

APPROVED 9/11/19 By Founders
AMENDED 4/15/20 by Board of Directors
AMENDED 3/24/21 by Board of Directors
AMENDED 6/19/24 by Board of Directors

THE BYLAWS OF FRIENDS OF THE ESMOND STATON LIBRARY (FESL)

An Arizona Nonprofit Corporation

ARTICLE I CORPORATION AND PURPOSE

Section 1.1 Name: The Corporation shall be known as Friends of the Esmond Station Library hereafter referred to as the Corporation. The Corporation is organized under the laws of the State of Arizona and the rules, and regulations of the Arizona Corporation Commission.

Section 1.2 Location: The principal office of the Corporation shall be its known place of business in Southeast Pima County, Arizona. The Corporation also may maintain offices at such other places or place within the state of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office

Section 1.4 Purpose: The Corporation is organized exclusively for charitable, scientific, and educational purposes within the means of sections 501 (c)(3) of the Internal Revenue Code of 1986 and shall collect and expend funds solely for such purposes. The Corporations purpose shall be to fund the growth of library services, encourage, engage, and explore all opportunities to support the community library.

ARTICLE II MEMBERSHIP

Section 2.1 Voting Members: The Corporation shall have Voting Members, and the Board shall establish three classes of membership: Individual, Family, and Lifetime, and shall establish dues for each class of membership. Each member in good standing shall be entitled to one vote at meetings of the membership. Individual, Family or Lifetime memberships shall be deemed to constitute one vote. The Board of Directors may elect new Board Members at any time. New Board members will have full voting rights at the time of seating Members shall be encouraged to participate in committees and all activities of the Corporation.

Section 2.2 Meetings: Only members of the Corporation may attend business meetings, except by permission of the President. Meetings may be held by electronic communication. The Annual Meeting of Members shall be in January each year, for the purpose of electing officers, receiving report on the activities and financial condition of the Corporation and for the transaction of such other business as shall come before the meeting.

- A. Special Meetings:** Special meetings of the members shall be held upon the call of the President or a written request of ten members delivered to the President, who shall call a special meeting. The business transacted at a Special Meeting of the Members shall be limited to the purposes stated within the notice of the meeting.
- B. Notice:** Notice of a meeting of the Board Members shall be mailed to each Member, addressed to the Member at the last known email address on the record of the Secretary or personally delivered seven (7) days before the meeting is to be held. For purpose of mailings with respects to all meetings, electronic communication, inclusive of individualized e-mail or fax is permissible. The notice shall state the time and place of the meeting and a statement of purpose thereof.
- C. Quorum:** A majority of the total number of Board Members on the day of the meeting represented in person shall be required to constitute a quorum for the transaction of business at any meeting and the act of a majority of the Board Members present in person at any duly held meeting at which a quorum is present shall be the act of the Members.
- D. Resignation:** A Member may resign at any time by delivery to the Secretary of such Members' written resignation. The resignation shall not constitute a refund of dues paid.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 General Powers: The Board of Directors shall direct, manage, control, and conduct the affairs of the Corporation subject to any limitation set forth in the Articles of Incorporation or the Bylaws. As the Corporation's governing body, it shall exercise ultimate authority and responsibility for the establishment and accomplishment of the purposes, goals, objectives, and policies for which the Corporation is formed.

- A. Number and Qualifications:** There shall be no less than three (3) and no more than twenty-one (21) Directors. The Board of Directors shall determine the exact number. At any given time, there shall be no Directors that are related to each other by blood, the laws of marriage, or cohabitation/partnership serving on the Board simultaneously. The Board may appoint lifetime Honorary Directors, to serve without voting rights.
- B. Job Description:** A Director stays informed, prepares for, and regularly attends Board meetings and important related meetings, making a serious commitment to actively participate in in Board work. A Director volunteers for assignments, completes them diligently and on time, actively participates in fundraising for the Corporation.
- C. Term of Office:** Each Director's term of office shall be for a period of three (3) years effective from the date of the Director's seated board meeting. Directors may serve no more than two consecutive terms. If a Director leaves the Board prior to completion of their term, a new Director shall be elected by the remaining Board Members to fulfill the remainder of the term. At the end of the fulfilled term, the Member must be re-nominated for consideration of a single three-year term. Directors, who have served two (2) consecutive terms

or who have resigned from the Board prior their term end date, may be a candidate for the Board of Directors after a one-year absence

D. Meetings: Board of Directors meetings may be held by any form of electronic communication or as the participants can hear and participate.

a. **Regular:** Regular meetings of the Board of Directors shall be held monthly at such times and places as the Board may determine, for the purpose of the transaction of such other business as shall come before the meeting. At least one week prior to a regular scheduled

meeting, the Board President will distribute agendas, unapproved Financial reports, and unapproved minutes of the previous meeting

b. **Special Meetings:** Special meetings of the Board shall be held whenever called by the President or by the written request of five (5) members of the Board of Directors delivered to the President, who shall call a special meeting.

