

THE FRIENDS OF THE GARDEN CITY PUBLIC LIBRARY, INC.  
BYLAWS

ARTICLE 1 – NAME

Section 1. The name of this corporation shall be The Friends of the Garden City Public Library, Inc., hereafter referred to as the Association. (“Association”).

Section 2. Headquarters of the Association is the Garden City Public Library at 6015 North Glenwood Street, Garden City, Idaho 83714.

ARTICLE II – PURPOSE

Section 1. The purpose of the Association is to earn monies through local and online sales and, as appropriate, sales of other items, while working closely with the Library. The monies earned are donated to the Library to support it’s programs.

Section 2. The Association shall operate in full compliance with the IRS Code Section 501 (c) (3) and Title 30, Chapter 3, of the Idaho Code– the Idaho Nonprofit Corporation Act.

ARTICLE III – MEMBERSHIP

Section 1. Any person shall be admitted as a member of the Association upon volunteering to work in online or local sales or in the workroom and by filling out a Friends Volunteer Application, and signing the Conflict of Interest Policy and the Ethics Policy.

Section 2. Each member shall be entitled to cast one vote on all matters which come before a meeting of the Association.

Section 3. A member not participating for a fiscal year shall be considered inactive and therefore non-voting. A member may be considered inactive for one year before being dropped from the Inactive List.

Section 4. Without consent of the Executive Board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a member’s interest as a member or used for any commercial purpose or sold to or purchased by any person or organization. Specifically, the membership list may not be

used to solicit money or property unless such money or property will be used solely to solicit the votes of the members in an election to be held by the Association.

#### ARTICLE IV – EXECUTIVE BOARD

Section 1. The management of the Association shall be vested in the Executive Board consisting of the four duly elected officers (Chair, Vice-Chair, Secretary, Treasurer).

Section 2. The term of office for the officers shall be two years, with the Chair and the Secretary elected on the even-numbered years and the Vice-Chair and Treasurer elected on the odd-numbered years. No person shall serve more than three consecutive terms in any one particular office.

Section 3. The Chair shall appoint a Nominating Committee. The Nominating Committee shall consist of one person each from local sales, online sales and from the membership, excluding executive officers. The Committee shall present a slate of nominees for election of officers at the annual meeting of the Association.

Section 4. When a vacancy occurs among the officers, the Nominating Committee shall present to the Governance Board one or more names of current Friends for nomination to fill the unexpired term. Vacancies shall be filled by a majority vote of the Governance Board at any duly constituted meeting of the Board.

Section 5. Removal Procedure. The elected officers and appointed representatives shall be subject to removal for cause by the Executive Board.

If the Executive Board has reasonable cause to believe an Executive Board member has failed to disclose actual or possible conflicts of interest and/or breach of the Ethics Policy, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, and the Executive Board determines the member has failed to disclose an actual or possible conflict of interest and/or breach of the Ethics Policy, it shall take appropriate disciplinary and corrective action, up to and including, but not limited to, requiring or requesting restitution, deactivation of membership, or civil action.

Section 6. Following the annual meeting, the Executive Board shall appoint a coordinator for each of the ongoing sales venues: Book Sales, Book Nook, Mini Monday, Amazon, eBay, and Buy Back. The Board will also appoint a Work Room Coordinator and a Volunteer Coordinator, and a coordinator of any other area that may be needed. These positions shall be for a term of one year and may be renewed.

Section 7. The Executive Board shall appoint the following representatives to serve on the Governing Board: One representative from the Local Sales venues (Book Sales, Book Nook, and Mini Monday) and one from the On-Line Sales venues (Amazon, eBay and Buy Back). The Work Room Coordinator and the Volunteer Coordinator shall also serve on the Governing Board. These appointments shall be for a term of one year and may be renewed. The Executive Board may not appoint one of its own members to represent any of the aforementioned four areas.

#### ARTICLE V – GOVERNANCE BOARD

Section 1. The Governance Board shall consist of eight members: The four elected officers of the Executive Board and the four appointed representatives; one each from Online Sales, Local Sales, Volunteer Coordinator, and Workroom Coordinator. Each member of the Governance Board has one vote on matters brought before the board.

Section 2. In the event of a vacancy among the appointed representatives, the Executive Board shall appoint a replacement to complete the remainder of the term.

