

**Friends of Bexley Public Library
Regulations
Originally Adopted March 3, 2011
Revision October 30, 2016
Revision November 18, 2020
Revision November, 2022**

ARTICLE I Name

The name of this corporation shall be the Friends of Bexley Public Library, hereinafter referred to as Friends, and shall be an Ohio non-profit corporation.

ARTICLE II Mission Statement

To support the mission of the Bexley Public Library, hereinafter referred to as the Library, engaging the community in cooperation with the Library.

ARTICLE III Policy

Section 1. The Friends is distinct and separate from the library Board of Trustees and shall not assume the duties of the library Trustees. Hereinafter the Board of Directors of the Friends will be referred to as the Board.

Section 2. The Friends shall provide information to the library Board of Trustees and library director about Friends meetings and activities. This shall be done by the designated Friends liaison, who may be appointed by the Friends president.

Section 3. Since Friends are volunteers, distinct and separate from library personnel, Library Staff may act only in advisory capacities for Friends activities.

Section 4. Operating expenses of the library are provided through allocation of public funds, which are audited by the State of Ohio Auditor. Friends funds and Library funds shall not be integrated except through gifts by Friends to the Library.

ARTICLE IV Purpose

The purpose of this organization shall be to maintain an association of persons interested in libraries; to foster an appreciation of the staff of Bexley Public Library; to focus public attention on Bexley Public Library's services, facilities, and needs; to encourage the gifts of endowments, scholarships and bequests to the Library; to work with the director and Library Board of Trustees; to sponsor programs and exhibits and promote Library sponsored activities and services; to support Library development; and to support the policies established by the Library Board of Trustees.

ARTICLE V Membership

Section 1. Membership in this organization shall be open to all individuals in agreement with its purposes and upon payment of dues.

Section 2. Membership categories shall be established by the Board.

Section 3. Each individual member shall be entitled to one vote. No person may vote by proxy. Each member of a family membership shall be entitled to one vote.

Section 4. The names and other contact information about members, including email addresses, shall not be sold or otherwise released and shall be used solely for purposes of the Friends. For purposes of the Regulations, written notice shall include any electronic media approved by the Board of Directors.

Article VI Dues

Section 1. Dues Schedule: The dues schedule shall be established by the Board.

Section 2. Annual Dues: Annual dues shall be payable for the year as specified.

ARTICLE VII BOARD OF DIRECTORS

Section 1. The Board shall consist of nine (9) members, 18 years or older, who shall be elected at an Annual Meeting. The board shall consist of 4 officers: president, vice-president, secretary, and treasurer and 5 other directors. One of the other directors shall be the immediate past president. If the immediate past president is unavailable, the President with the advice of the Board shall appoint another past president or former Board member.

Section 2: Each board member shall serve for one (1) year, beginning January 1 and ending December 31, or until a successor is duly elected. No person shall serve for more than two one-year terms consecutively as the same officer (president, vice president or secretary), with the exception of the treasurer. In addition, no person shall serve for more than six consecutive one-year terms on the board. After serving six years on the board, a member shall not be elected or appointed to the board again without first having at least two years not on the board.

Section 3. The Board of Directors shall serve as the governing body of the Friends organization. The President shall invite the library director and the Board of Trustees of Bexley Library to appoint persons to serve as ex-officio members of the Board of Directors. The Board shall meet at the call of the Friends president.

Section 4. Vote: Each member of the Board shall be entitled to one vote. Ex officio Board members shall not be entitled to vote on matters coming before the Board.

Section 5. Quorum: The majority of those serving Board members shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6. Vacancies: Vacancies arising on the Board shall be filled by appointment made by a majority of the remaining Board. The term of such appointment shall be until the end of the term for which the appointment was made. A vacancy shall automatically occur if a member of the Board misses four (4) consecutive board meetings, unless the member is excused by affirmative vote of a majority of the Board. A board member may be removed from the board by a two thirds majority for negligence or cause.

Section 7. Compensation: No Board member shall receive compensation of any kind except reimbursement of actual expenses. No Board member shall receive money or compensation for work performed.

Section 8. Records: Copies of the Articles of Incorporation, Regulations, statutory agent, and all statutory forms shall be presented to each Board member upon entering office.

Section 9. The Board shall serve as trustees for the corporation Friends of Bexley Public Library, Inc., under the laws of Ohio.

ARTICLE VIII DUTIES OF OFFICERS

Section 1. President: The President shall preside at all meetings of the members and shall act as Chairperson of the Board. Subject to the direction of the Board, the president shall have general charge of the affairs and property of the group. The president may sign and execute in the name of the Friends. The President, with the advice of the Board, shall name all committee chairs and shall be an ex officio member of all committees except the Nominating Committee and Financial Review.

Section 2. Vice President: In the absence of the president, the vice president shall perform all duties and responsibilities of the president. If the president resigns, or is otherwise removed from office, the vice president shall take the position until a successor is duly elected.

Section 3. Secretary: The Secretary shall be responsible for recording the minutes of all meetings of the Board, the Friends and all meetings of the corporation. The secretary shall send minutes of the meeting to all Board members at least one week prior to the next scheduled Board meeting. The

Secretary shall also be responsible for issuance of all correspondence on behalf of the Friends and such other duties as may be assigned by the President or the Board.

Section 4. Treasurer: The treasurer shall be responsible for receiving and disbursing funds of the Friends. The treasurer shall present monthly financial reports to the Board of Directors and send a copy to the Bexley Public Library Board of Trustees. The treasurer shall keep all financial records of the Friends and shall pass them on in good order to their successor. The treasurer shall be responsible for maintaining accurate accounts of income, expenditures, and other property and present a financial report as determined by the Board of Directors. The treasurer shall present an annual report at the Annual Meeting of Friends. The treasurer shall be responsible for filing any reports required by governmental agencies.

