

**FRIENDS OF THE LIBERTY LAKE MUNICIPAL LIBRARY
BY-LAWS**

Mission Statement

Friends of the Liberty Lake Municipal Library is a volunteer, 501 (c) (3) designated, non-profit community organization dedicated and committed to providing support to the Liberty Lake Municipal Library.

**Article I
Name**

The name of this organization shall be “Friends of the Liberty Lake Municipal Library”, hereinafter referred to as the “Friends.”

**Article II
Purpose**

The purpose of the Friends shall be:

1. To foster closer relationships between the Library and the community.
2. To enhance the Library’s functions, resources, and services.
3. To encourage, solicit, and receive gifts, donations, endowments, and bequests to the Library from corporations, businesses, community organizations, and private citizens.
4. To raise funds for such programs, projects, materials, and equipment that are beyond the scope of the city budget for the Library.
5. To aid the Board of Trustees and the Library Director in their efforts to make Liberty Lake Municipal Library a vital community resource.

It is recognized that the administration of the Liberty Lake Municipal Library is vested in the City of Liberty Lake through the City Council, the Library Board of Trustees, and the Library Director.

**Article III
Membership**

Section 1 – Membership

There are two groups in the membership: Members and Volunteers.

A **Member** is any individual who resides in the City of Liberty Lake or Spokane County, is current on membership dues, and fulfills any other obligations necessary to maintain membership in good standing. Members can vote on actionable items.

A **Volunteer** is any resident of the City of Liberty Lake or Spokane County who volunteers time with any organization that supports the Liberty Lake Municipal Library. Volunteers cannot vote on actionable items but are welcome to engage in discussions on those items.

All Members and Volunteers are expected to further the purposes of the Friends as set forth in Article II.

Section 2 – Voting

Each Member shall be entitled to one vote. Absentee voting will not be accepted, but in the event a member is unable to attend a meeting, a vote by electronic mail or written notice shall be submitted to an officer.

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Under extraordinary circumstances such as a pandemic, a weather emergency, or other circumstance that prevents the Members of the Friends from meeting in person to vote on actionable items, voting may be held through electronic mail (email) as long as sufficient advance notice has been sent to the Members by email to allow for questions from the Members before the vote.

Section 3 – Nondiscrimination

Membership shall be granted to any qualified individual without regard to race, sex, creed, national origin, age, sexual orientation, gender identity, or disability.

Article IV Board of Officers

Section 1 - Composition

The Board of Officers of this organization shall be President, Vice President, Secretary, and Treasurer, with one Member-At-Large. The offices of Secretary and Treasurer can be combined, if the need to do so becomes necessary. The term of officers shall be one (1) year, but not more than two (2) successive terms in the same office. The Chair of the Library Board of Trustees and the Library Director of Liberty Lake Municipal Library shall be ex-officio members of the Board of Officers with no voting rights.

Section 2 - Duties

The duties of the officers shall be as follows:

- a. The President shall preside at all meetings, represent the Friends when appropriate, and serve as ex-officio member of all committees except Nominating.
- b. The Vice President will perform the duties of the President in the absence of the President or in the event of the President's inability to act as needed.
- c. The Secretary shall keep correct Minutes of all meetings, maintain custody of official records, and conduct general correspondence as needed. The Secretary shall maintain files which include press releases, flyers, newsletters, announcements of programs and activities, and shall be responsible for a correct list of the Members and Volunteers. The Secretary shall include in this list the addresses, phone numbers and e-mail addresses of Members and Volunteers, and any other pertinent information relative to the Friends organization.
- d. The Treasurer shall be responsible for receiving monies and shall keep an accurate record of all receipts and expenditures. The Treasurer will submit a financial statement to date at every meeting of the Friends, and at other times when requested by the Board of Officers, and shall make a full report at the Annual Meeting. The Treasurer shall be responsible for the annual filing of taxes and state corporation fee.
- e. The Member-At-Large shall be the liaison between the membership and the Board of Officers. This includes being in charge of the New Membership Folders to be distributed to new Members and Volunteers when they join the Friends.
- f. The Board of Officers shall administer all funds of the organization.

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Section 3 – Committees

The Board of Officers shall have the authority to appoint committees consistent with the purpose of the organization.

Section 4 – Vacancies on the Board of Officers

A vacancy in any office shall be filled for the remainder of the term through appointment by the remaining officers, pending ratification by the Members at the next meeting.

Section 5 – Nomination of Board Officer Candidates

Nomination for officers shall be presented by a Nominating Committee of three, to be appointed by the President at the September meeting. The slate of officers is to be presented at the October meeting. At the Annual Meeting, nominations from the floor will be invited. No one shall be nominated without that person's express consent.

Section 6 – Conflict of Interest Policy

In order to avoid even the appearance of impropriety, Members shall not vote on any matter relating to any contractual agreement by and between the Friends organization with which the Member has a financial or other relationship outside of the Friends, other than dealing with such organizations as a result of that Member's affiliation with the Friends of the Liberty Lake Municipal Library.

Article V

Meetings of the Board of Officers and Meetings of the Membership

Section 1 - Schedule

The Board of Officers shall meet monthly on a date and time determined annually by the newly elected Board. This meeting is open to all Members and Volunteers, and all persons who have an interest in the Library and/or the Friends. All Members are encouraged to attend. The November meeting shall be known as the Annual Meeting and shall be for the purpose of electing officers to fill vacant positions on the Board of Officers, receiving reports of officers and committees, addressing other business that may arise, and installing of officers. The newly installed officers will take office at the January meeting.

Section 2 - Quorum

Any meeting at which a majority of Members are present at the time the meeting is convened shall be considered to have a quorum and any vote taken at such a meeting will be a valid action by the Members. When circumstances do not allow for an in-person meeting, a valid vote will be considered one in which the majority of the Members have voted via electronic mail by the voting deadline established by the Board of Officers for that vote.

