

BYLAWS OF
FOUNTAIN HILLS LIBRARY ASSOCIATION, INC.

ARTICLE I

Name

The name of this organization shall be Fountain Hills Library Association, Inc. also known as "Friends of the Library" (hereinafter referred to as "FHLA").

ARTICLE II

Purposes

While it is recognized that the administration of the Fountain Hills Library is vested in the Maricopa County Library District, the purpose of FHLA shall be to stimulate community interest in the Fountain Hills Public Library (hereafter called the Library) by:

1. maintaining an organization of persons interested in books and libraries;
2. focusing public attention on Library services, facilities and needs;
3. promoting cultural, educational and recreational activities;
4. stimulating gifts of books, magazines, desirable collections, endowments and bequests;
5. leading in the development of programs for the extension and improvement of Library services and resources;
6. aiding in the provision of adequate housing, equipment and other facilities for the Library.

The purposes of FHLA shall be limited to charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

ARTICLE III

Membership

Section 1. Qualification:

Membership shall be open to all individuals and groups who support the purposes of FHLA.

Section 2. Classes:

FHLA shall have the following four (4) classes of members, with the following corresponding vote per class:

- (a) Individual (one vote per member);
- (b) Family (one vote per family);
- (c) Lifetime (one vote per individual, youth, senior, family, or business, as the case may be); and
- (d) Business (one vote per business).

Section 3. Membership Dues:

All membership dues and additional donations received by FHLA shall be considered contributions to FHLA, and are thus fully tax-deductible to the extent allowed by law. The dues amounts will be determined and changed as needed by a majority vote of the Board of Directors. Any member who fails to pay annual dues will be deleted from the membership roll.

Section 4. Additional Donations:

Individual or Family memberships may also elect to contribute at higher levels, with the following honorary designations:

Bronze - \$50 - \$99

Silver - \$100 - \$499

Gold - \$500 up to \$999

Lifetime - \$1,000 and above

While a member may donate additional funds to FHLA at any time, and may make changes to their class of membership, no more than one membership may be held by any one person. The rights and privileges of all members shall be equal, notwithstanding the membership class.

Section 5. Membership Year:

The membership year commences on January 1 and ends on December 31 of any year. The membership year may be changed by majority vote of the Board of Directors.

ARTICLE IV

Meetings

Section 1: Business Meetings: The Board of Directors shall meet for business purposes on a monthly basis, unless waived, and at such other times as it shall designate. A quorum for all business meetings shall consist of a majority of the Directors. If at any meeting of the Directors there is less than a quorum present, business cannot be conducted and the meeting will be adjourned. A simple majority of votes of persons present at a meeting wherein a quorum is present is necessary for the adoption of any matters.

Section 2: Special General Meetings: Special General Meetings of FHLA for any purpose whatsoever may be held when called by the President or a majority of the Board of Directors or by not less than ten percent (10%) of the active members of FHLA. Notice of Special General Meetings shall be given to each Director at least two (2) days before the scheduled meeting. Notice to FHLA members outside of the Directors will be attempted to any current contact point available from the membership roster at least two (2) days before the scheduled meeting. Business transacted at Special Meetings shall be confined to matters stated in the call. Ten (10) members in good standing shall constitute a quorum.

Section 3: Annual General Meetings: The Annual General Meeting of FHLA shall be on the third Tuesday in January or upon such other date as may be designated by the Board of Directors. Ten (10) members in good standing shall constitute a quorum.

Section 4: Other Attendees: After obtaining approval from the FHLA President, other members of FHLA or other interested parties or invitees may attend or address monthly business meetings provided that at least two hours prior notification is given to the President, thereby allowing time for any necessary adjustments in the meeting's agenda.

Section 5: Informal Action by Directors: Any action required or permitted to be taken by motion at any meeting may be taken without a meeting if the motion is made in writing, setting forth the action to be taken, and approved by a majority written vote of the current Directors. Informal actions should be limited to those items that, due to time constraints, cannot wait for the next scheduled Business Meeting. For the purposes of informal actions, email communications to and from the email address on record for each Director shall be considered in writing. Any informal action taken by Directors shall be reflected in the minutes of the next regularly scheduled business meeting.

