

# **BY-LAWS OF FRIENDS OF THE MANCHESTER LIBRARY**

Last revised: 18-12-5

## **Article 1: Name**

The Organization shall be known as the Friends of the Manchester Library, situated in Kitsap County, Washington.

## **Article 2: Purpose**

The purpose of this organization shall be as follows:

**2.1** The purpose of Friends of the Manchester Library shall be in accordance with Section 501(c)(3) of the Internal Revenue Code as a nonprofit corporation.

**2.2** To maintain an association of persons involved in maintaining and promoting the Manchester community library, known, officially, as the Kitsap Regional Library, Manchester Branch. Community input will be sought on all significant matters and incorporated into all decisions by the Friends.

**2.3** To perform fund raising activities to provide ongoing facilities maintenance and improvements, purchase equipment and materials essential to running the library and to provide for other needs of the Manchester library for which funding is not normally available.

**2.4** To encourage all relevant donations for fund-raising.

**2.5** To promote educational programs, including story hours and exhibits, at minimal cost to the community.

## **Article 3: Volunteer Participation**

### **3.1 No Members**

From the revision of bylaws approved 7/23/2014, the corporation shall have no statutory members.

### **3.2 Potential to Establish Membership**

By amendment to the bylaws, the Board may choose to establish statutory members.

### **3.3 Friends of the Library**

Volunteers (Friends) are the key to our success as an organization. Friends of the Manchester Library shall be all of those volunteers who love, support, patronize, and work for the benefit of one or more of the many activities related to fund-raising, activity support and building maintenance of the Library. All community members will be actively encouraged to be Friends of the Library.

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## **Article 4 BOARD OF DIRECTORS**

### **4.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors. The term Directors in these Bylaws shall refer to all officers and Directors.

### **4.2 Number**

The Board shall consist of seven General Directors (including officers) and up to four additional Special Directors. The special Directors will be chosen from the chairs of the major fundraisers and the building maintenance coordinator. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. All Directors shall hold only one office at a time and have one vote in all matters.

### **4.3 Qualifications**

Directors shall be Friends of the Manchester Library who are interested in the success of the Manchester Library and willing to serve for a period of up to three years. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws. Directors shall agree to openly and transparently direct all activities of the Friends of the Library. Continuation as a Director shall require attendance of at least eight of the prior eleven regular board meetings, unless the President (or Vice President in their absence) approves a specific absence and it is recorded in the minutes.

### **4.4 Election of Directors**

#### **4.4.1 Successor Directors**

Successor general and all special Directors shall be elected each year at the annual meeting of the Board by the affirmative vote of a majority of the Directors then in office.

#### **4.4.2 Term of Office**

Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later. An exception to this is that each General Director (not officers) will have a term of office of three years to insure continuity. All Special Directors and officers shall have a term of office of one year.

#### **4.4.3 Volunteers**

A volunteer roster shall be established and include all volunteers and Directors. Volunteers do not have the right to vote on any matters, but their input should be carefully considered by the Directors in all matters.

## **Article 5: Organization**

### **5.1 Board of Directors**

The Board of Directors shall consist of the officers of the corporation, three General Directors, and up to four Special Directors. The officers shall include the president, vice president, secretary and treasurer.

### **5.2 Board Meetings**

The board of directors shall normally meet monthly except for November.

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### **5.3 Quorum**

A quorum shall exist when a simple majority of the board is present.

### **5.4 Annual Meeting**

The annual meeting shall be the final meeting of each calendar year. A majority of the Board of Directors must be present to conduct business. The annual meeting shall be in lieu of the regular final board meeting of each year. At the annual meeting new officers, all Special Directors, and one General Director shall be elected. Terms of elected officers, Special Directors, and General Directors shall coincide with the calendar year(s).

### **5.5 Term of office**

Once established, the General Directors shall serve a three-year term with one of the three elected each year. Until all three Directors' three year terms have been established, their terms shall be staggered as one, two and three year terms. They will be identified on the election ballot as "first director" elected for one year, "second director" elected for two years, and "third director" elected for the full three-year term. All other officers will have a one year term of office.

### **5.6 Term limit**

There shall be a two-consecutive-term limit on all elected officers, General Directors, and Special Directors. Exceptions may be granted by waiver vote of a majority of the Board.

### **5.7 Elections**

Officers, General Directors, and Special Directors shall be nominated in October and voted on at the annual meeting. The date of the election and names of the candidates shall be posted at the library, and one other public place in the Manchester community, one month prior to the election. All officers will be Directors of the corporation.

### **5.8 Special Board meetings**

The president may call a special meeting of the board by contacting all board members. In emergency situations the president can call a special meeting of the board of directors by making an earnest attempt to notify the board members by phone or email, stating the time, place and reason for such a meeting. All other non-urgent issues are to be addressed at regular board meetings.

