CODE OF REGULATIONS (PROPOSED)

OF THE

FRIENDS OF THE FINDLAY-HANCOCK COUNTY PUBLIC LIBRARY

ARTICLE I

TITLE AND PURPOSE

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

SECTION 2. Purpose. The Friends of the Findlay-Hancock County Public Library, a non-profit organization, is established for the purpose of fostering closer relations between the library and the citizens of Hancock County; to promote knowledge of the functions, resources, services and needs of the library; to develop a program for the extension and improvement of library services and resources; to interpret the library's needs to the community and the community's needs to the staff and/or trustees of the library; to encourage monetary donations and bequest 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 organization shall be open to all individuals in sympathy with its purposes as stated above, and to other organizations, clubs and businesses through a representative of such entity. Each such representative shall pay, or have paid on his or her behalf, membership dues as noted below.

SECTION 2. Voting. Each member shall be entitled to one vote. Only members in good standing shall be eligible to serve in any elective or appointive positions. The director of the library, or an appointee designated by the director, shall be a member of the Organization during his or her term of employment and shall be entitled to one vote at meetings of the Organization.

ARTICLE III

DUES

SECTION 1. Dues. Each member shall pay dues annually through the library, which dues shall become due on January 1 and cover the entire calendar year. Initial dues paid during a calendar year shall cover the remainder of that year, except that dues paid on or after October 1 shall be a full year's dues but shall cover the remainder of the current
year and all of the following year. Membership dues will be established by the board
and voted upon by the general membership.

ARTICLE IV

MEETINGS

SECTION 1. Annual. Annual meetings of the Organization shall be held on, or near, the
first Wednesday in February of each year. Members shall be notified in writing at least
ten days prior to the date of the meeting; notification shall be made by any appropriate
means. A report of library conditions by the director of the library shall be a part of the
program and in addition there shall be a report from the Friends' Board of Trustees.

SECTION 2. Regular. Regular meetings of the Organization may also be held in the
spring and fall months. Members shall be notified at least ten days prior to the date of
the meeting, by any appropriate means.

SECTION 3. Special. Special meetings of the Organization will be held whenever
authorized by any two members of the Friends' Board of Trustees. Members shall be
notified at least seven days prior to the date of the meeting, by any appropriate means.
Notice shall include the purpose of the meeting.

SECTION 4. Quorum. Five or more members present and in good standing shall
constitute a quorum for the transaction of business at any meeting of the Organization
as a whole.

ARTICLE V

BOARD OF TRUSTEES

SECTION 1. Officers. The officers of the Organization shall be a President, a Vice-
President, a Secretary, and a Treasurer, elected from the general membership. Not more
than one of the officers shall be a full-time employee of the Library.

SECTION 2. Book Cellar Manager. The current Manager of the Book Cellar shall be
invited to become a member of the Board; acceptance of this invitation shall not be
considered as a requisite duty of the manager. The Book Cellar Manager shall be eligible
to vote, but shall not be eligible to become an officer.

SECTION 3. Trustees-at-large. In addition to the Officers and the Book Cellar Manager,
the Board shall be comprised of not fewer than two and not more than five trustees-at-
large. At the conclusion of his or her term as President, the retiring President shall be
invited to be a candidate for a trustee-at-large position.

SECTION 4. Ex-Officio Board Member. The current Director of the Findlay-Hancock
County Public Library shall be an ex-officio member of the Board, without a vote, for the
entire term of his or her employment.

SECTION 5. Term of Office. With the exception of the Book Cellar Manager and the Library Director, each member of the Board shall serve for a term of two years each. The terms of the President and the Secretary shall coincide and shall be staggered with the terms of the Vice-President and the Treasurer.

SECTION 6. President. The President shall preside at all meeting of the Organization and the Board. He or she shall perform all duties incident to the office, including the appointment of all committees and committee members, as may be deemed necessary for the conduct of the affairs of the Organization. The President shall be responsible for maintaining the Organization’s incorporation status with the Ohio Secretary of State.

SECTION 7. Quorum. A majority of the voting members of the Board shall constitute a quorum for the transaction of business at Board meetings.

SECTION 8. Board Vacancies. When a vacancy occurs among the members of the Board in the interim period between elections, the Board shall elect a replacement. The new appointee shall have tenure until the expiration of the term of office of the member whom the appointee replaced.

SECTION 9. General. With the exception of the ex-officio member, each member of the Board shall be a voting member. The Board shall act to conduct authorized business of the Organization at meetings of which all Board members have had reasonable notice, as specified above. At each regular meeting, the Board shall make a full report of all business conducted at its previous meeting and at any special meetings conducted since the previous regular meeting. The Board shall make recommendations of actions to be taken in matters requiring a vote by the general membership.

Unless specified elsewhere, motions shall be approved by a majority of votes of the members attending. Voting will be done by verbal acclamation, unless the outcome is unclear, in which case a new vote will be done by means of raised hands. In the case of a tied vote, the issue will be tabled for further study or, upon motion by a Board member and approval by the Board, the issue may be put to a new vote following further discussion.

ARTICLE VI

ELECTIONS

SECTION 1. Elections. Election of officers and trustees-at-large shall be held at the annual meeting of the Organization.

SECTION 2. Nominations. The President shall appoint a nominating committee of members who shall meet prior to the annual meeting to prepare a slate of candidates for offices and for trustee-at-large positions. Nominations may also be accepted from the floor at the annual meeting. Vote shall be by voice vote and a plurality of votes cast
shall elect. Those elected shall take office at the close of the meeting.

SECTION 3. Board of Trustees. The officers and trustees-at-large shall serve as, and shall be, the Board of Trustees of this Organization during their terms of office.

ARTICLE VII

DISBURSEMENTS

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

SECTION 2. All disbursements shall be made by check written and signed by the Treasurer.

SECTION 3. The Board shall have the authority to approve the expenditure of funds for any single disbursement not to exceed $500.00. For expenditures in excess of $500.00, the Board shall make recommendations concerning said expenditures to present to the general membership for action at the next regular meeting of the Organization.

SECTION 4. If any two officers of the Board consider that a proposed expenditure in excess of $500.00 is of an emergency nature, the President shall call a special meeting of the Organization for the purpose of considering action on that expenditure, in accordance with Article IV, Section 3, of this Code of Regulations.

SECTION 5. Invested funds are to be used solely for future capital improvements and/or emergencies. All interest earned on funds invested will be treated as income; investment expenses will be disbursed from the Organization treasury.

ARTICLE VIII

ORDER OF BUSINESS

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

ARTICLE IX

PROCEDURE ON DISSOLUTION

Section 1. Should this Organization for any reason be dissolved, all its unencumbered assets, or the residue of its assets, shall be transferred to the Findlay-Hancock County Public Library as an unrestricted gift.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND OTHERS

Section 1. Officers, Trustees, and other persons specified in Section 1701.3(E) of the Ohio Revised Code shall be indemnified to the full extent and manner specified in said Section 1701.13(E).

ARTICLE XI

AMENDMENTS

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