

BY-LAWS
FRIENDS OF THE LOUISVILLE FREE PUBLIC LIBRARY, INC.

Article 1
Offices

- 1.1 Name. The Corporation shall be known as Friends of the Louisville Free Public Library, Inc. (“Friends of the Library”).
- 1.2 Management Authority. The business and affairs of the Friends of the Library shall be managed by the Council of Friends of the Library (sometimes referred to as “Council”)
- 1.3 Principal Office. The principal office of the Friends of the Library in the Commonwealth of Kentucky shall be located in Jefferson County. The Friends of the Library may have such other offices, either within or without the Commonwealth of Kentucky, as the business of the Friends of the Library may require from time to time. The principal office of the Friends of the Library, until otherwise determined, shall be located at Fourth and York Streets, Louisville, Kentucky 40203.
- 1.4 Registered Office. The registered office of the Friends of the Library may be, but need not be, identical with its principal office in the Commonwealth of Kentucky. The address of the registered office may be changed from time to time by the Council.

Article 2
Purposes

- 2.1 Purpose. The Friends of the Library is organized exclusively for charitable, benevolent, education and literary purposes; to wit: maintaining an association of persons interested in libraries; focusing public attention on library services and problems; informing library staff and trustees of community needs; stimulating the use of the library’s resources and services; encouraging membership in Friends of the Library; receiving and encouraging donations; supporting and cooperating with the library in developing library services and facilities for the community; demonstrating citizen support of the library; encouraging the provision of a variety of volunteer opportunities within the library; initiating programs of interest to the community in the library; sponsoring programs through the library which will add to the cultural life of the community; and supporting the freedom to read as expressed in the American Library Association Bill of Rights.

Article 3 Members

- 3.1 Qualification for Membership. Members of the Friends of the Library shall include the Members serving on the Council, members of affiliated Friends Branch Chapters as defined in Article 10, and all at-large members. In order to be qualified for the privileges of membership, Members shall have paid current membership dues, the amount of which shall be set by resolution of the Council. Only currently paid-up Members may participate in elections.
- 3.2 Annual Meeting. The annual meeting of Members shall be held at a time and place to be designated by the Council for the election of Members to serve on the Council and such other business as may properly come before the meeting. If the election is not held on the date designated for any annual meeting, the Council shall cause the election to be held at a special meeting of the Members as soon thereafter as may be practicable.
- 3.3 Special Meetings. Special meetings of the Members may be called by the Council, by the President of the Council, or by written request to the Council by twenty Members. At a special meeting, no item of business shall be transacted except that stated in the notice of the meeting.
- 3.4 Place of Meetings. The Council or the President of the Council may designate any place within Jefferson County, Kentucky as the place of meeting for any annual meeting, or for any special meeting called by the Council or by the President of the Council.
- 3.5 Notice of Meetings. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten days, nor more than thirty days before the date of the meeting, either personally or by U.S. mail, electronic mail, or by publication sent by the Council to Members and delivered to each Member's address as reflected in records of Council.
- 3.6 Address of Record. Each Member will have an address on file to serve as "address of record" for purposes of meeting notices and other Council correspondence. To the extent possible, such address of record will contain an electronic mail address. It is the goal of the Council to obtain electronic mail addresses for all Members to reduce mailing expenses and for purposes of publicizing Library and Friends of the Library events.
- 3.7 Quorum of Members. Eighteen qualified Members present in person or by valid proxy at a duly organized membership meeting or specially called meeting shall constitute a quorum and may transact all necessary business.

- 3.8 Proxy. A Member who wishes to have a recorded vote at a meeting which he or she is unable to attend by reason of illness, conflict, or absence may submit a written proxy to another Member who will be present.

