

Updated By Vote of Members  
at Friends Meeting May 16, 2005  
(Changes from previous ByLaws in larger type.)

BYLAWS OF  
FRIENDS OF THE PALMER PUBLIC LIBRARY, INC.

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 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

The purpose of this organization shall be to assist the Palmer Public Library in developing programs to meet current community needs; to assist in promoting knowledge of and participation in library programs; to aid in providing funds to meet special library needs; and to provide a channel for individuals and organizations to express ideas and make suggestions for library use and services.

This organization is organized exclusively for charitable, scientific, literary, 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. Members: 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. The following classification of members shall be established:
  - A. Adult membership
  - B. Student membership (non-voting; under 18 years of age)
  - C. Organizations (clubs, associations and business memberships)
2. Dues: Dues for the adult, student and organization memberships 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.
3. Voting: All members who have paid their annual membership fees 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.

4. 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.
2. 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 meetings whenever so requested by 10% of the members.
3. 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.
4. Quorum: A quorum for the transaction of business at any meeting shall consist of seven 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. Membership: At the first meeting of the membership a board of directors shall be elected to manage the affairs of this organization. The number of directors shall consist of seven (7) members. Two directors will be elected for one year, two for two years, and three for a three-year term. Henceforth, all directors shall be elected for a three-year term.
2. Meetings:
  - A. Immediately following the annual meeting of the membership, the board of directors shall meet to elect officers. These officers shall consist of president, vice president, secretary and treasurer. Other officers may be added as deemed necessary.
  - B. Special meeting of the board of directors 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.
  - C. The board of directors shall meet a minimum of twice during the fiscal year.
  - D. Notification shall be given for regular and special meetings of the board of directors at least 48 hours in advance.
3. Quorum: Two-thirds of the members of the board of directors shall constitute a quorum.

4. Vacancies: If a vacancy exists or is created on the board of directors, the president shall appoint a member who shall serve as director until the next annual meeting.

#### Article VI – Officers

1. President: The president shall be elected for a one-year term. He/she shall preside at all general membership, directors and special meetings. He/she shall have general supervision over the affairs of the corporation and over the officers. He/she shall sign contracts and appoint all committees deemed necessary to carry out the intents and purposes of this organization.
2. Vice President; The vice president shall be elected for a term of one year. He/she shall perform all duties in the absence of the president or those duties which the president may assign to him/her. .
3. Secretary: The secretary shall be elected for a one-year term. He/she shall keep minutes of the general membership, directors and special meetings. He/she shall keep all corporate books, records, papers, contracts and the seal. He/she shall perform any other duty in keeping with this office.
4. Treasurer: The treasurer shall be elected for a one-year term. He/she shall have custody of all moneys and securities of the corporation and shall give bond in such sum and with such sureties as the directors may require. He/she shall keep regular books of account and submit them, together with his/her vouchers, receipts, records and other papers to the directors for their examination and approval as often as they require.

#### Article VII – 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 institution as the directors shall designate.
  - B. All checks drawn on the corporation's account shall have the signature of the treasurer (preferred) or another board member if 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 2 officers and one non-board member recruited from the membership. This shall be completed before the annual meeting.
4. Insurance: The board of directors may contract for such personal injury, public liability and other forms of insurance and in such amounts as the board may believe necessary or proper to provide adequate protection to the corporation, its members and the public because of the activities or services of the corporation.

### Article VIII – Parliamentary Procedure

All membership, directors and committee meetings of Friends of the Palmer Public Library, Inc. shall be conducted in accordance with Robert's Rules of Order as revised and these bylaws.

### Article IX – Amendments

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 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 the meeting.

### Article X - Dissolution

All assets of the corporation upon dissolution shall be devoted to carrying on and promoting the Palmer Public Library.

Adopted at Friends meeting May 16, 2005

(Large print designates changes from old by-laws.)