FRIENDS OF THE PETWORTH LIBRARY

DRAFT BYLAWS

ARTICLE I.

NAME

SECTION 1.01. The name of the Organization is The Friends at Petworth Library  (hereinafter referred to as the “Organization”).

ARTICLE II.

MISSION STATEMENT

SECTION 2.01.  The mission of The Friends at Petworth Neighborhood Library is to support the library and its staff as needed, with emphasis on enhancing the children’s reading programs and enriching the life of the community.

Section 2.02. This can include fundraising and acting as conduit for financial gifts and other donations to the Petworth Neighborhood Library.

ARTICLE III

MEMBERSHIP

Section 3.01.  Membership in the Organization is open to all individuals, organizations and businesses in sympathy with its purposes.

Section  3.02. Each member shall have one (1) vote.

Section 3.03. Members must be given notice, either in writing or by electronic communication, seven days prior to the date of the meeting. This applies to regular and special meetings.

Section 3.04. There will be one annual meeting. The Board of Directors will set the date.

Section 3.05: There will be a total of four (4) regular meetings per year, including the annual meeting. The Board of Directors shall set the date and location.

Section 3.06. The President or designated substitute will chair all membership

meetings.

Section 3.07. At any membership meeting, the presence, in person of 10 persons having voting rights constitutes a quorum for the transaction of business. If a quorum is present, motions will be passed by a majority of those present and voting on the matter, unless the vote of a greater number is required.

Section 3.08. The function of the annual meeting shall be primarily to nominate and select candidates for officers and board members and to endorse the annual financial report.

Section 3.09.  A member shall vote only in person, including by electronic communication, but not by proxy.

Section 3.10. A fundamental transaction, as defined by the D.C. Nonprofit Law, including amendments of the Articles of Incorporation, Bylaws or  dissolution, may be approved by two-thirds (2/3) vote of the members without approval of the Board of Directors.

Section 3.11: Any member can resign at any time from the organization. Any member can be expelled for cause by a vote of 2/3 of the Board of Directors.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.01. The business and affairs of the Organization will be managed under the direction of the Board of Directors, which will determine matters of policy.  The Board willl be responsible for the operations of the organization between annual and regular membership meetings with the President serving as chairperson. The Board will fill vacancies as noted in Articles V and VI.

Section 4.02.  To qualify as a director, a member must be a resident of the District of Columbia and be current with their dues.

Section 4.03.  The Board shall be composed of the seven directors elected at the annual meeting.

Section 4.04. Members may remove any director, with cause, by the affirmative vote of two-thirds of the members present at the meeting.

Section 4.05.   The Board may hold regular meetings at such times as it determines.

Section 4.06. The action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board. A majority (51%) of the members of the Board in office shall constitute a quorum for the transaction of business.

Section 4.07. Board members must attend at least 75 percent of member and board of director meetings. Board members not meeting this requirement can be removed.

Section 4.08. The Organization willl not pay any compensation to any director for services rendered to the Organization as a member of the Board. Board members can be reimbursed for approved expenses.

Section 4.09. Each director will sign and comply with a “Conflict of Interest Statement and Declaration Form.”

ARTICLE V.

OFFICERS

Section 5.01.  The Officers of this Organization will be President, Vice-President, Secretary, and Treasurer.

Section 5.02.  The President presides at all meetings of the membership and the Board. The President will manage the day-to-day affairs in consultation with the Board and appoint all committee chairpersons with the approval of the Board.  
  
Section 5.03. The Vice-President in the absence of the President presides at all membership and board meetings. In addition, the vice president performs all duties assigned by the president.

Section 5.04. The Secretary keeps a list of the membership and their contact information, records attendance at meetings and keeps the minutes of membership and board of director meetings. The Secretary ensures that all notices are duly given in accordance with the provisions of the bylaws or as required by law and is custodian of the records of the Organization, as required by the Nonprofit Code.

