

By-Laws
Friends of the Waterloo Public Library, Inc.

Article I. Name

The name of this Corporation is "Friends of the Waterloo Public Library, Inc.", an Iowa Nonprofit Corporation registered under Iowa Code chapter 504A.

Article II. Purposes

The purposes of this Corporation are:

- A. To generate interest in and to stimulate public support for the Library.
- B. To provide volunteer services to the Library in order to supplement and expand the mission of the Library.
- C. To sponsor programs and activities that will contribute to the Library's role as a community resource.
- D. To regularly confer with the Librarian and her/his staff for purposes of communicating and understanding the concerns and needs of the Library.
- E. To receive, accept and expend funds for purposes consistent with the provisions herein stated, of monies and/or property received through membership dues, donations, gifts, bequests, and receipts from such sales as sponsored by the Corporation.

Article III. Office and Registered Agent

The Registered Office of the Corporation shall be located at 415 Commercial Street, Waterloo, Iowa, 50701 unless changed by the Board of Directors. The President of the Board of Directors shall serve as its registered agent during his/her tenure in that position.

Article IV. Membership

The members of the Corporation shall consist of persons supportive of the purposes of the organizations as presented in ARTICLE II, and who pay annual membership dues which are used to support the organization.

All members will remain in good standing and eligible for participation in the governance of the Corporation and other privileges as may be afforded to members providing their dues are on a current status.

Article V. Meetings of the Corporation Membership

Section 1. Annual Meeting

The annual meeting of the Corporation shall be held the third Thursday in November of each year at the principal office of the Corporation, or at such time and place, as the Board of Directors may designate. If said day designated be a legal holiday, the annual meeting shall be held on the next succeeding Wednesday not a legal holiday, or such other day as the Board of Directors may determine, for the purpose of electing members to the Board of Directors to succeed those whose terms have expired; to receive the State of the Library annual report; to act upon proposed amendments, alterations, and repeals of these Bylaws upon the recommendations of the Board of Directors; to make suggestions to the Board of Directors for policy and programs; and to transact such other business as may properly come before such meeting.

Section 2. Special Meetings

Special meetings of the Corporation membership may be called by the Board of Directors; by the President of the Corporation; or upon written request filed with the Secretary signed by ten or more members of the Corporation.

Section 3. Notice of Meetings

Written notice of each meeting of the Corporation, whether annual or special, shall be published in the official publication of the Corporation, Off the Shelf, at least ten days prior to such meeting, with the agenda of matters to be considered at such meeting.

This notice shall be delivered to the address of a member as it appears on the records of the Corporation.

Section 4. Quorum: Presiding Officer

At each meeting of the Corporation membership, five percent of the paid membership shall constitute a quorum. A majority vote of the members present shall be necessary for the adoption of any matters voted upon. The Corporation President elected by the Board of Directors shall preside each meeting of corporation. During the absence of the President, the Vice-President shall serve as the presiding officer.

Article VI. Board of Directors

Section 1. General

The affairs of Corporation shall be the responsibility of a Board of Directors (hereafter referred to as the Board).

Section 2. Number and Powers

The Board shall consist of up to fifteen members of the Corporation, each of whom shall be elected as Directors of the Corporation at the annual meeting of the Membership. The Board shall have and exercise all the powers of the Corporation except limited by Law, The Certificate of Incorporation, or the Bylaws, except those powers which are conferred by these Bylaws, or reserved to the Corporate membership.

Section 3. Duties

The Board shall have the following duties and responsibilities:

- A. Manage the affairs of the Corporation and establish the policies necessary to guide the operations of the Corporation.
- B. Make recommendations by resolution, as provided by Law, to the Corporation Membership of amendments, additions to, or deletions from, the Bylaws, which Board of Directors deem advisable and in the best interest of the Corporation.
- C. Take any action it deems necessary or convenient to effect any and all purposes and programs of the Corporation.