Article 4 **Council of Friends of the Library**

- 4.1 General Powers. The business and affairs of the Friends of the Library shall be managed by its Council.
- 4.2 Composition, Tenure, Election and Vote. The Council shall be composed of no more than 35 Members and no less than three Members with the exact number to be fixed from time to time by resolution of the Council. Members serving on the Council shall serve for two-year terms, subject to re-election at the annual meeting of Members or, in the case of default, until a successor shall have been qualified and elected. The terms may be staggered so that approximately one half of the Members serving on the Council shall be elected each year. Each Member serving on the Council shall have one vote to cast in person at each Council meeting, provided however, the immediate past president shall have a non-voting status.
- 4.3 Regular Meetings. Regular meetings of the Council are open to all members of the Friends of the Library. Regular Meetings shall be held monthly at a place and time designated by the President of the Council or by resolution of the Council, with timely written notice given by the Recording Secretary of the Council of the agenda with copies of the minutes of the previous meeting. Regular meetings may be cancelled by the President of the Council or by resolution of the Council when there is insufficient business to transact. In any event, at least four regular meetings of the Council must be held each year.
- 4.4 Special Meetings. Special meetings of the Council may be called by the President of the Council or, if he or she is absent or unable, by the Vice President of the Council, or by three Members serving on the Council with three days written notice of the time and place within Jefferson County, Kentucky, stating the purpose of the meeting. At a special meeting, no item of business shall be transacted except that stated in the notice of the meeting.
- 4.5 Quorum of the Council. A majority of the Members serving on the Council shall constitute a quorum for the transaction of business at any meeting of the Council, and the act of a majority of the Members serving on the Council and present at a meeting at which a quorum is present shall be the act of the Council, unless greater proportion is specifically required by law. If a quorum is not present at a meeting, then a majority of the Members serving on the Council present at the meeting may defer such meeting without further notice until a quorum can be assembled.

- 4.6 Vacancies. Any vacancy occurring in the Council may be filled at a regular meeting, or a special meeting called for that purpose, by the affirmative vote of a majority of the remaining Members serving on the Council. A Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- 4.7 Executive Committee. Members serving on the Council elected to serve as Officers will constitute the Executive Committee of the Council. The Executive Committee shall meet on call of the President of the Council or, in his or her absence or incapacity, the Vice President of the Council during periods between meetings of the Council to transact such business as may be prescribed. If neither the President nor the Vice President of the Council is present, the present officers will appoint a temporary chairperson to preside over the meeting.
- 4.8 Duties of Members serving on the Council. All Members serving on the Council will attend meetings of the Council and participate actively in the work of at least one Council committee and at least one designated event (“Event”), unless by reason of excused absence. Unexcused absences from three meetings of the Council and one Event within one calendar year may result in loss of Council position and the election of a replacement.
- 4.9 No Proxy for Council Vote. A Member serving on the Council who wishes to have a recorded vote at a meeting must be present at such meeting. No Member serving on the Council may submit a written proxy to another Member to cast a vote at a Council meeting.
- 4.10 Address of Record. Each Member serving on the Council will have an address on file, to serve as “address of record” for purposes of meeting notices and other Council correspondence. To the extent possible, such address of record will contain an electronic mail address. It is the goal of the Council to obtain electronic mail addresses for all Members to reduce mailing expenditures.

Article 5 Council Officers

- 5.1 Election. At a special meeting following the annual meeting of Members, the Members serving on the Council shall elect from their number the following officers: President, Vice President, Recording Secretary, and Treasurer who each shall serve a term of one year subject to re-election or, in the case of default, until a successor can be duly elected. The Members serving on the Council shall establish procedures for election by resolution.
- 5.2 Vacancy. The Members serving on the Council may fill a vacancy in any office for the unexpired portion of the term of that office at any regular meeting or a special meeting called for that purpose.

- 5.3 President. The President will be the principal officer of the Council, and shall supervise and control all of the business and affairs of the Friends of the Library. The President shall preside, unless absent or unable, at all meetings of the Council. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Council from time to time.
- 5.4 Vice President. In the absence of the President or in the event of the President's inability to perform the President's duties, the Vice President will perform the duties of the President. When so acting, the Vice President shall have all the powers of the President as prescribed in these by-laws. The Vice-President shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Council from time to time.
- 5.5 Recording Secretary. The Recording Secretary will (a) keep the minutes of the Council meetings and of the Executive Committee in one or more books provided for that purpose; (b) ensure that all notices are provided in accordance with these by-laws; (c) maintain a record of attendance at Council meetings, indicating proxies and excused absences; and (d) perform all duties incident to the office of Recording Secretary and such other duties as from time to time may be assigned by the President or by the Council.
- 5.6 Treasurer. The Treasurer will (a) have charge and custody of and be responsible for all funds of the Council; (b) receive all monies due and payable to the Friends of the Library from any source whatsoever, make arrangement for deposit of all monies in the name of the Friends of the Library in such banks or other depositories as shall be selected in accordance with the provisions of Article 7 of these by-laws, and make all payments authorized by the Council; (c) coordinate collection of financial information from Treasurers of the Friends of the Library Branch Chapters for purposes of preparation and payment of sales tax and preparation of annual tax return; and (d) perform all the duties incident to the office of Treasurer and such other duties as from to time may be assigned to the Treasurer by the President of the Council or the Executive Committee of the Council. The Treasurer of the Council and Treasurers of the Friends of the Library Branch Chapters shall be required to undertake adequate measures to ensure protection of the Friends of the Library funds
- 5.7 Past-President. The immediate Past-President of the Council will serve a one-year ex-officio (nonvoting) term as member without election. The Past-President shall (a) serve to advise the President; (b) serve as the Nominating Committee chair; and (c) shall not be subject to the other requirements of Council membership.

