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# BY-LAWS

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Approved by the Board of Directors June 9, 2022  
Approved by Membership TBD

650 MAIN ST, EDMONDS, WA 98020

# Friends of the Edmonds Library By-Laws

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## ARTICLE I — NAME

The name of this corporation, hereinafter referred to as the “Association”, shall be *Friends of the Edmonds Library*.

## ARTICLE II — PURPOSES

As stated in the Amended Articles of Incorporation, this Association is organized as a non-profit corporation for the following purposes:

1. To support and enhance the Edmonds Library.
2. To promote literacy, reading, and use of information resources.
3. To advance education in library and information science.

## ARTICLE III — MEMBERS

- Section 1.** Membership in the Association is voluntary.
- Section 2.** Memberships are valid for 1 year *through* the month of purchase. For example, if a member purchased a membership on October 5, 2022, their membership would be valid through October 31, 2023. A member in good standing is one who has paid their annual dues in a timely manner, or has paid the one-time lifetime membership fee. The lifetime membership is no longer available.
- Section 3.** Members, other than lifetime members, who have not paid their annual dues after they expire each year shall be considered delinquent, and may not vote or participate in the business affairs of the Association until the current year’s dues are paid.
- Section 4.** Any former member shall be reinstated to full membership immediately upon receipt of the current year’s dues.

## ARTICLE IV — OFFICERS AND BOARD DIRECTORS

- Section 1.** The Board of Directors, hereinafter referred to as the “Board”, shall manage the affairs of the Association. The Board will consist of at least six and no more than seven voting members:
1. **Elected Officers:** President, Vice President (Membership), and Treasurer.
  2. **Elected Directors:** Up to three directors-at-large.
  3. **Immediate Past-President:** A voting, non-elected member. If the Immediate Past-President is unable to serve, an additional director-at-large may be elected.
- Section 2.** The duties and responsibilities of each officer and director are specified in the Association’s *Policies and Procedures Manual*.
- Section 3.** The Board shall have full responsibility and authority over the affairs of the Association and general supervision of these affairs between its meetings. The Board shall fix the hour and place of the Board and Membership meetings, make recommendations to the Association, and perform such other duties as specified in these By-Laws. The Board shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association.
- Section 4.** Unless otherwise ordered by the Board, regular meetings of the Board shall be held every two months beginning in January (January, March, May, July, September, November). Special Board meetings may be called by the President or may be called upon written request to the President by three members of the Board.
- Section 5.** Board vacancies that occur during a term of office shall be filled by appointment by the Board for the remainder of that term. Should an elected member of the Board be unable to perform the duties and functions of office for any reason for a period of more than one month, the Board may appoint a temporary replacement with full voting privileges.

## ARTICLE V — MEMBERSHIP MEETINGS

- Section 1.** The Annual Business Meeting is generally held on the third Thursday of November. This meeting is open to the public – but only members in good standing may vote for a) incoming Board members and b) the proposed annual budget.
- Section 2.** Special meetings may be called by the President upon written request of ten members of the Association. The purpose of the meeting shall be stated in the request. Except in an emergency, at least five days notice of the meeting shall be given to the membership.
- Section 3.** The Board may plan programs or events for members and/or the public at large at their discretion.

## ARTICLE VI — COMMITTEES

- Section 1.** Special or ad hoc committees are appointed by the President with approval of the Board to undertake and perform specific assignments within a short-term time frame. Special committees automatically terminate when the committee has completed its assignment, or at the end of the calendar year.

## ARTICLE VII — FINANCES

- Section 1.** Financial records shall be maintained in compliance with the requirements and intent prescribed by the relevant section of the U.S. Internal Revenue Code covering 501(c)(3) organizations and shall be available to membership.
- Section 2.** The fiscal accounting year shall be the calendar year.
- Section 3.** The Board is authorized to accept contributions and donations made in support of the purposes for which the Association is incorporated.
- Section 4.** All funds of the Association shall be deposited in an appropriate financial institution's account(s). All funds shall be deposited or invested in an account(s) at a single financial institution in Edmonds unless otherwise authorized by the membership.
- Section 5.** It shall be the duty of the Treasurer to prepare a budget for the following year. The amounts of annual dues shall be established as part of the annual budget. The Treasurer shall submit the budget to the Board for discussion and approval, prior to submitting to membership for its vote of approval at the November Annual Business meeting.
- The Board has the authority to exceed the approved annual budget by up to 15 percent of the amount designated for any line item without approval of membership.
- Section 6.** An annual audit of the Treasurer's books of account shall be conducted by the Board at a regular meeting in Q1 of each year, and presented to members by March 31.