Section 4. Election to the Board of Directors; Term of Office; Filling Vacancies

The Board shall be elected by the Membership of the Corporation at the annual meeting. Subject to the nomination process as provided for in Article IX herein, five members will be elected annually for three-year terms. If a vacancy occurs on the Board between annual elections, said vacancy shall be filled by the Board of Directors from nominations made by the Nominating Committee. The person elected to fill such vacancy shall then be eligible for nomination and election for two succeeding full terms, providing there is not more than 18 months of the unexpired term remaining, in which case the person may only be eligible for nomination and election for one succeeding term. No member elected to the Board shall serve more than four consecutive three-year terms. This provision does not preclude a Director from serving an unexpired term of the previous incumbent and then two three-year terms- unless exception is made as follows:

1. Exception may be made when re-nomination to the Board of Directors is requested by the Nominating Committee of the Board in order that the member serving two full terms previously, may be nominated for his/her one year term as President of the Corporation.

2. Exception may also be made for a member who has completed two full terms in succession, and who has held the office of President of the Corporation immediately prior to the completions of his/her second term. This member is eligible to serve an additional one year term on the Board of Directors.

A former member of the Board may be re-elected at a future time providing a period of not less than twelve months has elapsed since their previous term on the Board.

Section 5. Resignation

Any member of the Board may resign at any time by personally delivering or mailing a written resignation to the Secretary of the Corporation. An acceptance thereof shall not be necessary to make such a resignation effective unless so stated in the resignation. Such resignation shall be effective at the time or the happening of the condition, if any, specified therein or, if no such time or condition is specified, upon its receipt.

Section 6. Removal

Any director elected by the Board may be removed by the Board by a two-thirds vote of members present at any meeting called for that purpose, whenever in the judgment of the Board the best interests of the Corporation will be served thereby.

Section 7. Compensation

Members of the Board, as such, shall not receive any payment for their services except that they may be reimbursed for the actual and necessary expenses incurred by them in the discharge of their duties. Nothing herein shall be construed to preclude any Director from serving the Corporation in any capacity and receiving compensation therefore, providing that any agreement or arrangement be approved by the Board in advance of the onset of services.

Article VII. Meetings of the Board of Directors

Section 1. Annual Meeting

An annual meeting of the Board shall be held within ten days after, and at the same place as the Annual Meeting of the Corporation for the purpose of electing officers, organizing the committee structure and other business

of the Corporation.

Section 2. Regular Meetings

Regular meetings of the Board shall be held at least quarterly in the principal office of the Corporation for the purpose of transacting the business of the Corporation. Written notice of the time and place for such meeting shall be provided to each Director in a timely and efficient manner, at least five days prior to the date of such meeting, addressed in accordance to the information that appears on the records of the Corporation.

Section 3. Special Meetings

Special Meetings shall be called upon the written request of two or more members of the Board filed with the Secretary of the Corporation or at the request of the President of the Corporation.

Section 4. Majority: Presiding Officer

At each meeting of the Board, the presence of 51% of Directors shall constitute a majority for purpose of transacting business. The President shall preside at each meeting of the Board. In the absence of the President, the Vice-President shall preside. In cases where both the President and Vice-President are both absent, the Board members shall elect a temporary chairman to preside.

Article VIII. Officers

Section 1. Election and Term of Office

The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be elected in accordance with this Article. The Board shall annually elect each of the named officers from its membership. The officers shall have the authority to perform the duties prescribed by these Bylaws and the Board of Directors. If the election of officers be not held at such annual meeting, it shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected.

Section 2. Removal

Any officer elected by the Board may be removed by the Board by a two-thirds vote of members present at any meeting called for that purpose, whenever in the judgment of the Board the best interests of the Corporation will be served thereby.

Section 3. Resignation

Any officer may at any time resign by delivering a written resignation to

the Secretary either in person or by mail, and an acceptance shall not be necessary to make such resignation effective unless so stated in the resignation. Such resignation shall be effective at the time or upon the happening of the condition, if any, specified therein or, if no such condition is specified, upon its receipt.

