

**Proposed Update**  
**FRIENDS OF THE EUCLID PUBLIC LIBRARY BYLAWS**

**ARTICLE I – NAME**

Section 1. The name of this corporation shall be Friends of the Euclid Public Library, Inc. (FOEPL), hereinafter referred to as the Friends.

Section 2. The headquarters of the Friends is located at the Euclid Public Library, 631 East 222<sup>nd</sup> Street, Euclid, Ohio 44123.

**ARTICLE II – PURPOSE**

Section 1. The purpose of the Friends shall be to maintain a nonprofit organization of interested persons to advance and encourage appreciation, understanding, enjoyment, and public use of educational and cultural facilities at the Euclid Public Library, and to cooperate, when appropriate, with other groups to improve the cultural activities of the community.

Section 2. The Friends shall work in conjunction with the officers and staff of the library to achieve these ends, to acquaint the community with the needs of the library, and to help improve their facilities.

Section 3. The Friends shall operate in full compliance with IRS Code Section 501 (c) (3) and Section 1702.01 of the Ohio Revised Code.

**ARTICLE III – MEMBERSHIP**

Section 1. Any person or organization who supports the purposes of the Friends may become a member of the Friends by the payment of annual dues in effect at the time. Members are known as Friends.

Section 2. The dues schedule shall be approved by vote of the Friends at its annual meeting.

Section 3. The Board shall provide forms for membership applications which shall state the member's name, address, phone number, email address, and such other information, including the class of membership of the signer, as the Board shall deem pertinent.

Section 4. The dues of annual membership shall be \$5.00-individual/family, \$10-Book Collector, \$25.00-Special Friend, \$50-Book Lover, \$75-Book Conservator, \$100-Book Connoisseur. The Trustees may provide for such additional classes of membership as they shall, from time to time, consider appropriate, but the dues for each class of membership shall be at least the equivalent of the dues for annual members

## **ARTICLE IV – BOARD OF TRUSTEES**

Section 1. The management of the Friends shall be vested in a board of trustees, consisting of at least 5 but not more than 13 members, including the officers. The Board of Trustees may change the number of Trustees, as the need arises, by majority vote.

Section 2. The Board will determine and oversee projects and programs that will increase fundraising for the Friends as well as provide public awareness about the importance of the library and of the Board.

Section 3. The term of the Board of Trustees is three consecutive years. Board members are eligible for reelection for additional terms. There will be four (4) openings in 2024, five (5) in 2025, and four (4) in 2026. This rotation will continue every three years. Board terms shall start on January 1.

Section 4. The officers of the Friends shall be president, vice president, treasurer, recording secretary, and corresponding secretary, each being a board member.

Section 5. The term of the president, vice president and other officers is one year; however, they may continue to serve, if reelected, for additional terms.

Section 6: The president shall appoint a nominating committee chairperson who shall be either a trustee or a Friend from the general membership by July. The committee shall present a slate of nominees for election of officers and trustees to the board for approval. The committee shall then present the slate at the annual meeting of the Friends. Election requires a majority vote by those present.

The names of the nominees shall be sent to all members at least twenty (20) days prior to the annual meeting. Any five (5) members may, in writing to the corresponding secretary, not less than five (5) days immediately preceding the annual meeting, nominate additional candidates, with their prior consent.

Section 7. When a vacancy occurs among the officers, the nominating committee shall present for nomination one or more names of current Friends to fill the unexpired term to the board. Vacancies shall be filled by a majority vote of board members at any duly constituted meeting of the board.

Section 8. Vacancies among the Board may be left open until the next annual meeting or may be filled at any regular board meeting by a vote of the majority. Board members so elected serve out the term of the person replaced.

Section 9. Removal Procedure. A board member or officer may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda, distributed at least two weeks prior to the meeting.