c. **Notice:** Five (5) days' notice of a regular or special meetings of the Board of Directors must state date, time, place, and purpose of the meeting and must be communicated in person or by mail, or by telephone, or electronically or other form of communication.

d. **Quorum:** A majority of the Directors currently holding office shall be required to constitute a quorum for the transaction of business at any meeting. The act of the directors' present at any duly held meeting at which a quorum is present shall be the act of the Board of Directors If a quorum is not preset at any meeting of the Board, the Directors then present may adjourn the meeting to another time or place, provide all Directors are informed twenty-four (24) hours prior to the new meeting time.

E. Resignation: A Director may resign at any time by giving written notice to the President or Secretary. The resignation is effective immediately upon receipt by the President or Secretary unless otherwise specified therein. More than (4) consecutive absences from regular board meetings, unless excused by resolution of the Board of Directors, shall automatically constitute a resignation.

F. Removal: A Director may be removed by two-thirds (2/3) vote of the directors currently holding office for conduct detrimental to the interest of the Corporation.

Section 3.2 Agents: The Board of Directors may appoint agents, who shall have such authority and perform such duties as may be prescribed by the Board. The Board of Directors may remove any agent at any time with or without cause.

Section 3.3 Compensation of Agents: The Corporation may pay its agents for services rendered and may reimburse for expenses incurred in the performance of their duties to the Corporation. No member of the Board of Directors or any officer of the Corporation shall receive any compensation for services performed.

ARTICLE IV OFFICERS

Section 4.1 Officers: The Officers of the Board of Directors shall be the President, Vice President, Treasurer, Secretary and Immediate Past President.

Section 4.2 Term of Office and Removal: Officers shall be elected at the first Board meeting after each annual meeting of members. Each Officer shall hold office for two (2) years. No Officer may hold the same office for more than two (2) consecutive terms. Any officer may be removed by a two-thirds (2/3) majority vote of the Board of Directors when, in its judgment, the best interest of the Corporation will be served.

Section 4.3 Vacancies: A vacancy in any office because of resignation, removal, death, disqualification, or other reason, may be filled by a current member of the Board for the unexpired portion of the term by a majority vote of the Board of Directors,

Section 4.4 Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by the Board of Directors.

A. President: The President shall serve as the chief executive officer of the Corporation and performs all duties customary to that office and shall manage the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

B. Vice President: The Vice President shall perform the duties of the President in his/her absence and shall assist in the general supervision of the work. He/she shall be the official representative of the Corporation at the request of the President.

C. Secretary: The Secretary shall be responsible for preparing and maintaining custody of the minutes of the meeting of the Board of Director and the Executive Committee, membership records keeping them accurate and up to date, and for authentication records of the Corporation. Shall give or cause to be given all notices in accordance with these Bylaws or as required by laws, and in general shall perform all duties customary of the office of Secretary or as may be determined from time to time by the Board of Directors.

D. Treasurer: The Treasurer, as the chief financial officer of the Corporation, shall be responsible for all funds and securities of the Corporation and management of the budget. The Treasurer shall keep complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the treasurer shall render a statement of accounts, exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors.

F. Immediate Past President: Shall be the last preceding President and shall serve a one-year term. He or she shall perform duties as may be assigned to him or her from time to time by the Board of Directors. He or she shall have all the rights and duties as a duly elected Director including the right to vote. If the end of the President's term of office coincides with the end of his/her eligible board term, the board term shall be extended by one (1) year.

ARTICLE V COMMITTEES

Section 5.1 Committees: The President may establish standing, ad hoc, and/or sub-committees and appoint a Chair for each such committee. The Chair is responsible for representing the vision, mission, and best interest of the Corporation.

A. Standing Committees:

- a. **Executive Committee:** The President may establish an Executive Committee which consists of the President, Vice President, Secretary, Treasurer, and immediate past President, and serves at the pleasure of the President at his/her discretion. The Executive Committee can act on behalf of the full board to facilitate decisions made, except those delegated by the Board, must be ratified by a majority of the board at the next board meeting. Fifty percent (50%) plus one (1) shall constitute a quorum.
- b. **Nominating Committee:** The President of the Board of Directors, on or before November of each year, shall appoint a Nominating Committee consisting of the past President, who shall be the Chair and two (2) members of the Corporation, who shall nominate one candidate to fill each board vacancy. Members may nominate candidates for election as a Director at the annual meeting by delivery to the Nominating Committee in care of the Secretary of the Corporation a writing specifying the name of such candidate no later than December 15 each year.
- c. **Membership Committee:** Chaired by the Secretary
- d. **Fundraising Committee:** Chaired by the Vice President
- e. **Finance Committee:** Chaired by the Treasurer

B. Ad Hoc Committees. These committees are temporary in nature to deal with a specific issue and will be dissolved when the mission is completed. Ad Hoc chairs serve at the pleasure of the President and may appoint committee members.