Article 6 Committees

- 6.1 Generally. The Council will appoint individuals or committees to oversee specific activities and to keep the Council informed about plans and actions in a timely manner. At least one member of any committee must be a Member serving on the Council. All committees must follow the fiscal procedures outlined by resolution of the Council as permitted by Article 7. Members serving on the Council may serve on more than one committee. The Recording Secretary of the Council shall maintain current lists of committees and their members.
- 6.2 Finance Committee. Chaired by the Treasurer of the Council, this committee is responsible for developing budget recommendations, submitting financial reports to the Council, recommending project funding and establishing the criteria for project approval. The Finance Committee must observe sound fiscal procedures as outlined in Article 7.
- 6.3 Volunteers Committee. The Volunteers Committee will coordinate with all events that are sponsored and co-sponsored by the Friends of the Library in order to arrange for volunteers to help at the events.
- 6.4 Community Relations Committee. The Community Relations Committee will coordinate the communication of the Friends of the Library's business and activities to the Members of the Friends of the Library, including publication of any newsletter. Additionally, the Community Relations Committee may from time to time, with the approval of the Council, publish press releases, advertisements or other items to increase public awareness of the Friends of the Library.
- 6.5 Membership Development Committee. The Membership Development Committee will oversee membership development, ongoing membership recruitment including annual membership drive, the accuracy of records and long-range planning.
- 6.6 Branch Relations Committee. The Branch Relations Committee will support the Branch Friends and foster a relationship that is inclusive. Committee members will periodically attend Branch Friends meetings to share information, obtain feedback and maintain open communications.
- 6.7 Advocacy Committee. The Advocacy Committee will coordinate advocacy efforts to raise public awareness of the Library in the community.
- 6.8 Book Management Committee. The Book Management Committee will support Friends of the Library branch book sales by maintaining the book vault and other storage areas and ensuring that quality books are provided to

the various Friends of the Library branches as needed. This committee will also coordinate book sorting as needed and develop resources and events for the donation of books that can be sold at Friends of the Library branch book sales.

- 6.9 Outreach Committee. The Outreach Committee will work with the Library and outside organizations like Habitat for Humanity and Metro United Way to foster the mission of the Library.
- 6.10 Nominating Committee. Chaired by the Past-President of the Council, the Nominating Committee will consist of three Members serving on the Council who, to the extent possible, are not running for reelection. This committee shall solicit applications from members to serve on the Council, conduct the annual election of the members of the Council, conduct the election of the Officers of the Council, and advise the Council of nominees to fill vacant positions.
- 6.11 Other Committees. The Council may, at its discretion, create other standing, ad hoc, or special committees or may combine, eliminate, or otherwise change any committees as need arises. Committees may create sub-committees for special projects.

Article 7 Fiscal and Fiduciary Authority

- 7.1 Funds of the Friends of the Library. All funds belonging to the Friends of the Library, actually or constructively received on behalf of the Friends of the Library by any Member, shall be immediately deposited in the name of the Friends of the Library in a bank or other depository designated by resolution of the Council or as otherwise set forth in these By-Laws. Approved signers of checks drawn on bank accounts established by the Council may include the current Treasurer of the Council, members of the Finance Committee, and current President of the Council. Any prior year officer with signing authority may continue to have signing authority upon resolution of the Council.
- 7.2 Contracts and Loans. The Friends of the Library may be obligated under contracts, including loans and lending contracts, only by resolution of the Council. No Member or officer shall have authority to obligate the Friends of the Library, or to incur debt for which the Friends of the Library is liable, without expressed written resolution of the Council.
- 7.3 Expenditures. Expenditures of the Council's funds in excess of five hundred dollars (\$500.00) may be made only in accordance with a budget approved by the Council, or by resolution of the Council. Unless the Council shall otherwise provide by resolution, all checks, notes and other obligations of the Council of less than five hundred dollars (\$500.00) in value will be signed

by an approved signer as defined in Paragraph 7.1. Checks, notes or other obligations of the Council of five hundred dollars (\$500.00) or more will be signed by at least two approved signers as defined in Paragraph 7.1, one of which must be the Current President or Treasurer of the Council.

