

FRIENDS OF THE LEWIS COUNTY PUBLIC LIBRARY

A NOT-FOR-PROFIT CORPORATION

BY-LAWS

ARTICLE I – ORGANIZATION

The formal name of this Corporation shall be Friends of the Lewis County Public Library. This Corporation may also be known locally as Friends of the Library (FOTL).

ARTICLE II – PURPOSE

Friends of the Lewis County Public Library has been formed to bring together involved, caring volunteers to support and enhance the Lewis County Public Library (LCPL) and its programs; to raise funds toward needs as determined by the LCPL Board; and to serve as an advocate for the library's programs, services, and media resources available to all citizens of Lewis County, TN.

ARTICLE III – MEMBERSHIP

1. **Members.** Membership in FOTL shall be open to all individuals, organizations, or businesses interested in supporting Lewis County Public Library.
2. **Application.** Members may join by written application at LCPL or at any regular meeting of FOTL for an annual fee.
3. **Voting.** Each member will be entitled to one (1) vote. Voting by proxy is prohibited.
4. **Dues.** The Board of Directors shall set the individual and corporate membership dues.

ARTICLE IV – BOARD OF DIRECTORS

1. **Number.** The Board of Directors will be composed of six (6) officers, elected from the membership of the Corporation, including President, Vice President, Secretary, Treasurer, and two (2) Members-at-Large.
2. **Qualifications.** All officers shall be current members of FOTL and legal residents of Lewis County, TN or adjacent counties (Hickman, Lawrence, Maury, Perry, and Wayne).
3. **Elections and Terms.** The members shall elect officers at the May meeting to serve from June 1st to May 31st, when such terms have ended:
 - a. The offices of **President**, and both **Members-at-Large** shall serve a term of two (2) fiscal years to be elected on even years.
 - b. The offices of **Treasurer**, **Vice President**, and **Secretary** shall serve a term of two (2) fiscal years to be elected on odd years.
 - c. All officers may serve consecutive terms.
 - d. All officers shall serve without compensation.

FRIENDS OF THE LEWIS COUNTY PUBLIC LIBRARY

A NOT-FOR-PROFIT CORPORATION

BY-LAWS

4. **Quorums and Vote.** The presence of a majority of the officers shall constitute a quorum for the transaction of business. The vote of a majority of the officers present at the meeting in which a quorum is present shall be the act of the Board. Each officer shall have one vote. Voting by proxy is prohibited.
5. **Committees.** The Board of Directors may create one or more committees (i.e.: fundraiser, election, etc.), consisting of one or more members. The Board shall designate a Chairperson for such committee(s). Board of Directors members may serve on any committee.
6. **Limited Liability.** The liability of the directors of this corporation shall be limited in accordance with the related provisions of the *Tennessee Non-Profit Corporation Act*.
7. **Indemnification of Officers.** Any director or officer, or his executor or administrator, shall be entitled to indemnification in accordance with the related provisions of the *Tennessee Nonprofit Corporation Act*.

ARTICLE V - OFFICERS

1. **Duties.** The Board of Directors shall have the control and management of the affairs of the business of FOTL as are normally incident to their offices:
 - a. The **President** shall preside over all meetings.
 - b. The **Vice President** shall preside over any meetings in absence of the President.
 - c. The **Secretary** shall ensure meetings are effectively documented and organized, as well as maintaining effective records.
 - d. The **Treasurer** shall oversee the management and reporting of all finances.
 - e. **Members-at-Large** shall serve as liaisons to the general membership.
2. **Resignation.** An officer may resign at any time by giving written notice to the President or Secretary three (3) days before the next scheduled meeting. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon delivery of written notice.
3. **Removal.** An officer may be removed with cause by majority vote of the total number of board members.
4. **Vacancies.** Any vacancies occurring during an operating year shall be filled by a majority vote of the total number of board members to complete the unfinished term.