### **5.9 Special Votes:**

As necessary, the Board may vote on urgent issues by email between regular meetings. All such votes will be documented in the following regular meeting's minutes.

### **5.10 Resolutions**

Resolutions shall be decided upon by a majority of the Directors present, at regular, special or annual board meetings. An annual treasurer's report, draft budget and other appropriate annual reports shall be presented at the regular January or February meetings for consideration and approval by the Board.

## **Article 6: Duties of Officers & Directors**

### **6.1 Duties of the President**

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The president shall preside at all meetings of the Friends of the Manchester Library and shall have general supervision of all affairs of the organization. The president shall have the authority to appoint all appropriate ad hoc committees and shall act as the chair of the Endowment Committee. The president shall annually appoint an ad hoc audit committee of at least three Directors or other qualified volunteers, to ensure that the treasurer's records are audited during the first quarter of the new fiscal year for the previous year.

### **6.2 Duties of the Vice President**

The vice president shall assume the duties of president in the president's absence. The vice president shall chair the Bylaws Review Committee and review the Bylaws annually for possible update. The vice president shall maintain all records held at the Library pertaining to the Friends of the Manchester Library.

### **6.3 Duties of the Secretary**

The secretary shall take the minutes of all meetings, keep attendance records, and keep an accurate record of all business transacted and read the results of all email votes into the record at the following regular meeting. The minutes of the meetings shall be furnished by the secretary (via email or paper copy if necessary) to any interested community member. The secretary shall maintain copies of all meeting and business transaction records at the Manchester library. The secretary shall perform the correspondence for the organization and shall maintain the volunteer list.

### **6.4 Duties of the Treasurer**

The treasurer shall be custodian of all monies and shall deposit them in financial institutions as designated by the board of directors. The treasurer shall provide a written financial report for each meeting and shall prepare an annual report to be presented no later than the regular February meeting. The treasurer shall maintain all original financial records at the Manchester library including the monthly and annual financial reports. The treasurer shall also invest, at the direction of the board, and disburse organization funds. The treasurer shall have oversight to insure proper acknowledgements are sent to all donors.

### **6.5 Duties of General Directors**

The General Directors are responsible for oversight of the operation of the Board. They will also act as a nominating committee to select individuals for officer positions. A group of three or more Friends may select their own list of recommended officers for presentation at the annual meeting.

### **6.6 Duties of Special Directors**

The Special Directors will act as resources on all matters and have full voting rights on all issues.

## **Article 7: Bylaws Amendments**

### **7.1 Bylaws Amendments**

These Bylaws may be amended at any regular meeting of the Friends of the Manchester Library by a vote of 2/3 majority of the Directors in office. Changes to the Bylaws will be registered with the State of Washington, if required by regulation.

### **7.2 Voting on Bylaw Amendments**

The revised Bylaws shall be read at one meeting and will be voted on at the next meeting.

## **Article 8: "Robert's Rules of Order"**

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Meetings shall be run in accordance with “Roberts Rules of Order”, unless otherwise set in the Bylaws.

**Article 9: Dissolution**

In the event of dissolution of the Friends of the Manchester Library, all net assets shall be distributed per the Articles of Incorporation.

**Article 10: Conflict of Interest**

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

**Article 11: Whistleblower Policy**

**11.1 Filing of complaints**

If any volunteer reasonably believes that some policy, practice, or activity of The Friends of the Manchester Library is in violation of law, a written complaint may be filed by that volunteer with the FOML President for action by the President. It is the intent of the FOML to adhere to all laws and regulations that apply to the organization, and the underlying purpose of this Policy is to support the organization's goal of legal compliance. The support of all volunteers is necessary to achieving compliance with various laws and regulations.

**11.2 Protection from retaliation**

A volunteer is protected from retaliation only if the volunteer brings the alleged unlawful activity, policy, or practice to the attention of the President and provides the President with a reasonable opportunity to investigate and correct the alleged unlawful activity.

**11.3 Retaliation**

No volunteer will retaliate against anyone who discloses or threatens to disclose to a public body any activity, policy, or practice of the FOML that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning health, safety, welfare, or protection of the environment.

**Article 12: Document Retention policy**

The FOML shall keep at the Library copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances for the last ten years, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board for the last three years; records of the names and mailing addresses of its officers and Directors, and such other records as may be necessary or advisable.

Bylaws Approved by the Board of Directors:

President:

Date signed:

Vice President:

Date signed:

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Secretary:

Date signed:

Treasurer:

Date signed:

General Director 1:

Date signed:

General Director 2:

Date signed:

General Director 3:

Date signed:

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