

**Friends of the Summerville Library**

**Bylaws**

Adopted and Effective August 15, 2005

(Adopted March 10, 2020)

## **Article I NAME**

The name of this organization shall be “Friends of the Summerville Library” (FOSL). FOSL is an independent 501 (c) 3 organization in the state of South Carolina for state and federal tax and legal purposes.

## **Article II MISSION STATEMENT**

The mission of FOSL shall be to act as a bridge between the George H. Seago, Jr. Library, commonly known as the Summerville Library (hereafter in this document, “the Library”) and the community by:

- 1) Increasing public awareness of, focusing attention on, and expanding the use of the Library as a valuable resource for an informed community;
- 2) Initiating, organizing, promoting, and encouraging cultural and educational activities for lifelong learning;
- 3) Encouraging gifts and endowments as well as raising funds in support of the Library and FOSL activities;
- 4) Working with the Dorchester County Library Board of Trustees, the Dorchester County Library Director, and the Summerville Library Branch Manager in a spirit of mutual cooperation.

## **Article III MEMBERSHIP**

Membership is granted upon acceptance of payment of annual dues. Dues shall be payable annually during the month of initial membership at a rate proposed by the Board of Directors and approved by the general membership at an annual meeting. Various levels of membership may be established by vote of the organization. Each member shall have one vote on any issue. Only members in good standing (i.e., having dues paid up-to-date) may vote and are eligible to serve on the Board of Directors.

## **Article IV OFFICERS**

Officers of the organization shall be President, Vice President, Secretary, and Treasurer. Their duties are as follows:

- 1) **President** – The President shall preside at organizational meetings and preserve order. The President shall serve as official representative and sign documents on behalf of the organization. The President shall enforce the bylaws, make appointments as outlined in the bylaws, make an annual report to the membership at the annual meeting, and perform other duties as may be appropriate. The President shall appoint such committees as are necessary for the operation of the organization and is an ex-officio member of all committees. The President has the authority to call meetings of all committees as deemed necessary and will serve as chair of the Board of Directors.
- 2) **Vice President** – The Vice President shall perform the duties of the President in the President’s absence and shall succeed to the office of President should the office become vacant. The Vice President shall

assist the President as needed and be responsible for member retention/recruitment and maintenance of official membership records. The Vice President shall be responsible for sending out dues notices prior to each member's renewal date.

- 3) **Secretary** – The Secretary shall record minutes of all general FOSL meetings and Board of Directors meetings. The Secretary shall be responsible for the maintenance and safekeeping of all records of the organization other than those maintained by the Treasurer. The Secretary shall be responsible for the timely distribution of all meeting notices, minutes, and any additional communication to the general membership (as outlined in Article V).
- 4) **Treasurer** – The Treasurer shall be responsible for the direct collection and timely deposits of all dues monies and any other funds received by the organization. The Treasurer shall make timely payments of any bills or debts owed. In addition, the Treasurer must keep an accurate record of all monies received and disbursed by the organization and present a report of such at each general FOSL meeting. During the first quarter of each year, the Treasurer shall make the financial records of the previous year available for an annual internal review. The Internal Review Committee will present a summation in a printed report at the first general meeting following their review.

The Treasurer or President must sign all bank drafts and checks. Reimbursements will only be issued with a valid receipt. If reimbursement is due to the President or Treasurer, the opposite party must sign the check. The Treasurer shall be responsible for the timely filing of all required documents relevant to the finances of the organization, including tax returns and non-profit status of FOSL. Further Internal Control Policies may be established by vote of the membership to protect both the organization and those who conduct financial transactions for FOSL.

The fiscal year shall commence on January 1. The Treasurer shall chair a committee to prepare an annual budget to be presented to the membership at least fourteen days prior to approval at the November meeting. All emergency expenditures not covered by the current budget must be voted on and approved initially by the Board and then at the next general meeting. All non-emergency new expenses not covered by the current budget must be approved at a general meeting prior to dispersing funds.

## **Article V MEETINGS**

The annual meeting shall be held in June and shall be for the purpose of electing officers in odd-numbered years and each year for the presenting of the President's annual report and the Treasurer's accounting reports for the preceding year. Notice of all general and annual meetings shall be posted to the website at least two weeks in advance. A quorum at any meeting shall be all present members in good standing. Special meetings may be called by a petition bearing the signatures of seven members. Monthly general membership meetings may be held as a customary practice, without petition, at the pleasure of the Board of Directors.

## **Article VI ELECTIONS**

The following are procedures for electing officers:

- 1) The President shall appoint a Nominating Committee in March of odd years preceding an election in June at the annual meeting.

- 2) The committee will present a slate of one name for each vacant office on the Board of Directors at the annual meeting. Nominations may also be made from the floor.
- 3) Voting shall be by secret ballot and winner shall be determined by a simple majority.
- 4) Incoming officers will assume duty July 1.
- 5) Sometime between the June election and July 1, the incoming and outgoing officers shall meet to ensure a smooth transition in leadership for the FOSL organization.
- 6) If a vacancy occurs in any office (other than President) less than one year prior to the next election, the President shall appoint a FOSL member to complete the term, subject to Board approval by a two-thirds majority.
- 7) If the newly appointed person is currently serving as an officer, the President shall then appoint a replacement to complete the term of that officer, subject to Board approval by a two-thirds majority.
- 8) If an elected office becomes vacant with one year or more remaining in the term, a special election shall be held as soon as possible to fill that position until the next regular election.

