BY-LAWS FOR FRIENDS
OF THE
BAY COUNTY PUBLIC LIBRARIES, INC.

ARTICLE I. NAME

Section I. The name of this organization shall be Friends of the Bay County Public Libraries, Inc.

ARTICLE II. Purpose

Section I. The purpose of this organization shall be to maintain an association of persons interested in libraries; to focus public attention on the libraries; to stimulate the use of the libraries' resources and services; to receive and encourage gifts, endowments and bequests to the libraries; to support and co-operate with libraries in developing library services and facilities for the community.

ARTICLE III. Membership

Section I. Membership in this organization shall be open to all individuals in accord with its purposes, and to representatives of organizations and clubs when such representation is desired.

Section II. Each membership shall be entitled to one vote.

ARTICLE IV. Officers

Section I. The officers of this organization shall be: President, Vice President, Secretary, and Treasurer. The Vice President shall serve as President-Elect and will become President at the end of the following annual membership meeting.

Section II. The nominating committee is to be appointed in January. It shall consist of three (3) members, two of the members shall be appointed by the President and the third shall be elected by the Board of Directors. The nominations shall be submitted to the membership with the consent of the nominee at least two weeks prior to the annual meeting. Additional nominations may be made from the floor with the consent of the nominee.

Section III. Officers shall be elected by majority vote of those members present at the annual meeting for the term of one year.

ARTICLE V. Duties of Officers

Section I. President: To preside over and conduct meetings, to appoint all committees and to be an ex-officio member of all committees, except the nominating committee.

Section II. Vice President (President-Elect): To perform the duties of the President in the President's absence.

Section III. Secretary: To record attendance and take the minutes of all meetings. The Secretary will conduct the correspondence of the organization.

Section IV. Treasurer: To process accounts payable and to ensure the financial records of the organization are maintained at the library. The treasurer shall also be responsible for ensuring an annual audit of these records; this audit may be conducted internally upon approval by the Board of Directors.

Section V. Bond insurance will be maintained on the officers of this organization.

ARTICLE VI. Board of Directors

Section 1. The Board of Directors shall consist of four officers and five additional members at large. Board members may serve no more than three consecutive years. Exemptions to the three-year term limit may be granted by a majority vote of the Board of Directors upon the recommendation of the nominating committee in exceptional cases, such as when a board member holds critical institutional knowledge, when the nominating committee is unable to find new board members willing to serve, or when a board member is actively leading a major ongoing project. Former board members may be re-elected to the board after one year. The Library Director shall serve as an ex-officio member of the Board of Directors.

Section II. Meetings of the Board of Directors shall be held regularly, but not less than four times a year.

Section III. A quorum of a majority of the filled board positions, one of whom is an officer, is required for the transaction of business.

Section IV. The Board of Directors shall have all the powers of the organization between meetings of the Friends' membership.

Section V. The president may, with the approval of the Board of Directors, appoint honorary life members of the Board who will act in an advisory capacity only and whose presence on the Board will make an outstandingly significant contribution to the aims of the organization.

Section VI. All members of the Board of Directors must be members in good standing of the organization.

ARTICLE VII. Vacancies

Section I. If a Board member cannot fulfill his or her duties, a written resignation should be sent to the Secretary of the organization. Any vacancy occurring in the officers of the Board of Directors may be filled by an affirmative vote of the majority of the remaining directors. In the event of a vacancy in the President position, the Vice President shall assume the role. For other officer vacancies, the Board of Directors will appoint a successor from the current board members. An officer or director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE VIII. Meetings

Section I. An annual meeting of the membership shall be held in March each year.

Section II. A special meeting of this organization may be called at any time by the Board of Directors.

ARTICLE IX. Membership & Dues

Section I. There shall be four classes of membership: Individual; Family; Patron; and Benefactor. Patrons members may include individuals, businesses, and other organizations.

Section II. Annual dues shall be determined by the Board of Directors.

Section III. Dues shall be payable annually and shall become due on January 1 of each year. The membership year is January 1 through December 31.

ARTICLE X. Amendments

Section I. Amendments to these By-Laws may be made by a majority of the Board of Directors at any duly constituted meeting, upon thirty days written notice to the general membership.

ARTICLE XI. Parliamentary Procedure

Section I. Robert's Rules Newly Revised, when not in conflict with these By-Laws, shall govern the proceedings in this organization.

ARTICLE XII. Standing Rules

Section I. To carry out the principles enunciated in these By-Laws and to provide a sound procedural base for the operations of the organization, a set of Standing Rules shall be developed and adhered to by the Board of Directors.

Section II. Nothing in the Standing rules shall be in conflict with the By-Laws.

Section III. Changes or additions to the Standing Rules may be made by a majority vote of the Board of Directors.

Article XIII: Committees

Section I. The Board of Directors shall establish committees to support the organization's mission and objectives.

Section II. Appointment of Committee Members: The President, with the approval of the Board of Directors, shall appoint the chairpersons of each committee. The chairpersons may then select additional committee members from the board or the organization's general membership.

Section III. Reporting: Each committee shall report its activities and recommendations to the Board of Directors at each regular board meeting.

Section IV. Committee Term Limits: Committee chairpersons shall serve for a term of one year and may be reappointed for additional terms.

ARTICLE XIV: Electronic Communications

Section I. Electronic Meetings: The Board of Directors and all committees are authorized to meet by telephone conference or through other electronic communications media.

Section II. Electronic Voting: Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee may be taken without a meeting if all members of the Board or committee consent in writing or by electronic transmission. Such written consent or electronic transmission shall be filed with the minutes of proceedings of the Board or committee.

Section III. Notice: Any notice required by these by-laws may be given by electronic means, including but not limited to email.

Article XV: Dissolution

Section I: Upon dissolution, the surplus assets of the Friends of the Library shall be distributed to the Bay County Public Library.

Approved: 1972
Revised: 1974; 1977; 1979; 1983; 2014; 2018; 2020; 2024