

**Friends of the Reed Memorial Library**  
**Ravenna, OH 44266**  
**By-Laws**

**Article 1**  
**Name**

The name of this non-profit corporation shall be the Friends of The Reed Memorial Library, Inc. (FRML).

**Article II**  
**Purpose**

Section 1. FRML is organized exclusively for one or more purposes specified in Section 501(c)(3) of the Internal Revenue Code (IRC), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) or 170(c)(1) of the IRC.

Section 2. ~~The purpose of this corporation shall be to maintain an association of persons and organizations to focus attention on Reed Memorial Library and its contribution to the quality of life in its community, to encourage the use of the library's resources and services, and to advocate the further development of the library for its users through functions compatible with the goals of the board of trustees of the Reed Memorial Library.~~ *FRML is a group of library patrons and organizations dedicated to promoting Reed Memorial Library and supporting library programs.*

**Article III**  
**Membership**

Section I. Membership in this corporation shall be open to all individuals in sympathy with its purpose, and to representatives of organizations, in which case dues shall be paid by the organization.

Section 2. Each individual member and one representative of each member organization shall be entitled to one vote, provided dues are paid current.

***Section 3. FRML shall sponsor a Junior FRML, supervised by the first vice president, include grades 5 through 12 and be mentored by adult members of Friends.***

**Article IV**  
**Board of Directors, Officers and Committees**

**Section 1. Board of Directors.** The officers plus 7 elected members-at-large, shall constitute the board of directors and shall serve as the governing body of this organization. The library director shall serve as an ex-officio member of the board of directors. The board shall meet at the call of the president. The directors shall serve without compensation. They shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties. Any payment will be approved in accordance with FRML's conflict of interest policy.

The direction of affairs of the corporation shall rest with the board of directors, the president serving as chairman and appointing the standing committee chairman with the approval of the board. A majority of the members of this board shall constitute a quorum for the transaction of business. The board shall meet at the call of the president. In the absence of the president, a vice president shall preside.

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

**Section 2. Officers.** The officers shall be president, 1<sup>st</sup> vice president, 2<sup>nd</sup> vice president, secretary, membership secretary, treasurer, and assistant treasurer. (See job descriptions in the appendix) and serve a term of one year without compensation.

The officers shall be elected at the annual meeting.

**Section 3. Committees.**

- A. The standing committees shall be as follows: programs, fundraising, scholarship, and membership.
- B. Special committees as may be necessary from time to time shall be appointed by the president, with the approval of the board.
- C. The president is an ex-officio member of all committees with the exception of the nominating committee.
- D. Nomination of officers and seven members at-large shall be presented by a nominating committee, to be appointed by the board. At annual meetings, nominations from the floor shall be invited; no one shall be nominated without his/her consent.

- E. The chairperson of any committee shall be appointed from the board of directors. Committee members shall come from the membership.

## **Article V Meetings**

Section 1. The corporation shall hold its annual business session in April for the purpose of election of officers, to receive various reports, and any other business. A written notice shall be sent to each member in advance and posted in the library.

Section 2. The board of directors shall establish a calendar of meetings for the coming year. Board of director meetings shall be held quarterly or more often if needed in the library.

Section 3. A special meeting of the membership may be held as directed by the president, with the consent of the board of directors. The membership shall be notified by email or regular mail, with the business to be transacted stated, at least one week prior to the proposed date.

Section 4. All meetings shall be open to the public. Records of minutes of board meetings and committee meetings will be maintained by the secretary.

Section 5. Quorum. The board of directors will need half plus one for a quorum. All those present shall constitute a quorum for a membership meeting.

Section 6. Emergency items can be acted upon by phone and/or email in between regular board meetings and certified at the next regular board meeting.

## **Article VI Dues**

Section 1. Annual dues shall be determined by the board of directors and posted in the Appendix at the end of the bylaws.

Section 2. The ~~calendar~~ **fiscal** year of this corporation shall begin January 1 of each year and end on December 31 of the same year.

Section 3. Prior to assuming their official responsibilities, in April, the dues of the officers and directors elect shall be paid in full.

Section 4. Dues are payable upon joining Friends for the first time and by the annual meeting every year thereafter.

## **Section VII Funds**

Section 1. The treasurer shall be responsible for maintaining records of accounts and presenting financial reports to the board at each meeting. The membership shall receive a financial summary at the annual business session in April.

Section 2. No funds shall be disbursed without written authority of the president and treasurer. Checks require two signatures. The president or first vice president and the treasurer or assistant treasurer have authority to sign checks.

Section 3. The treasurer's records shall be audited each year.

Section 4. The Board will operate under an approved budget. In addition, expenditures of \$500 or more must be approved by resolution of the board of directors.

## **Article VII Amendments**

The by-laws may be amended at any annual or special meeting of this corporation by two-thirds of the members present. Notice of proposed amendment(s) shall be emailed or mailed to all members and posted in the library two weeks before said meeting.

## **Article IX Parliamentary Authority**

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

## **Article X Property and Dissolution**

The interest of a member in the property of the corporation is limited to use for corporation purposes. If the corporation is dissolved, all its property not needed for the payments of its debts and expenses shall be transferred or conveyed to the Reed Memorial Library Foundation established under section 501 (c) (3) of the Internal

Revenue Code of 1954 (or similar statutes hereafter enacted). In the absence of such a selection or determination by the board, it may be made by a court of competent jurisdiction.