ARTICLE VI – MEETINGS

1. **Meetings.** Annual, regular, and special FOTL meetings shall be designated by the chair as needed. At least two (2) members of the current membership may also call a meeting with notice to the chair.
2. **Attendance.** Meetings are open to all FOTL members.
3. **Notice.** Notice of meetings shall be delivered to any person entitled to vote by regular mail, personal delivery, phone, and/or electronic mail/text at the direction of the President, Secretary, or other officer at least three (3) business days prior to such meeting.

FRIENDS OF THE LEWIS COUNTY PUBLIC LIBRARY

A NOT-FOR-PROFIT CORPORATION

BY-LAWS

4. **Rules of Order.** Meetings shall be run in accordance with *Robert's Rules of Order Newly Revised* (latest edition), specifically in reference to Robert's special rules for small boards.

ARTICLE VII – FISCAL FINANCES

1. **Fiscal Year.** The fiscal year of this Corporation shall be May 1st to April 30th of the following year.
2. **Books and Accounts.** FOTL shall keep correct and complete books and records of accounts, and shall keep minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board. All such books and records shall be kept at Lewis County Public Library unless the Board of Directors, by resolution, determines otherwise, subject to any requirements of law. All books and records may be inspected by any officer for any proper purpose at any reasonable time.
3. **Auditing and Reports.** An annual report of the affairs of the Corporation for the previous fiscal year shall be submitted to the Board of Directors annually, and filed with the FOTL secretary. The books and records shall be reviewed by an independent certified public accountant at the expense of the Corporation at such times as may be designated by the vote of a majority of the Board of Directors. The Board of Directors may also designate a committee of its members to audit the books and records of the Corporation at such times as it shall determine by a majority vote of its members.
4. **Checks and Endorsement.** All checks and drafts upon the funds or credit of FOTL in any of its depositories shall be signed by such officer(s) as shall from time to time be determined by resolution of the Board of Directors. All checks, notes, bills receivable, and other evidences of indebtedness payable to FOTL shall, for the purpose of deposit, discount, or collection, be endorsed by such officer(s) or in such manner as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may provide for the use of facsimile or e-signatures under specified conditions for any of the foregoing purposes.
5. **Fidelity Bonds.** The Board of Directors may require that one (1) or more officers having custody or control of FOTL funds furnish adequate fidelity bonds; the premium of such to be paid by FOTL.
6. **Prohibition Against Loans.** FOTL shall not make loans to any officer or member.
7. **Gifts.** The Board of Directors may accept on behalf of FOTL any contribution, gift, bequest, or devise for the general purpose or of any special purpose of FOTL.

ARTICLE VIII. 501(c)(3) TAX EXEMPTION PROVISIONS

1. **Limitations on Activities.** No substantial part of the activities of FOTL shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and FOTL 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. Notwithstanding any other provisions of these Bylaws, FOTL shall not carry on any activities not permitted to be carried on (a) by a corporation

FRIENDS OF THE LEWIS COUNTY PUBLIC LIBRARY

A NOT-FOR-PROFIT CORPORATION

BY-LAWS

exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

2. **Prohibition Against Private Inurement.** No part of the net earnings of FOTL shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that FOTL shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of FOTL.

ARTICLE IX – AMENDMENTS

These by-laws may be amended, added to, or repealed by a two-thirds majority vote at a meeting called for consideration of such action. A notice of seven (7) business days prior to the meeting at which such change is being considered is required by regular mail, personal delivery, phone and/or electronic mail. The notice shall include the nature of the change(s) to be considered.

ARTICLE X - DISSOLUTION

1. **Procedure.** This Corporation shall be dissolved in accordance with the procedures in accordance with the related provision in the *Tennessee Nonprofit Corporation Act*.
2. **Distribution of Assets.** After the liabilities of Friends of the Lewis County Public Library have been discharged or provided for, the remaining assets shall be disposed of to facilitate one or more of the exempt purposes of this Corporation. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended, or shall be distributed to state or local government, for public purposes.

Approved by Membership on ____ / ____ / _____

President

Secretary