Any Board of Officers meeting at which a majority of the members of the Board of Officers are present at the time the meeting is convened shall be considered to have a quorum and any vote taken at such a meeting will be a valid action by the Board of Officers. If the President or the President's designee approves, an Officer may attend a Board of Officers meeting by

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telephone, Zoom or other similar means that provides the ability to interact with the other members of the Board of Officers in real time.

Section 3 – Robert’s Rules of Order

At the meetings, any order of business shall be presented to the membership and any debates or discussions among the membership regarding Friends business shall be conducted in accordance with Robert’s Rules of Order Newly Revised.

Section 4 – Notification of Meetings

Regularly scheduled meetings of the membership and regularly scheduled meetings of the Board of Officers will be held without additional notice, unless there is a change in location, time, or date.

Section 5 – Special Meetings

A special meeting of the Board of Officers may be called at any time, by any member of the Board of Officers of the organization. A special meeting of the membership may be called by the majority of the members of the Board of Officers. The membership and/or the Board of Officers shall be notified of all special meetings by surface mail and/or by email, at least five (5) business days prior to the meeting date, or by personal communication by telephone or text message at least two (2) days prior to the meeting date.

Section 6 – Board of Officers Actions without Meetings

Any action permitted to be taken when approved by a majority of the Board of Officers at any regular or special meeting, may be taken without a meeting if the Board of Officers unanimously approve in writing (either in electronic or other written form) of taking the action. Such actions do not include anything that must be approved by the majority of the Members.

Article VI Requirements for Members

All Members must pay dues annually in order to maintain their voting memberships. Dues shall be established by the Board of Officers and approved at the Annual Meeting by a two-thirds majority of the Members present.

Article VII Funds

Section 1 – Accounting

The Treasurer shall be responsible for maintaining adequate books of account.

Section 2 – Authorizations for Expenditures

The Board of Officers may authorize all routine expenditures needed to maintain the organization such as bank fees, auditor fees, annual non-profit corporation registration fees, and stationery or other supply costs. Non-routine expenditures must be authorized by the majority of the Members present at any regularly scheduled or properly called special meeting, provided a quorum is present

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and notice of the proposed expenditure was provided to the Members at least seven (7) days in advance of the meeting by email or written letter, or three (3) days in advance by telephone or text message contact. Any Member who is unavailable after three attempts to contact by phone at the phone number the Member last provided to the Board of Officers, on three different days with one call being made during the evening hours, one call during the afternoon hours, and one call during the morning hours, will be deemed to have been provided adequate notice unless that Member has informed a member of the Board of Officers of that Member's unavailability in advance. The requirement for a quorum at the meeting at which the vote is to be taken may be waived by the President if the expenditure is deemed to be a bona fide emergency, but must be affirmed (if continuing) by a majority of the Members at the next meeting at which there is a quorum. If there are three consecutive meetings, either regular or special, at which there is no quorum, the expenditure must be approved by a majority of the Members who are present.

Section 3 – Signature on Checks

Two (2) signatures are required on all checks exceeding the amount of One Hundred Dollars (\$100.00) written by the Friends, signed by two (2) of the following: the President, the Secretary, and/or the Treasurer. Further, any checks written for the purpose of reimbursement shall not be signed solely by the person who is being reimbursed.

Section 4 – Purchases Needing Library Director Approval

All purchases made for donation to the Library shall be subject to approval by the Library Director and in accordance with the policies of the Library Board of Trustees.

Section 5 – Annual Audits

The President shall appoint an auditor, who is not an Officer of the Board, to audit the Treasurer's books at the end of the fiscal year. The auditor's report will be presented at the earliest possible meeting in the next fiscal year, after the new Board of Officers takes office.

Section 6 – Fiscal Year

The fiscal year of this organization shall begin on January 1 of each year, and end on December 31 of the same year.

Section 7 – Execution of Binding Contracts

All contracts binding the Friends must be approved by a majority of the Board of Officers and signed by the President and the Treasurer. If the contract involves a non-routine expenditure, the expenditure must be properly authorized by the Members.

Section 8 – Budget Committee

The Budget for the Friends of the Liberty Lake Municipal Library shall be prepared by a Budget Committee of four, comprising the Treasurer and three Members appointed by the President at the August meeting. The Director of the Library will be asked by the Budget Committee to present in writing a library budget indicating how funds from the Friends will be used in the coming year and will be invited to the first Budget Committee meeting to present the library budget to the committee. The Budget for the Friends shall be presented at the October meeting. The Budget will be voted on by the Members at the Annual Meeting in November.

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**Article VIII
Amendments**

Amendments to these By-Laws may be made at any meeting of the membership by a two-thirds vote of the Members present, provided that prior public notice of the proposed change(s) is provided to each Member as described in Article VII, Section 2.

**Article IX
Retention of Records**

All financial records/reports and Minutes of all meetings shall be retained for the period of seven (7) years in a storage facility selected by the Board of Officers.

**Article X
Dissolution**

Upon dissolution (whether by a vote of the majority of the Members or ordered by a court or government agency) or abandonment, the assets of the organization remaining after payment of all debts and liabilities, shall be donated to the Liberty Lake Municipal Library.

Presented to the membership November 23, 2020

Adopted by the membership December 2, 2020

Holly Woodruff - President

Sue Hamblet – Vice President

Linda Dockrey - Secretary

Lora Reeves - Treasurer

Mary Manley – Member-At-Large

Adopted December 2, 2020

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Adopted February 28, 2018
Amended February 12, 2018
Amended October 25, 2016
Amended January 27, 2015
Adopted September 27, 2011
Amended April 27, 2002
Adopted April 2, 2002