policies and procedures as needed. The President may appoint ad-hoc committees as the need arises. Chairpersons of ad-hoc committees are not voting members of the Board.

VI. STANDING COMMITTEES

- A. Publicity Committee is responsible for providing publicity of all types for events, meetings and activities of the organization. Committees requesting publicity shall work through the Publicity Committee.
- B. Art Gallery Committee is responsible for scheduling artists and maintaining the Friends' Gallery and the Friend's Gallery Showcase.
- C. Membership Committee is responsible for encouraging new members, publishing the membership directory and collecting the payment of annual dues.
- D. Fund Raising Committee is responsible for the used book sales and any short-term fund raising projects approved by the Board. The Fund Raising Committee will work closely with the President and Board to plan and schedule fund raising events.
- E. Online Book Sale Committee is responsible for selecting items from the Used Book Sale stock to list for sale online, and for processing orders.
- F. Telephone Chairman will, with chosen committee, contact members at such times as is necessary.
- G. Hospitality Chairman is responsible for the arrangement of any hospitality for meetings, special events and the Book Sales (May luncheon).
- H. Program Chairman will plan programs of interest to the membership.
- I. Historian is responsible for preserving the history of the club by maintaining scrapbooks, clippings, photos, etc.

- J. A Nominating Committee of three members shall be appointed by the President in January of odd (each) years. This committee shall present the slate of officers at the March Board meeting and inform the membership (publish it in the newsletter). Election and installation of officers is to be held at the conclusion of the spring (May) meeting. Nominations are also accepted from the floor by the members.

VII. MEETINGS

The organization shall hold regular membership meetings. The Board shall schedule the meetings and be responsible for planning business meetings and programs at times convenient to the membership. The members attending a meeting shall constitute a quorum for the transaction of business.

VIII. VOTING

- A. All motions brought before the membership for approval must pass by a majority vote of those in attendance or by proxy vote given to the President or Secretary.
- B. The annual budget and any annual project must be approved by the membership.
- C. All motions brought before the Board must have a majority vote of those attending for adoption or approval by the Board.
- D. Votes brought before any committee, standing or ad-hoc will pass upon the majority approval of those committee members attending the meeting.
- E. The president may allow members of the board to vote on a pending measure by e-mail or text under either of the following circumstances:
 - (a) The president determines that it is necessary for the board to make a decision before the board's next scheduled meeting. The president may accept a motion and a second on the motion by e-mail or text.
 - (b) A meeting of the board is called and the number of members present at the meeting is less than a quorum. The president may accept a motion and a second on the motion from among the members present at the meeting.

Under the circumstances set forth in (a) or (b) above, the president shall then send the wording of the motion to all members of the board by e-mail or text and direct the members to vote on the motion by e-mail or text by a date and time established by the president; provided that such date and time shall not be less than 48 hours from the time the motion is sent to the members, unless the president determines that the matter is of such urgency that it cannot be delayed for 48 hours. Votes sent to the president by e-mail or text after the time designated will not be counted. At the expiration of the time established, the president shall send by e-mail or text to all members a tally showing the votes cast by each member and the results of the vote. At the next meeting of the board, the president shall announce the results of the vote for the record. The minutes of the meeting shall show the names of the members who voted by e-mail or text and how they voted.

IX. FUNDS

- A. The President shall present the annual budget to the Board for approval prior to the spring membership meeting (in May), then to the membership for adoption.
- B. The Treasurer, who shall be responsible therefore, shall maintain a book of accounts. The annual budget format shall be a line item budget set up to show two years of financial data.
- C. Any non-budget expenditure exceeding five hundred dollars (\$500.00) will require a majority vote by the elected officers enumerated in IV.B.
- D. In the absence of the Treasurer, the library director is authorized to sign checks from the checking account
- E. The Board shall appoint an auditor, not an officer, to audit the Treasurer's books at the end of the year.
- F. Upon dissolution of the organization, all monies will be distributed as determined by majority votes of the membership.

X. AMENDMENTS

The By-laws may be amended at any regular meeting of the organization. The proposed amendments will be prepared by the Board and be provided to each member in writing at least two (2) weeks before the meeting date at which the changes will be presented. By-laws will be adopted by a simple majority vote of attending members.

XI. PARLIAMENTARY AUTHORITY

The FOBL shall use the latest edition of *Robert's Rules of Order*.