Section 5.05. The Treasurer has charge of all financial matters of the Organization. The Treasurer provides regular financial reports to the Board of Directors.

Section 5.06.  Candidates for office will be nominated by the membership. Nominations for office shall be presented by a Nominating Committee of at least two (2) members, to be appointed by the President with the approval of the Board. The Board shall provide written notice (fax, email, mail, in person) to the membership, of the candidates for office, two weeks prior to the meeting at which elections are held. Additional nominations may be made from the floor.

Section 5.07.  Officers will be elected by majority vote of members present at the annual meeting where a quorum is met. Officers will assume their duties immediately.

Section 5.08. Officers serve for one (1) year and may be reelected. Maximum term of office shall be five years. Any officer may resign at any time by giving written notice to the Board.  Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Organization. The board may remove any officer at any time, with cause.

Section 5.09.  Offices that are vacant or become vacant may be filled by a majority vote of the Board for the unexpired portion of the one-year term at any meeting of the Board.

ARTICLE VI

BOARD & ADVISORY COMMITTEES

Section 6.01. The Board of Directors may appoint one or more special or advisory committees for such special tasks as circumstances warrant.

ARTICLE VII

FINANCE &  FINANCIAL REPORTS

Section 8.01. The fiscal year of the Organization shall be the twelve (12) calendar month period ending December 31, of each year, unless otherwise provided by the Board .

Sectio  8.02. Financial records will be made avaiable for members as required by DC Law.

ARTICLE XIII

AMENDMENTS OF ARTICLES OF INCORPORATION, BYLAWS &

DISSOLUTION

Section 8.01. An amendment to the Articles of Incorporation shall be adopted in the following three (3) manners:

(a) A proposed amendment may be adopted by the Board of Directors without approval of the members if the amendment falls into the category of amendments described in  conditions provided by DC Nonprofit Law,

(b)  A proposed amendment may be submitted by the Board to the general membership for approval by the members entitled to vote:

(c)    An amendment may be proposed for adoption by 20% or more of  the membership for adoption by the members entitled to vote.

Section 8.02.The Organization will give notice to each member entitled to vote on the amendment of the membership meeting at which the amendment is to be submitted for approval. The notice shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment and will contain or be accompanied by a copy of the amendment.

Section 8.03 The approval of an amendment requires the approval of two-thirds of the members at a meeting at which a quorum exists.

Section 8.04. The members will have the power to amend the Bylaws by the affirmative vote of two-thirds of all of the members at a meeting at which a quorum exists and provided that written notice of such action shall have been given at least ten (10) days prior to such vote.  The Board of Directors shall have the power to amend the Bylaws by the affirmative vote of two-thirds of all of the members of the Board of Directors provided that written notice of such action shall have been given with the notice of the meeting of the Board of Directors at least ten (10) days prior to such vote.

Section 8.05.  This Organization shall be incorporated as a nonprofit corporation according to the laws of the District of Columbia.  Upon dissolution of the Organization pursuant to the D.C. Nonprofit Law, the assets will be transferred to a successor organization or if one does not exist, of the District of Columbia Public Library Foundation.

                ARTICLE IX

                BOOKS AND RECORDS

Section 9.01.The Organization shall keep a permanent record of all meetings and all actions taken without a meeting by the members and the Board of Directors.   The Organization shall also keep a permanent record of all actions taken by a committee of the Board of Directors.

Section 9.02. The books and records of the Organization may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection.  Minutes shall be recorded in written form but may be maintained in the form of a reproduction.

Section 9.03. A copy of theArticles of Incorporation, Bylaws, past three years fiinancial statements, membership list and addresses of current directors will be kept at the principal office of the Organization and may be inspected during regular business hours.

                ARTICLE X

                PARLIAMENTARY PROCEDURE

Section 10.01. Roberts Rules of Order, the most recent revision, shall govern the meetings of this Organization, when not in conflict with these Bylaws.