

**BY-LAWS OF  
FRIENDS OF THE ROSWELL LIBRARY, INC.  
A Georgia Nonprofit Corporation**

**ARTICLE I.  
NAME & OFFICE**

The name of the corporation is Friends of the Roswell Library, Inc. The principal office of the corporation is located at 115 Norcross Street, Roswell, GA 30075.

**ARTICLE II.**

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code (the "GNCC").

2.2 Purposes. The Friends of the Roswell Library is organized exclusively for, but not limited to the following charitable purposes: 1) to maintain an association of persons who care about the Roswell Library and the Fulton County Library System and seek to promote its welfare; 2) to establish a closer relationship between the Roswell Library and the community it serves; 3) to work to promote increased knowledge of the functions, resources, services and needs of the Roswell Library and the Fulton County Library System; and 4) to advocate and seek adequate public and private funds to ensure quality Roswell Library facilities and information services.

**ARTICLE III.  
MEMBERSHIP**

The Friends of the Roswell Library will not have members.

**ARTICLE IV.  
BOARD OF DIRECTORS**

4.1 Powers. The business and affairs of the Friends of the Roswell Library shall be managed by the Board of Directors (the "Directors" or the "Board").

4.2 Composition. The Board of Directors shall consist of a minimum of three (3) persons and a maximum of thirty (30) persons. The exact number is to be determined by the Board of Directors. Each Director will have one vote.

4.3 Elections. Directors shall be elected by a majority of the directors present at an annual meeting duly called for such purpose at which a quorum is present. The annual meeting shall generally be held during May of each year.

4.4 Term. Each Director shall serve for a term of three years. Each term shall begin on the first day of the month following the meeting at which he or she was elected.

4.5 Consecutive Terms. Directors may serve consecutive terms on the Board, as specifically elected by an affirmative vote of a majority of the directors at the annual meeting.

4.6 Meetings. The Board shall meet as often and at such places as the Board may deem advisable; provided, however the Board shall meet at least four (4) times per year. Notice of each meeting shall be given orally or by written notice. A written or email notice shall be sent to each director at least one week prior to the date of the meeting. Special meetings of the Board may be called by the President or at the request of 50% of the Directors with three (3) days written notice. Written notice may include electronic transmission.

4.7 Manner of Action. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

4.8 Action Without a Meeting. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing, including by electronic transmission, setting forth the action so taken, is signed by the majority of the Directors. Such action shall be effective when the last Director signs the consent unless the consent specifies a different effective date.

4.9 Participation in Meetings by Remote Communication. Directors on the Board or members of any committee may participate in a meeting of the Board or committee by means of remote communication if all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

4.10 Duties. It shall be the duty of the Board to care for the property and interests of the Friends of the Roswell Library and to determine policies for the conduct of its affairs. The Board shall have the power to raise and expend funds to promote the welfare of the Friends of the Roswell Library, and to employ any and all lawful means it may deem proper and expedient to achieve the objectives for which the Friends of the Roswell Library is organized.

4.11 Quorum. At meetings of the Board of Directors, a quorum shall be deemed present throughout any meeting at which a majority of the Board is present at the beginning of the meeting.

4.12 Vacancies. Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors even if less than a quorum. If the number of Directors at any time is increased by action of the Board, the additional Directors may be elected by a majority of the Directors in office at the time of the increase. Any Director elected to fill a vacancy shall begin serving upon election and shall serve the remainder of the vacant term.

4.13 Removal of Directors. A Director may be removed from office upon more than three (3) consecutive unexcused absences from meetings of the Board without just cause in any fiscal year by a majority vote of the Directors. A Director may be removed from office by an affirmative vote of at least seventy-five (75)% of the Directors when such action will serve the best interests of the Corporation.

4.14 Resignation. Any Director may resign at any time by giving written notice to the President of the Friends of the Roswell Library. Any such resignation shall take effect upon delivery of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

4.15 Committees. The President, with the approval of the Board, may appoint committees, which they, in their discretion, may deem reasonably necessary or appropriate to carry out the purposes of the Friends of the Roswell Library.

4.16 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she objects at the beginning of the meeting (or promptly upon arrival) to having the meeting or transacting business at the meeting, his or her dissent is entered in the minutes of the meeting, or unless he or she files a written dissent to such action with the person acting as the presiding officer of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail or personal delivery to the presiding officer of the meeting immediately before adjournment or to the Corporation immediately after the adjournment of the meeting. This right to dissent shall not apply to a Director who voted in favor of such action.

4.17 Exculpation. To the fullest extent permitted by law, Directors and Officers shall not be liable to the Friends of the Roswell Library for any action or inaction in connection with the business and affairs of the Corporation unless such action or inaction is determined by a final, non-appealable court of competent jurisdiction to constitute gross negligence or willful misconduct.

## **ARTICLE V. OFFICERS**

5.1 Principal Officers. The principal officers of the Friends of the Roswell Library shall be elected by the Board and shall include a President, Secretary, and Treasurer, and may include such other officers, as the Board, in its discretion, deems necessary.

5.2 Terms. Each officer shall be elected for a term of one (1) year and shall serve until their successor shall be elected and qualified.

