

## Southeast Library System Friends By-Laws

### ARTICLE I. NAME

The name of this organization is Southeast Library System Friends, aka SELS Friends.

### ARTICLE II. PURPOSE AND GOVERNANCE

The purpose of this organization is to provide support for the Southeast Library System (SELS). Although it is a subsidiary of the SELS (a 501(c)(3) non-profit organization), the SELS Friends is a distinct entity and does not fall under System governance. Similarly, the SELS Friends has no authority to govern SELS.

### ARTICLE III. MEMBERSHIP AND DUES

Any persons having an interest in supporting the SELS with their money and/or time may join the SELS Friends. Categories of membership and dues shall be determined by the SELS Friends Board of Directors (hereafter referred to as Board of Directors).

### ARTICLE IV. FISCAL YEAR AND ANNUAL MEETING

The fiscal year of the SELS Friends shall coincide with the fiscal year of the SELS. The annual membership meeting shall be held at a time and place fixed by the Board of Directors and shall be held in the first or second month of the fiscal year.

### ARTICLE V. BOARD OF DIRECTORS

#### Section 1. Duties

The business, property, and affairs of this organization shall be managed by a Board of Directors composed of five persons who shall be current members of this organization.

#### Section 2. Elections, Terms of Office and Vacancies

The SELS governing board shall appoint the initial Board of Directors, two of whom shall serve two-year terms, the other three shall serve four-year terms. Following the initial appointment, the membership of the SELS Friends shall elect Board members as needed in May or June of every odd year. Board members shall determine the voting process (mail, electronic, etc.) Each elected Director shall serve a four-year term or until his successor is elected and qualified. Terms begin at the conclusion of the annual membership meeting in odd years and end at the conclusion of the annual membership meeting 4 years later. Board vacancies between elections will be filled for the unexpired portion of the term with appointments made by the remaining member(s) of the Board of Directors. Terms filled by appointment, including the initial appointment, shall not be considered for term limits. No elected member of the Board of Directors shall serve more than three consecutive four-year terms.

#### Section 3. Meetings of the Board of Directors

The annual meeting of the Board of Directors immediately follows the annual membership meeting. At the annual Board of Directors meeting the five

Directors shall elect officers to serve one-year terms, beginning immediately following the vote and ending at the conclusion of the vote for officers at the next annual meeting of the Board of Directors. Any meetings of the Board of Directors beyond the annual meeting may be called at the President's request or at the request of any two Directors, and upon giving at least three days notice to the Directors. Three members of the Board of Directors shall constitute a quorum.

#### Section 4. Officers

The officers of this organization shall be President, Vice-President, Secretary-Treasurer. Other officers may be appointed as needed by the Board of Directors. The staff members of the SELS are ex officio members of the Board of Directors.

### ARTICLE VI. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the organization and shall have general supervision of the affairs of the organization. The President shall be an ex officio member of all committees.

Section 2. The Vice-President shall assume the duties of the President in the absence of the President.

Section 3. The Secretary-Treasurer shall take the minutes of all the meetings and keep an accurate record of all business transacted. This officer oversees all financial transactions. Monies shall be disbursed by a designated party only upon order of the Board of Directors. The Treasurer shall present financial statements to the Committee at its regular meetings, prepare an annual report for the annual meeting, and keep complete organizational accounts.

Section 5. At least one representative from the SELS Friends Board of Directors will be present at each SELS Board meeting.

Section 6. No member of the SELS Friends Board of Directors will receive compensation for services to the SELS Friends, though they may receive reimbursement for pre-approved expenses paid for personally. No member of the SELS Friends shall be held personally liable for any activity undertaken by the organization.

### ARTICLE VII. COMMITTEES

The President, with approval of the Board of Directors, may appoint such committees as are necessary for carrying out the activities of the organization. Committee members must include as a majority number members of the SELS Friends.

### ARTICLE VIII. MEMBERS

Section 1. The term of membership shall coincide with the fiscal year of the SELS Friends.

Section 2. Membership dues shall be set by the Board of Directors of the SELS Friends and may be changed before the beginning of any fiscal year.

Section 3. Current members of the SELS Friends may receive special benefits in appreciation of their support.

Section 4. Current members of the SELS Friends shall biannually elect the Board of Directors.

Section 5. SELS Friends members are expected to fully support the organization's purpose and may have their membership revoked by the Board of Directors with due cause.

#### ARTICLE IX. DISSOLUTION

The SELS Friends may be dissolved by a majority vote of the current Board of Directors. Any assets owned by the SELS Friends at the time of dissolution will transfer to the SELS.

#### ARTICLE X. AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors by a majority vote of the Directors present and voting; provided that notice of the proposed amendment is included in the notice of the meeting. These Bylaws may also be amended electronically by a majority vote of the Board of Directors; provided that the Board of Directors is notified at least one week in advance of the question being called by the President of the Board of Directors.

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President

October 21, 2009  
Date