

Bylaws of the Friends of the Palmer Public Library, Inc.

Proposed amendments October 2026

Article I-Name and Location

1. The name of this corporation shall be FRIENDS OF THE PALMER PUBLIC LIBRARY, INC.
2. The principal office shall be located at Palmer, Alaska.
3. Other offices
 - a. Other offices for the transaction of business shall be located at such places as the board of directors may from time to time determine.

Article II-Purpose

1. The purpose of this organization shall be to assist the Palmer Public Library in:
 - a. Developing programs to meet current community needs
 - b. To assist in promoting knowledge of and participation in library programs
 - c. To aid in providing funds to meet special library needs
 - d. Providing an entity by which the public can make donations to the Palmer Public Library for exclusive use by the Palmer Public Library for specific purposes that help the library to meet its objectives and the needs of the patrons.
2. This organization is exclusively for charitable, scientific, library, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c) (3) of the Internal Revenue Code.

Article III-Membership

1. This organization shall be open to all persons interested in promoting the scope and purpose as set forth in Article II of these bylaws and to those persons who have paid their annual membership dues. **Annual membership dues are in effect for the calendar year in which they are paid.**
2. **Lifetime membership to Friends of the Palmer Public Library, Inc. is \$1000. This amount may be cumulative over a period of time.**

3. Dues: Membership dues for the Friends of the Palmer Public Library, Inc. shall be established at membership meetings. These dues may be changed from time to time as deemed necessary at any legally constituted membership meeting by a majority vote.
4. Voting: All members who have paid their annual membership dues and are of legal voting age in the State of Alaska shall be entitled to one vote, which shall be exercised in person, on each matter submitted to a vote at any meeting of the membership. Each member organization shall be entitled to one vote. Proxy voting shall not be permitted.
5. Liability of Members: The private property of the members shall be exempt from execution or other liability for the debts of the corporation. No member shall be liable or responsible for any debts or liabilities of the corporation.

Article IV-Meetings

1. Annual Meeting: The annual meeting of the membership shall be held in Palmer, Alaska, in October. The time and place will be determined by the board of directors and posted at the library one month before the annual meeting. At such meeting the members shall elect directors and transact such other business as may be before the corporation. Reports for the previous fiscal year shall be rendered at the annual meeting. **Additionally, the membership, annually, shall elect a board of directors which may constitute directors from the previous year and/or new directors.**
2. **Membership meetings occur monthly and typically include Board of Directors, members and non-members. For voting to occur at a meeting, a quorum of seven (7) voting members must be present. If a quorum does not exist, then the meeting shall be adjourned to a future date. During a meeting, only members may vote.**
3. Special meetings: Special meetings of the members may be called at any time by the president and in his/her absence by the vice president or by a majority of the directors. It shall be the duty of the president, vice president or directors to call such meeting whenever so requested by 10% of the members.

4. Notice of Meetings: Notification of special or regular membership meetings shall be made at least 3 days prior to the meeting. The time, place and special business to be conducted will be stated in the notice which will be posted at the library.
5. Quorum: A quorum for the transaction of business at any meeting shall consist of seven (7) voting members, but the members present at any meeting, though less than a quorum, may adjourn the meeting to a future time.

Article V-Board of Directors

1. **Board of Directors (BOD) shall be elected to manage the affairs of this organization at the Annual Meeting. The Board of Directors shall hold office for a two-year term. Four directors to be elected on even years and three to be elected on odd years. The number of directors shall consist of seven (7) members: President, Vice-President, Secretary, Treasurer, and three Members-at-Large. Other offices may be added as deemed necessary and voted on by a minimum of a quorum of seven voting members. The BOD will organize itself in an open board meeting prior to the next membership meeting. Board members may be dismissed from office either by resignation, or by a vote of 2/3 of the board.**
2. **Vacancies to the BOD can be filled by a special election at a regular membership meeting so long as a quorum of seven (7) voting members exists.**
3. Meetings
 - a. Special meetings of the BOD may be called by the president or by the majority of the board members. Voting on special issues may be conducted via phone or email.
 - b. The BOD shall meet a minimum of twice during the fiscal year.
 - c. Notification shall be given for regular and special meetings of the BOD at least 48 hours in advance.
 - d. Use of Video Conferencing Platform: Meetings may be held either in person or via an online meeting platform including (but not limited to) FaceTime, Zoom, Skype, etc.
4. Quorum: Two-thirds of the members of the BOD shall constitute a Quorum. A Quorum may be met with some or all members attending via video conferencing platform.

Article VI-Finance

- 1. Donations:** The corporation shall accept such gifts, donations, bequests, and contributions as the board of directors, in their discretion desire, and upon such terms and conditions as they desire.
- 2. Banking:**
 - a.** The funds of the corporation shall be deposited in such financial institutions as the directors shall designate.
 - b.** All checks drawn on the corporation's account shall have the signature of the treasurer (preferred) or another designated signor if the treasurer is unavailable.
- 3. Fiscal Year Audit:** The fiscal year shall be from January 1 to December 31. The books of the corporation shall be audited annually by the corporation's accountant and the tax preparer.

Article VII-Parliamentary Procedure

- 1. All membership, directors, and committee meetings of the Friends of the Palmer Public Library, Inc. shall be conducted in accordance with Robert's Rules of Order.**

Article VIII-Amendments

- 1. These bylaws may be amended at any general membership meeting by a vote of not less than two-thirds of members attending. The proposed change(s) shall first be submitted to the board of directors in writing. Written notification of proposed changes in the bylaws shall be posted at the library at least ten (10) days prior to a meeting at which the voting will take place. The bylaws will be reviewed by the BOD prior to the annual meeting and voted on for approval at the annual meeting.**

Article IX-Dissolution

1. Upon dissolution any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).
2. **All assets of the corporation upon dissolution shall be devoted to carrying on and promoting the Palmer Public Library.**