

# **BY-LAWS OF FRIENDS OF THE POINT ROBERTS LIBRARY**

A Non-Profit Organization Incorporated in the State of Washington on April 1, 2013 – UBI No. 603-281-646

PO Box 970

Point Roberts, WA 98281

## ARTICLE I: NAME

The name of the organization shall be: Friends of the Point Roberts Library, also known as FOPRL.

## ARTICLE II: PURPOSES AND ACTIVITIES

The purpose of this organization shall be to establish and maintain an association of persons interested in enhancing, supporting, and promoting Whatcom County Library System's branch library, located in Point Roberts, WA. The activities of the organization may include the raising of funds for materials, equipment, construction or renovation, and other needs of the Library which are beyond the scope of Whatcom County Library System; and the sponsoring of informative and culturally enriching community programs, such as lectures, exhibits, films, story hours, etc., all open to the public and based on the conviction that good library services and facilities are essential to the quality of life of the community.

In the event of the dissolution of this organization, all assets shall go to the Whatcom County Library Foundation for the sole benefit for the Point Roberts Library.

## ARTICLE III: MEMBERSHIP & DUES

Membership in this organization shall be open to all individuals in support of its purpose and activities.

Annual dues may be established by vote of the membership at the annual membership meeting.

## ARTICLE IV: OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers of this organization shall be President, Vice President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by either a single individual or two individuals. These officers plus one member of the library staff, selected by Whatcom County Library System, and one Commissioner of the Point Roberts Park and Recreation District, selected by their board of commissioners, shall also constitute a Board of Directors. Additional members, such as committee chairs, may be appointed by the Board to serve as directors. All the above will be full voting members of the Board of Directors.

Section 2. Committees will be created and committee chairs selected as needed.

Section 3. Officers shall be elected at the organization's annual membership meeting. The slate of officers shall be presented to the membership by the Board of Directors. Nominations also may be made from the floor at the annual membership meeting, with the consent of the nominee.

Section 4. Officers shall be elected for a term of one year by majority vote of those present at the annual meeting.

Section 5. Vacancies of any office shall be filled by majority vote of the existing Board of Directors. Such appointees shall serve until the next regular election of officers

## ARTICLE V: DUTIES OF OFFICERS AND OTHER AUTHORITY OR OBLIGATIONS OF THE BOARD OF DIRECTORS

Section 1. The officers shall have such duties as are prescribed by the Board of Directors:

- A. The duties of the President shall be to prepare an agenda and preside over Board and membership meetings.
- B. The Vice President shall act as President when the President is unable to do so and shall perform such other duties as the Board may from time to time designate.

- C. The duties of the Secretary shall be to take accurate minutes of all Board and membership meetings, maintain an archive of meeting minutes, and report on minutes of meetings and write letters as directed by the Board of Directors.
- D. The duties of the Treasurer shall be to keep accurate records of Friends of the Point Roberts Library finances, prepare a financial report for the Board and Annual General Meetings, pay expenses as directed by the Board, receive and deposit receipts from donations, fund raising projects, fees; issue receipts for donations and other funds received; and track expenditures. All funds collected shall be turned over to the Treasurer and duly recorded and accounted for in a timely manner. In addition, the Treasurer shall maintain the organization's incorporation and charitable organization status with the State of Washington and tax exempt status with the Internal Revenue Service, through timely renewals and tax returns or other required submissions. The Treasurer shall oversee the audit requirement described below in Section 3 of this Article.

Section 2. The Board of Directors shall have the authority to change the assigned duties of the officers.

Section 3. The corporation shall conduct an independent financial audit of its books every second year, beginning with the two year period ending March 31, 2015, provided that revenue was equal to or more than \$50,000 in either of those two years.

Section 4. The Board of Directors shall adopt a Conflict of Interest Policy in order to assure the integrity, transparency, and accountability of the organization and to protect any tax-exempt status enjoyed by the organization. All directors and members of committees with Board of Directors delegated authority shall be required annually to sign a statement, to be kept on file by the Secretary, certifying that they have received, read, and understood the Policy and agree to comply fully.

#### ARTICLE VI: MEETINGS

Section 1. The direction of the affairs of the organization shall rest with the Board of Directors. A majority of the members of this Board shall constitute a quorum for the transaction of business.

Sections 2. The Board of Directors shall meet as needed. A meeting may be called by the President or by at least two members of the Board of Directors with at least 24 hours notice.

