BYLAWS OF FRIENDS OF THE WAVERLY PUBLIC LIBRARY

 DRAFT# 6

ARTICLE I – OFFICES

 The principal offices of the corporation shall be located at the Waverly Public Library, 1500 West Bremer Avenue, City of Waverly, County of Bremer, State of Iowa. The Corporation may have such other offices either within or without the State of Iowa as the board of directors may determine from time to time.

ARTICLE II – MEMBERS

Section 1: Membership shall be open to any person interested in the objectives of the corporation.

Section 2: Membership status shall attach to any person making a monetary donation to the Friends of the Library in the preceding membership year. A membership list shall be maintained by the Board of Directors and updated, as needed.

Section 3: Each membership shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4: No personal liability shall in any event attach to any member of the corporation in connection with any of its undertakings, but all its liabilities shall be limited to its common funds and assets.

ARTICLE III – MEETING OF MEMBERS

Section 1: An annual meeting of members shall be held in the month of January on a date determined by the board of directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2: Special meetings of the members may be called by the president of the board

of directors.

Section 3: Members will be notified of any annual/special meeting. The time, place and purpose of the meeting will be included in the notice, same to be placed in Waverly newspapers and sent directly to members where necessary.

Section 4: A quorum shall consist of five members

ARTICLE IV – BOARD OF DIRECTORS

Section 1: The affairs of the corporation shall be managed by its board of directors

Section 2: The number of directors shall be at least nine and no more than 15 At annual meetings, directors will be elected for three years to replace retiring members. No member shall serve more than four consecutive three-year terms.

Section 3: Regular meetings of the board shall be held at least quarterly, and additional meetings of the board may be called by the president or any three directors.

Section 4: Each director shall be notified in advance of the time and place/mode of the meeting of the board.

Section 5: A majority of the board of directors shall constitute a quorum, for the

transaction of business.

Section 6: Any action required or permitted to be taken by the board of directors may be taken without a meeting if a consent is in writing~~,~~ or email setting forth the actions to be

taken, shall be voted on by a majority of the directors.

Section 7: Any vacancy occurring in the board of directors and any directorship to be

filled by reason of an increase in the number of directors, shall be filled by appointment

by the board. A director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

Section 8: Directors may be reimbursed for the actual and necessary expenses incurred by them in the discharge of their duties, but shall receive no compensation for services.

Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 9: The board of directors, by a majority vote of the directors present at any

properly noticed meeting, may at their option drop any director who has failed to attend three or more consecutive meetings of the board without just cause, whereupon the director so dropped shall immediately cease to be a director.

Section 10: Ex officio members of the board of directors shall be the Director and/or the Director’s designee of the Waverly Public Library and also a member of the Board of Trustees of the Waverly Public Library

ARTICLE V – OFFICERS

Section 1: The officers of the corporation shall be president, vice president, secretary, and a treasurer (or combination secretary-treasurer) and such other officers as the board of directors shall deem necessary.

Section 2: The officers of the corporation shall be elected annually by the board of

directors at the annual meeting and shall serve a term of one year. Each officer shall hold office until his/her successor has been duly elected.

Section 3: A vacancy in any office because of death, resignation, or otherwise, shall be

filled by a person appointed by the board of directors for the unexpired portion of the

term.

Section 4: The president shall be the principal executive officer of the corporation to put

into effect the decisions of the board of directors. Subject to such decisions, the president shall supervise and control the business and affairs of the corporation. The president

shall preside at meetings of the members and directors.

Section 5: Subject to any specific assignments of duties made by the board of directors,

the vice president, secretary, and treasurer shall act under the direction of the president. The secretary shall keep the minutes of the meetings of the members and the directors and shall have general charge of the records of the corporation. The treasurer shall have custody of the funds of the corporation and keep its financial records and accounts (and shall keep a record of the members of the corporation)

ARTICLE VI –COMMITTEES

 Committees may be designated by a resolution adopted by a majority of the

directors present at a Board meeting. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation,

ARTICLE VII -CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1: Contracts. The board of directors may authorize any officer or officers, agent

or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2: Checks, Drafts, or Orders. All checks, drafts or orders for the payment of

money, notes, or other evidences of indebtedness issued in the name of the corporation,

shall from time to time be determined by resolution of the board of directors. In the

absence of such determination by the board of directors, such instrument shall be signed

by the Treasurer. In the absence of the treasurer, the President may sign.

Section 3: Deposits. All funds of the corporation shall be deposited from time to time to

the credit of the corporation in such banks, trust companies, or other depositories as the

board of directors may select.

Section 4: Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or device for any purpose of the corporation.

Section 5: Bonding. The Treasurer may be bonded at the discretion of the board of

directors.

Section 6: Audit. An audit of the financial records shall be conducted annually. by an audit committee appointed by the Board of Directors

ARTICLE VIII – BOOKS AND RECORDS

 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, of the board of directors, committees having and exercising any of the authority of the board of directors, and shall keep at the principal office a record giving the names and addresses of the members

entitled to vote. All books and record of the corporation may be inspected by any

member, or his/her attorney for any proper purpose at any reasonable time.

ARTICLE IX – FISCAL YEAR

 The fiscal year of the corporation shall be from January 1 to December 31

ARTICLE X – PARLIAMENTARY RULES

 At all meetings of the corporation, unless otherwise provided by these bylaws or

the Articles of Incorporation, Robert’s Rules of Order Newly Revised shall govern the conduct of meetings

ARTICLE XI – AMENDMENTS

 These bylaws may be altered or amended by a majority vote of the total qualified voting membership of the organization or by two-thirds vote of the members present and qualified to vote at any annual meeting or special meeting called for that purpose;

provided, however, that a notice in writing of the proposed changes and the time of said meeting, if a special meeting, has been given at least ten days in advance.

No parts of these bylaws shall be applied without consultation with the corresponding

section or sections of the Article of Incorporation

 Adopted September 1, 1983

 [signed] John J. Doepkke

Sworn before me Roger L. Hesse notary public for the state of Iowa

Dated 1-31-84 [signed] Roger L.Hesse

Revised January 29, 2006

**Revised January 27, 2015**

Revised