ARTICLE V

Directors and Terms of Office

Section 1. Directors: The Board of Directors shall consist of ten (10) regular members, each serving for three (3) year terms. Each term year will commence on the date of the Annual General Meeting, and end on the date of the next Annual General Meeting.

Directors shall provide, and update as needed, home addresses, phone numbers, and email addresses to the FHLA Secretary, for inclusion in the roster of Directors, which will be updated annually and as needed. A copy of this roster will be provided to each Director.

Section 2. Election: Directors shall be elected by a majority vote of the general membership in attendance at the Annual General Meeting. Directors shall assume office immediately following the Annual General Meeting at which they are elected.

Section 3. Consecutive Terms of Office: After serving two consecutive three-year terms of office, a Director shall not be eligible for reelection until the expiration of one (1) year from the date of termination of his or her last term of office.

Section 4. Nominations: All Director positions that have reached the end of their terms of office, and any vacancies not filled by the Board of Directors, shall be filled by election at the Annual General Meeting. At least 30 days in advance of each Annual General Meeting, the President shall appoint a nominating committee consisting of at least three (3) members of FHLA in good standing who shall present their nominations at the Annual General Meeting of members. The background of those nominated shall be published in a Fountain Hills, Arizona publication or posted in the Library by the Thursday prior to the date of election. Additional nominations may be made from the floor providing such nominees have consented and are qualified members of FHLA. The nominees receiving the highest number of votes shall be declared elected.

- Section 5. Vacancies: In the event of any vacancies on the Board of Directors, however arising, the remaining Directors, by the affirmative vote of the majority thereof, may fill the vacancy for the remainder of the current term year, which service would not count towards the two consecutive terms set forth in Section 3. After completing the term year of a departing Board member, the individual filling the vacancy would be eligible to be nominated for election to a new term as set forth in Section 4. The Board may elect not to fill vacancies, particularly should they occur in the last three (3) months of the calendar year, provided the number of filled Director positions does not fall below eight (8). Unfilled vacancies shall be filled by election at the Annual General Meeting, and will be considered to be starting a new term of office.
- Section 6. Powers and Duties of the Directors: The Board of Directors shall manage the affairs of FHLA and direct the disbursement of its funds.
- Section 7. Student Directors: One Student Director, or two students sharing one Student Director position, may be selected by majority vote of the Board of Directors to act as a liaison with the student population and represent the interests of the younger library users. The term of the Student Director shall be one school year. Student Directors may serve a second one year term, provided they are not scheduled to graduate from high school prior to the end of the term.
- Section 8. Compensation: All director and officer positions are voluntary in nature. As such, directors and officers shall serve without compensation for their duties, either in the course of normal business as directors and officers, or on any committee or task force established by the board of directors. Directors and officers may be reimbursed for actual expenses incurred in the performance of their duties. Notwithstanding the above, FHLA may from time to time contract for goods or services to be provided by companies of which a director or officer is an employee or owner, for which reasonable compensation may be allowed. Such compensation should not include compensation specifically for services provided directly by the director or officer. In addition, directors and officers should not serve on committees or other decision-making groups that negotiate with or contract for such goods or services.

ARTICLE VI

Officers and Duties

- Section 1. Officers: The officers of FHLA shall be elected by the Directors from its elected members at the first meeting of the new Board, typically held immediately following the Annual General Meeting. They shall be:
- 1) President
 - 2) Vice President
 - 3) Secretary
 - 4) Treasurer
 - 5) Assistant Treasurer, Assistant Secretary, or a combination of the two if, in the opinion of the Board, needed.

