

By-Laws Friends of the Wescott Library

ARTICLE I NAME OF ORGANIZATION

The name of this organization shall be Friends of the Wescott Library.

ARTICLE II PURPOSE

The purpose of Friends of the Wescott Library is to assist the Wescott Branch of the Dakota County Library System in its mission to support lifelong learning for county residents of all ages by:

- Anticipating and responding to their needs for information,
- Encouraging their desire to read, and
- Enriching the quality of life in their communities.

ARTICLE III LOCATION

The principal office of Friends of the Wescott Library, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-St. Paul, State of Minnesota, as may be fixed from time to time by the Board of Directors of Friends of the Wescott Library.

ARTICLE IV MEMBERSHIP

Section 1. Membership shall be open to all persons and corporations/businesses interested in the purposes of this organization. Membership shall be non voting and voluntary.

Section 2. Friends of the Wescott Library may designate individuals who have supported the organization or whose service impacted the Wescott Library as Honorary Members of the Friends of the Wescott Library.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors of Friends of the Wescott Library shall be composed of the Officers, immediate Past President, and as appointed by the Board of Directors, any committee chairs and Members-at-Large. The Board of Directors shall be members in good standing.

Section 2. Governing Powers. The Board of Directors shall serve in an advisory capacity to the general membership and conduct the organization's business.

Section 3. Election and Term of Office. The members of this Board will be elected at the annual meeting of the Board of Directors and have terms of one year.

Section 4. Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors. Each person so elected shall be a Director until that person or a successor is elected by the members at the next annual meeting.

Section 5. Removal of Directors. At any annual or duly called special meeting of the Board of Directors, any one or more of the Directors may be removed with or without cause by a vote of the majority of the Board. A successive Director may then and there be elected to fill the vacancy thus created. Any director whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at this meeting.

After three consecutive absences, a Director may be removed from the Board. Upon recommendation of the remaining Board of Directors, such member may be reinstated.

Section 6. Compensation. No compensation shall be paid to directors for their services to Friends of the Wescott Library. Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 7. Annual Meetings. The last meeting of the year shall be the annual meeting of the Board of Directors. It shall be held for the purpose of electing the Board of Directors and officers and the consideration of any other business that may be properly brought before it. The time and place of this annual meeting of the Board shall be conveyed to each Director at least fifteen (15) working days in advance of the meeting.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by Board of Directors' consensus; call of the President; or petition of three (3) or more members of the Board of Directors. The Board of Directors shall meet at least four (4) times each year. These meetings are open to any member who desires to attend. Notice of regular meetings of the Board of Directors shall be given to each director, personally or by mail,

or telephone or other electronic means, at least five (5) days prior to the day named for such meeting.

Section 9. Quorum. At all meetings of the Board of Directors, the presence of one-third (1/3) of the members of the Board of Directors present at a duly called meeting of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of the directors present at any meeting, if there be a quorum shall be sufficient to transact any business, unless law or these bylaws require a greater number of votes.

Section 10. Voting in Between Meetings. In the event a decision by the Board of Directors is required between meetings, a majority of the Board can be polled without calling a meeting. Any action that could be taken at a meeting of the Board of Directors may be taken by written action (included via email), signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors. All directors shall be notified promptly of the text and effective date of any such written action that is duly taken.

Section 11. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of Friends of the Wescott Library.

Section 12. The branch manager of the Wescott Library will be an ex officio member of the Friends Board. Employees of the Dakota County Library System will not be Board members of the Friends of the Wescott Library.

ARTICLE VI OFFICERS

Section 1. Designation. Principal Officers of Friends of the Wescott Library shall be President, Vice-President, a Vice-President Membership, a Secretary, and a Treasurer. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board shall prescribe.

Section 2. Election of Officers. The Officers shall be members of the Board and be elected annually by the Board of Directors at the annual meeting, unless sooner removed by the Board. The Officers shall serve for a term of one year, or until their successors are elected. A vacancy in any office may be filled by a majority vote of a quorum of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Any Officer may be removed with or without cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of

intention to consider said removal has been given to each Board member and to the Office affected at least thirty (30) days previously.

Section 4. President. The President shall provide leadership and establish motivation and direction for this organization. The President shall preside at general meetings and meetings of the Board of Directors, and represent this organization before other groups and governmental bodies or delegate a representative. The President is an ex-officio member of all Committees. The President shall annually register Friends of the Wescott Library with the Minnesota Secretary of State's office as a nonprofit organization

Section 5. Vice-President. The Vice-President shall preside at general meetings and the Board of Directors' meetings in the absence of the President.

Section 6. Vice-President Membership. The Vice-President Membership shall chair the Membership Committee. The Vice-President Membership shall preside at general meetings and Board of Directors' meetings in the absence of the President and Vice-President.

Section 7. Secretary. The Secretary shall take minutes of the general meetings, have custody of the records of this organization, handle correspondence as directed, and ensure that adequate records are kept of the Board of Directors' meetings.

Section 8. Treasurer. The Treasurer shall prepare a financial statement for the Board of Directors meetings, receive and disburse funds in conformance with the budget, tax code, and directions of the Board of Directors, and keep financial records. The Treasurer shall also keep records readily available and accessible to the Board.

Section 9. Any officer of Friends of the Wescott Library, in addition to powers conferred on him or her by these by-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees as specified in resolutions adopted by a majority vote of a quorum of members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors.

Section 2. Committees. The Chairs of the committees may be appointed as members of the Board of Directors. Any committee so established shall have and may exercise such power as provided in the resolution which established the committee.

Section 3. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

Section 4. Special Committees. These committees may be necessary from time to time and shall be appointed by the President.

ARTICLE VIII FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of Friends of the Wescott Library shall begin on the first day of May in each year.

Section 2. Books and Accounts. Books and accounts of Friends of the Wescott Library shall be kept under the direction of the Treasurer of Friends of the Wescott Library. All financial statements shall be sent to the Wescott Library in Eagan.

Section 3. Execution of Friends of the Wescott Library Documents. A majority vote of a quorum of the Board of Directors is required before this organization can be bound to a financial commitment. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these by-laws.

Section 4. Loans. No loans shall be contracted on behalf of Friends of the Wescott Library nor evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of Friends of the Wescott Library not otherwise employed shall be deposited from time to time to the credit of Friends of the Wescott Library in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or (c) an organization in or of which a director of Friends of the Wescott Library is a director, officer or legal representative, or in some other way has a material financial interest unless:

- 1) That interest is disclosed or known to the Board of Directors,
- 2) The Board approves, authorizes or ratifies the action in good faith,
- 3) The approval is by a majority of directors (not counting the interested director),
- 4) At a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

Section 8. Indemnity. Friends of the Wescott Library shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. Friends of the Wescott Library shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every director of Friends of the Wescott Library shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of Friends of the Wescott Library and make extracts or copies there from.

Section 10. Dissolution. Upon dissolution of the organization, the Board of Directors, after paying or making provisions for the payment of all the liabilities and obligations of the organization, shall transfer or convey all remaining assets to the Dakota County Library Foundation.

If Dakota County Wescott Foundation is no longer in existence or is unable or unwilling to receive the assets, the remaining assets shall be distributed to the Dakota County Library or to an organization which at the time qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Dakota County exclusively for such purposes or to such organization(s), as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX MISCELLANEOUS

Section 1. Amendments. The Board of Directors shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment at least 15 calendar days prior to a duly called meeting. Such amendment shall require an affirmative majority vote of the Board at a duly constituted meeting.

Section 2. Parliamentary Procedure. Roberts Rules of Order, Revised, when not in conflict with these By-Laws, shall govern proceedings of this organization.