

**FRIENDS OF WASHINGTON-CENTERVILLE PUBLIC LIBRARY  
CONSTITUTION AND BYLAWS**

**ARTICLE I. NAME and LOCATION**

Section 1. The name of the organization shall be Friends of Washington-Centerville Public Library referred to as “Friends” hereinafter.

Section 2. The principal location of the Friends shall be at Centerville Library, Washington-Centerville Public Library 111 West Spring Valley Road Centerville, Ohio 45458.

**ARTICLE II. PURPOSE**

The purpose of the Friends, a charitable organization operating for the public benefit as specified in Section 501 (c)(3) of the Internal Revenue Code, is to promote and support the goals and objectives of the Washington-Centerville Public Library, as defined by the library board of trustees, through advocacy, fundraising and volunteer service for the advancement of library facilities, collections, programs and services. The Friends will:

- Support the library in developing, maintaining and enhancing facilities, resources and services for the public.
- Raise funds for specific projects, programs and purchases for the library.
- Maintain a membership of persons supportive of the library.
- Provide volunteer manpower for library activities and events.
- Raise awareness of library services and needs.
- Encourage donations of time, materials and money to the library.
- Support the policies established by the library board of trustees.
- Support library development.
- Undertake directly such initiatives, programs, and activities for such charitable, scientific, literary, or educational purposes as the Friends board may from time to time deem desirable and beneficial.
- Promote comradeship among members by holding social events to increase the bond among members, so they are willing to participate in the above purposes.

**ARTICLE III. POWERS**

The Friends is a public charity formed to support and sustain the Washington-Centerville Library. It has no authority over the library, its governance, and its library board of trustees or its staff.

## **ARTICLE IV. MEMBERSHIP**

Section 1. Membership in the Friends shall be open to all individuals in agreement with its purposes and who agree to abide by the constitution, bylaws policies, annual dues requirements and procedures of the Friends.

Section 2. Each individual of Ohio voting age shall be entitled to one vote.

Section 3: The Friends shall not sell or lend to any individual or organization, except to Washington-Centerville Public Library, the list of member names and contact information.

**EIN: 45-0648892**

## **ARTICLE V. BOARD OF TRUSTEES**

Section 1. Governing Body: The Friends board shall serve as the governing body of the Friends and shall establish policies to guide the business of the Friends.

Section 2. Composition and Vote: The board of trustees shall consist of ten (10) voting members: five (5) officers:

President

Vice President

Corresponding Secretary

Recording Secretary

Treasurer

Four (4) standing committee chairpersons:

Membership

Events

Book Sales

Volunteer

And One (1) at-large member.

In the event any standing committee is headed by two (2) co-chairpersons, each co-chairperson's vote shall be counted as one-half (1/2) vote.

In the event that any vote of the board ends in a tie, the officers' final vote shall determine the Board's action on any matter.

A library director and/or designee shall serve as ex-officio member(s) of the Friends board. Neither library board of trustees, nor current employees of Washington-Centerville Public Library, may serve on the Friends board.

Section 3. Terms: Friends officer and member-at-large terms shall be for two (2) years, and no person shall serve more than two (2) consecutive two (2) year terms in the same position.

Section 4. Duties: The duties of the president shall be to provide leadership to the Friends board, supervise and control all business of the Friends, appoint committee chairs and the member-at-large, preside over meetings of the Friends general membership and Friends board, serve as an ex-officio member of all committees, set the agenda for the Friends board meetings, be the liaison with the Library staff, co-sign Friends' checks in the amount of \$500.00 or more, and perform other duties on behalf of the Friends when necessary.

The duties of the vice president shall be to perform the duties of the president in the president's absence or inability to act and to perform other duties as may be assigned by the president or Friends board and serve as an ex-officio member of all committees as needed. The vice president will chair a standing committee of three (3) board members to nominate interested candidates to fill all board positions as they come available, either by term limits or resignation. A roster of interested candidates to fill future vacancies will be maintained by the vice president and updated periodically, well in advance of the annual meeting. The vice president shall also have the authority to co-sign Friends' checks in the amount of \$500.00 or more.

