

**BYLAWS
of the
FRIENDS OF THE JUNEAU PUBLIC LIBRARIES
(as revised September 24, 2011)**

**Article I
Name**

Section 1. The name of this corporation shall be The Friends of the Juneau Public Libraries.

**Article II
Purpose**

Section 1. The purpose of this corporation shall be to maintain an association of persons interested in libraries; to focus public attention on library services, facilities, and needs; to stimulate use of library resources and services; to receive and encourage gifts, endowments, and bequests to the library; to support and cooperate with the library in developing library services and facilities for the community; and, to support the freedom to read as expressed in the American Library Association Bill of Rights.

Section 2. This corporation is organized exclusively for charitable or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code; as an association of persons interested in libraries.

Section 3. The registered agent of the corporation shall be the current Director of the Juneau Public Libraries and the registered office of the corporation shall be the current headquarters library of the Juneau Public Libraries.

**Article III
Membership**

Section 1. Membership in this corporation shall be open to all individuals and to representatives of organizations or businesses.

Section 2. Each individual member and each organization or business member shall be entitled to one vote.

Section 3. Classes of membership

- A. General
- B. Family
- C. Patron
- D. Business
- E. Lifetime

Section 4. Dues of each class of membership shall be determined by the Board of Directors with the approval of the membership at a regular meeting or at the annual meeting.

Article IV Officers and Board of Directors

Section 1. Officers The officers of the corporation shall be a president, vice president, secretary and treasurer.

Section 2. Board of Directors The officers of the corporation and up to four members-at-large, plus the Director of the Juneau Public Libraries (ex officio) shall constitute the Board of Directors, hereinafter "the Board."

Section 3. Powers

- A. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the laws of the State of Alaska, the Board is authorized to conduct all business of the corporation between annual meetings as directed by the membership at the annual meeting and as authorized by these Bylaws.
- B. The Board is responsible for the election procedures for officers and members at large. This includes:
 - 1) Temporarily appointing board members to fill unexpected officer vacancies until the next annual meeting. [see Article IV, section 9]
 - 2) Serving on the Nominating Committee.
 - 3) Soliciting additional nominations from the membership.
 - 4) Informing the general membership of proposed nominees at least two weeks prior to the annual meeting.

Section 4. Qualifications Any member of the corporation in good standing is eligible for office.

Section 5. Terms Members of The Board shall serve for a term of two years or until their successors are elected or appointed, and may be re-elected. At least three (3) members shall be elected each year.

Section 6. Election Procedures

- A. Members of the board shall be elected by a majority vote of the membership present and voting at the annual meeting.
- B. Voting shall be by a show of hands; except if any office is contested, voting shall be by secret ballot.
- C. Within one month following the annual meeting, the Board shall convene and elect from its members officers and committee chairpersons for the current year.

Section 7. Meetings Board meetings are addressed under Article VI, Section 1.

Section 8. Removal of Officers Any Board member who, in the opinion of the Board, has exceeded his/her authority by acting on behalf of the corporation without Board approval; expended Friends of the Juneau Public Libraries funds without board approval; exhibited malfeasance or non-feasance of office; or exhibited behavior seriously detrimental to the goals of the corporation, may be removed by a two-thirds (2/3) vote of the Board provided that the Board member have the opportunity for a hearing.

Section 9. Vacancies An unanticipated vacancy in the Board shall be filled by appointment by a majority vote of the remaining members of the Board until the next annual meeting.

Article V

Duties of Officers

Section 1. President The president shall set the agenda for and preside over all meetings. The president shall develop annual objectives for the corporation, with the assistance of the Board. The president shall have the authority, with the approval of the Board, to appoint such special committees as may be deemed advisable.

Section 2. Vice President The vice president shall assume the duties of the president in the absence or incapacity of the president and shall succeed to the office of the president on the latter's resignation until the end of the president's term of office.

Section 3. Secretary

- A. The secretary shall record minutes of all regular and annual meetings and shall submit the minutes for approval at the next regular or annual meeting.
- B. The secretary is responsible for maintaining the working and archival records of the corporation, other than financial records and public notice of board meetings.

Section 4. Treasurer

- A. The treasurer shall pay all bills and maintain all financial records of the organization.
- B. The treasurer shall submit a preliminary annual financial report to the membership at the annual meeting and a final financial report at the first quarterly meeting of the Board following the close of the fiscal year (December 31st).
- C. The treasurer shall be responsible for bi-annual report to the IRS.
- D. The treasurer shall be chair person of the Budget Committee.
- E. The treasurer shall submit the books of the corporation to the Financial Oversight Committee as required by the Board.
- F. The treasurer shall file biennial corporate reports with Alaska Department of Community and Economic Development.