#### ARTICLE VI – DUTIES OF THE OFFICERS

Section 1. The Chair shall preside at all meetings of the Boards and the Association; supervises the affairs of the Association; appoints standing committees and the chairpersons thereof; and is an ex officio member of all committees, except the Nominating Committee.

Section 2. The Vice-Chair shall, in the absence or disability of the chair, perform all of the functions of the chair, and substitute for other officers as needed.

Section 3. The Treasurer shall be responsible for handling all monies of the Association and shall keep appropriate and accurate records. Any check or disbursement shall be signed by the Treasurer. A financial report shall be presented at all meetings of the Governance Board and at the annual meeting of the Association. The Treasurer shall be responsible for the filing of required state and federal tax forms.

Section 4. The Secretary shall keep a written record of all meetings of the Executive and Governance Boards and of the Association. Prior to each meeting, the Secretary shall distribute a draft of the minutes and record for the permanent record any corrections made at the time of acceptance. At the end of each fiscal year, the Secretary shall provide a complete set of the official minutes to the Association office for long-term retention.

## ARTICLE VII– MEETINGS

Section 1. Annual Meeting. The annual meeting of the Association shall be held in the month of October for the purpose of transacting such business as may come before the meeting including annual reports and the election of officers. Notice for the meeting shall be sent out to the active membership two weeks in advance of the meeting.

Section 2. Special Meetings of the Association may be called at the request of the Chair or any two officers or any five members. Notice shall be sent to the active membership at least two weeks prior to the date of the meeting. Business to be discussed shall be stated in the notification to all association members.

Section 3. The Chair may call meetings of the Executive Board on an as needed basis. Notices shall be sent to the members of the Executive Board at least one week before the meeting.

Section 4. Regular meetings of the Governance Board shall take place at least four times a year. A majority of the board shall constitute a quorum. Motions shall be carried by a vote of the majority. Notices shall be sent to the Governance Board members at least one week before the meeting. Special board meetings may be called by the Chair with at least forty-eight hours notice to the board members.

Section 5. At meetings of the Association, a quorum shall consist of the members in good standing present at such a meeting.

Section 6. The order of business for the annual meeting shall include but not be limited to, the following items: changes to the agenda, approval of minutes of previous annual or special meeting, financial report, committee reports, unfinished business, new business and adjournment.

Section 7. Proceedings of all meetings shall be governed by the current edition of The American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

Section 8. The Director of the Library, liaison from the Library Trustees, a liaison from the Foundation, and other staff members shall be invited to participate in Governance Board meetings on a non-voting basis.

#### ARTICLE VIII– FISCAL PERIOD

Section 1. The fiscal year of the Association shall begin on the first day of October and end the last day of September in each year, concurrent with the fiscal year of the City.

Section 2. An Audit Committee of at least three members shall be appointed by the Executive Board no later than September 1<sup>st</sup> of each year.

Section 3. The Audit Committee shall thoroughly review all monetary transactions and fiscal record keeping for accuracy and completeness. The audit period shall be for the current fiscal year.

Section 4. A written report from the Audit Committee shall be given to the Executive Board no later than two weeks prior to the annual meeting. A summary report shall be presented to the membership at the annual meeting by a member of the Audit Committee.

#### ARTICLE IX – CONFLICT OF INTEREST

Section 1. The purpose of the Conflict of Interest policy is to protect the Association’s tax-exempt status when the Association is contemplating entering into a transaction or arrangement that might benefit the private interest of an Executive Board member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Executive Board shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. Where a conflict of interest is believed to exist for an Executive

Board member, the member shall inform the Board and abstain from any inappropriate participation in the matter, stop engaging in the behavior, or resign.

#### ARTICLE X – AMENDMENTS TO BYLAWS

These bylaws may be amended, in whole, or in part, by a two-thirds vote of those present at a meeting of the Association, provided that the meeting notice contains specific notice of intent and that a summary of proposed changes is included.

#### ARTICLE XI – DISSOLUTION

Should it become desirable or necessary to dissolve the Association, the following actions shall be taken in accordance with Idaho Law. Appropriate notices shall be provided to all concerned, including active members of the Association, The Board of Trustees of the Garden City Public Library and the Library Director. After all obligations have been satisfied, all remaining assets (whether monetary, material, or intellectual) shall be promptly donated to the Garden City Public Library.