

**CODE OF REGULATIONS OF THE
FRIENDS OF THE FINDLAY-HANCOCK COUNTY PUBLIC LIBRARY**

**ARTICLE I
TITLE AND PURPOSE**

SECTION 1. Title. The legal name of the Association shall be Friends of the Findlay-Hancock County Public Library, hereinafter referred to as the "Association".

SECTION 2. Purpose. Friends of the Findlay-Hancock County Public Library, a non-profit corporation, is organized for the purpose of fostering closer relations between the County Library and the Citizens of Hancock County; to promote knowledge of the functions, resources, services, and needs of the Library; to interpret the Library's needs to the Community and the Community's needs to the Staff and/or Directors of the Library; to encourage and utilize monetary donations and bequests which enrich the Library collections, enhance its environment, or support it in general; to invest funds in a prudent manner.

**ARTICLE II
MEMBERSHIP**

SECTION 1. Composition. Membership in this Association shall be open to all individuals in sympathy with its purposes, and to organizations, clubs, and businesses through a representative of such entity.

SECTION 2. Voting. Each member of record 30 days prior to the Annual Meeting of the Membership shall be considered in good standing and be entitled to one vote. Only Members in good standing shall be eligible to serve in any of its elective or appointive positions. The Director, or an appointee designated by the Director, shall be deemed to be a Member of the Association and shall be entitled to one vote.

**ARTICLE III
DUES**

SECTION 1. Dues. Each member shall pay dues annually through the Association, which dues shall become due on January 1 and cover the entire calendar year. Membership dues will be established by the Board. Dues paid on, or after October 1 shall be applicable to the following calendar year.

ARTICLE IV MEETINGS

SECTION 1. Annual Meeting of the Membership. Annual meetings of the Association membership shall be held in the first quarter of the calendar year. The meeting notice shall be posted at least 10 days prior to the meeting on various library spaces.

SECTION 2. Purpose. The purpose of the meeting shall be to elect members of the Board of Directors. A report of Library conditions by the Director of the County Library should be a part of the program and, in addition, there should be a report from the Association also.

SECTION 3. Nominating. The President shall appoint a Nominating Committee of members at least 30 days in advance of the Annual Meeting of the Membership, who shall meet prior to the elections and prepare a slate of candidates for Board of Directors. The slate of candidates shall respect the term limits set forth in Article IV, Section 4 of this Code of Regulations. A plurality of votes cast shall be sufficient to elect, and those elected shall take Office at the close of the meeting. Employees of the Library are not eligible to serve on the Board of Directors. The current Manager of the Book Cellar shall be invited to attend the meetings of the Board of Directors. The current Book Cellar Manager shall not have voting rights. Acceptance of this invitation, however, shall not be considered a requisite duty of the Manager of the Book Cellar.

SECTION 4. Term of Office. The term of office shall be 2 years. Directors may not serve more than two consecutive terms. In the first year following acceptance of this Code of Regulations, the Governance Committee of the Board of Directors shall prepare a roster of Directors designating an equal number of Directors as members of Class "N" and Class "B". Directors in Class "A" shall be eligible for re-election to a second term in an odd-numbered year. Directors in Class "B" shall be eligible for re-election in an even-numbered year.

SECTION 5. Quorum. Five or more Members present, and in good standing, shall constitute a quorum for the transaction of business at the Annual Meeting of the Association Membership.

ARTICLE V BOARD OF DIRECTORS

SECTION 1. Board of Directors. The Board of Directors is comprised of the President, the Vice-President, the Secretary, the Treasurer and Directors-at-Large. The total number of Directors and Officers shall be no less than seven and no more than nine. Each member of the Board of Directors shall be a voting member. The

Board of Directors may act to conduct the authorized business of the Association. The Board of Directors shall, at each regular meeting, make a full record of all business conducted at its meetings. Article IV, Section 4 shall govern the terms of office for the Directors, unless otherwise specified in Article VI, Section 2.

ARTICLE VI OFFICERS

SECTION 4. Officers. The Officers of this Association shall be a President, Vice-President, Secretary, and a Treasurer. The President shall appoint a Nominating Committee of at least three (3) Directors, who shall meet at least 30 days prior to the Annual Meeting of the Directors and prepare a slate of candidates for the Offices. A plurality of votes cast shall be sufficient to elect, and those elected shall take office at the close of the meeting.

SECTION 2. Term of Office for Officers. Officers shall serve terms of two years. The President and the Vice-President shall serve terms commencing with the annual meetings in even years. The Secretary and the Treasurer shall be elected at the annual meetings in the odd years.

SECTION 3. President. The President shall preside at all meetings of the Association. He or she shall perform all duties incident to the Office including the appointment of all committees or assistants to elected officers as may be deemed necessary for the conduct of the affairs of the Association.

SECTION 4: Vice-President. The Vice-President shall assist the President in the performance of duties and preside in the absence of the president.

SECTION 5: Secretary. The Secretary shall keep the minutes of all meetings, assure that corporate documents are maintained in good order and according to the Association's document retention policy; provide the President with a copy of each meeting's minutes within a week of the meeting; assist in any correspondence for the organization; with the Treasurer, review the Membership roster for purposes of notifying Members of the Annual Meeting of the Membership; assure that notices of meetings are provided per these by-laws.