**Appendix I-  
Dues**

Single \$10.00 (2 years), \$20.00 (5 years)

Family \$20.00 (2 years), \$40.00 (5 years)

**Junior Friend \$2.00 (2 years), \$4.00 (5 years)**

Senior Citizen \$6.00 (2 years), \$12.00 (5 years)

Institutions \$50.00 (2 years), \$100.00 (5 years)

Individual Lifetime \$100.00

Family Lifetime \$100.00

Senior Citizen Lifetime \$100.00

**Appendix II  
Officer Job Descriptions**

Section 1: The president shall be the principal officer of the Friends of Reed Memorial Library and shall:

- a. Preside at all meetings of the membership and board of directors;
- b. Appoint all standing and special committee chairs with the approval of the board;
- c. Serve as ex-officio member of all committees except the nominating committee;
- d. Bring to the attention of the membership all pertinent information about the library;
- e. Cosign all expenditures in accordance the financial policies of this organization.

Section 2. The first vice president shall:

- a. Perform the duties of the president in the absence of the president;
- b. Act in an advisory capacity to the president;
- c. In the case of death, resignation, or incapacity of the president, the first vice president shall become the president and assume all the president's duties for the unexpired term;
- d. Serve in such capacities as assigned by the president.

Section 3. The second vice president shall:

- a. Perform the duties of the president and the first vice president in their absence;
- b. Act in an advisory capacity to the president;
- c. In the case of death, resignation, or incapacity of the president and the first vice president, the second vice president shall become the president and assume all the

- duties of the president for the unexpired term;
- d. Serve in other capacities as assigned by the president.

Section 4. The secretary shall:

- a. Take and record accurate minutes of the proceedings of all meetings of the membership and the board of directors;
- b. Preserve in a permanent file the minutes of all meetings including committee meetings, records and letters of value to Friends;
- c. Conduct the correspondence of the organization.

Section 5. The membership secretary shall:

- a. Perform the duties of the secretary in the absence of the secretary;
- b. Maintain records of the membership including name, address, phone number, e mail address, type of membership, membership expiration and volunteer interests.
- c. Send newsletters and information to the membership via e mail and regular mail as needed.

Section 6. The treasurer shall:

- a. Have charge of all the monies of the local organization and shall report thereon at all meetings;
- b. Pay all bills upon the authorization of the president;
- c. Keep an itemized record in a permanent file of all receipts and expenditures;;
- d. Serve as an ex-officio member of the finance committee;
- e. Deliver to the successor within 15 days of the end of the club year, all books, records, and papers, requesting receipt therefore; and
- f. Make financial records available for audit within 30 days of the end of the fiscal year.

Section 7. The assistant treasurer shall:

- a. Perform the duties of the treasurer in the absence of the treasurer;
- b. Act in an advisory capacity to the treasurer;
- c. In the case of death, resignation, or incapacity of the treasurer, the assistant treasurer shall become the treasurer for the unexpired term;
- d. Serve in other capacities as assigned by the treasurer.

**Appendix III**  
**Standing Committee Job Descriptions**

Section 1. Program Committee

- a. Shall develop and present at least two programs for the general public each year. At least one program shall be part of the annual meeting of the membership.
- b. Shall assist the library with other programming as requested.
- c. Shall operate within the approved budget unless authorized to do otherwise.

Section 2. Scholarship Committee

- a. Shall develop annually the rules for the scholarship award competition.
- b. Shall work with the Board to determine the amount and number of scholarships to be awarded each year.
- c. Shall judge all entries against the rules of the scholarship competition and present to the board the finalists for final approval.
- d. Present the scholarships to the winners at the annual membership meeting.

Section 3. Finance and Fundraising

- a. Shall develop and implement all fund raising activities for the organization.
- b. Shall be responsible for the preparation of the annual budget for presentation to the Board at the first meeting of the year.
- c. Book sales and book store ~~(including the storage room sales)~~ shall be subcommittees of this committee.
- d. Sale of books to an outside organization through the use of scanning technology shall be a subcommittee of this committee.
- e. This committee and subcommittees shall develop the rules under which all sales operate.

Section 4. Membership

- a. Shall be chaired by the elected membership secretary.
- b. Shall maintain records on all members, issue annual reminders about dues and supply lists of volunteers upon the request of various committees.
- c. Shall actively seek new members.

**Appendix IV**

**Conflict of Interest Policy**

**Officers, Board Members, and Auditor**

**No Board member, Committee Member or Auditor of the Friends of Reed Memorial Library (FRML) shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in FRML.**

***Each individual shall disclose to the Board any personal interest which he or she may have in any matter pending before the Board and shall refrain from participation in any decision on such matter.***

***Members of FRML board and committees shall refrain from obtaining any list of library patrons which results in personal benefit.***

***Statement of Associations***

***This is to certify that I, except as described on the reverse of this sheet, am not now nor at any time during the past year have been:***

***A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with FRML that has resulted or could result in personal benefit to me.***

***Any exceptions to the above are stated on the reserves of this sheet with a full description of the transactions, whether direct or indirect, which I have (or have had during the past year) with persons or organizations having transactions with FRML.***

***Signature*** \_\_\_\_\_ ***Date*** \_\_\_\_\_

***Printed name*** \_\_\_\_\_

***FRML Position*** \_\_\_\_\_