

CONSTITUTION AND BY-LAWS
FOR
THE FRIENDS OF THE MANSFIELD-RICHLAND COUNTY
PUBLIC LIBRARY, INC.

ARTICLE I -NAME

This organization shall be known as The Friends of the Mansfield-Richland County Public Library, Inc. (hereinafter sometimes referred to as the "FOL").

ARTICLE II -PURPOSE

Section 1. The purpose of the FOL shall be to maintain an association of persons interested in promoting and supporting public access to books and other information sources, especially through the Mansfield/Richland County Public Library (hereafter the "MRCPL"). Specifically, the FOL shall focus public attention on MRCPL and its services, facilities, and needs; sponsor programs and exhibits at MRCPL; encourage appropriate donations of materials and funds to MRCPL; support legislation of benefit to libraries; sponsor and contribute to scholarships for library education; and, in general, work in concert with the MRCPL Staff, Director, and Board of Trustees to aid and support MRCPL. To these ends, the FOL shall raise funds through such means as holding book sales, accepting donations and bequests, etc.; and shall disburse these funds in furtherance of the goals stated above.

Section 2. The FOL shall not participate in or intervene in (including the publication or distribution of statements) a political campaign on behalf of any candidate for public office.

Section 3. The FOL shall abide by all local, State, and Federal laws as required of an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 and the regulations promulgated thereunder, as they now exist or as they may be hereafter amended.

ARTICLE III
MEMBERSHIP

Section 1. Membership in the FOL shall be extended to all persons who express an interest in the work of the FOL and who are in support of its purposes.

Section 2. Each member shall be entitled to one (1) vote.

Section 3. Each member shall be entitled to admission to the friends-only presale with respect to any sales of books and other materials that the FOL may sponsor or hold from time to time.

Section 4. Each member will be entitled to receive a copy of any newsletter that the FOL may publish from time to time.

ARTICLE IV
BOARD OF TRUSTEES

Section 1. The Board of Trustees shall be elected from the membership of the FOL and shall consist of a minimum of nine (9) voting members, including the five (5) Officers of the FOL, at least two (2) Members-at-Large, and at least two (2) non-voting Mansfield-Richland County Library representatives. All Trustees shall be elected for the term of one (1) year and are eligible for reelection.

Section 2. The President, with the approval of the Board of Trustees, shall appoint no later than sixty (60) days before each annual meeting, a Nominating Committee of three (3) members, one of whom shall be designated as Chairman. Such Nominating Committee shall prepare and submit, at least thirty (30) days in advance of the annual meeting, a list of nominees for Trustees. Nominations may also be made from the floor at each election of Trustees. Those nominees receiving the highest number of votes to the extent of the number of Trustees to be elected shall be declared the duly elected Trustees.

Section 3. The President, with the approval of the Board of Trustees, may appoint additional Trustees to fill any vacancy on the Board until the next regular meeting of the FOL.

Section 4. The Board of Trustees shall exercise all corporate powers and conduct, manage and control the affairs and property of the FOL. They may at any time delegate powers to an ad-hoc or standing committee or to volunteers working on behalf of the FOL. Powers delegated by the Board may be rescinded by a majority vote of the Trustees at any regular or special meeting. Whenever action by the Board of Trustees is required, this may be done at either a regular or special meeting of the Trustees, or by mailing post or electronic vote.

ARTICLE V
OFFICERS

The Officers of the FOL shall consist of a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The Nominating Committee provided for in the last preceding Article hereof shall submit to the Board of Trustees and the annual meeting of the membership a list of nominees for the various offices. Other nominations for Officers may be made from the floor. Any Officer may be removed for cause by a majority vote of the membership. The President, First Vice President, Second Vice President, Secretary and Treasurer shall be elected to serve until the next annual meeting or until their successors have been elected and qualified. All vacancies among the Officers arising from any cause shall be filled for the unexpired term by election by the Board of Trustees.

ARTICLE VI
DUTIES OF OFFICERS

Section 1. President The President shall preside at all meetings of the FOL, act as Chairman of the Board of Trustees, and be ex-officio member of all other committees and shall perform such duties as usually pertain to such office . The President shall be directly responsible to the Board of Trustees.

Section 2. First Vice President The First Vice President shall act as aide to the President and shall perform the duties of the President in the absence of that officer, and unless otherwise designated shall be Program Chairman.

Section 3. Second Vice President The Second Vice President shall act as aide to the First Vice President and shall perform the duties of the office as may be delegated from time-to-time, including unless otherwise specified the position of Membership Chairman and newsletter editor.

Section 4. Secretary The Secretary shall keep a correct record of all meetings of the FOL and the Board of Trustees, and shall perform such other duties as may be delegated to that office.

Section 5. Treasurer The Treasurer shall receive and deposit all monies of the FOL; shall keep an accurate record of receipts and expenditures and shall disburse funds only in such manner as authorized by the Board of Trustees. The Treasurer shall present a statement of account upon reasonable notice at any meeting of the Board of Trustees or the membership and, in any event, will present a statement of account at least annually. The Treasurer's books shall be audited periodically as requested by the Board of Trustees.