The duties of the corresponding secretary are to notify all members of all regular and special meetings; handle the general correspondence of the Friends as directed by the board; serve as the custodian of the personal record book, stationery and other related supplies; read correspondence as requested by the president at a board meeting; manage the Friends social media presence with the help of Library staff, including advertising all openings for board and committee chair openings and keeping those individuals informed about the nominations process; notify officers, the member-at-large and the committee chairs of their election or appointment; and perform other duties as requested or required by the bylaws; compose and send correspondence including thank you notes, and make phone calls as directed by the president; and other duties as necessary.

The duties of the recording secretary are to send out to the membership of the board and the committee chairs notice of each board meeting; prepare an agenda prior to each board meeting with the president or other presiding officer; maintain the minutes of Friends board meetings; keep on file all committee reports; make minutes and records available to members upon request at a reasonable time and place; sign all certified copies of acts of the Friends unless otherwise specified in the bylaws; furnish committees with whatever documents are required for the performance of their duties and have on hand at each meeting a list of existing committees and the members; serve as custodian of the Friends records; in absence of the president and the vice-president, call the board meeting to order and preside until the immediate election of a chairman pro tempore; and perform other duties as necessary.

The duties of the treasurer are to prepare and present for the Friends board's approval a profit and loss statement, perform and record all financial transactions of the Friends, report on the financial condition of the Friends to the board at least quarterly, present an audited report at the annual meeting and serve as custodian of Friends' assets. The treasurer shall be required to sign any

Friends check up to \$499.99. The treasurer shall have the right to co-sign Friends' checks of \$500.00 or more with either the President or Vice President.

The duties of the member-at-large shall be to support Friends sponsored events with the community and those as assigned to the member-at-large by the president and/or the Friends board.

Section 5. Meetings: The Friends board shall meet no fewer than six (6) times per year.

Section 6. Action: The act of the majority of Friends board members present at a meeting at which a quorum is present shall be the act of the Friends board. A quorum shall be at least six (6) members of the board. A board member may be present via electronic means as well as in person. In the event that a board member cannot attend a board meeting, that board member may give the member's written or electronic proxy to another board member to vote for said member on all matters that come before the board at the meeting.

Section 7. Compensation: Friends members including the board and committee chairs shall not receive salaries for their services, but may be reimbursed for expenses incurred on behalf of the Friends.

Section 8. Vacancy, Resignation, Removal: Vacancies arising on the Friends board shall be filled by appointment of the president and approved by the Friends board for the unexpired portion of the term, which shall not be included when calculating term limits. Friends board members shall have the right to resign upon written notice to the president.

A Friends board member or committee chair may be removed, with or without cause, at any meeting of the Friends board by the affirmative vote of a majority of then serving Friends board members.

Any Friends board member who is absent from three (3) consecutive board meetings is encouraged to evaluate their commitment to the Friends with the president. The Friends board may deem a Friends board member who has missed three (3) consecutive board meetings, without such a reevaluation with the president, to have resigned from the Friends board.

Section 9. Elections: A slate of nominees for open officer positions on the Friends board shall be presented at the annual meeting by a nominating committee of three (3), to be appointed by the Friends president with the Friends board approval. The vice president shall chair the nominating committee. Nominations shall be communicated to the membership at least two (2) weeks before the annual meeting

Section 10. Conflicts of Interests: No Friends member shall derive any personal interest that they may have in any matter pending before the Friends board and shall refrain from participation in any decision on such matter.

Members shall refrain from obtaining any list of Friends membership or library patrons that result in personal benefit.

Section 11. No Dual Offices: No officer shall serve as more than one (1) officer of the Friends board at any one time, but may also serve as a chairperson or co-chairperson of a standing or ad hoc committee.

## **ARTICLE VI.**

Section 1. Standing Committees: The standing committees of the Friends shall be membership, events, book sales, and volunteer. Any standing committee may be headed by up to two (2) co-chairpersons at any time.

Section 2. Duties: The duties of the membership committee are to establish and define membership requirements (such as dues) and benefits; annually request renewals from current members; and periodically recruit/invite new members. The membership chair will also manage all membership lists – it is essential that the membership chair keep the membership list up to date in database then in use by the Friends and communicate this list to the book sale chair immediately prior to any Preview Book Sale night; have access to and routinely update the Library database of new and yearly renewal members containing such information about members, freely given by members, as the Friends board requests from time to time; and to provide information to any officer of the board or standing committee chairperson as requested for any Friend's projects, and is not provided with a request of privacy by a member.

The duties of the events committee are to develop, plan, coordinate and implement fundraising and social activities that promote the Library and Friends; coordinate approved events and work with the corresponding secretary to make ensure events are communicated to the membership; and work with the volunteer chair to staff events.