Revised 11/9/09 1/2014 Approved 6/19/2014

"The reflections and histories of men and women throughout the world are contained in books...America's greatness is not only recorded in books, but it is also dependent upon each and every citizen being able to utilize public libraries."

Terence Cooke (1921-1983)

Lobelville Friends of the Library



Bylaws

Article I

Name

The name of the Association shall be Lobelville Friends of the Library.

Article II

Purpose

Section 1.

It is recognized that the administration of the Lobelville Public Library is vested in the town of Lobelville through Perry County, the Library Board, and the Library Director.

Section 2.

The purpose of the Friends shall be to maintain an association of persons interested in good library service; to increase the facilities and service of the Lobelville Public Library; and thus to enrich the cultural opportunities available to the citizens of Lobelville.

Section 3.

The activities of the Association shall include sponsorship of special projects; informing the public of the resources and services of the library, raising funds for items the Lobelville Public Library is otherwise unable to secure, making recommendations on library programming, and performing other services deemed helpful to the Library.

Article III

Membership

Section 1.

Membership in this organization shall be open to individuals, organizations, and businesses in agreement with its purposes.

Section 2.

An individual member shall be considered one member. A corporate member may have one representative appointed as one member.

Section 3.

There will be no associated fees or dues required of members.

Article IV

Officers

Section 1.

The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer. The officers of the Association, along with all other members constitute the Full Membership Committee. The term of these officers shall be one year with the capability of the term being extended as long as needed if approved by the Full Membership Committee.

Section 2.

The Full Membership Committee shall meet at the call of the President. A minimum of two members must be present to hold a meeting. Two members result in a quorum. Members can also provide proxy consensus information; provide input via emails, online chats, or by phone; or by written notice if unable to attend meetings.

Section 3.

The direction of affairs of this Association shall rest with the Full Membership Committee, the President acting as chairman.

Section 4.

The President may appoint chairpersons of standing and ad-hoc committees. The only standing committee shall be the Youth Committee. Other standing or ad-hoc committees shall be formed as deemed necessary, with the approval of the Full Membership Committee.

Section 5.

The President is an ex-officio member of all committees.

Section 6.

Nominations for officers and the Executive Board shall be presented by the Full Membership Committee.

Section 7.

The officers of the Board shall be elected at the annual meeting.

Section 8.

Vacancies arising on the Board shall be filled by appointment made by the remaining Board members.

Section 9.

Any officer may be removed by the full consensus of the Board of Directors and the acting membership. Lack of attendance is good reason for removal of an officer. Resignations of officers should be submitted in writing to the President of the Board of Directors.

Section 10.

Members must attend a minimum of six meetings annually, or may be automatically removed with or without notice.

Article V

Meetings

Section 1.

A minimum of six meetings will be held annually for the purpose of election of officers, to receive various reports, and to enact other business. Public notice shall be made prior to the meetings. All members should receive a minimum of one week's notice for all meetings unless an emergency meeting is called.

Section 2.

Additional meetings shall be scheduled as recommended by any special committees and approved by the Board.

Article VI

Funds

Section 1.

Adequate books of account shall be maintained by the Treasurer who shall be responsible thereof.

Section 2.

All checks shall be signed by the Treasurer or President.

Section 3.

The Board of Directors shall appoint an accountant to review the Treasurer's books annually.

Section 4.

No member of this Association shall be liable except for unpaid dues; and no personal liability shall in any event be attached to any member in connection with any of its undertakings.

Section 5.

The fiscal year of this Association shall be from January 1 to December 31.

Article VII

Activities and Dissolution

Section 1.

Notwithstanding any other provision of these articles, the Association is organized exclusively for one or more of the following purposes: charitable, literary, or educational purposes.

Section 2.

No substantial part of the activities of the Association shall be carrying on propaganda, or otherwise attempting to influence legislation (except otherwise provided by Internal Revenue Code Section 501 (h), or participating in, or intervening in (including the publication or distribution or statements), any political campaign on behalf of any candidate for public office.

Section 3.

No part of the net earnings of the Association shall inure to the benefit of any member, trustee, director, officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association), and no member, trustee, or officer shall be entitled to share in the distribution of any of the assets upon dissolution of the Association.

Section 4.

In the event of dissolution of the organization, the assets of the Association 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.

