

BY-LAWS  
Of  
FRIENDS OF THE LIBRARIES  
OF TOWNS COUNTY, GEORGIA  
A NON PROFIT CORPORATION

September 5, 1996  
Amended December 27, 2001  
Amended November 17, 2004  
Amended September 12, 2011

Article One  
Introduction

- 1.1 The name of this organization shall be The Friends of the Libraries of Towns County, Inc.
- 1.2 The organization shall maintain a registered office in the State of Georgia, and shall have a registered agent, whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

Article Two  
Purposes

- 2.1 This association shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 The organization will be a voluntary association of individuals and organizations for purposes which are charitable, educational and cultural within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the organization shall include but shall not be limited to fostering interests of the libraries and furthering their service to the community.
- 2.3 The organization shall be governed by its Articles of Incorporation and its By-Laws.

Article Three  
Membership

- 3.1 All individuals and organizations interested in the purposes of this organization shall be eligible for membership upon payment of dues.
- 3.2 Each member shall be entitled to one vote except that family membership shall confer no more than two votes.

Article Four  
Board of Directors

- 4.1 Property, affairs and business of the organization shall be managed by its Board of Directors, consisting of not more than 15 nor less than 5 members, the exact number to be fixed by resolution of the Directors from time to time. Each Director shall be elected by a majority vote of the members present at the Annual Meeting. Directors shall serve until the next Annual Meeting or until a successor shall be elected and shall qualify. Seven members of the Board shall be as follows: the President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, a representative of the Mountain Regional Library, and the immediate Past President of the organization. Other Board members shall include the Membership Chairperson, Publicity Chairperson, Newsletter Chairperson, Book Sale Chairperson(s) and Book Bunch 'n Lunch Coordinator. Other members-at-large, not to exceed a total of 15 members, may be appointed at the discretion of the President(s) and approved by the membership at the annual meeting.
- 4.2 A Director may be removed from office, with or without cause, by a three-quarters majority vote of the Directors. Three consecutive absences from regularly scheduled Board meetings by a Director without a written explanation from said Director shall constitute resignation. When vacancies occur in the Board of Directors (whether the vacancy is due to removal, resignation, death or any other reason) the President shall nominate a candidate to fill each un-expired term. At the same meeting, an office holder will be appointed to the vacant office by a simple majority vote of the Directors present and voting.
- 4.3 Regular meetings of the Board of Directors shall be held at the Mountain Regional Library, Young Harris, GA, or as specified in a

Notice of Special Meeting. Special meetings may be held at any time upon the call of the President or the Recording Secretary or any three Directors. Notice of the time and place of such meeting shall be given by the Recording Secretary to each Director, by telephone, by mail, or by e-mail not less than five days prior to the day of the meeting. Notice need not be given of regular meetings of the Board held at times fixed by resolution of the Board.

- 4.4 A majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall fewer than three Directors constitute a quorum.
- 4.5 Officers will conduct the business of the organization on a cash-in-hand basis. By raising money, the membership will provide the funds needed to discharge the debts, obligations and liabilities of the organization. In the absence of fraud or bad faith, the Directors shall not be personally liable for the organization's debts, obligations or liabilities. Except as authorized at a Special Meeting called for the purpose, no Director or officer will authorize debt or incur the expenditure of funds in an amount greater than attested by the Treasurer to be on deposit. Members will obtain authorization before obligating funds.

#### Article Five Meetings

- 5.1 There shall be an annual Meeting for the purpose of electing officers and other Directors of the Board of Directors and for transacting such other business as may properly come before the membership. Notice of the Annual Meeting shall be given by public notice at least one week prior to the date of the meeting.
- 5.2 General membership meetings of the organization shall be held at such times and places and upon such notice as the Board of Directors shall from time to time determine.
- 5.3 Members present at any general meeting shall constitute a quorum.

Article Six  
Dues

- 6.1 The annual dues payable to the organization by its members will be in such amount and place and upon such notice as the Board of Directors shall from time to time determine.