The duties of the book sales committee are to work with the Friends board and the Library staff to collect, organize, store and sell (as appropriate) books and other media donated in support of the Library; to organize periodic community sales; to work with the corresponding secretary to ensure events are communicated to the membership; and work with the volunteer chair, if needed, to help staff events.

The duties of the volunteer committee are to recruit, mentor, manage, and organize volunteers to support Friends' events, including book sales, and if requested, Washington-Centerville Public Library events. The volunteer committee will also recruit and identify individuals with an interest in volunteering time in serving on the Friends board and committees.

Section 3. Composition: The president shall appoint the chairs of the standing committees with the approval of the Friends board.

Any member interested in the work of a standing committee may request to become a part of the committee.

Section 4. Terms: Committee members shall have the option to serve indefinitely.

Section 5. Action: The act of the majority of committee members present at a meeting at which a quorum is present and shall be the act of the committee. A committee member may be present at a board meeting in person or by electronic means. If a committee member cannot attend a meeting, they shall have the right to give their written or electronic proxy to another committee member to vote on any matter that comes before the meeting. A member shall be considered to be at the meeting if they give another member their proxy prior to the meeting.

Section 6. Ad Hoc Committees: Such other committees, as may be necessary from time to time, shall be appointed by the president with the approval of the Friends board.

## **ARTICLE VII. MEMBERSHIP MEETINGS**

Section 1. Annual Meeting: The Friends shall hold its annual meeting for the purpose of election of officers, to receive various reports, to approve changes to the Friends Constitution and By-Laws and to enact any other business. The annual meeting will be held at a time and place determined by the Friends board and no later than June 30 of the following year.

Section 2. Special Meeting: A special meeting of the membership may be called by the president with the consent of the Friends board.

Section 3. Notification: The membership shall be given at least two (2) weeks written or electronic notice of the time, place, and subject of any annual or special meeting. A similar notice shall be posted in the library at least two (2) weeks before the meeting.

Section 4. Attendance: All meetings shall be open to the public.

## **ARTICLE VIII. FUNDS**

Section 1. Fiscal Year: The fiscal year of the Friends shall begin on January 1 of each year and end on December 31 of the same year.

Section 2. Annual Budget: The Friends board shall adopt an annual operating budget of projected revenue and expense.

Section 3. Contracts, Checks, Orders for Payment: No funds of \$500.00 or more shall be disbursed without the written authority of two officers. Those officers are the president, vice-president or treasurer. No contracts shall be signed without a resolution of the Friends board.

All checks, orders for the payment of money in the amount of \$500.00 or more, contracts or other such items issued in the name of the Friends shall be signed by two (2) of the following: president, vice-president and/or treasurer.

Expenditures of \$500 or more, not approved in the annual budget, must be approved by resolution of the Friends board.

Section 4. Audits: When necessary, the president, with Friends board approval, will appoint a three (3) member audit committee to examine the Friends' financial records. The president, vice president and treasurer may not be named to the audit committee. An annual financial statement shall be presented by the treasurer at the annual meeting.

#### **ARTICLE IX. POLITICAL ACTIVITY**

The Friends shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for elective public office. However non-partisan voter education activities and activities to encourage people to participate in the electoral process are permitted. Persons associated with the Friends are free to exercise their right to participate in political campaigns, but may not do so as representatives of the Friends.

#### **ARTICLE X. AMENDMENTS**

The constitution and bylaws may be amended at any annual or special meeting of the Friends by two-thirds (2/3) vote of the members present, provided that notice of the proposed amendment(s) shall have been mailed or sent by electronic means to all members at least two (2) weeks before the said meeting. A written notice of the proposed amendment(s) shall also be posted in the library at least two (2) weeks prior to the meeting.

#### **ARTICLE XI. PROPERTY AND DISSOLUTION**

The interest of a member in the property of the Friends is limited to its use for Friends' purposes. If the Friends is dissolved, no member shall have any rights nor shall receive any assets of the Friends, and all its property not needed for the payment of its debts and expenses shall be transferred or conveyed to Washington-Centerville Public Library, or its successors.

Ratified by the Membership: September 20<sup>th</sup>, 2011

Amended: March 8<sup>th</sup>, 2020

Amended: May 15<sup>th</sup>, 2022