Article VIII

Amendments

These Articles of Association may be amended on prior notice at any meeting of this Association, by a three-fourths vote of the members present, provided that notice of the proposed change was provided with all notices of the meeting.

**BY-LAWS OF FRIENDS OF THE MILDRED G. FIELDS
MEMORIAL LIBRARY OF THE CITY OF MILAN, TENNESSEE**

Adopted October 19, 1995
Amended October 23, 1997
Amended April 13, 2010

Article I. MEMBERSHIP

Section 1. Membership in this organization shall include individuals and businesses interested in libraries who support the purposes of the corporation as expressed in Article III of the Constitution and who have paid dues as prescribed hereinafter. The payment of dues shall be deemed to evidence support of the purposes of this organization.

Section 2. An "Individual Member" is defined as a person over twenty-one (21) years of age who contributes a minimum of \$10.00 per year to the organization.

Section 3. A "Family Membership" is defined as consisting of all persons, of any ages, constituting a "family unit" (as that term is generally recognized) residing within one abode where the family contributes a minimum of \$25.00 per year to the corporation.

Section 6. Fees for supporters are established as follows: Patron - \$20.00 per annum and Sponsor - \$100.00 per annum. Contributions at these levels shall qualify individuals, families and/or businesses for membership without regard to the provisions of Sections 2. through 5. of this Article.

Article II. BOARD OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors ("Board") shall be the governing body of this organization and shall be composed of the four officers identified in Section 2. following, and five (5) non-officer directors. The Directorate shall be divided into three classes of three members each. Each class shall be elected for terms of three years with a view to ensuring Board continuity. Beginning with the October 1997 election, Class A directors shall serve until the end of October 2000, Class B Directors shall serve until the end of October 1999, and Class C directors shall serve until the end of October 1998. At the expiration of the term of each class, as specified in the preceding sentence, and thereafter, three directors shall be elected to three-year terms each year to replace retiring directors of the same Class. Directors' service shall begin on the first day of November in the calendar year of their election. After an absence of one year, former directors may be eligible for re-election.

Section 2. The officers of this organization shall be a President, a Vice President, a Secretary and a Treasurer. These officers shall be elected annually from among the duly elected members of the Board as outlined hereinafter.

Section 3. Five (5) directors and/or officers shall constitute a quorum at meetings of the Board. Each director and officer in attendance at a meeting shall be entitled to vote.

Section 4. The Librarian and the Chairman of the Board of Trustees of the Mildred G. Fields Memorial Library shall serve as ex-officio directors with all rights and privileges except voting.

Section 5. The elected officers identified in Section 2. above, shall constitute the Executive Board.

Section 6. In the event of a vacancy in any office, except that of President, the Executive Board shall, by election, fill the vacancy for the unexpired term. In the event of vacancy in the office of President, the Vice President shall become President.

Article III. ELECTION OF DIRECTORS AND OFFICERS

Section 1. The annual meeting of this organization shall be held in October of each year on a date designated by the Board of Directors for the purpose of electing three Class A, Class B or Class C Directors as described in Section 1. of Article II. hereof, to elect officers to serve for the succeeding year, and to conduct any other necessary business. Candidates to serve as Directors for the ensuing three-year terms or to fill any unexpired terms and officers to serve for the following year shall be nominated by a committee appointed by the President. Nominations thereafter may be made by any member from the floor. The candidates for Board membership and for each office securing the highest number of votes shall be declared elected.

Section 2. Vacancies in any Class of Board membership, not regularly scheduled for replacement on the Directorate shall be filled annually. As provided in Section 1., above, nominations to fill unexpired terms, if any, and nominations to fill positions being vacated by retiring directors shall be made by the committee appointed by the President and other nominations may be made by any member from the floor. The candidate(s) securing the highest number of votes shall be declared elected.

Article IV. DUTIES OF OFFICERS

Section 1. **President** It shall be the duty of the President to preside at meetings of the organization and of the Board of Directors, to designate the members of the Nominating Committee and to perform such other duties as ordinarily pertain to this office.

Section 2. **Vice President** It shall be the duty of the Vice President to preside at meetings of the organization and the Board of Directors in the absence of the President and to perform such other duties as ordinarily pertain to this office.

