

THE FRIENDS OF THE BEATLEY CENTRAL LIBRARY

5005 Duke Street
Alexandria, VA, 22304

BYLAWS

Adopted April 5, 2016
Amended March 13, 2018
Amended November 13, 2018

ARTICLE I. NAME

The name of the corporation shall be The Friends of the Beatley Central Library hereinafter referred to as the Friends.

ARTICLE II. PURPOSES

The Friends are organized and shall operate exclusively as a nonprofit organization in accordance with laws of the Commonwealth of Virginia and the principles of § 501(c)(3) of the Internal Revenue Code to:

- A. Raise funds and other contributions to help advance the mission and meet the needs of the Beatley Central Library;
- B. Advocate the mission, purpose and requirements of the Beatley Central Library before legislative and governing bodies,
- C. Promote public awareness of the Library's programs and services,
- D. Sponsor or conduct programs that foster a close association between the Library and the City of Alexandria community,
- E. Perform any other act which may lawfully be performed by a non-stock corporation under the laws of the Commonwealth of Virginia and in compliance with federal rules governing 501©(3) tax exempt organizations,
- F. It is recognized that the administration for the Library is vested in the Library Director.

ARTICLE III. PRINCIPAL PLACE OF BUSINESS

The principal office of the Friends shall be located at the Beatley Central Library, 5005 Duke Street, Alexandria, Virginia 22304.

ARTICLE IV. BOARD OF DIRECTORS (BOD)

- A. Composition

1. The Board of Directors (BOD) shall consist of a President, Vice President, Secretary, Treasurer, and Vice-President-Book Sales, who serve as the Officers of the Friends. The Officers will also constitute the Executive Committee or EXCOM of the Friends.
2. The Board may also establish additional Director positions on the Board including an Assistant Treasurer and Directors-At-Large,
3. The Central Library Manager of the Beatley Central Library will be an *ex-officio* member of the Board.

B. Duties of Board and Directors

The Board shall be the governing body for the Friends. Specific duties of the Director positions include, but are not limited to the following:

1. President:

The President shall preside at all meetings of the Friends and its Board of Directors. The President shall be the Chief Executive of the Friends and, along with any other Director duly authorized, may sign and execute contracts, agreements or other instruments in the name of the Friends. The President is an *ex officio* member of all Friends committees.

2. Vice President:

The duties of the Vice President shall be to assist the President in fulfilling the latter's duties and to act on behalf of the President in the event of his/her absence. The Vice President shall succeed the President in cases of resignation, disability or removal from office.

3. Secretary:

The Secretary shall be responsible for keeping all non-financial records of the organization and shall keep a correct record of meetings of the organization and conduct correspondence as required.

4. Treasurer:

The Treasurer shall receive and deposit all funds; disburse funds or make payments for services or materials provided; keep appropriate detailed and accurate accounts of all financial matters; present a financial report at monthly meetings, and prepare a full Annual Financial Report. The report will be presented at the January board meeting for approval and then provided to the Membership. The Treasurer shall also prepare and file federal tax returns; file the annual corporate report and pay the annual corporate registration fee to the Commonwealth of Virginia; renew the Retail Sales and Use Tax Certificate of exemption every five years with the Commonwealth; and prepare and file all other documents that the federal government, the Commonwealth or the City of Alexandria may require to maintain the Corporation's corporate and federal tax exempt status. With Board approval, the Treasurer may obtain the services of a certified tax preparer or Certified Public Accountant to assist in these functions.

5. Vice President – Book Sales:

The Vice President – Book Sales shall direct, manage and execute all corporate fundraising activities related to the sale of donated books and associated items.

6. Directors-At-Large:

The Directors-at-Large serve as non-Officer members of the Board and help fulfill the purposes of the Friends.

C. Term of Office

1. Terms of office will normally be for three years and begin on the first day of the fiscal year following the elections. The fiscal year shall begin on the first day of January and end on the last day of December each calendar year. The start of the terms for Directors may be staggered across fiscal years to enhance continuity of experience on the Board.
2. Directors may serve consecutive terms.
3. If the Board appoints a person to a new Director position, or fills a vacancy in between election cycles, their term shall begin with the date of appointment and end at the next election cycle.

D. Compensation

No Director shall receive any salary or other compensation except reimbursement for actual expenses reasonably incurred in carrying out duly authorized actions on behalf of the Friends.

E. Election of Directors

1. A Nominating Committee consisting of two Directors and one general member appointed by the President shall be established by April 1 each year. The Committee shall nominate one or more persons for each Director position to be filled. The Committee may also solicit nominations from the Friends general membership.
2. The slate shall be presented for adoption by the full Board of Directors at the October business meeting.

F. Vacancies

1. Any vacancy on the Board of Directors arising from unavailability or resignation of the incumbent shall be filled by a simple majority vote of the remaining Members of the Board of Directors. Nominations for any such vacancy may come from a Director or the Friends general membership. The replacement Director shall serve out the term of the former incumbent and may stand for election at the next election cycle.
2. Any Director who intends to resign must notify the Board in writing.
3. Immediately upon relinquishing office, any Director shall deliver to the Board all records, correspondence and all other property that belong to the Corporation.