Article VI

Meetings

Section 1. Board Meetings

- A. The Board shall meet at least quarterly to conduct business.
- B. Board meetings shall be open to the general public and notice of their time and place shall be given in advance in the media and posted in the Juneau Public Libraries.
- C. The Board may meet in executive session to discuss matters, the immediate knowledge of which could have an adverse effect upon the finances of the corporation; subjects that tend to prejudice the reputation and character of any person, provided the person may request a public discussion; and matters, which by law, municipal charter or ordinances, are required to be confidential.

If exempted subjects are to be discussed at a meeting, the meeting must first be convened as a public meeting. The question of holding an executive session to discuss matters that are stated above shall be determined by a majority vote.

- D. A quorum of the Board Shall be a majority of The Board membership. During vacancies on the Board, a quorum shall be a majority of the seats filled, except that in no case shall major policy changes, changes in investment strategy, or major expenditures be approved by fewer than seven (7) Board members.
- E. Special meetings of the Board may be called by the President or by any three (3) members of the Board with due and proper notice to all Board members and the media.
- F. A Board member who cannot attend a scheduled meeting may choose to attend and vote telephonically.
- G. The Board may also conduct minor routine business via the Internet. The email generated shall be added to the next quarterly meeting minutes.

Section 2. Annual Meeting

- A. The annual meeting of the membership shall be held during the second half of the month of September on a date set by the Board.
 - 1.) Written notice shall be sent to each member at least two weeks prior to the annual meeting.
 - 2.) The date, place, and time of the annual meeting shall be announced in the media and posted in all of the Juneau Public Libraries.
- B. The agenda of the annual meeting shall include:
 - 1.) Election of Board members;
 - 2.) Presentation of the preliminary annual financial report;
 - 3.) Report of the Endowment Representative.
 - 4.) Approval of organizational objectives for the coming year;
 - 5.) Approval of a preliminary proposed budget for the coming year for final Board approval in January; and,
 - 6.) Additional member comments.
- C. If other business is to be brought forward by the Board or the membership, the annual meeting shall adjourn as an annual meeting and reconvene as a special membership or special board meeting to consider new business.

Section 3. Special Meetings A special meeting of the membership may be called at any time by the Board or upon request of five (5) members with reasonable public notification to all members setting forth the reason for calling the special meeting.

Section 4. Quorum The quorum for all annual and special membership meetings shall be the number of members present and voting and a majority of the Board.

Section 5. Voting Voting participation in all meetings of the corporation requires the physical presence of the member voting, with the exceptions noted in Article VI, Section 1, paragraphs (F) and (G), above. Voting by proxy is disallowed.

Article VII

Committees

Section 1. Financial Oversight Committee (ad hoc)

- A. A Financial Oversight Committee may be appointed by the president from the membership, not to include any members of the existing board or nominees to office, and to include at least one person with experience in accounting, bookkeeping, or auditing.
- B. The Financial Oversight Committee may examine the books of the corporation at any time.
- C. The Board may contract for professional review of the corporation finances and financial practice. This contractor shall communicate with the Financial Oversight Committee and present a report through the committee to the Board.

Section 2. Bookstore Committee

- A. The Bookstore Committee shall direct the operations of the Bookstore, if such store is deemed advisable by the membership or the Board.
- B. The Chair of the Bookstore Committee or a representative of that committee shall serve as one of the members-at-large on the Board.

Section 3. Budget/Finance Committee

- A. The Budget/Finance Committee shall consist of the president, the treasurer, and the Director of the Juneau Public Libraries.
- B. The Budget/Finance Committee shall present to the annual meeting a proposed plan for expenditures for the coming year.

Section 4. Membership Committee

- A. The Membership Committee shall be responsible for programs involving the recruitment and retention of members and their employment as volunteers.
- B. The Membership Committee shall be responsible for maintaining the database of current member names and contact information.
- C. The Chair of the Membership Committee or a representative of that committee shall serve as one of the members-at-large on the Board.
- D. The Membership Committee shall publish a newsletter for distribution, the number of issues to be determined by the Board. Copies shall be distributed to the membership and to each local public library.

Section 5. Nominating Committee

- A. The Nominating Committee shall consist of members of the Board of Directors and at least one member from the general membership.
- B. The Nominating Committee shall
 - 1.) Solicit nominations from the general membership, and
 - 2.) Solicit nominations from the Bookstore Committee and the Membership committee and the volunteer coordinator before the annual meeting.
- C. The nominations shall be submitted to the membership, with the consent of the nominees, at least two weeks before the annual meeting.
- D. Nominations from the floor will be accepted at the annual meeting. Nominations from the floor shall be moved and seconded by members in attendance, and the person so nominated shall be present to give their consent to the nomination and a statement of their interest in serving on the Board.