Section 3. **Secretary** It shall be the duty of the Secretary to keep and preserve minutes of all meetings, provide notice(s) of all meetings, conduct the correspondence of the organization and to perform such other duties as ordinarily pertain to this office.

Section 4. **Treasurer** It shall be the duty of the Treasurer to keep the membership records and to have custody of all funds, accounting for the same to the membership annually and at each meeting of the Board of Directors and to perform such other duties as ordinarily pertain to this office.

Checks drawn on the funds of this organization shall be valid with the signature of the Treasurer or President.

Article V. THE EXECUTIVE BOARD

Section 1. As prescribed in Section 5. of Article II., above, the Executive Board shall be composed of the four officers of the organization. The librarian shall be an ex-officio member of the Executive Board with all rights and privileges except voting.

Section 2. Meetings of the Executive Board shall be held monthly. Special meetings may be called by the President. The Executive Board may conduct its meetings by telephone conference.

Section 3. A majority of the Executive Board shall constitute a quorum.

Section 4. The Executive Board shall be responsible for financial decisions, fiscal policy making, and other decisions involving management of this organization in the time intervals between meetings of the Board of Directors.

Section 5. The Executive Board shall report all actions taken by it since the last meeting of the Board of Directors. This report shall be noted in the minutes of the Board Meeting and the minutes shall reflect the action of the Board of Directors with respect to the interim actions of the Executive Board.

Article VI. MEETINGS

Section 1. The general membership of this organization shall meet annually in October or at the call of the President with notice first having been given by the Secretary at least ten (10) days in advance of such meeting.

Section 2. The Board of Directors shall meet at least annually to review the affairs of the corporation prior to the general membership meeting or at the call of the President or by petition of two directors or officers.

Article VII. ANNUAL DUES FOR MEMBERS

Dues shall be payable for each calendar year (January - December) during such year and shall become due on the first day of January of each year. However, a member may elect to pay dues on or after the day of the annual meeting of the general membership for the upcoming calendar year, but any such payment must be designated by the member as dues for the following calendar year.

Article VIII. COMMITTEES

The President shall, subject to approval of the Board of Directors, appoint such standing and special committees as may be deemed necessary. The President shall be an ex-officio member of each such committee.

Article IX. AMENDMENTS

These By-Laws may be amended at any regular meeting of the general membership by a vote of two-thirds (2/3) of all members present, provided that notice of such proposed amendment shall have been given by the Secretary at least ten (10) days prior to such meeting.

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.

Note: Article II., Section 1., Article III., Section 1. and Section 2. and Article VII. were amended in their entirety at the annual meeting held October 23, 1997. See Board Minutes of the October 2, 1997 meeting for original and proposed language changes.

By-Laws of the Friends of the Library of Perry County, INC. A Not - For - Profit Corporation

Article I – Organization

The Name of this organization shall be Friends of the Library of Perry County, Inc.

Article II – Purposes

This corporation has been formed for the following purposes:

1. To promote the benefits of reading to all the citizens of Perry County Tennessee
2. To support the Perry County Public Library by:
 - a. Providing volunteers for library events
 - b. Providing resources for library projects by fund raisers, grants, and other means.
 - c. Providing a discretionary fund in the amount of \$200.00 per month (does NOT rollover) to be administered by the Librarian to enhance library operations and programing.
 - d. Providing the benefits of Dolly Parton’s Imagination Library to the children of Perry County.

Article III – Meetings

1. **Annual Meeting:** The annual meeting of this organization shall be held in January of each year at time and place designated by the President to conduct business and elect officers.
2. **Regular Meeting:** Regular bi-monthly meeting will be held to receive reports and conduct the general business of this organization.
3. **Special Meetings:** A special meeting of this organization may be called by the president, or a majority of the Board of Directors, or 25% of the current membership. ONLY the subject of the special meeting may be discussed or acted upon.

4. Notice of Meetings:

- a. Annual and Regular Meeting will be posted in the Newspaper and in the Library.
- b. Special Meeting notification will be by phone calls.