ARTICLE VII MEETINGS

Section 1. The annual meeting of the members of the FOL shall be held at such time and place as may be designated by the Board of Trustees for the purpose of election of Officers and Trustees, to receive various reports and transact any other business. A written notice shall be sent to each member in advance at least ten (10) days prior to such meeting. In addition, notice of the date, time and place of the annual meeting shall be posted in the MRCPL at least ten (10) days prior to such meeting.

Section 2. Special meetings of the FOL may be called by the Board of Trustees or upon the petition of a majority of the voting members. A written notice shall be sent to each member prior to such meeting, identifying the purpose or purposes for which the special meeting is called. In addition, notice of the date, time and place of the special meeting, and the purpose or purposes for which the special meeting is called, shall be posted in the MRCPL prior to such meeting. Such notices and publication shall be made at least ten (10) days prior to such meeting, except where such notice is not possible due to exigent circumstances – in which case reasonable notice under the circumstances will be given. No matters other than those stated in such notice shall be considered at any special meeting.

Section 3. The annual meeting of the Board of Trustees shall be held each year without notice before the members of the FOL. Special meetings of the Board of Trustees may be held upon call of the President or upon request of not less than three (3) Trustees. At least three (3) days' advance notice of the time and place of each special meeting, unless such notice is waived, shall be given to each Trustee.

Section 4. The Board of Trustees shall meet in general session as they deem necessary.

ARTICLE VIII BONDING

Section 1. The Treasurer and all other persons controlling funds of the FOL shall be bonded at the discretion of the Trustees in such sums as may be fixed by the Trustees.

ARTICLE IX
COMMITTEES

Section 1. The President shall appoint, with the approval of the Board of Trustees, such committees as from time-to-time the President may deem necessary, with such powers and for such purposes as may be designated. The President shall appoint those committees which are deemed necessary for the expedient operation of the business of the FOL. The Chairman of each committee shall be a member of the Board of Trustees. The President shall be an ex-officio member of each committee, with the exception of the Nominating Committee.

ARTICLE X
QUORUM

Section 1. Board of Trustees. A majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business.

Section 2. Committees. A majority of the members of any committee appointed by the President shall constitute a quorum for the transaction of business.

Section 3. Membership. A majority of the members in attendance at any meeting of the membership of the FOL shall constitute a quorum for purposes of transacting business, provided that notice of the meeting has been given in accordance with the requirements of Article VII.

ARTICLE XI
MEMBERSHIP DUES

Section 1. Annual membership dues will be determined by the Board of Trustees.

Section 2. The fiscal year of the FOL shall commence on October 1 of each year.

ARTICLE XII
ORDER OF BUSINESS

Section 1. The minutes of the proceedings of the FOL shall be recorded and the order of business of meetings of the FOL shall be substantially as follows:

- A. Call to Order
- B. Minutes of prior meeting
- C. Treasurer's report
- D. Committee reports

- E. Old Business
- F. New Business
- G. Director's Report
- H. Adjournment

Section 2. All meetings shall be conducted, as nearly as is reasonably feasible, in accordance with *Robert's Rules of Order, The Modern Edition*, except when in conflict with this Constitution and By-Laws or with the laws of the State of Ohio or the United States of America.

ARTICLE XIII
AMENDMENTS TO CONSTITUTION AND BY-LAWS

This Constitution and By-Laws may be amended at any regular meeting of the FOL by two-thirds (2/3) vote of the members present, provided that notice of the proposed amendment shall have been mailed to all members at least two (2) weeks before said meeting. A written notice of the proposed amendment shall also be posted in the MRCPL at least two weeks before said meeting.

ARTICLE XIV
PROPERTY AND DISSOLUTION

Section 1. The interest of a member in the property of the FOL is limited to its use for the FOL's purposes. No part of the net earnings of the FOL shall inure to the benefit of, or be distributable to, any Trustee or Officer of the FOL or any member of the FOL or any other private individual (except that reasonable compensation may be paid for services rendered to or for the FOL in furtherance of one or more of its purposes), and no Trustee or Officer of the FOL or any private individual shall be entitled to share in the distribution of any of the FOL's assets upon dissolution of the FOL.

Section 2. If the FOL is dissolved, all its property not needed for the payment of its debts and expenses shall be transferred or conveyed to one or more organizations that engage in activities related to library improvement or development and that qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 (or similar statutes hereafter enacted). The Board of Trustees shall select the organizations to which such transfer or conveyance is made and shall determine how the property is apportioned among them. In the absence of such a selection or determination by the Board of Trustees, such selection and determination may be made by a court of competent jurisdiction.

Original adoption of regulations pursuant to Section 1702.10 of the Ohio Revised Code for the incorporators of the Friends of the Mansfield-Richland County Public Library, Inc., to conduct its affairs and management on April 11, 1979

Revised March 16, 1988

Constitution and By-Laws as stated herein adopted October 21, 2015.