## **ARTICLE V – DUTIES OF THE OFFICERS**

Section 1. The president shall create the agendas for all board and annual meetings and shall preside at these meetings of the members and Trustees, perform generally all the duties usually performed by presidents of like corporations and such other and further duties as shall be from time to time required by the members and the Board. The president of the

board shall also appoint committee chairs for audit, book sale, bylaws, membership, nominations, public relations, and record retention. The president is an ex officio member of all committees, except the nominating committee. The president shall also provide information for the newsletters and other means of communication with members, The president shall also provide a summary of the year's activities at the annual meeting.

Section 2. The vice-president shall perform all the duties of the president in case of the absence or disability of the latter. In case both president and vice-president are absent or unable to perform their duties, the members or Board, as the case may be, may appoint a president pro tempore. The vice-president shall oversee all programs, including book sales, serving as program chair.

Section 3. The recording secretary shall keep a record of all meetings of the board and of the Friends. The recording secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance. At the end of each year, the recording secretary shall provide a complete set of the official minutes to the Friends for long-term retention. The recording secretary shall also chair the record retention committee.

Section 4. The treasurer shall be responsible for handling all monies of the Friends and shall keep appropriate and accurate records. The treasurer shall be responsible for paying bills and signing checks. A financial report shall be presented at all meetings of the board and at the annual meeting of the Friends. The treasurer shall be responsible for filing the annual 990 with the IRS and the annual Charitable Registration with the Ohio State Attorney General by May 15, as well as for maintaining the Certificate of Existence every five years.

Section 5. The corresponding secretary shall conduct the official correspondence of the Board and shall keep such other records as the Trustees shall require. This person shall also be in charge of marketing and communications.

## **ARTICLE VI – MEETINGS**

Section 1. Annual Meeting. The annual meeting shall be held in the fall of each year. The Board shall determine the date and time by majority vote in July and notify members in the summer/fall newsletter.

Section 2. Special meetings of the Friends may be called by the president or the board and upon written request of ten members. Notification shall be sent at least two weeks prior to the date of the meeting to all Friends' members. The business to be discussed shall be stated in the notification.

Section 3. Regular meetings of the board of trustees shall take place on the first Monday of the month at 7 PM, unless otherwise changed by a majority of the trustees. A majority of seated board members shall constitute a quorum, and motions shall be carried by a vote of the majority of board members. The meeting dates will be announced at least one week before the meeting. Special board meetings may be called by the president with at least forty-eight hours notice to board members. Friends' members are welcome to attend regular board meetings at any time. Non-members may be invited to attend by a board member.

Section 4. Voting. Each Friends' member shall be entitled to one vote on each matter submitted to a member for vote or action. The Trustees may provide for voting on a particular matter by mail or email.

Section 5. The director of the library, president of the board of the Euclid Public Library, and/or other staff members may attend board meetings on a non-voting basis.

## **ARTICLE VII – FISCAL PERIOD**

The fiscal year of the Friends shall start on January 1 and end on December 31.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE IX – CONFLICT OF INTEREST**

No Board member or committee member of the Friends of the Euclid Public Library shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation on the Board.

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 the Friends of the Euclid Public Library Board, committees, and volunteers shall refrain from obtaining any list of library patrons or Friends that results in personal benefit.

## **ARTICLE X – NON-DISCRIMINATION POLICY**

The Friends shall not permit, in its conduct of affairs, any restriction or limitation, whatsoever, based upon race, color, creed, gender, national origin, or employment status.

## **ARTICLE XI - AMENDMENTS TO BYLAWS**

These bylaws may be amended, in whole or in part, by two-thirds vote of those present at a special meeting of the Friends, provided that the meeting notice is sent to all Friends members and contains specific notice of Intention and a summary of proposed change(s) is included. Notice shall be given at least two weeks before the meeting as per article VI, section 2.

## **ARTICLE XII – DISSOLUTION**

In the event of the dissolution of the organization, all of the remaining assets and properties shall, after payment of necessary expenses, be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Euclid Public Library.