Article IV - Board of Directors

1. **Organization:** The business of this organization shall be managed by a Board of Directors consisting of five members, the four elected officers (President, Vice-president, Secretary, and Treasurer) and one general member.
2. **Qualification:** All directors and officers shall be legal citizens of the United States and residents of Perry County Tennessee.
3. **Terms of Office:** Directors shall hold office for two (2) years with two elected each year.
4. **Duties:** The Board of Directors shall have control and management of the affairs of the business of this organization. Such Board of Directors shall only act in the name of this organization when it shall be regularly convened by its president after notification of all the directors of such meeting. The Board of Directors may make such rules and policies as it may in its discretion determine necessary. The President shall preside over the Board Meetings.
5. **Quorum:** The presence of a majority of the directors shall constitute a quorum for the transaction of the business. The vote of a majority of the directors present at the meeting in which a quorum is present shall be the act of the Board. Each director shall have one vote and such voting may NOT be done by proxy.
6. **Board Committees:** The Board of Directors may create one or more committees, consisting of one or more members of the organization, and may delegate to such committees any and all such authority as it is permitted by law. The Board of Directors shall designate a member of each committee to be Chairperson. Board of Directors members may serve on a committee.

Article V – Officers

1. **Number:** The Corporation shall have a President, Vice-President, Secretary, and Treasurer.
2. **Election and Term:** The officers shall be elected by the members at the annual meeting. Each officer shall serve for a period of two (2) calendar years with the President, Secretary, and general board Member elected on odd number years and the Vice-President and Treasurer on even number years.
3. **Duties:** All officers shall have such authority and perform such duties in the management of the corporation as are normally incident to their offices and as the Board of Directors may from time to time provide.

Article VI – Resignations, Removals, and Vacancies

1. **Resignation:** Any officer or director may resign at any time by giving notice to the President or Secretary. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then upon delivery.
2. **Removal of Officers:** Any officer may be removed by the Board at any time with or without cause by a two-thirds (2/3) majority vote of the Board of Directors or by a three-fifths (3/5) majority of the total number of members.
3. **Removal of Directors:** Any director may be removed either with or without cause by a proper vote of two-third (2/3) majority of the total number of board members, or by a three-fifths (3/5) majority of the total number of members.
4. **Vacancies:** Any vacancies occurring during an operating year shall be filled by a majority vote of the Board of Directors.

Article VII – Salaries

1. The Board of Directors and Officers shall serve without compensation.
2. The Board of Directors may hire and fix the compensation of any and all part-time or full-time employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article VIII – Membership

1. **Membership:** Membership in the Friends of the Library of Perry County, Inc., is limited to individual and corporate sponsors of the corporation.

2. **Individual/Corporate Members:** An individual member shall be considered one member. A corporate member may have one representative appointed as one member.

Article IX – Dues

The individual and corporate membership dues shall be set by the Board of Directors.

Article X- Amendments

These by-laws may be amended, added to, or repealed by a two-thirds vote of members present at the annual meeting. A notice of twenty (20) days prior to the meeting at which such change is being considered is required by regular mail, personal delivery, or electronic mail. The notice shall include the nature of the change to be considered.

Approved on _____

Verified by:

President: _____

Librarian: _____

Putnam County Library Friends

BYLAWS

Article I. Name

The name of this organization shall be Putnam County Library Friends.

Article II. Purpose

This shall be a non-profit corporation whose purpose is to support and promote the use, services and facilities of the Putnam County Library System.

Article III. Membership

Section 1. Membership in this organization shall be open to all interested persons.

Section 2. A member is one whose current dues are paid.

Article IV. Officers and Members-At-Large

Section 1. The officers of this organization shall be the President, Vice President, Secretary and Treasurer.

Section 2. Officers and members-at-large shall be nominated by the Nominating Committee and elected at the annual meeting of the membership. Nominations shall be presented with the consent of the nominees, along with nominations from the floor.

Section 3. Officers and members-at-large shall take office on January 1 following their election.

Section 4. Officers and members-at-large shall serve terms of two years.

Section 5. No member shall hold more than one office at a time and no members shall be eligible to serve more than two consecutive terms in the same office excepting the treasurer who may serve unlimited terms.

Article V. Duties of Officers

Section 1. President: Shall preside over and conduct meetings; shall be an ex-officio member of all committees except the nominating committee; shall appoint all committee chairs from the membership.

- Section 2.** Vice President: Shall serve as president in the absence of the president.
- Section 3.** Secretary: Shall record attendance at all meetings; shall take the minutes of all meetings; shall conduct the correspondence of the organization.
- Section 4.** Treasurer: Shall receive and disburse all funds of this organization as ordered by the Executive Board and shall make a full report of all receipts and disbursements as may be required.
The Treasurer shall be placed under bond if so ordered by the Executive Board.

