

## APPENDIX B – SAMPLE BYLAWS

FRIENDS OF THE \_\_\_\_\_.  
ADDRESS \_\_\_\_\_

### BYLAWS

#### ARTICLE I – NAME

The name of this organization is: FRIENDS OF THE \_\_\_\_\_

#### ARTICLE II – PURPOSE

Said corporation is organized exclusively for educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The purpose of this organization shall be to establish and maintain an association of persons and organizations interested in libraries; to focus public attention on libraries; to stimulate the use of library resources and services; to encourage the use of library facilities as a cultural and community center; to receive and encourage gifts, endowments and bequests to libraries; to support and cooperate with libraries in developing public library services; and, to support identified needs not funded through normal appropriations for Fairfax County area in general, and for the \_\_\_\_\_ Library in particular.

#### ARTICLE III – MEMBERSHIP

Sec. 1. Membership in this organization shall be open to all individuals and organizations in sympathy with its purposes.

Sec. 2. The voting body of this organization shall consist of regularly enrolled members (both individual members and organizational representatives) whose annual membership dues have been paid; and, who have been members for at least thirty (30) days.

Sec. 3. Each individual dues paying member shall be entitled to one vote. Each organization will be entitled to one vote.

Sec. 4. The vote of any organization representative shall not be deemed to commit that organization to any policy or course of action.

Sec. 5. Conduct of members while acting on behalf of the organization shall be in accordance with rules governing a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Namely, those activities include participating in propaganda, attempting to influence legislation, and participating in any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE IV – MEETINGS

Sec. 1 The annual meeting of the Friends of the \_\_\_\_\_ Library, Inc. shall be held in mid-calendar year on a date to be determined by the Board of Directors. All members shall be notified in writing, by email, or by telephone at least two weeks prior to the date of the meeting. The annual report of each officer shall be submitted for consideration by the membership at the annual meeting.

Sec. 2. Special meetings of the membership may be called by the President; two members of the Board of Directors; or a petition for a meeting signed by ten percent (10%) of enrolled members. Two weeks prior notice shall be given of any special meeting. All members shall be notified in writing, by email, or by telephone as well as notice of the special meeting posted in the entry of the \_\_\_\_\_ Library.

## **ARTICLE V – MEMBERSHIP DUES**

Sec. 1. Dues shall be paid annually for a calendar year membership (January 1<sup>st</sup>–December 31<sup>st</sup>). The dues and rules of dues collection shall be established by the Board of Directors and revised as deemed necessary.

Sec. 2. There shall be four classes of memberships: one for individuals; one for seniors (over 64); one for organizations; and one for students.

## **ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS**

Officers shall be nominated by a nominating committee appointed by the President. These nominations are to be made with the consent of the nominees. The complete slate of officers being proposed by the nominating committee shall be posted in the library at least two weeks prior to the annual membership meeting. Additional nominations may be made from the floor, but only with the prior consent of the nominees.

## **ARTICLE VII – OFFICERS AND BOARD OF DIRECTORS**

Sec. 1. The officers of this organization shall be a president, vice-president, secretary, treasurer and member-at-large. The officers shall also serve as the Board of Directors of the organization. The Branch Manager of the \_\_\_\_\_ Library shall serve as an ex-officio member of the Board of Directors.

Sec. 2. Meeting of the Board of Directors shall be held as deemed necessary by the Board but not less than quarterly. A simple majority of the Board of Directors shall constitute a quorum. A quorum is necessary in order to hold an official meeting; to enact any business; and, to pass any motions governing the organization.

Sec. 3. The Board of Directors may, in its discretion, by affirmative vote of two-thirds (2/3) of its members, remove any director when such action is deemed to be in the best interest of the organization.

## **ARTICLE VIII – DUTIES OF THE OFFICERS**

Sec. 1. Officers shall have the usual powers and duties as described in *Robert's Rules of Order* for a voluntary association, and any other powers and duties vested in them by the membership of this organization.

Sec. 2. The Board of Directors shall be the governing body of the organization and shall have supervision, control and direction of the affairs of the organization, its committee and publications. The Board shall determine the policies of the organization and shall pursue its objective and supervise the disbursement of funds. The Board may, in its discretion, by affirmative vote of a simple majority of its members, defer a decision to the general membership. The Board may adopt such rules and regulations as necessary for the conduct of business.

Sec. 3. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. The resolutions and written consents shall be filed with the minutes of the proceedings. Any one or more members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **ARTICLE IX – COMMITTEES**

Sec. 1. Such standing committees shall be created by the Executive Committee as may be deemed necessary to carry out the work of organization.

Sec. 2. Chairs of standing committees shall be elected by committee members following the annual membership meeting. The chairs will maintain minutes of the committee's proceedings and provide the Board of Directors with quarterly reports.

Sec. 3. Special committees may be formed from time to time as the need arises, and such committees shall be constituted in the same manner as standing committees. These committees will be dissolved when the need no longer exists.

## **ARTICLE X – FUNDS AND TAX STATUS**

Sec. 1. The fiscal year of the Corporation shall be from July 1<sup>st</sup> through June 30<sup>th</sup>.

Sec. 2. As an organization devoted to charitable and educational purposes, the Friends of the \_\_\_\_\_ Library, Inc., shall file such papers as necessary to be categorized as a tax exempt organization under the provision of Section 501(c)(3) of the United States Internal Revenue Code, or the corresponding section of any future federal tax code.

Sec. 3. All funds received and disbursed by the organization shall be handled in such a manner as to comply with rules and regulations of Internal Revenue Service pertaining to 501(c) (3) tax exempt organizations and with the rules and regulations of the Commonwealth of Virginia pertaining to charitable organizations. No part of the net earnings, if any, of the organization shall inure to the benefit of any director, officer, or member of the organization or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization.)

Sec. 4. All funds received by the organization shall be deposited in a bank account in the name of the Friends of \_\_\_\_\_ Library, Inc. All funds shall be disbursed by the Treasurer and require the signatures of both the President and a Board-designated other.

## **ARTICLE XI – AMENDMENTS**

BYLAWS of the Friends of \_\_\_\_\_, Inc., may be amended at any meeting of the general membership, provided that each member is notified of all proposed amendments at least two weeks in advance of the meeting and that any proposed amendment is approved by two-thirds (2/3) of those present and voting.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order, Revised*, when not in conflict with these said BYLAWS, shall govern the proceedings of the organization.

## **ARTICLE XIII – DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of the organization shall after necessary expenses thereof be distributed to another organization exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future federal tax code, or to the Federal Government, or state or local government for a public purpose. In the event that the Friends of the Library shall elect to dissolve or shall become inactive and not hold a Board meeting for the period of one year, any funds or property belonging to the organization may be given to the FCPL Foundation, Inc for deposit to the \_\_\_\_\_ Library Gift Fund to be used solely for the use and benefit of the \_\_\_\_\_ Library.

**BYLAWS** of the undersigned, a majority of whom are citizens of the United States, acting in accordance with Federal laws and Commonwealth of Virginia laws regarding tax exempt status, do hereby accept the above Articles 1-13. In witness whereof, we have hereunto subscribed our names this \_\_\_\_\_ day of \_\_\_\_\_.

**Signatures:**

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President, Friends of \_\_\_\_\_

Library

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Vice President, President, Friends of \_\_\_\_\_

Library

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Treasurer, Friends of \_\_\_\_\_

Library

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Secretary, Friends of \_\_\_\_\_

Library