G. Removal

1. The Board of Directors may remove a member for failure to fulfill the Member's duties and otherwise comply with the requirements of these Bylaws.
2. The Board may act affirmatively on the removal by a three-quarters (3/4) vote of the disinterested Members of the Board at an official meeting of the Board to which all parties have been given prior notice of the proposed action.
3. Any decision to remove a Member from the Board of Directors is reserved to the Board.

ARTICLE V. COMMITTEES

The Board may establish any *ad hoc* or special committees that it determines necessary to assist the Board to carry out its duties and responsibilities. The Board will define the purpose and function of any such committee, appoint its members and establish its duration.

Membership may include Members of the Board of Directors or any other persons that the Board believes will enable the Committee to execute its functions.

ARTICLE VI. FUNDS

A. Activities of the Friends shall be self-supporting. All accrued funds shall be deposited to the account of the Friends of the Beatley Central Library, and shall be disbursed by the Treasurer for such purposes as authorized by the Board.

B. The Treasurer and one other Director will sign all checks, drafts, or orders for the payment of money issued in the name of the Friends.

C. The Treasurer may reimburse a Director or a member of the Friends for actual expenses reasonably incurred for approved purchases made on behalf of the Friends. The member must file a Request for Reimbursement along with supporting documentation.

D. The Treasurer may approve any Request for Reimbursement up to \$200 unless the Board has already approved the expenditure or the Treasurer is the party filing the Request. If the Treasurer is the filing party, the President shall act on the Request. Any request that exceeds \$200 must be approved by the Board either individually or as part of a larger program such as the budget for the book sale. In addition, The Vice President, Book Sales must approve any request for reimbursement having to do with book sales.

E. The Treasurer shall disclose all approved reimbursements in the monthly financial report.

F. The Board will appoint an Audit Committee to certify the Treasurer's Annual Financial Report. The Board may also appoint an auditor to conduct a review when deemed appropriate.

ARTICLE VII. MEMBERSHIP

A. Membership in this organization shall be open to individuals, organizations and businesses that support the purpose of the Friends. Each member shall have one vote except for matters reserved for the Board of Directors.

ARTICLE VIII. MEETINGS

A. Regular Meetings. The Board of Directors shall hold one regular meeting each month. The first meeting of each new fiscal year in January shall be the annual business meeting where new Directors shall be seated and the Annual Financial Report for the prior fiscal year shall be presented and approved. All members of the Friends of the Beatley Central Library are invited to attend.

B. Attendance. Four Directors present at any meeting shall constitute a quorum. Attendance may be by approved electronic means such as teleconferencing. Each Director is expected to attend a minimum of 70 percent of the meetings to remain in good standing.

C. Actions at Meetings. The Friends acts on matters before it by a majority vote of its members present and voting at any meeting.

D. Proxies. There shall be no voting by proxy at meetings.

E. Action Without Formal Meeting. Any action required or permitted by the Board of Directors may be taken by other means of communication in lieu of a formal meeting. As necessary, any Director may waive notice, in writing, of such events.

F. The Secretary shall send the minutes of any meeting to the Board of Directors and other meeting attendees within 15 days of the meeting date. The minutes may be modified and approved at the subsequent meeting by a simple majority vote of the attendees. The Secretary shall provide the final approved minutes to the Membership.

G. Parliamentary Authority. *Robert's Rules of Order* in its most recent revised edition shall be the rules of procedure for all meetings.

ARTICLE IX. CONFLICT OF INTEREST

A. The Friends shall have no business or independent contractor relationship with any Director.

B. No Director or member of the Friends of the Beatley Central Library may share in any of the cash or other assets of the Friends upon its dissolution.

C. The Secretary will ensure that each Director shall annually sign a statement that affirms that the Director has: received a copy of the Friends' conflict of interest policy; read and understands the policy; and agreed to comply with the policy.

D. Each Director must understand that the Friends is a charitable organization and to maintain its federal tax exemption, it must engage primarily in activities that accomplish its tax-exempt purposes.

E. This policy supplements and does not replace any applicable federal, state or local government requirements.

ARTICLE X. MISCELLANEOUS PROVISIONS

A. Non-discrimination: The Friends shall not discriminate on the basis of race, color, national origin, religion, sex, disability or sexual orientation in the interpretation and implementation of these Bylaws.

B. Liability: No member of the Friends shall be liable for, and no personal or financial liability shall in any event be attached to any member of the Friends in connection with, any of the Friends' undertakings.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended by a majority vote of the members of the Board of Directors at any regular or special meeting duly convened after notice of such purpose to the members of the Board.

ARTICLE XII. DISSOLUTION

If the corporation is dissolved, no Director or member of the Friends of the Beatley Central Library or any other person may share in the distribution of any of the corporate assets. After paying or making provision for the payment of all debts of the Corporation, the Board of Directors shall turn over all of the Friends' residual assets and funds deposited at any bank on the date of dissolution to the Alexandria Library to be used to meet the needs of the Beatley Central Library.