Article Seven  
Officers

- 7.1 The officers of this organization shall consist of a President or Co-Presidents, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer. Officers shall be elected by the membership at large at the Annual Meeting and serve for a term of one year or until the successors have been elected and qualified.
- 7.2 The officers of the organization shall each have such powers and duties as generally pertain to their respective offices, including but not limited to the following:

President(s):

- a. Call regular and special meetings of the Board of Directors and membership.
- b. Preside at all meetings of the organization and of the Board of Directors.
- c. Serve as member ex-officio of all committees.
- d. Establish committees and appoint chairpersons with the advice and approval of the other directors.
- e. Exercise general supervision over the other officers of the organization and see that their duties are properly performed.
- f. Exercise general supervision over the affairs of the organization and perform all other duties incidental to the office of which are authorized or required by law.

Vice President:

- a. Perform all the duties of the President in the latter's absence or temporary inability to serve.

- b. Perform all other such duties as shall from time to time be required by the Board of Directors and the President.

#### Recording Secretary

- a. Attend all meetings of the members and of the Board of Directors and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose.
- b. Keep an accurate membership file in cooperation with the Treasurer and Membership Chairperson.
- c. Send e-mail copies of minutes to members.
- d. Keep all records, papers and documents of the organization on file except as otherwise specified by the By-Laws or by resolution of the Board of Directors.

#### Corresponding Secretary

- a. Write thank you notes for special donations (\$30 or more).
- b. Express written appreciation to those who adopt authors and/or magazines.
- c. Send out any other correspondence as requested by the President(s).

#### Treasurer

- a. Receive all dues and contributions, and hold the funds of the organization in such bank as may be specified by the Board of Directors.
- b. Pay the obligations of the organization from these funds at the direction of the Board of Directors. Checks drawn on the organization's accounts shall require the signatures of at least two officers, if the amount is \$250 or more, and no persons authorized to draw on the organization's account can do so for their own reimbursement.
- c. Keep an accurate account of all monies received and expended, and present a full report at each meeting.

(See attachment for more specific duties of officers and chairpersons.)

Article Eight  
Indemnification

- 8.1 The organization may indemnify its officers, Directors and agents to the extent permitted by, and subject to the limitations of, the Georgia Non-profit Corporation Code, and the Directors are hereby authorized to do so and to purchase and maintain officers' and Directors' liability insurance for such purposes.

Article Nine  
Fiscal Year

- 9.1 The fiscal year of the organization shall begin on the first day of January of each year and end of the last day of December in the same year unless otherwise determined by resolution of the Board of Directors.

Article Ten  
Parliamentary Procedure

- 10.1 These By-Laws and Robert's Rules of Order, Revised, shall be the parliamentary authority for proceedings of this organization.
- 10.2 The President shall appoint a Parliamentarian to assist with the conduct of meetings.

Article Eleven  
Amendments

- 11.1 The By-Laws of the organization shall be subject to alteration, amendment or repeal at any regular or special meeting of the Board of Directors, and new By-Laws not inconsistent with any statutory provisions or with any provision of the Articles of Incorporation shall be made by the affirmative vote of three-fifths of all Directors then holding office.
- 11.2 The By-Laws of the organization may also be subject to alteration, amendment or repeal by the vote of two-thirds of the members present at a meeting publicly announced for that purpose, with a quorum present. The Recording Secretary shall so designate the next called meeting of the organization upon the submission of a petition signed by

15 members, specifying the proposed change(s), but in no case shall such meeting be scheduled with less than 30 days advance notice.

#### Amendments

#### Article Twelve Powers Clause

12.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers or other private persons except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation/organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

12.2 Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

#### Article Thirteen Dissolution Clause

13.1 Upon dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific or corresponding section of any future Federal tax code or shall be distributed to the Federal government or to a state or local government for a public purpose.

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- 13.2 However, if the named recipient is not then in existence or no longer a qualified distribute or unwilling or unable to accept the distribution, then the assets of this corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).