

## FRIENDS OF THE RUTH ENLOW LIBRARY

### CONSTITUTION AND BY-LAWS

#### ARTICLE I: Name

The name of this organization shall be the Friends of the Ruth Enlow Library.

#### ARTICLE II: Purpose

The Friends of the Ruth Enlow Library is a group organized to bring together fellow citizens who value their public library. The Friends work for a better library for the community and speak up for good library service whenever and wherever their efforts are needed. The Friends pursue this mission through education, advocacy, and fundraising.

#### ARTICLE III: Membership

Section 1: All individuals and organizations interested in the purpose of this organization shall be eligible to membership upon payment of an annual contribution (minimum \$10.00).

Section 2: Each membership shall be entitled to one vote.

Section 3: Memberships shall be renewed annually on January 1.

#### ARTICLE IV: Meetings

Section 1: The Friends of the Ruth Enlow Library shall meet at least quarterly on dates to be determined by the membership. Notice of all meetings shall be posted in the libraries and publicized by local media.

Section 2: The President or Library Director may call a meeting of the Friends as often as deemed necessary to manage the affairs of the organization in the interval between meetings. Notice of the meeting must be furnished each officer prior to any meeting.

Section 3: At least two members of the Board of Directors must be present to constitute a quorum.

#### ARTICLE V: Directors and Officers

Section 1: The Board of Directors will consist of four elected officers: President, Vice-President, Treasurer and Secretary, as well as the Director of the Ruth Enlow Library, who shall be a member in a nonvoting capacity. All officers of the Friends shall be members of this organization.

Section 2: The president's duties shall consist of presiding over and conducting meetings, appointing all committees, and serving as an ex officio member thereof.

Section 3: The vice-president's duties shall consist of performing the duties of the president in their absence, and acting as an aide to the president.

Section 4: The treasurer's duties shall consist of keeping and maintaining the financial records of the organization.

Section 5: The secretary's duties shall consist of recording attendance at all meetings, taking the minutes of all meetings, keeping a list of the membership together with their addresses, notifying the members of the time and place of meetings, and conducting the correspondence of the organization.

Section 6: Officers shall be nominated on a volunteer basis with the consent of the nominee. The nominations shall be submitted in writing and posted in the libraries at least two weeks prior to the annual meeting.

Section 7: Officers shall be elected by ballot at the first meeting of the calendar year. However, if there shall be but one candidate for any office, it shall be in order to move that the election be by voice vote.

Section 8: Officers shall assume their official duties at the close of the first meeting of the calendar year and shall serve for a term of two years. An officer shall not be eligible to serve more than two consecutive terms in the same office.

Section 9: Membership shall fill by appointment any vacancies in elective offices for the unexpired term.

Section 10: An officer who fails to attend one half of the regularly scheduled meetings of the Friends of the Ruth Enlow Library in a year's time may be removed from office by the remaining membership and that position filled in accordance with Section 9.

#### ARTICLE VI: Funds and Liability

Section 1: All funds shall be deposited to the account of the Friends of the Ruth Enlow Library and shall be disbursed by the Treasurer upon the authorization of the Friends.

Section 2: An auditor, appointed by the membership, may audit the books at the end of the fiscal year.

Section 3: No member of this organization shall be held personally liable financially or otherwise in connection with any of its undertakings.

Section 4: The organization's liabilities shall be limited to its common funds and assets.

Section 5: Neither the Board of Directors nor the officers shall have any authority to borrow money or incur any indebtedness or liability, other than current expenses, in the name of or on behalf of this organization.

Section 6: No contract shall be entered into and no obligation shall be incurred beyond the amount on hand or in the bank after deducting therefrom, or providing for, the total of all unpaid obligations and liabilities.

Section 7: Upon the dissolution of the Friends of the Ruth Enlow Library all assets shall be distributed to the Ruth Enlow Library of Garrett County, Maryland. If the Ruth Enlow Library is not in existence, or is unable or unwilling to accept this distribution of assets, then all assets shall be distributed to the county government of Garrett County, Maryland, for the purpose of operating a public library system in Garrett County.

Section 8: No assets of the Friends of the Ruth Enlow Library shall be distributable for the personal benefit of any officer, director or member of this organization, or any private individual.

Section 9: All activities, operations, and distributions of the assets of the Friends of the Ruth Enlow Library shall conform to sections 501 (c) (3) and 170 (c) (2) of the United States Internal Revenue Code, and shall also conform to any pertinent revisions of the Internal Revenue Code. No substantial

part of the activities of the Friends of the Ruth Enlow Library shall be conducted to influence legislation, nor shall this organization participate in any political campaign, support or oppose any candidate for public office, or engage in any other political activity.

#### ARTICLE VII: Amendments

These By-Laws may be amended at any meeting by a two-thirds vote of the members present and voting, provided a written proposed amendment has been submitted to the Board of Directors at least thirty days prior to the meeting.

#### ARTICLE VIII: Parliamentary Procedure

The latest edition of Roberts' Rules of Order shall govern the proceedings of this organization unless they are in conflict with this document.

Adopted November 14, 2018