

**FRIENDS OF THE ROCKY RIVER PUBLIC LIBRARY INC.
BY-LAWS**

ARTICLE I. NAME

Section 1. The name of the organization shall be FRIENDS OF THE ROCKY RIVER PUBLIC LIBRARY, INC.

ARTICLE II. PURPOSE

Section 1. The purpose of the Friends of the Rocky River Public Library, Inc. shall be to focus public attention on the Rocky River Public Library to maintain an association of persons and organizations interested in public libraries; to stimulate the use of the library's services and resources; to support the library in its development of library services, resources, and facilities for the community; to receive and encourage gifts, endowments, and bequests to the Friends and to the Library Foundation; and to provide direct financial assistance to the library as requested.

Section 2. Mission Statement: The Friends of the Rocky River Public Library, a nonprofit organization founded in 1971, provides financial support and volunteer services to the library. Through membership dues and fundraising activities, the Friends make possible programs and services, furniture and equipment purchases that the library could not otherwise afford. The Friends enhance the library's ability to serve children, teens, families, seniors, and the whole community.

ARTICLE III. MEMBERSHIP

Section 1. Membership in this organization shall be open to all individuals and organizations in accord with its purpose.

Section 2. There shall be six classes of membership:

- Adult: Individual, Family, Sponsor, Patron, Honored Donor
- Children: Kids' Membership

Section 3. Each Adult membership shall be entitled to one vote.

Section 4. Donations shall be payable annually. The amount for each class of membership shall be established by the Governing Board and shall become part of the list of Policies and Procedures.

ARTICLE IV. CORPORATE SPONSORS

Section 1. Corporate Sponsorship will be available to businesses and other corporations as outlined in the Policies and Procedures. Corporate sponsors will not be part of the membership levels and voting rights.

ARTICLE V. BOARD OF TRUSTEES

Section 1. The Board of Trustees of the Friends of the Rocky River Public Library shall consist of seven (7) elected members.

Section 2. The Board of Trustees shall constitute the Officers and two (2) Members at Large of this organization. Officers shall include the President, Vice President, Recording Secretary, Membership Manager, and Treasurer.

Section 3. All Officers shall be elected for a period of one (1) year by a majority vote of those members attending the annual meeting. The Officers shall take office January 1 and end December 31. Officers elected due to a vacancy shall take office immediately.

**FRIENDS OF THE ROCKY RIVER PUBLIC LIBRARY INC.
BY-LAWS**

Section 4. The Board of Trustees shall have the power and responsibility to create such standing and special committees as may be deemed necessary to carry on the work of the organization.

Section 5. The Board of Trustees shall have the power and responsibility to fill any vacancies on the Board of Trustees until the next annual meeting.

ARTICLE VI. THE GOVERNING BOARD

Section 1. The Governing Board shall be composed of the Trustees of the organization and the Standing Committee chairpersons.

Section 2. The management of the organization shall be vested in the Governing Board which shall devise plans for carrying out the work of the organization; shall see that those plans are implemented; shall establish Policies and Procedures within which the work is carried out; shall approve expenditures not previously included in the approved budget; and shall report its plans and actions to the membership.

Section 3. The President shall have the power and responsibility to fill any chairperson vacancy on the Governing Board.

ARTICLE VII. STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees function throughout the year. Special Committees function only until specific tasks have been completed.

Section 2. Standing Committee Chairpersons shall take office January 1 and end December 31. Chairpersons elected due to a vacancy will take office immediately.

Section 3. The chairperson of each committee shall present a plan of work to the Governing Board for approval. No committee work shall be undertaken without the consent of the Governing Board.

Section 4. The chairperson of each committee shall prepare an annual report on the work of the committee and shall present it to the President for inclusion in the records of the organization at least one week prior to the Annual Meeting.

ARTICLE VIII. MEETINGS OF THE GOVERNING BOARD

Section 1. The regular meetings of the Governing Board shall be held at least quarterly to transact the business of the organization.

Section 2. Special meetings of the Governing Board may be called by the President or at the request of three (3) members of the Governing Board. Notice of a special meeting shall be given to all members of the Governing Board at least three (3) days prior to the special meeting.

Section 3. The governing board members present at a meeting of the Governing Board shall constitute a quorum, and a majority vote of those present is needed to transact business.

ARTICLE IX. NOMINATING COMMITTEE

Section 1. At least three (3) months prior to the annual meeting, the President shall appoint a Nominating Committee to be comprised of at least one (1) member of the governing of the Governing Board and two (2) members from the membership at large. The member appointed from the Governing Board shall serve as chairperson of the Nominating Committee.