- Section 2. Vacancies: In the event of any vacancy in any office, however arising, the remaining Directors, by the affirmative vote of the majority thereof, shall fill the vacancy for the remainder of the term year.
- Section 3. President. The President shall be the Chief Executive Officer of FHLA. The President shall preside at all meetings of the Membership and Board of Directors, and shall have general and active management of the business of FHLA, and shall see that all orders and resolutions of the Board are carried into effect.
- Section 4. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors shall from time to time prescribe.
- Section 5. Secretary. The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes in the minutes of all proceedings. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the meetings of the Board of Directors required by these Bylaws and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be.
- Section.6. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to FHLA and shall deposit or cause to be deposited all monies and other valuable effects in the name and to the credit of FHLA in such depositories as may be designated by the Board of Directors. The funds of FHLA shall be disbursed by the Treasurer as directed by the Board of Directors. The Treasurer shall give an account of the transactions of FHLA at the regular meetings of the Board or whenever the Directors may require it. All checks over \$1,000 shall be signed by the Treasurer and co-signed by the President or other designated officer. The Treasurer shall also prepare an annual report at the close of each fiscal year, which report shall become part of the permanent records of FHLA. The annual report shall be reviewed by either a financial committee of at least two Board members other than the Treasurer, or by an outside party designated by the Board. The Board may elect to have the annual report audited by a CPA or firm, in lieu of an annual review.

ARTICLE VII

Other Directors and Duties

The Board of Directors shall appoint the following standing director positions:

- A. The Membership Director will seek to expand membership in FHLA, keep track of the payment status of dues of all members, be in charge of the annual membership drive, be point person for any newsletters and other membership communications, and generally transmit to the Board of Directors suggestions from the membership for improving Library services in Fountain Hills.

- B. Resale Book Store Director will be responsible for the operation of the Book Store. The Director will select volunteers to assist as needed.
- C. Books for the Homebound Director will be responsible for the operation of the service to provide library services to the homebound. The Director will select volunteers to assist as needed.
- D. Public Relations Director will be responsible for transmitting to the media and general public reports and news of FHLA's activities.
- E. Events Director will be responsible for planning events such as the Annual General Meeting, holiday and volunteer receptions and other activities which promote the objectives of FHLA.
- F. School District Liaison will cooperate with the appropriate school authorities in order to encourage pupils and their parents to make maximum use of library services and programs.

The Board of Directors may combine, add to, or omit any of the above directors positions, as needed.

ARTICLE VIII

Committees

From time to time, the Board of Directors may appoint special committees for specific purposes. Committee Chairs shall be responsible for fulfilling such duties as may be assigned from time to time by the Board of Directors. Additionally, each Committee Chair shall report at each regularly scheduled Board meeting, when appropriate, in a means acceptable to the Board. No Committee or member shall have the authority to make any contract, or incur any indebtedness, obligation, or liability, in the name of, or in behalf of FHLA without the approval of the Board of Directors.

ARTICLE IX

Fiscal Year

The fiscal year of FHLA shall commence on the first day of January and end on the thirty-first day of December of each year.

ARTICLE X

Amendments of Bylaws

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by a majority vote of the qualified membership at an Annual General Meeting.

ARTICLE XI

Dissolution

Upon dissolution of FHLA, all FHLAs assets remaining after the payment of all its liabilities shall, as determined by the Board of Directors, vest in and be transferred, without consideration of any kind or nature, to an organization or

organizations exempt from income tax under Section 501(c)(3) of the Internal Revenue Code or to the State of Arizona, or any political subdivision thereof, but only if the property is used for exclusively public purpose.

ARTICLE XII

Parliamentary Authority

The current edition of Robert's Rules of Order Newly Revised shall govern FHLA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and/or any special rules of order which FHLA may adopt.

I, Gladys Kleski, Secretary of Fountain Hills Library Association, Inc., an Arizona corporation, do hereby certify that the foregoing revised Bylaws were duly adopted as the Bylaws of said corporation by its Board of Directors at an Annual General Meeting held on January 18, 2011; and that the same do now constitute the Bylaws of said corporation.

Dated this 18th day of January, 2011.

Secretary