Section 3. An Annual General Meeting (AGM) of the membership of the organization shall be held each spring, at a time decided by the Board of Directors. Announcement of this meeting will be posted in the Point Roberts Library and at other public bulletin boards in Point Roberts. The AGM is open to the general public. Only FOPRL members can vote. In addition, Special Meetings of the membership may be called by the Board of Directors to transact organizational business as needed. At least 24 hours notice of such meetings will be given by announcements posted in the Point Roberts Library and at other public bulletin boards in Point Roberts. There will be no quorum requirement for transacting business at duly scheduled Membership Meetings. A majority of those members present may decide on all matters taken under consideration, except in the case of amendments to the organization's Articles of Incorporation approval by at least two thirds of members present shall be required.

#### ARTICLE VII: AMENDMENTS

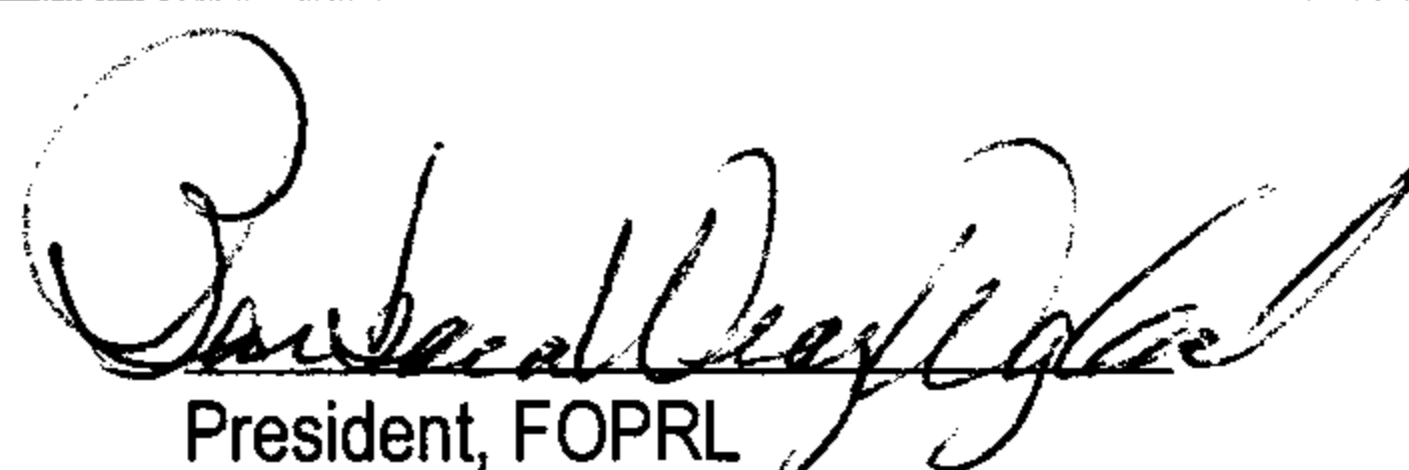
Amendments to the by-laws may be made at any meeting of the general membership by a two-thirds vote of FOPRL members present.

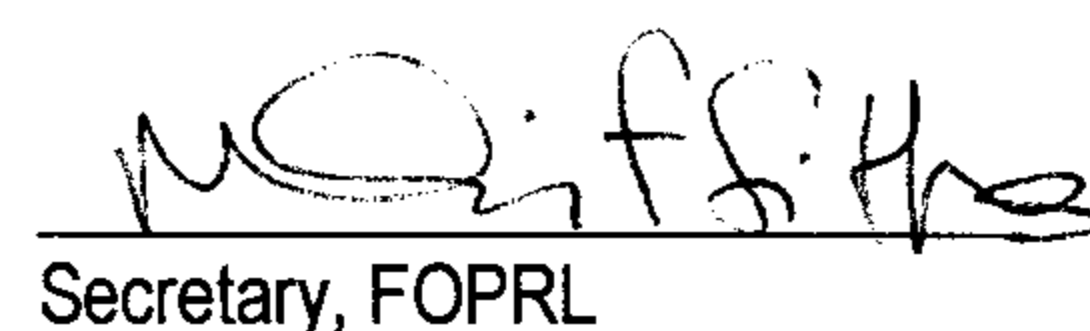
#### ARTICLE VIII: PARLIAMENTARY AUTHORITY

All meetings shall be conducted according the Robert's Rules of Order, revised or such other rules of parliamentary procedure as shall be determined by the Board of Directors.

BYLAWS ADOPTED BY VOTE OF THE MEMBERSHIP THIS 26th DAY OF APRIL 2014.

CERTIFIED:

  
President, FOPRL

  
Secretary, FOPRL