

**FRIENDS OF THE SUMMIT COUNTY LIBRARY
BY-LAWS Approved November 2023**

ARTICLE I – NAME

The name of this organization shall be Friends of the Summit County Library “FOTSCL.”

ARTICLE II – PURPOSE

SECTION 1. The purpose of this organization shall be to maintain a nonprofit organization of interested persons to encourage and promote appreciation, understanding, enjoyment and public use of the Summit County Library (the “Library”) services; to cooperate with the Library in the development of programs, services and facilities to benefit the community; to raise and expend money for such purposes; to solicit donations of all kinds to benefit the operation of the Library; and to support the freedom to read as expressed in the American Library Association’s Bill of Rights.

SECTION 2. This organization shall be incorporated as a non-profit organization and shall engage in no activities to endanger this status.

SECTION 3. This association shall work in conjunction with the officers and staff of the library to achieve these ends, to acquaint the community with the needs of the library, and to help improve their facilities.

SECTION 4. The association shall operate in full compliance with IRS Code Section 501 (c) (3).

ARTICLE III – MEMBERSHIP

SECTION 1. Membership in this organization shall be open to all individuals, corporations and organizations who support its purpose. Each membership shall be entitled to one vote for matters which come before a general meeting of the association.

SECTION 2. Membership dues shall be set by the Board and are payable on an annual basis.

ARTICLE IV – BOARD of DIRECTORS

SECTION 1. The management of the organization shall be vested in a board of directors (“the Board”) consisting of at least five but not more than eleven directors, including the officers. An immediate past president continues to serve on the Board an additional year.

SECTION 2. The librarians shall serve as ex-officio members of the board on a rotating basis.

SECTION 3. The term of directors is three consecutive years. They are eligible for reelection for one additional term for a maximum of six years’ service, and then must wait a minimum of one year before being considered for a new term.

SECTION 4. One-third of the directors shall be elected by the organization each year at the annual meeting to replace those directors whose terms are expiring in that year.

SECTION 5. When a board position becomes vacant ahead of its term expiration, the position may be left unfilled until the next annual meeting or may be filled temporarily by appointment of the President, for the remainder of the elected term.

SECTION 6. Removal Procedure. A director or officer may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least two weeks prior to the meeting.

ARTICLE V – OFFICERS

SECTION 1. The officers of this organization shall be President, Vice-President, Secretary, and Treasurer, each being a board member.

SECTION 2. The duties of the officers shall be as follows:

President – to preside over and conduct meetings of the board and the organization; to be an ex-officio member of all committees.

Vice President – to perform the duties of the president in the absence of the president.

Secretary – to take and keep minutes of all meetings of the board and of the general membership; to distribute a draft of the minutes prior to each meeting; to record attendance at all meetings; to keep a list of the membership, and to produce an annual summary of the activities of the organization.

Treasurer – to keep all financial records of the organization; to pay all bills of the organization; to be accountable for all expenditures and receipts; to be in compliance with federal and state filing requirements, and to prepare a financial report for each board meeting and an annual financial report at the end of the fiscal year.

SECTION 3. Officers shall be elected by the Membership at the annual meeting.

SECTION 4. The term of the president, vice president and other officers is one year; however, they may continue to serve, if reelected, for an additional term.

SECTION 5. If an officer is unable to complete their term, the Board shall appoint another board member to fill the unexpired term of the vacancy.

ARTICLE VI – EXECUTIVE COMMITTEE

SECTION 1. The officers of this organization shall constitute the Executive Committee and shall meet at the discretion of the President between meetings of the Board.

SECTION 2. The Executive Committee shall have the authority to make urgent financial commitments that cannot wait for the consideration of the full board at the next scheduled board meeting and to appoint committees consistent with the purposes of this organization.

SECTION 3. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VII – MEETINGS

SECTION 1. An annual meeting shall be held at a time and place determined by the Board. Membership shall be notified of this meeting at least two weeks prior. An agenda shall be stated in the notification.

SECTION 2. The annual meeting shall include the election of officers, annual financial statement, any amendments submitted to these By-laws and the President's report.

SECTION 3. A special meeting for the general membership may be called at any time by the President. A notice shall be sent out at least two weeks prior to the date of such a meeting. The business to be discussed shall be stated in the notification to all Membership.

SECTION 4. Regular meetings of the Board shall take place at least four times a year. A majority of board members shall constitute a quorum, and motions shall be carried by a vote of the majority. In the event of a tied vote, the President's vote breaks the tie. Notices shall be sent to the Board at least one week before the meeting. Special board meetings may be called by the president with at least forty-eight hours' notice to board members.

ARTICLE VIII – FISCAL PERIOD

SECTION 1. The fiscal year of the association shall start on January 1 and end on December 31.

ARTICLE IX – STANDING COMMITTEE

SECTION 1. The following shall be the standing committees of the organization: Finance Committee and Membership Committee.

SECTION 2. Finance Committee – the Treasurer shall be named chairperson. It shall be the duty of this committee to prepare a budget and a financial report for the fiscal year, complete all forms and paperwork for the IRS and the State of Utah as required, and arrange for annual audits if required by Board vote.

SECTION 3. Membership Committee – it shall be the duty of this committee to communicate with existing membership about membership status and renewals, find ways to grow membership, and to keep membership files current and in order. Membership records must be kept for a minimum of three years.

ARTICLE X – CONFLICT OF INTEREST

SECTION 1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the association. Where conflict of interest may be thought to exist for a board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

ARTICLE XI – AMENDMENTS

SECTION 1. These by-laws shall be reviewed annually, and may be amended at the annual meeting or any special meeting of this organization by a two-thirds majority vote of the membership that are present, provided that the meeting notice contains specific notice of intention and that a summary of proposed changes is included.

ARTICLE XII – PARLIMENTARY AUTHORITY

SECTION 1. Robert's Rules of Order Newly Revised shall be the parliamentary authority for this organization in all cases where applicable and in which it is not in conflict with these bylaws.

ARTICLE XIII – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Summit County Library.