5.3 Elections. A majority vote of the Directors present shall be required to elect officers. The election of officers shall take place at the annual meeting. Officers shall begin their term on the first day of the month following the meeting at which he or she was elected.

5.4 Removal of Officers. Any officer may be removed at any time with or without cause, by the affirmative vote of a majority of the Board.

5.5 Vacancy. Any vacancy occurring in any office of the Friends of the Roswell Library may be filled by the Board by an affirmative vote by a majority vote of the members present or by proxy at a regular meeting.

## 5.6 Roles of the Officers.

5.6.1 President. The President shall be responsible for the general supervision over the business and affairs of the Friends of the Roswell Library. The President shall have the authority to conduct all day-to-day, ordinary business on behalf of the Friends of the Roswell Library, and may exercise and deliver on behalf of the Friends of the Roswell Library contract, conveyance, or similar document not requiring approval by the Board. The President shall preside over all meetings of the Board, appoint all committees and their chairs, with the approval of the Board of Directors.

5.6.2 Vice President. In the absence of the President, or in the event of his or her inability to act, the Vice President shall discharge the duties of the President. He or she shall carry out any additional duties assigned by the President.

5.6.3 Secretary. The Secretary shall act as Secretary of all meetings of the Board at which the Secretary is present, shall record all the proceedings of all such meetings, and shall have supervision over the care and custody of the records of the Friends of the Roswell Library. The Secretary shall give notice of all meetings of the Board. The Secretary shall carry on the correspondence of the Friends of the Roswell Library as instructed by the Board.

5.6.4 Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and the receipts and disbursements of the Friends of the Roswell Library and shall cause the funds of the Friends of the Roswell Library to be deposited in the name of the Friends of the Roswell Library in such banks or other depositories as the Board may designate. The Treasurer shall submit a financial statement of all receipts, expenditures, and balance on hand at all Board meetings, and at the request of the President at any time. The Treasurer shall turn over to his or her successor all funds on hand with a detailed statement of the same, together with books, records, equipment and all logins and passwords pertaining to the office. The Treasurer shall perform any other duties assigned by the Board. The Friends of the Roswell Library's accounts shall be independently reviewed annually or as often as deemed necessary by the Board in such manner as may, from time to time, be determined by the Board.

5.7 Authorizations. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Friends of the Roswell Library, and such authority may be general or confined to specific instances. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Friends of the Roswell Library shall be signed by such officer or agent of the Friends of the Roswell Library and in such manner as determined from time to time by resolution of the Board.

**ARTICLE VI.**  
**MISCELLANEOUS**

6.1 Fiscal Year. The fiscal year of the Friends of the Library shall be May 1<sup>st</sup> through April 30<sup>th</sup>.

6.2 Books and Records. The Friends of the Roswell Library shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and any committees thereof. The Friends of the Library shall keep records containing the names, addresses and telephone numbers of all Directors and the dates when they respectively became Directors of record. Any of such books, records, or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time. The Friends of the Roswell Library shall convert into written form, without charge, any such record not in such form, upon written request of a person entitled to inspect them.

6.3 Financial Reporting. The financial records of the Friends of the Roswell Library are public information and shall be made available to the Board of Directors.

6.4 Gifts. The Board, or any officer or agent of the Friends of the Roswell Library to whom such authority may be delegated by the Board, may accept on behalf of the Friends of the Roswell Library any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Friends of the Roswell Library.

6.5 Non-Discrimination. The Friends of the Roswell Library shall not discriminate on the basis of race, color, religion, sex, national origin, age, or disability.

6.6 Amendment. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the vote of a majority of the entire Board at any regular or special meeting; provided, however that no amendment or new Bylaw may be adopted that would cause the Corporation no longer to be qualified as an exempt organization described in Code Section 501(c)(3).

6.7 Emergency Expenditures. An emergency shall be defined as an event that impedes the ability of the Friends of the Roswell Library to maintain operation. A Director shall be authorized to make an emergency expenditure with the verbal approval of two of the elected Officers of the Board, not to exceed Board approved authority.

## **ARTICLE VII DISSOLUTION**

Upon the dissolution of the Friends of the Roswell Library, the assets remaining after all liabilities and obligations of the Friends of the Roswell Library have been paid and discharged, or adequate provision made therefore, shall be transferred and conveyed to the Atlanta-Fulton Public Library Foundation to be spent to benefit the Roswell Public Library, or if said organization is not existing or does not qualify as an exempt organization under 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) at such time, to such organization or organizations organized, and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII TAX-EXEMPT STATUS**

The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption for taxation pursuant to Code 501(c)(3). The Corporation at all times shall be operated exclusively for charitable purposes, including the making of distributions to organizations that qualify as exempt organizations under Code 501(c)(3). All funds, whether income or principal and whether acquired by gift or contribution or otherwise, shall be devoted to the purposes identified in these bylaws. The Corporation shall perform all other acts necessary or incidental to the above and do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in the Articles of Incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the GNCC (subject to and within the limitations of Code 501(c)(3).)

I hereby certify, as the Secretary, that these bylaws were approved and ratified by Friends of the Roswell Library, Inc. on the 11th day of November, 2023.

**FRIENDS OF THE ROSWELL LIBRARY, INC.**

BY: Donna Stokely

**Secretary**