Section 4. President

The responsibilities of the President include, but are not limited to, the following:

- A. Preside at all meetings of the Board and all meetings of the Members of the Corporation.
- B. Appoint such committees as are necessary and consistent with the purposes of the Organization detailed in Article II.
- C. Represent the Organization whenever such representation is requested or required. May appoint such representatives as required where specialized knowledge, experience or interest is needed.
- D. Shall perform all duties as may be prescribed by the Board from time to time.
- E. Shall appoint three members to the Nominating Committee consistent with Article IX.
- F. All other duties and responsibilities which may require action.

Section 5. Vice President

In the absence of the President or in the event of the President's resignation, inability or refusal to act, or death, the Vice President shall perform all such duties of the office and when so doing, shall have the powers of and be subject to all the restrictions placed on the position by the Bylaws. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board.

Section 6. Secretary

The Secretary shall keep the minutes of the Corporation Membership meetings and of the Board; shall see that all notices are duly given in accordance with provisions of these Bylaws; and shall be custodian of all Corporate records.

Section 7. Treasurer

The Treasurer shall have charge and custody and be responsible for all funds of the Corporation; shall receive all funds payable to the Corporation from any source whatsoever, and deposit all such monies in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws and as directed by the

Board; and in general perform all duties incident to the office of Treasurer and other such duties as may from time to time be assigned to him by the Board or the President. All books, records and vouchers shall be open to the inspection of any member of the Board. The Board shall annually cause the Corporation books and accounts to be audited by a Certified Public Accountant, chosen by the Board, to whom the Treasurer shall lend all assistance, and the Treasurer shall provide a copy of every such audit to each member of the Board.

Article IX. Nominating Process

Section 1. Nominating Committee; Purpose and Appointment

Nominations for election to the Board shall be made by a three-member Nominating Committee which shall be appointed by the President and subject to the approval of the Board. The term of office for those so appointed shall be one year.

Section 2. Nominations from the Floor

The nominating process does not preclude the inclusion of candidates nominated by members of the Corporation at the Annual meeting. Nominations from the floor must be preceded by the approval of the nominee for such action prior to the annual meeting. All such nominees shall consent to serve in accordance to the Bylaws.

Article X. Books and Records

The Corporation shall keep correct and complete books and records and shall keep minutes of the Corporation Meetings, the Board of Directors, and Committees having the authority of the Board, and shall keep at the principal office a record of all members of the Corporation, currently registered with a listing of names and addresses. All books and records of the Corporation may be inspected by any member, or his agent, for any proper purpose at any reasonable time.

Article XI. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of November and end of the last day of October in each year.

Article XII. Amendments

These Bylaws may be altered, amended or repealed, after recommendation by appropriate resolution by the Board, by a two-thirds vote of the Corporation membership present at any annual or special meeting, provided that notice of the proposed alteration, amendment, or repeal is given in the notice for such meeting.

Article XIII. Meeting Protocol

At all meetings of the Corporation, the Board of Directors and various committees, unless otherwise provided for in the Bylaws, Robert's Rules of Order (latest edition) shall govern the conduct of all meetings.

Article XIV. Investment Fund

Section 1. Purpose

The purpose of the Investment Fund is to provide for investing contributions to this fund so that they may earn income pending donation and be expended over a continuing period of time.

Section 2. Tax Exemption

The Friends of the Waterloo Public Library is a nonprofit organization, so contributors may claim tax exemption for their contributions.

Section 3. Investment

The funds are to be invested in a limited number of unit trusts or mutual funds, certificates of deposit or bonds guaranteed by the U.S. Government, recommended by the brokerage firm employed by the Friends. The selections shall be reported to the Board.

Section 4. Disbursement

Each year a minimum of 50% of the yearly earnings shall be donated to the Waterloo Public Library for purposes approved by the Board.

Section 5. Additional Disbursement

A maximum of all the yearly earnings plus 50% of the remaining fund may be donated each year by a majority vote of the Board at two consecutive meetings. When the fund is less than \$2,000.00, the entire amount may be donated.

Section 6. Implementation

The President, the Secretary, and the Treasurer, or the Treasurer and two members appointed by the President, shall meet from time to time, and when requested by the President, to implement the necessary action.

Section 7. Reporting

The Treasurer shall verbally report transactions during the year and make an annual written report, separate from the Operating Report of the Friends of the Waterloo Public Library.