

FRIENDS OF UNION COUNTY LIBRARY, INC. BY-LAWS

ARTICLE ONE

Introduction

- 1.1 The name of the organization shall be Friends of Union County Library, Inc.
- 1.2 The organization shall maintain a registered office in the State of Georgia and shall have a registered agent, whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

ARTICLE TWO

Purposes

- 2.1 This association shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 The organization will be a voluntary association of individuals and organizations for purposes which are charitable, educational, and cultural within the meaning of Section 501(c)3 of the Internal Revenue Code. The purposes of the organization shall include, but shall not be limited to, helping to foster interest in the library and to further its service to the community.
- 2.3 The organization shall be governed by its Articles of Incorporation and its By-laws.

ARTICLE THREE

Membership

- 3.1 All individuals and organizations interested in the purposes of this organization shall be eligible for membership upon payment of annual dues.
- 3.2 Each individual shall be entitled to one vote.

ARTICLE FOUR
Board of Directors

- 4.1 The affairs and business of the organization shall be managed by its Board of Directors, consisting of at least 5 members, the exact number to be fixed by resolution of the Directors from time to time. Each Director shall be elected by a majority vote of the members present at the Annual Meeting. Directors shall serve until the next Annual Meeting or until a successor shall be elected and shall qualify. Seven members of the Board shall be as follows: the President, Vice-President, Secretary, Treasurer, a representative of Mountain Regional Library, the librarian of Union County Public Library, and the immediate past President of the organization.
- 4.2 A Director may be removed from office, with or without cause, by a three-quarters majority vote of the Directors. Three consecutive absences from regularly scheduled Board meetings by a Director shall constitute resignation. Successors to fill vacancies in the Board of Directors, whether due to removal, resignation, death, or any other reason, shall be chosen by the President and approved by a majority of the Directors present at the same meeting. They shall serve the unexpired terms.
- 4.3 Meetings of the Board of Directors shall be held at such places as may from time to time be fixed by resolution of the Board of Directors or as may be specified in a notice of meeting. Special meetings may be held at any time upon the call of the President or the Secretary or any three Directors. Notice of the time and place of such meeting shall be given by an officer to each Director, by telephone, by email, or by mail, not less than five days prior to the date of the meeting. Notice need not be given of regular meetings of the Board held at times fixed by resolution of the Board.
- 4.4 A majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall fewer than three Directors constitute a quorum.
- 4.5 Officers will conduct the business of the organization on a cash-in-hand basis. By raising money, the membership will provide the funds needed to discharge the debts, obligations, and liabilities of the organization. In the absence of fraud or bad faith, the Directors shall not be personally liable for any debts, obligations, or liabilities of the organization. Members will obtain authorization before obligating funds.

ARTICLE FIVE

Meetings

- 5.1 There shall be an Annual Meeting for the purpose of electing officers and other Directors of the Board of Directors and for transacting such other business as may properly come before the membership. Notice of the Annual Meeting shall be given by public notice at least one week prior to the date of the meeting.
- 5.2 General membership meetings of the organization shall be held at such times and places and upon such notice as the Board of Directors shall from time to time determine.
- 5.3 At any meeting of the general membership, the quorum consists of those who attend the meeting.

ARTICLE SIX

Dues

- 6.1 The annual dues payable to the organization by its members will be in such amount and place and upon such notice as the Board of Directors shall from time to time determine.

ARTICLE SEVEN

Officers

- 7.1 The officers of this organization shall consist of a President, Vice-President, Secretary, and Treasurer. Officers shall be elected by the membership at large at the Annual Meeting and serve for a term of one year or until their successors have been elected.
- 7.2 The officers of the organization shall each have such powers and duties as generally pertain to their respective offices, including but not limited to the following:

PRESIDENT

- A. Call regular or special meetings of the Board of Directors and the membership.
- B. Preside at all meetings of the organization and of the Board of Directors.

- C. Serve as member ex-officio of all committees.
- D. Establish committees and appoint chairpersons with the advice and approval of the other Directors.
- E. Exercise general supervision over the other officers of the organization and see that their duties are properly performed.
- F. Exercise general supervision over the affairs of the organization and perform all other duties incidental to the office or which are authorized or required by law.

VICE-PRESIDENT

- A. Perform all the duties of the President in the latter's absence or temporary inability to serve.
- B. Perform such other duties as shall from time to time be required by the Board of Directors and President.
- C. Assist and support Committees, as needed.

SECRETARY

- A. Attend all meetings of the members and of the Board of Directors and record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose.
- B. Keep on file all records, papers, and documents of the organization except as otherwise specified by the By-laws or by resolution of the Board of Directors.

TREASURER

- A. Receive all dues and contributions and hold the funds of the organization in such bank account(s) as may be specified by the Board of Directors.
- B. Pay the obligations of the organization from these funds at the direction of the Board of Directors. Checks drawn on the organization's accounts shall require the signatures of at least two officers.
- C. Keep an accurate account of all monies received and expended and present a full report at each meeting.

ARTICLE EIGHT

Indemnification

- 8.1 The organization may indemnify its officers, Directors, and agents to the extent permitted by, and subject to, the limitations of the Georgia Nonprofit Corporation Code, and the Directors are hereby authorized to do so and to purchase and maintain officers' and Directors' liability insurance for such purpose.

ARTICLE NINE

Fiscal Year

- 9.1 The fiscal year of the organization shall begin on the first day of January of each year and end on the last day of December in the same year, unless otherwise determined by resolution of the Board of Directors.

ARTICLE TEN

Parliamentary Procedure

- 10.1 These By-laws and Robert's Rules of Order, Revised, shall be the parliamentary authority for proceedings of this organization.
- 10.2 The President may appoint a Parliamentarian to assist with the conduct of meetings.

ARTICLE ELEVEN

Amendments

- 11.1 The By-laws of the organization shall be subject to alteration, amendment, or repeal at any regular or special meeting of the Board of Directors, and new By-laws, not inconsistent with any statutory provisions or with any provision of Articles of Incorporation, shall be made by the affirmative vote of three-fifths of all Directors then holding office.
- 11.2 The By-laws of the organization shall also be subject to alteration, amendment, or repeal by the vote of two-thirds of the members present at a publicly announced meeting.

ARTICLE TWELVE

Powers Clause

- 12.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, directors, officers, or other private persons except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)3 purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation/organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 12.2 Conflict of interest policy: A nonprofit cannot provide a private benefit to any individual, including business dealings with the Board of Directors or members. The affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested voters determine that it is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.
- 12.3 Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code (or corresponding section of any future federal tax code)).

ARTICLE THIRTEEN

Record Retention Policy

- 13.1 Federal law dictates that nonprofits must keep the following records for the specified time listed below.

Permanently Keep:

- Minutes and by-laws
- Check copies or statements for important payments and purchases
- Correspondence, legal, and important matters
- Financial statements

- Form 990-N, as filed with the Internal Revenue Service (with box checked that states: “Gross receipts are normally \$50,000 or less.”)

Keep for minimum of seven years:

- Bank statements, checks, deposit records, and reconciliation
- Donation documentation
- Stock and bond certificates (cancelled)
- Reimbursement statements

Three years and under:

- General correspondence (1 year)

Records must be kept in a readable format until they can be destroyed.

ARTICLE FOURTEEN

Dissolution Clause

- 13.1 Upon dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code, i.e., charitable, educational, religious, or scientific 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. Distribution to be determined by the Board of Directors and the membership.
- 13.2 However, if the named recipient is not then in existence or no longer a qualified distributor or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)3 of the Internal Revenue Code (or corresponding section of any future federal tax code).

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