## ARTICLE VIII — TERMS OF OFFICE

Officers and directors shall be elected at the annual November business meeting and serve for a minimum one-year term to begin on January 1 following the meeting at which they were elected. No member shall hold more than one office at a time, and no member shall be eligible to serve more than five consecutive terms in the same office.

## ARTICLE IX — ELECTIONS

- Section 1.** Election of Officers shall take place at the annual business meeting in November.
- Section 2.** The Board shall be responsible for creating a recruitment strategy for new Board officers and directors. This recruitment strategy should allow applications for all board positions, not just those with anticipated vacancies, to allow continued representation of interests from the membership and community at large.
- Section 3.** The Board must vote to approve proposed Officers by its November meeting, and present the approved slate to the membership at the November Annual Business Meeting.
- Section 4.** At the time of the election at the Annual Business Meeting, additional nominations from the floor shall be permitted, with prior consent of the nominee.

## ARTICLE X — QUORUMS

- Section 1.** A quorum of the membership consisting of 10 percent of the total membership in good standing shall be required to conduct a business meeting. A simple majority of a quorum is required to pass any motion, with the exception of motions to amend the By-Laws that require a two-thirds vote of the quorum.
- Section 2.** A quorum of the Board shall consist of at minimum four Board members. In the event that a quorum of the Board cannot meet in a physical location, the Board may hold a virtual or hybrid meeting by electronic means, including email, to communicate and vote. Electronic voting on a given issue is permitted if approved by the President. A minimum of two-thirds of the voting Board members must respond for an electronic vote to be entered into the minutes and deemed valid. Further, all voters must be given a minimum of three business days to vote before voting can close on a given topic.

## ARTICLE XI — DISSOLUTION

Upon dissolution, net assets, if any, after all obligations of the Association have been discharged, shall be distributed as follows:

- Section 1.** Remaining general funds may be distributed by the Board to the Sno-Isle Libraries Foundation, which is organized for tax-exempt purposes in accordance with the relevant provisions of the U.S. Internal Revenue Code and consistent with the purposes for which the Association is organized. Any general funds distributed to the Sno-Isle Libraries Foundation will be specified to be used exclusively for the Edmonds Library.

## ARTICLE XII — PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Association in all cases to which are applicable and in which they are not inconsistent with these By-Laws and any special rules of order that the Association may adopt.

## ARTICLE XIII — POLICIES AND PROCEDURES MANUAL

- Section 1.** To supplement these By-Laws, a separate manual shall contain policies and procedures for use by the Board and ad-hoc committees. The manual shall be maintained by the President.

## ARTICLE XIV — AMENDMENTS OF BY-LAWS, POLICIES AND PROCEDURES

- Section 1.** These By-Laws may be amended at a regular general meeting or the annual business meeting of the Association by a two-thirds vote of approval, provided that (1) at least a quorum is present, (2) the amendment(s) has (have) been approved by the Board of Directors, and (3) three weeks written notice of proposed amendments has been given to the membership.
- Section 2.** Policies and Procedures: changes, additions, or deletions require approval by the Board.
- Section 3.** The By-Laws and Policies and Procedures should be reviewed for currency at least once every three years by the Board and updated accordingly.

## ARTICLE XV – CODE OF CONDUCT

Partially adapted from the Sno-Isle Libraries Board of Trustees' Code of Conduct

- Section 1.** When representing the Friends of the Edmonds Library (FEL) all members are expected to:
- act honestly with integrity and respect in all interactions with fellow members, library staff and library patrons;
  - work to keep all conduct free of harassment, racism, sexism, bigotry and intolerance;
  - avoid conflicts of interest;
  - avoid promoting special interests of individuals, including oneself, organizations or political views that are in conflict with FEL's purpose (By-Laws, II);
  - comply with all national, state and local laws.
- Section 2.** Violation of this Code may result in the suspension or revocation of membership.