**FRIENDS OF THE ROCKY RIVER PUBLIC LIBRARY INC.
BY-LAWS**

Section 2. A slate of officers consisting of the President, Vice President, Recording Secretary, Membership Manager, Treasurer, two (2) Members at Large, and Standing Committee Chairpersons shall be recommended by the Nominating Committee no later than one (1) month before the annual meeting. Names of the consenting nominees shall be posted in writing on the Friends page of Rocky River Public Library's website at least two (2) weeks prior to the annual meeting.

Section 3. The chairperson of the Nominating Committee shall present the proposed slate of officers at the December meeting to vote for approval by the membership.

ARTICLE X. DUTIES OF THE OFFICERS

Section 1. The President shall be the Chairperson of the Board of Trustees and of the Governing Board; shall preside over and conduct meetings of the Board of Trustees, Governing Board, and the Annual Meeting; shall have the power to create Special Committees and Special Committee Chairpersons; shall be an *ex officio* member of all committees except the Nominating Committee; shall in the absence of or temporary disability of the Treasurer sign and/or endorse financial documents; shall have such powers of supervision and management as may pertain to the office of President; and shall perform such other duties as may be designated either by the Board of Trustees or the Governing Board.

Section 2. The Vice President shall perform the duties of the President in the absence or temporary disability of the President; shall perform such other duties as the President and Board shall designate; and shall prepare an annual report as outlined in Article VII Section 4.

Section 3. The Recording Secretary shall record the minutes of all meetings of the Board of Trustees, the Governing Board, and the Annual Meeting and shall prepare an annual report as outlined in Article VII Section 4.

Section 4. The Membership Manager shall be responsible for administration of all member-related activity including registrations, renewals, and necessary correspondence of the organization to the general membership. The Membership Manager shall report monthly income receipts to the Treasurer and shall prepare an annual report as outlined in Article VII Section 4.

Section 5. The Treasurer shall collect and receive all monies due; shall be the custodian of these monies; shall deposit them as designated by the Board of Trustees; shall disburse them upon direction of the Governing Board; shall present a statement to the Governing Board at its regular meetings; shall prepare an annual budget for Board approval to be presented at the first meeting of the year; and shall prepare an annual report as outlined in Article VII Section 4.

ARTICLE XI. ANNUAL MEETING

Section 1. The Annual Meeting of the organization shall be held in February at such time and place as may be designated by the Governing Board.

Section 2. Members shall be notified in writing at least two (2) weeks prior to the date of the Annual Meeting. Such notice to the membership will be made by posting notice on the Friends page of Rocky River Public Library's website.

Section 3. The Annual Meeting shall include an annual report from the President. The Nominating Committee shall present the slate of officers for immediate consideration.

Section 4. The members present at the Annual Meeting shall constitute a quorum, and a majority vote of those members present is necessary to transact business.

**FRIENDS OF THE ROCKY RIVER PUBLIC LIBRARY INC.
BY-LAWS**

Section 5. In addition to the Annual Meeting as provided herein, a special meeting of the general membership may be called at any time by the Board of Trustees or Governing Board or twenty-five (25) members at large, upon the notice and quorum requirements as outlined above in Article XI sections 2 and 4.

ARTICLE XII. FISCAL YEAR

Section 1. The fiscal year of the organization shall be January 1 to December 31.

ARTICLE XIII. AMENDMENTS

Section 1. The By-Laws may be amended at any meeting of the general membership by a two-thirds vote of those members present, provided that notification of the proposed changes shall have been posted in writing on the Friends page of Rocky River Public Library's website at least two (2) weeks prior to the meeting at which the vote is to be taken.

Section 2. A committee may be appointed by the Board of Trustees to submit a revised set of By-Laws as a substitute for the existing By-Laws which may be adopted by a two-thirds vote of the members attending a general membership meeting under the same conditions as stated above.

Section 3. Any proposed changed in the Articles of Incorporation may be voted upon by the membership in a similar manner following the above procedures and approved changes shall be submitted to the proper State authority.

ARTICLE XIV. DISSOLUTION

Section 1. In the event of the dissolution of this organization, all assets and monies shall be donated to the Rocky River Public Library, Rocky River, Ohio.

ARTICLE XV. PARLIAMENTARY PROCEDURE

Section 1. Robert's Rules of Order as most recently revised shall govern the proceedings of this organization when they are not in conflict with these By-Laws.

Approved by the membership on xx/xx/xx.