Section 6. Bylaws Review Committee (ad hoc)

- A. Bylaws Review Committee may be appointed by the president from the Board or the membership to review the bylaws for consistency with current practice and with the Articles of Incorporation.
- B. The Bylaws Review Committee shall present suggested revisions to the Board far enough in advance for Board review so that the membership can be given two week's notice of proposed changes in advance of the annual meeting.

Section 7. Juneau Public Libraries Endowment Fund Liaison. (ad hoc)

- A. When requested by the Clerk of the City and Borough of Juneau, the Board shall submit the name of a representative of the Friends of the Juneau Public Libraries to serve on the board for the Endowment Fund of the Juneau Public Libraries.
- B. Any member in good standing of this corporation is eligible to serve as Endowment Fund Liaison.
- C. The Endowment Fund Liaison shall attend the annual meeting of the Friends of the Juneau Public Libraries to report on the activities of the Endowment Fund, and shall attend regular quarterly meetings of the Board of Directors of this organization as a non-voting member.

Article VIII

Finances

Section 1. Fiscal Year The fiscal year shall begin on January 1 of each year and shall end on December 31 of that year.

Section 2. Disbursement of Funds

- A. Funds shall be disbursed for the direct benefit of the Juneau Public Libraries in accordance with the approved budget.
- B. The Budget/Finance Committee shall approve any disbursements in excess of \$100 from non-designated funds.

- C. No part of the funds of this organization may be paid to any officer or member, directly or indirectly, nor may be used to benefit any officer or member, except for reimbursement for approved purchases.

Section 3. Standard Accounting Practice

The corporation shall follow generally accepted accounting practice in all of its financial dealings.

Section 4. Investment Policy and Planning

The Board shall develop, adopt, and periodically update and Investment Policy for the Corporation's currently reserved funds. The Board may seek the assistance of a qualified financial adviser in developing and updating this policy.

Section 5. Gifts and Grants The Board may accept gifts and grants on behalf of The Friends of the Juneau Public Libraries, and any contribution, gift or bequest for any general or specific purpose for The Friends of the Juneau Public Libraries consistent with the requirements of Section 501 (c) (3) of the Internal Revenue Code.

Section 5. Fiduciary Responsibility of the Board

- A. All decisions of the Board, its committees, and the officers of The Friends of the Juneau Public Libraries shall be made solely on the basis of a desire to promote the best interest of The Friends of the Juneau Public Libraries in carrying out its charitable purposes.
- B. To the full extent permitted by law and subject only to those limitations expressly stated in AS 10.20.151(d) and (e), no director/trustee of this corporation shall have any personal liability to the corporation for monetary damages for the breach of fiduciary duty as a director/trustee. This provision shall apply in addition to, and not in substitution for, indemnification provisions contained in this corporation's Bylaws or provided by contract.

Article IX

Records

Section 1. Records The Board shall maintain and keep current a permanent archival record of the activities of the Friends of the Juneau Public Libraries, along with a register of names and addresses of Board members.

- A. This record shall consist of: the Articles of Incorporation of this corporation, amendments to the Articles; copies of biennial corporation reports to the State of Alaska; approved minutes of annual meetings and Board meetings; quarterly financial statements and copies of IRS filings; and, copies of past newsletters.
- B. These records shall be housed at the main branch of the Juneau Public Libraries or at a designated branch library.
- C. These records shall be available for public examination upon request.

- D. Current working records of the corporation shall be kept by the officers of the corporation.

Article X Dissolution

Section 1. Procedure This corporation may be dissolved by a majority vote of the membership present and voting at a meeting held no earlier than two weeks after notice of the intent to dissolve has been sent in writing to all members, giving the time and place of such meeting.

Section 2. Disposal of Assets

- A. Upon dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all assets to the Juneau Public Libraries.
- B. However, if the named recipient is not then in existence, or is no longer exempt from federal income tax, or is unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which has established its tax-exempt status under Section 501©(3) of the Internal Revenue Code, such organization to be selected by a majority vote of the members present at the meeting to dissolve the corporation.

Article XI Bylaws

Section 1. Review A review of the Bylaws shall be made annually by the Board. A bylaws committee may be appointed to suggest revisions that the Board may place before the membership for their approval at the annual meeting.

Section 2. Amendments Amendments to these Bylaws may be made at any meeting of the membership by a majority of those present and voting, after notification in writing of the intent to amend the Bylaws and a general statement of the matters to be covered in the amendment to each member at least two weeks before the meeting at which the voting is to take place.

Article XII Parliamentary Procedures

Section 1. *Roberts Rules of Order, Newly Revised* shall govern the proceedings of the organization, when not in conflict with the Articles of Incorporation of this corporation, with these Bylaws, or with the laws of the State of Alaska.

These Bylaws, if approved, take effect at the time of their adoption.

Bylaws of the Friends of the Juneau Public Libraries

Adopted

Revised September 15, 1997

Revisions Approved September 17, 1997

Revised August 7, 2007

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