Article VI. Executive Board

- Section 1.** The elected officers, the immediate past president, the committee chairs and up to three members-at-large shall constitute the Executive Board. The library director shall serve as an ex officio member.
- Section 2.** The Executive Board shall conduct the affairs of the organization between general membership meetings.
- Section 3.** Vacancies on the Board shall be filled by the Executive Board for the unexpired terms.
- Section 4.** The Executive Board shall meet at least twice annually. Additional meetings of the Board may be called by the President or by three members of the Board.
- Section 5.** Six members of the Board shall constitute a quorum.

Article VII. Meetings

- Section 1.** There shall be an annual meeting of the general membership.
- Section 2.** Special meetings of the membership may be called by the President, the Executive Board, or upon written request of ten members of the organization. The purpose of the meeting shall be expressed in the call.
- Section 3.** Meeting notification shall be given at least two weeks prior to the date of the meeting.
- Section 4.** The members present at any general membership meeting will constitute a quorum.

Article VIII. Dues

Section 1. Dues of members shall be payable annually and shall become due and payable on or before January 1 of each year.

Section 2. Dues shall be set by the Executive Board.

Article IX. Committees

Section 1. There shall be a nominating committee composed of three members appointed by the Executive Board.

Section 2. There shall be a Finance Committee composed of three members, appointed by the President, including the Treasurer who shall be the chair. It will be the duty of this committee to prepare the budget.

Section 3. Other committees shall be appointed by the President as the organization or Executive Board deem necessary.

Article X. Fiscal Policies

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

Section 2. No committee or member shall have any authority to make any contract, or to incur any indebtedness, obligation or liability in the name of or on behalf of this organization without the authority and approval of the Executive Board.

Section 3. The books and accounts of this organization shall be kept in accordance with sound accounting practices and shall be reviewed annually by two members of the Board and a member-at-large, appointed by the Executive Board.

Section 4. No part of the net earnings of this organization shall benefit any member, official, or individual, and no part of its activities shall involve attempts to influence legislation, to carry on propaganda, or to intervene in any political campaign on behalf of any candidate for public office except as allowed within the meaning of Section 1.501 (c) (3) of the Internal Revenue Code. No Board member shall receive remuneration for service on the Board.

When authorized by the Board, reimbursements may be made for travel and other out-of-pocket expenses in discharging official duties.

Notwithstanding any other provisions of these articles, this organization will not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal income tax under section 501 (c)(3) of the

Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) organizations' contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Section 5. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

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 in 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.

Article XI. Amendments

Section 1. An amendment to these bylaws may be proposed by a majority of the Executive Board or by ten members who have submitted the proposal to the Executive Board in writing.

Section 2. Amendments to these bylaws may be adopted at any general membership meeting by a two-thirds vote of those present provided that the proposed amendment has been submitted to the membership in writing at least two weeks prior to the meeting at which the voting is to take place.

Article XII. Parliamentary Procedure

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

- Original Approved 2001
- Amended 2006
- Amended June, 2012

BYLAWS
of the
FRIENDS OF SIGNAL MOUNTAIN PUBLIC LIBRARY. INC.
(A Tennessee Nonprofit Corporation)

(as amended October 13, 2008)

ARTICLE 1 NAME

The name of the corporation is Friends of Signal Mountain Public Library, Inc.

ARTICLE 2 OFFICES

The principal office of the corporation in the State of Tennessee shall be located at 1114 James Boulevard, Signal Mountain, Tennessee 37377, or at such other place as shall be lawfully designated by the Board of Directors, hereinafter sometimes called the "Board." The corporation may have such other offices, either within or without the State of Tennessee, as the Board may designate or as the affairs of the corporation may required from time to time.

ARTICLE 3 PURPOSES

- 3.1 Purpose.** The purpose of the corporation shall be
- to assist the Signal Mountain Library and the staff to create public interest in the Signal Mountain Library;
 - to increase knowledge and a better understanding of the resources, services, operations and needs of the library;
 - to promote the growth, development and, greatest possible use of the Signal Mountain Library;
 - to enrich the library's resources through funds derived from memberships and special projects;
 - to encourage gifts of books, tapes and other publications which will be compatible with the objectives of the library; and
 - to encourage endowments and bequests.

