

# FRIENDS OF EPLS KEYSTONE BYLAWS

*Approved - July 2022*

## **ARTICLE I: NAME**

The name of this association shall be the Friends of EPLS Keystone. When the word library is used, it will denote the EPLS Keystone, a branch of the Elyria Public Library System.

## **ARTICLE II: PURPOSE**

The purpose of this association shall be to support and cooperate with the library in enhancing services and facilities in the community. To accomplish this, the association shall maintain a membership of persons interested in the success of the EPLS Keystone; promote public awareness of library facilities, services and needs; and encourage, solicit and receive gifts and bequests.

## **ARTICLE III: MEMBERSHIP**

- Section 1: Membership shall be open to any person or organization interested in the purpose and goals of this organization upon payment of dues.
- Section 2: Each paid membership shall be entitled to one vote. Voting members must be at least 18 years of age.
- Section 3: Non-paying memberships shall be available for individuals under the age of 18. These memberships shall be non-voting.

## **ARTICLE IV: BOARD OF DIRECTORS**

- Section 1: The officers of the association shall be a Board of Directors, hereafter referred to as the Board, consisting of the following five members:  
President, Vice President, Secretary, Treasurer, and immediate past president.  
Each officer shall be a member in good standing and at least 18 years of age. Officers shall be elected for two-year terms, serving no more than two consecutive terms.
- Section 2: The Elyria Public Library Director, or designated representative, shall be an ex-officio member of the Board of Directors.
- Section 3: The Board of Directors shall be elected at a January meeting.

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- Section 4: Meetings of the Board of Directors shall be held as necessary and may be called by any officer.
- Section 5: The Board of Directors shall have the power to transact business.
- Section 6: A majority of the Board of Directors shall constitute a quorum.
- Section 7: The members of the Board of Directors shall not be entitled to any salary or compensation for their services.

### ARTICLE V: DUTIES OF OFFICERS

- Section 1: The President shall
- (a) preside at all meetings of the association and the Board of Directors.
  - (b) appoint all committee chairpersons not specified in these bylaws.
  - (c) be an ex-officio member of all committees, except the Nominating Committee.
  - (d) conduct the affairs of the association in a manner consistent with the authority and responsibility pertaining to the office.
- Section 2: The Vice President shall
- (a) preside at meetings in the absence of the President.
  - (b) serve as chairperson of the Membership Committee.
- Section 3: The Secretary shall
- (a) give notice of all meetings of the association.
  - (b) attend all meetings and keep a true and accurate record of all proceedings.
  - (c) carry on the correspondence of the organization as instructed by the President.
- Section 4: The Treasurer shall
- (a) be the chief financial officer of the association.
  - (b) present financial reports to the Board of Directors.
  - (c) deposit funds to the association's account(s) in a recognized depository to be selected by the Board of Directors.
  - (d) pay all bills as approved by the Board of Directors.
  - (e) maintain records of all money received and expended on behalf of the association.

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(f) serve as chairperson of the Finance Committee.

### ARTICLE VI: ASSOCIATION FUNDS

- Section 1: The fiscal year for the association shall begin January 1 and end December 31 of each year.
- Section 2: The Finance Committee shall develop and review fiscal procedures and reports and create the annual budget which shall be presented for approval to the Board of Directors.
- Section 3: All funds shall be deposited to the account(s) of the Friends of EPLS Keystone.
- Section 4: Funds shall be disbursed in accordance with the budget. The Board of Directors may authorize special disbursements.
- Section 5: No reimbursements for expenses shall occur without the sales receipt specifying exact expenditures.
- Section 6: The Treasurer shall have authority to sign checks for the association. The President shall also have authority to sign checks as necessary.
- Section 7: An annual review of the association's financial records will be completed at the close of the fiscal year. A report of such review will be given within three months of the close of each fiscal year.

### ARTICLE VII: COMMITTEES

- Section 1: The Standing Committees of the association shall be
- (a) Membership Committee
  - (b) Finance Committee
  - (c) Fundraising Committee
  - (d) Publicity Committee
  - (e) Program Committee
- Section 2: Any member in good standing may be appointed to a committee.

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- Section 3: The President shall appoint chairpersons for the Fundraising, Publicity, and Program committees. The Chairperson for the Membership committee shall be the Vice President. The Chairperson for the Finance Committee shall be the Treasurer.
- Section 4: All committee chairpersons shall be appointed for a one-year term. The committee chairperson shall appoint all other committee members.
- Section 5: Ad hoc committees may be appointed, as needed, subject to approval by the Board of Directors.
- Section 6: The President shall serve as an ex-officio member of all committees, with the exception of the Nominating Committee.
- Section 7: The President shall appoint a Nominating Committee of three members of the association. Nominations for the Board of Directors shall be presented at the January meeting. Nominations may be made from the floor at the time of the election. No one shall be nominated without his/her consent.

### ARTICLE VIII: ASSOCIATION MEETINGS

- Section 1: An annual membership meeting shall be held in January of each year for the purposes of electing a Board of Directors to take office immediately, giving annual reports, and enacting any other business. Members shall be notified electronically or via U.S. Postal Service mail at least two weeks prior to the date of the meeting.
- Section 2: Special meetings of the association may be called by the President or the Board of Directors, provided members are notified electronically or via U.S. Postal Service mail at least two weeks prior to the date of the meeting.

### ARTICLE IX: MEMBERSHIP DUES

- Section 1: The association shall determine Membership dues.
- Section 2: The fiscal year for membership in the association shall begin January 1<sup>st</sup> of each year and end December 31<sup>st</sup> of the same year.

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Section 3: Full rights and privileges for the ensuing year will be extended to members paying dues beginning September 1.

Section 4: Dues for the current membership year must be paid before a member may vote, hold office or serve on a committee.

### **ARTICLE X: AMENDMENTS**

Amendments to these bylaws may be made at any meeting of the general membership, providing that the members have been notified electronically or via U.S. Postal Service mail at least two weeks prior to the meeting.

### **ARTICLE XI: RULES OF ORDER**

All meetings shall be conducted according to Robert's Rules of Order, except when in conflict with these bylaws or with the law of the State of Ohio.

### **ARTICLE XII: ADDITIONAL PROVISIONS**

The Friends of EPLS Keystone is organized exclusively for the benefit of the branch of the Elyria Public Library System. This includes, for such purposes, making financial contributions to the library under Section 501(c) (3) of the Internal Revenue Code (or corresponding tax codes hereafter enacted).

No part of the net earnings of the corporation/association shall inure to the benefit of, or be distributable, to its members. The corporation 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 shall be to carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of tax codes hereafter enacted).

### **ARTICLE XIII: DISSOLUTION**

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The interest of a member in the assets of this association is limited to its use for association purposes. Upon dissolution of the association, all assets not needed to pay debts and liabilities shall be transferred to the EPLS Keystone, a branch of the Elyria Public Library System, or its successors.

Adopted August 2002

Amended March 2007

Amended October 2017

Amended July 2022

Approved July 2022