SECTION 6: Treasurer. The Treasurer shall handle all financial transactions according to the policies established by the Board of Directors; give a detailed report of finances at meetings of the Board of Directors and at the Annual Meeting of the Membership; keep a record of all memberships paid; ensure that all financial records are kept current; ensure the timely filing of the IRS form 990; with the Board President, prepare an annual budget that includes the operation of the Book Cellar and requested expenditures in support of the Findlay Hancock County Public Library.

In addition, the Treasurer shall perform, or with the Board's approval, delegate to the Book Cellar Manager, sales and bookkeeping duties; file all necessary taxes and reports including Personal Property and Sales Tax.

The President of the Board of Trustees shall have access to financial information and may pay bills in the absence of the Treasurer, following the policies established by the Board of Directors.

SECTION 7. Quorum. One-half, plus one, of the directors present at any meeting of the Board of Directors of the Association shall constitute a quorum for the transaction of business. Meetings may be conducted, and members may attend, via videoconference or telephone, as well as in person.

SECTION 8. Officer Vacancies. When a vacancy occurs in the office of the President, Vice-President, Secretary, Treasurer, or Director-at-Large, in the interim period between elections, the President shall appoint an individual to fill the unexpired term. Such vacancy shall have tenure until the expiration of the term of office of the officer whom the appointee replaced.

**ARTICLE VII
COMMITTEES**

SECTION 1. Ad Hoc or Standing Committees. The Association may act through Committees of the Board of Directors. Committees may be standing or ad hoc committees. Each committee shall have such powers and authorities as may be provided in this Code, in the resolution creating such committee, or in resolutions of the Board of Directors adopted from time to time.

SECTION 2. Composition. Committees shall be created, and Committee members shall be appointed by the President. Vacancies on Committees shall be filled by the Board President. All Committees shall be chaired by a member of the Board of Directors and comprised of at least two members of the Board of Directors.

SECTION 3. Limitations on Powers of Committees. Notwithstanding any provision of this Article of the Code of Regulations to the contrary, no Committee shall have any power to:

- Fill vacancies on the Board of Directors or any of its committees.
- Amend the Certificate of Incorporation.
- Adopt, amend, or repeal the Code of Regulations.
- Approve a plan of merger, approve a sale, lease, exchange, or other disposition of all, or substantially all, of the Corporation's property, other than in the usual and regular course of business; or
- Approve a proposal to dissolve the Corporation.

SECTION 4. Standing Committees. The Board shall appoint the following Standing Committees in furtherance of its work:

Governance: Duties include conducting an annual board self-assessment, enforcing term limits, identifying and disclosing board member conflicts of interest, identifying and arranging board member education needs and opportunities. The Governance Committee shall meet at least quarterly.

Finance: Duties include providing direction to the Board for fiscal responsibility, review of the Association's revenues and expenditures, balance sheet, investments and other matters related to its continued solvency, approving the annual budget and presenting it for board approval, reviewing and presenting the Foundation's annual IRS 990 report to the Board of Directors, reviewing and presenting financial statements at least quarterly to the board. This committee shall be chaired by the Treasurer. The Finance Committee shall meet at least quarterly.

ARTICLE VIII DISBURSEMENTS

SECTION 1. The Association shall operate on a calendar year.

SECTION 2. All disbursements shall be made by check or electronic transactions by the Treasurer.

SECTION 3. The Board of Directors shall approve the expenditure of funds. All expenditures shall be reviewed by the Board President and Treasurer. The Board of Directors may from time to time formulate policies appropriate to safeguard the assets of the Association and provide a process for devising, approving, and monitoring an annual operating budget.

SECTION 4. If any of the four Officers deem that a new expenditure in excess of \$500.00 (five hundred dollars) is of an emergency nature, a special meeting of the Board of Directors may be called for action on that particular disbursement.

SECTION 5. Revenues received from endowed funds held by the Association or by others shall be used in accordance with the donor's intent and any governing documents associated with the endowed funds. All interest earned on the funds invested will be treated as income; investment expenses will be disbursed from the Association treasury.

ARTICLE IX ORDER OF BUSINESS

SECTION 1. Proceedings at meetings shall be governed by Robert's Rules of Order when such are not in conflict with express provisions of this Code of Regulations.

ARTICLE X
PROCEDURE ON DISSOLUTION

SECTION 1. Should this Association for any reason, voluntary, by judicial order, or otherwise, be dissolved, all its unencumbered and unrestricted assets, or the residue of its assets, shall be transferred to the Findlay-Hancock County Public Library as an unrestricted gift.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND OTHERS

SECTION 1. Officers, Directors, and other persons specified in Section 1701.3 (E) of the Ohio Revised Code shall be indemnified to the full extent and in the manner specified in said Section 1701.3 (E).

ARTICLE XII
NON-DISCRIMINATION POLICY

SECTION 1. The Board of Directors shall establish and enforce a policy of non-discrimination for all services provided and for all employment practices. The Association will comply with all laws and regulations ensuring that service recipients, volunteers and employees will not be discriminated against because of race, color, ancestry, ethnic group, age, sex, religion, national origin, handicap or disability, sexual orientation, marital status, or veteran status.

ARTICLE XIII
AMENDMENTS

SECTION 1. This Code of Regulations may be amended by the Board of Directors at any meeting called for such purpose, by the vote of a majority of active and qualified Directors present at the meeting, provided, however, that notice of such meeting, together with a copy of the proposed amendment and an explanatory statement, has been posted or published not less than ten (10) days prior to the date upon which such meeting is to be held.