3.2 Other Charitable Purposes. The aims of this corporation are to be carried out through any and all lawful activities, including others not specifically stated in the Charter but incidental to the stated purposes.

ARTICLE 4 MEMBERSHIP
(DELETED 10/13/08)

ARTICLE 5 BOARD OF DIRECTORS

- 5.1 General.** The affairs of the corporation shall be managed by a Board of Directors, each of whom shall be of legal age.
- 5.2 Number.** The number of directors shall be set at any meeting of the Directors. Each Director shall have equal and full voting responsibilities as a member of the Board of Directors.
- 5.3 Election and Term.** Directors shall be elected annually at the annual meeting of the Board for terms set by the Board of Directors.
- 5.4 Vacancy.** Vacancies occurring in the Board by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term at any regular or special meeting.
- 5.5 Resignation.** Any director may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board.

ARTICLE 6 MEETINGS OF THE BOARD

- 6.1 Place of Meetings.** The meetings of the Board shall be held at the principal office of the corporation or at any place that the Board may from time to time designate.
- 6.2 Annual Meeting.** The annual meeting of the Board shall be held each year during the month of October.
- 6.3 Special Meetings.** Special meetings of the Bod may be called at any time by the President or by two or more directors.
- 6.4 Notice Requirements.** Notice of annual meetings and of any special meetings, setting forth the place and the day and hour of the meeting, shall be given to each director.
- 6.5 Quorum.** At all meetings of the Board, a majority of the total directors then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present, and a meeting may be adjourned despite the absence of a quorum.
- 6.6 Voting of Directors.** The vote of a majority of the directors at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 6.7 Member.Ex-Officio.** The Chairman of the Board of the Signal Mountain Public Library shall be a member ex-officio of the Board of Directors and shall not be entitled to vote at such meeting.

NO ARTICLE 7

ARTICLE 8 OFFICERS

8.1 Titles of Officers. The corporation shall have a President, a Secretary, a Treasurer and such other officers as are elected. One person may be elected to more than one office, except that the offices of President and Secretary or President and Treasurer may not be held by the same person.

8.2 Election. All officers shall be elected or appointed at the annual meeting of the Board.

8.3 Term of Office. The officers of the corporation shall be elected for terms of two years. Each officer shall hold office until the expiration of the term for which he is elected and thereafter until his successor has been elected or appointed and qualified.

8.4 Removal. Any officer may be removed by the vote of a majority of the entire Board whenever in its judgment the best interests of the corporation will be served thereby, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

8.5 Duties. All officers as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation, in addition to those described in these bylaws, as usually appertain to such officers of corporations not for profit, except as may be otherwise prescribed by the Board.

ARTICLE 9 CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 Authorization. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.2 Funds. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be designated by any officer or officers of the corporation to whom such power may be delegated by the Board of Directors.

9.3 Acceptance of Gifts. The Board of Directors or any officer or officers of the corporation to whom such authority may be delegated by the Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

9.4 Bond. At the direction of the directors, any officer or employee of the corporation shall be bonded. The expense of furnishing any such bond shall be paid by the corporation.

ARTICLE 10 LIABILITY AND INDEMNIFICATION

10.1 Limited Liability of Directors. The liability of the directors of this corporation shall be limited in accordance with the provisions of Section 48-58-501 through 509 of the *Tennessee Non-Profit Corporation Act*.

10.2 Indemnification of Directors and Officers. Any director or officer, or his executor or administrator shall be entitled to indemnification in accordance with §§48-58-501 through 48-58-509 of the *Tennessee Nonprofit Corporation Act* and the Charter of the corporation.

ARTICLE 11 AMENDMENT

These bylaws may be amended or repealed, and new bylaws may be adopted, by majority vote of the entire Board. The resulting bylaws may contain any provision for the regulation and management of business of the corporation not inconsistent with law and the Charter. Any amendment of the Charter inconsistent with these bylaws shall operate to amend the bylaws *pro tanto*, and those bylaws or parts of bylaws which merely summarize or restate the provisions of the Charter or the provisions of the *Tennessee Nonprofit Corporation Act* or other law applicable to the corporation shall be operative with respect to the corporation only so far as they are descriptive of existing law and of the Charter as amended.

51601306

Enter date voted on here