Section 5.2 Reports: The chairperson of each committee shall give a report to the Board regarding activities, needs, and accomplishments of the committee at regular scheduled meeting of the Board of Directors and at intervals between when the need arise.

ARTICLE VI NONDISCRIMINATION

Section 6.1 Nondiscrimination: The Corporation shall not discriminate on the basis of age, race, creed, ethnicity, religion, marital status, national origin, gender, physical disability, or sexual orientation.

ARTICLE VII CONFLICT OF INTEREST POLICY

Section 7.1 Purpose: The Board of Directors shall adopt and the Corporation shall at a times maintain a conflict-of-interest policy for the purpose of protecting the Corporation's interest of an officer or director of the Corporation Such policy shall supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

ARTICLE VIII GENERAL PROVISIONS

Section 8.1 Fiscal Year: The fiscal year of the Corporation shall be the calendar year as fixed by the Board of Directors.

Section 8.2 Dues: The annual dues for general membership shall be payable annually and shall be payable to the Treasurer within forty-five (45) days of their respective due date each year. If any member's dues are not received within this time frame, it shall be assumed that such member wishes to withdraw from membership in the Corporation and shall cease to be a member.

Section 8.3 Amendments:

- A. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Directors then in office.
- B. The Bylaws of the Corporation may be adopted, amended, or repealed by a two-thirds (2/3) vote of the Directors then in office. Notice of the proposed amendment of the Bylaws shall be given written notice of the meeting to all members of the Board of Directors not less than five (5) days prior to such meeting. Two-thirds (2/3) of the members of the Board of Directors shall constitute a quorum for such meeting.

Section 8.4 Indemnification and Insurance:

- A. **Indemnification:** Unless otherwise prohibited by law, the Corporation shall indemnify any Director or officer, and any former Director or officer
- B. against expenses incurred by them for legal fees, judgments, or penalties provided or levied against such persons in a legal action brought against such person for actions or omissions alleged to have been committed by any such person while acting within the scope of his or her service as a Director, Officer, or employee of the Corporation provided that that the Board of Directors shall determine in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regards to the matter involved in the action.
- B. **Insurance:** The Board of Directors may authorize the purchase of insurance on behalf of a Director, office, employee, or other agent against any liability asserted against or incurred by him or her which arises out of such person's status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against liability under law.
- C. **Loans to Directors and Officers:** No loans shall be made by the Corporation to its Directors, officers, or members, unless authorized in writing by a resolution

duly adopted by the Board of Directors. No commitment for the paying out of money or for the assuming of any financial obligation in excess of the net worth of the Corporation shall be made by any Director, officer, member, or committee provided that the cost of any project approved by the Board of Directors may be underwritten by individual guarantors.

Section 8.5 Protection of Name: No member of the Corporation shall use the name Friends of the Esmond Station Library, for his or her personal financial gain and no entertainment of undertaking whatsoever shall be given the name of the Corporation, except with the prior written permission of the Board of Directors.

Section 8.6 Record Retention Policy: The Board of Directors shall adopt a record keeping and retention policy recommended by the Internal Revenue Service for proper governance.

ARTICLE IX MISCELLANEOUS

Section 9.1 Payments: All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such Officer, Officers of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. All checks greater than \$500 will require two (2) signatures by Officers.

Section 9.2 Controversies: In the event of a conflict that cannot be resolved among the Board of Directors, the matter shall be referred, in writing, to the Executive Committee for arbitration.

Section 9.3 Communications: Any media release or written mass correspondence to the general public, which varies from the approved boilerplate, must be approved in advance of release by the President or designee(s), who shall serve as spokesperson for the Corporation. Spontaneous and impromptu interviews may be conducted with brevity and regarding all rules of conduct as recorded in the Corporations Code of Ethics. Offers for random interviews should always be first referred to the President as spokesperson for the Corporation.

Section 9.4 Rules of Order: Robert's Rules of Order shall be the ultimate parliamentary authority for all matters of procedure not specifically covered in these Bylaws.

ARTICLE X EXEMPT STATUS

Section 10.1: Notwithstanding any provision in these Bylaws or in the Corporation's Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Service Code or the corresponding provision of any future federal tax code.

**ARTICLE XI
CERTIFICATION OF BYLAWS**

Section 11.1 Certification: We certify that these Bylaws were adopted at a regularly scheduled meeting of the Board of Directors held on 06/19/2024 and that these Bylaws replace any and all previously adopted Bylaws.

David A. Stitt _____	07/17/2024
Name, President	Date

Janice A. Allen _____	07/17/2024
Name, Secretary	Date