Officers will serve a two-year term with a maximum of six consecutive years as an officer, with a maximum of four years in any one office. Officers who have reached the six-year limit may be elected to an office again after a two-year hiatus.

## **Article VII BOARD OF DIRECTORS**

Between annual meetings, FOSL will be governed by a Board of Directors (Board). The Board of Directors will consist of the four elected officers and up to three members-at-large in good standing appointed by the President, subject to Board approval. At the invitation of the current president, the immediate past president may serve as a non-voting member of the Board. The President will serve as chair of the Board of Directors.

Any Director who is absent for three consecutive general membership and/or Board meetings without providing reasonable cause shall be deemed to have resigned from the Board of Directors and from office, if applicable. If this occurs, the President must report the absences to the Board. A majority of the Board of Directors shall act to accept the implied resignation. The President shall then appoint, or the organization shall elect a replacement as outlined in Article VI – Elections.

If two-thirds of the Board of Directors agree a Board member is not performing in the best interests of the organization, this procedure shall be followed:

- 1) Three other Board members will meet with the individual to discuss concerns. If concerns cannot be resolved, then the individual will be asked to resign from office.
- 2) Refusal to resign from the Board of Directors will result in removal upon a two-thirds vote by the entire Board of Directors. The President shall then appoint, or the organization shall elect a replacement as outlined in Article VI – Elections.

## **Article VIII COMMITTEES (See Addendum I for detailed description for each Standing and Special Committee)**

Standing Committees may include:

- 1) **Advocacy** – Develop and execute plans to increase public awareness of, focus attention on, and expand the use of the Library as a valuable resource for an informed community.
- 2) **Book Sale** – Plan, organize, and execute Book Sale(s).
- 3) **Events** – Initiate, organize, promote, and encourage cultural and educational activities for lifelong learning.
- 4) **Fundraising** – Encourage gifts and endowments as well as raise funds in support of the Library and FOSL activities.
- 5) **Public Relations and Publicity** – Connect FOSL with the community through print and social media, and an online presence, including the FOSL website.
- 6) **Long-range planning** – Develop a FOSL five-year plan in order to provide for the Library’s role in the community.
- 7) **Membership** – Increase public awareness of, focus attention on, and expand use of the library as a valuable resource for an informed community by increasing the number of active FOSL members.
- 8) **Hospitality** - Plan for and provide refreshments, including beverages, for FOSL and library events. Assist with setting up and returning the meeting room to its original condition.

Committee Chairs shall be selected by the President, subject to Board approval. Each committee will perform specific duties; establish goals and guidelines to present to the Board of Directors, along with ongoing updates; and work in cooperation with other committees.

When money is involved with any committee activity, FOSL’s Internal Control Procedures for finances must be followed for both the protection of the organization and members. Committee chairs serve under the authority of the Board of Directors.

Special Committees may include:

- 1) **Budget** – In August of each year, using prior budgets as a baseline, this committee updates and prepares a proposed budget to be presented for consideration at the October FOSL meeting to be voted on at the November general meeting.
- 2) **Financial/internal review** – During the first quarter of each year, this committee reviews and confirms the record of the incoming and outgoing funds.
- 3) **Nominating** – In February/March, of odd-numbered years, this committee prepares a qualified slate of officers to fill vacancies on the Board.
- 4) **Bylaws** – In January and February of even-numbered years, this committee reviews the existing FOSL bylaws for necessary revisions and/or amendments, presenting the revised document to the general membership at least two weeks prior to a regularly scheduled meeting for an approval vote.

Each special committee will perform specific temporary duties as denoted by their office and disband when their purpose is completed.

#### **Article IX     PARLIAMENTARY AUTHORITY**

During the conduct and reporting of proceedings of FOSL, the most current edition of *Robert's Rules of Order*, shall be used as a reference, subject to local custom.

#### **Article X     AMENDMENTS**

These bylaws will be reviewed for necessary revisions and/or amendments during the first quarter of even-numbered years. With at least a fourteen-day notice, proposed revisions and/or amendments to these bylaws shall be sent to the FOSL membership. Proposed revisions and/or amendments shall then be presented for approval by vote of two-thirds of members present at the next monthly general membership meeting.

#### **Article XI     DISSOLUTION**

Should it become desirable or necessary to dissolve the FOSL organization, notification must be given to all FOSL members, the Dorchester County Library Board of Trustees, the Dorchester County Library Director, and the Library Branch Manager. Notice shall be given to the public in the principle geographic area served by the organization.

After all debts and obligations have been satisfied, all assets shall be promptly donated to the George H. Seago, Jr. Library or other community organization(s) exempt under section 501(c) 3 of the Internal Revenue Code serving our compatible mission of Lifelong Learning in Dorchester County, upon majority vote of the Board of Directors at the last FOSL meeting. In no instance shall any of the assets of the FOSL Organization accrue to any member other than as reimbursements.

**Bylaws Committee Members:**

**Kathy Marrah, Committee Chair; Sandra Baden; Nancy Nicodemus; Ellen E. Hyatt; Rebecca S. Westfall, FOSL President**

History of reviewing and amending: July 8, 2008; July 14, 2009; September 2011; August 2013; August 11, 2015; November 14, 2017; February 2020.