ARTICLE IX STANDING AND SPECIAL COMMITTEES

Section 1. Appointment: The President with the advice of the Board shall appoint Committee Chairpersons who may come from the Board or the general Friends membership. Appointments shall be made in a timely fashion to allow Chairpersons to fulfill their duties.

Section 2. Voting Privilege: Any non-Board member who assumes the chair of a committee may attend Board meetings in an ex officio capacity.

Section 3. Standing Committees: Book Sale, Membership and Staff Appreciation.

Section 4. Special Committees: Financial Review and Nominating.

A. **Financial Review:** A financial review shall be held once a year.

Section 5. Such other ad hoc committees, as necessary from time to time, may be appointed by the Friends president with the advice of the Board.

ARTICLE X MEETINGS

Section 1. Annual Meeting: The Friends Annual Meeting shall be held each Fall, preferably in October. This meeting shall be for the purpose of electing officers and Board members, receiving various reports, adopting a budget, and enacting any other business pertinent to the operation of the Friends. The Board shall communicate notice of the Annual Meeting to the members of the Friends at least two (2) weeks prior to the meeting and shall post notice in the library by the same time.

Section 2. General Meeting: The Board may call for a general meeting of the Friends. A general meeting may be for whatever purpose the Board deems pertinent to the Friends membership. Notice of any General Meeting shall be communicated to the members of the Friends at least two (2) weeks prior to the meeting and notice of the same shall be posted in the library.

Section 3. Quorum: For purposes of transacting any business at the Annual Meeting or a General Meeting, the presence of ten (10) members shall constitute a quorum. The vote of a simple majority of the quorum shall be required to decide matters. No person may vote by proxy.

ARTICLE XI FISCAL YEAR

The Fiscal Year of this organization shall begin on January 1 of each year and end on December 31 of the same year.

ARTICLE XII FUNDS

Section 1. No fund shall be disbursed without the written authority of the Board. Written authority includes Board action as reflected in the minutes.

Section 2. Only one signature is required to sign a check, either that of the president or the treasurer. All persons eligible to sign checks or be on bank accounts shall be bonded at the expense of the Board.

Section 3. The Board shall not approve the disbursement of funds beyond the budgeted amount or as provided in the budget, or funds that exceed operating funds. The Board shall not create any endowment or investment or capital funds without approval at the annual meeting.

ARTICLE XIII AMENDMENTS TO THE REGULATIONS

Section 1. The Board may propose amendments to the Regulations. Proposed amendments shall be communicated to the general membership at least two (2) weeks prior to the Annual Meeting or a General Meeting.

Section 2. Any member of the Friends who wishes to propose an amendment to the regulations shall submit it to the Board at least four (4) weeks before the Annual Meeting or a General Meeting or it shall not be considered. The Board shall send out notice of any proposed amendments two (2) weeks prior to the meeting. Any amendment to the regulations shall be approved by a majority of members voting at the Annual Meeting or a General Meeting, provided that such notice was given and that the proposed amendment was posted in the library.

ARTICLE XIV. Alternate Voting Procedure: When a Board vote is required prior to the next scheduled Board meeting, The President may initiate an alternate voting procedure (e.g. email, phone, text) on the motion. A confirmation vote shall be taken at the next regularly scheduled Board meeting.

ARTICLE XV CONFLICT OF INTEREST POLICY

Section 1. The Board shall establish a written Conflict of Interest Policy for the Board. Each member of the Board shall sign a written conflict of interest statement annually to disclose interests that could give rise to conflicts. This policy shall be regularly and consistently enforced for compliance by the Board.

Section 2. The Board shall identify conflicts of interest and shall be the sole arbiter to identify and remedy all such conflicts.

ARTICLE XVI PUBLIC DISCLOSURE AND AVAILABILITY POLICY

Section 1. The Board shall establish a policy and mechanism to make available upon request certain documents for public inspection and copying as required by Federal Law.

A. The documents to be provided shall be the Board's three most recent 990's or 990-EZ's and its Form 1023. All parts of the returns, schedules and attachments must be made available.

B. The Board shall provide copies of the above listed documents the same day if the request is made in person.

C. The Board shall provide copies of the above listed documents within thirty (30) days if the request is made in writing.

D. The Board may charge "reasonable fees" for copying not to exceed IRS fees for the same materials plus postage costs. Fees may be prepaid before copies are provided.

E. The Board president or designee may be present during any public inspection.

F. Copies of the above listed documents shall be held by the Board president and the Board treasurer.

ARTICLE XVII PARLIAMENTARY AUTHORITY

All meetings shall be conducted according to *Robert's Rules of Order: The Modern Edition*, except when in conflict with these Regulations or with the laws of the State of Ohio or the United States of America.

ARTICLE XVIII NON-DISCRIMINATION

The Friends shall not discriminate on the basis of race, color, religion, age, disability, sex, gender identity (including gender expression), sexual orientation, marital status, family/parental status, or national origin in the interpretation and application of these regulations and activities.

ARTICLE XIX PROPERTY AND DISSOLUTION

The Friends shall be dissolved in accordance with the Articles of Incorporation for Friends of Bexley Public Library, Inc.

ARTICLE XX INDEMNIFICATION

The Friends shall indemnify board members, former board members, or any person serving at the request of the board as required, per the Articles of Incorporation for the Friends of the Bexley Public Library, Inc.

Adopted: March 3, 2011

Revision: October 30, 2016

Revision: November 18, 2020

Revision: November 2022