- 7.4 Bonds. Members serving on the Council and officers shall not be required to give bond, but the Council will purchase and keep in force an insurance policy with such coverage and limits of liability adequate to protect the Friends of the Library's funds including all Council and branch funds.
- 7.5 Auditing and Accounting. The books and accounts of the Friends of the Library will be reviewed annually by the Officers of the Council.
- 7.6 Fiscal Year. The fiscal year of the Friends of the Library will begin on the first day of January and end on the last day of December each year.

Article 8

Indemnification of Members serving on the Council, Officers and Others

- 8.1 Indemnity. The Friends of the Library shall indemnify any Member serving on the Council or Council Officers or former Members serving on the Council or former Council Officers against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such a Member or Officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for misconduct or bad faith in the performance of his or her duties to the Friends of the Library. The Council may, by resolution adopted after notice to the Members, authorize other forms of indemnification.
- 8.2 Insurance. The Friends of the Library shall maintain insurance to protect itself and Members serving on the Council or Council Officers or former Members serving on the Council or former Council Officers against such liability, cost or expense on such terms, and with such exclusions and deductibles, as determined by the Members serving on the Council.

Article 9

Amendments

- 9.1 Amendments. The Council may alter, amend or repeal the by-laws at any regular or special meeting of the Council by a majority vote of the Members serving on the Council. Notice of such meeting shall include notice of such proposed alteration, amendment, or repeal.

Article 10
Friends of the Library Branch Chapters

- 10.1 Members. Any Member of the Friends of the Library may designate one or more specific branch(es) to be affiliated with thereby joining a Friends of the Library branch chapter.
- 10.2 Dues. The amount of dues to become a Member of the Friends of the Library is set by the Council. Branch chapters do not have additional membership dues. Friends of the Library dues must be paid directly to Friends of the Library and delivered to the Council for deposit in general funds in accordance with Paragraph 7.1.
- 10.3 Contributions. Members may designate amounts in excess of dues to be paid to a specific branch chapter. Amounts in excess of dues designated for a specific branch shall be returned to the Friends of the Library Branch Chapter of the Member's designation at the next Annual Meeting of the Friends of the Library. If a Member fails to designate a branch for amounts in excess of dues, the contribution will be deposited in the general Friends of the Library fund maintained by the Council.
- 10.4 Branch Officers. Each Friends of the Library Branch Chapter should have at least the following officers: President, Treasurer, and Secretary. One person may hold no more than two of these positions at the same time. The term of service is to be decided by the Friends of the Library Branch Chapter.
- 10.4.1 Branch President. The Branch President or a designee will preside at all meetings and perform all duties incident to the office of President and such other duties as may be prescribed by the Friends of the Library Branch Chapter.
- 10.4.2 Branch Treasurer. The Branch Treasurer will have charge of, and be responsible for, all funds of the Friends of the Library Branch Chapter. An annual financial report for the fiscal year will be submitted to the Treasurer of the Council by the end of the first quarter of the following year. The Branch Treasurer will also be responsible for submitting quarterly book sale information to the Treasurer of the Council by the second week of each quarter for the previous quarter book sales.
- 10.4.3 Branch Secretary. The Branch Secretary will maintain an accurate report of the proceedings of the Friends of the Library Branch Chapter's activities and shall also notify Members of meetings and events.
- 10.5 Use of Branch Funds. All funds raised through special projects/events sponsored by the Friends of the Library Branch Chapter are funds of that Chapter to be used solely as that Branch Chapter desires in accordance with

the purpose of the Friends of the Library. These funds shall be deposited in such bank, trust company, or other depository as the Friends of the Library Branch Chapter may select.

- 10.6 Requests for Financial Assistance. Branch Chapters may request financial assistance from the Council by submitting a written grant application to the Council.
- 10.7 Sales Tax Exemption. Friends of the Library Branch Chapters may use the Friends of the Library's state sales tax exemption number when making approved purchases. Such number may be requested from the Treasurer of the Council.
- 10.8 Branch Meetings. To maintain an active status, each Friends of the Library Branch Chapter will meet a minimum of two times each year. Meetings shall be held at the Branch or at an agreed upon site. Notice of meetings shall be posted in the branch library at least ten days in advance of the meeting. Members should be individually notified of a scheduled meeting by U.S. Mail, electronic mail, or phone. Meeting notice may be satisfied through the Louisville Free Public Library newsletter.

The above by-laws of this Corporation were adopted by the Council effective as of January 11, 2018.

Pamela M. Greenwell, President