

Constitution and By-laws of the Hopewell/Prince George Friends of the Library

Article I. Name

Section 1. The name of this corporation shall be Hopewell/Prince George Friends of the Library, hereafter referred to as Hopewell/Prince George Friends.

Article II. Purpose

Section 1. The purpose of this corporation shall be to maintain an association of persons interested in libraries; to focus public attention on the library; to stimulate the use of the library's resources and services; to receive and encourage gifts, endowments and bequests to the library in developing library services and facilities for the community; to lend legislative support where needed; and to support the freedom to read as expressed in the American Library Association Bill of Rights.

Article III. Membership

Section 1. Membership in this corporation shall be open to all individuals who support its purposes, and to representatives of corporations and clubs when such representation is desired, in which case dues shall be paid by the corporation.

Section 2. Each corporation and individual member who have paid their dues shall be entitled to one vote.

Section 3. Honorary membership may be bestowed on members or non-members as determined by the Executive Board.

Article IV. Officers

Section 1. The officers of this corporation shall be president, vice-president, treasurer, and secretary.

Section 2. Officers shall be nominated by a Nominating Committee. The Executive Board shall elect a Nominating Committee at the January meeting. One member shall be a member of the Board. The nominations shall be submitted in writing, by the Nominating Committee to the membership with the consent of the nominee at least two weeks prior to the April meeting. Additional nominations may be made from the floor with the consent of the nominee.

Section 3. Officers shall be elected by majority vote of those present at the April meeting for the term of two years.

Section 4. Officers shall have the authority to approve committee appointments by the President.

Article V. Duties of Officers

Section 1. President: To preside over and conduct meetings; to appoint all committee chairs and serve as an advisor to committees; to fill by appointment any intra-term officer vacancies to be approved at the next business meeting.

Section 2. Vice-President: To perform the duties of the president in the absence of the president; to serve as Chairman of the Program Committee.

Section 3. Treasurer: To keep and maintain the financial records of the corporation; to submit a budget at the April business meeting.

Section 4. Secretary: To record attendance at all meetings; to take minutes of all meetings; to keep a list of the membership, together with their addresses; to confirm the members are notified in advance of the time and place of meetings; to conduct the correspondence of the corporation.

Article VI. Standing Committees

Section 1. Membership: The Membership Committee contacts individuals and corporations to obtain their support for the objectives of the Hopewell/Prince George Friends.

Section 2. Public Relations: The Public Relations Committee develops community awareness through media, local business, industry, and corporations.

Section 3. Program: The Program Committee develops group activities by planning events, refreshments and assisting with other functions as requested.

Section 4. Committee chairmen will submit names of committee members to the Executive Board no later than one month following the April business meeting.

Activities will be coordinated with the Appomattox Regional Library System Community Relations Coordinator and other appropriate library staff.

Article VII. Executive Board

Section 1. The Executive Board shall consist of the officers of the corporation, immediate past president, and the chairmen of all standing committees. The ARLS Director, the Assistant Director, and the Community Relations Coordinator shall serve as consulting or advisory members of the Executive Board.

Section 2. All monies shall be dispersed by the Executive Board.

Section 3. Meetings of the Executive Board shall be held quarterly on the first Thursday of January, March, June and September. Additional meetings may be called by the President.

Section 4. A majority of the Executive Board shall constitute a quorum.

Article VIII. Harassment Policy

Section 1. Officers and committee members, acting in official capacity for the Hopewell/Prince George Friends, have a right while serving to be free of harassment because of race, sex, sexual orientation, color, religion, age, national origin, ancestry, citizenship status, marital status, disability, political affiliation, or beliefs. Any time a member feels he or she is not being treated fairly, the matter should be reported to the President as soon as possible. Quick action will be taken to investigate and resolve complaints. If a member believes it is inappropriate to talk with the President, the matter should be reported to the Regional Library Director. From this point forward, ARLS Complaint and Harassment procedures will be followed.

Article IX. Indemnification and Insurance of Directors, Officers, Employees, and other Agents

Section 1. Directors and Officers: Each director and officer of the corporation whether elected by the members of the corporation or by the Board of Directors shall be indemnified by the corporation against all costs and/or damages incurred in connection with any claim, action, suit, or proceeding in which he may be involved by reason of his being or having been such director or officer, brought against him by reason of any act or omission, or alleged act or omission by him in any such capacity, and also against all charges which may be reasonably incurred by him (other than to the corporation for its account) in reasonable settlement of any such claim, action suit, or proceeding.

Section 2. Employee and Other Agents: The Board of Directors may, by general vote or by vote pertaining to a specific employee or agent or class thereof, authorize indemnification of the corporation's employees and agents, other than those officers, directors and persons referred to in Section 1 above.

Section 3. Limit on Indemnification: Indemnification under this Article shall not be made in any case where it is found, by a majority of a quorum of the Board of Directors not involved in the claim, that such director, officer, employee or agent a) is or was derelict in the performance of their duties in connection with the alleged acts or omissions giving rise to such claim, action, suit or proceeding and/or b) has not acted in good faith in the reasonable belief that their action was in the best interests of the corporation. In no case shall any director, officer, employee or agent be indemnified for any illegal act whether so adjudicated by a court of law or pled to or confessed to by the affected director, officer, employee or agent.

Section 4. Other Remedies: The rights of indemnification herein provided for shall be severable, shall not be exclusive of other rights to which any director, officer, employee or agent may now or hereafter be entitled, shall continue as to a person who has ceased to be such director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5. Insurance: The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or other agent of another corporation, in which it has an interest, against any liability incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

Article X. Meetings

Section 1. This corporation shall hold business meetings in April and October, and the date shall be determined by the Executive Board. The election of officers shall be held at the April business meeting. Each member shall be notified in advance.

Section 2. Additional meetings may be held as directed by the President, provided the membership is notified (with the business to be transacted stated) at least two weeks prior to the proposed date.

Section 3. Intra-term Executive Board appointments will be voted on by the membership at the October or any additional business meeting.

Article XI. Fiscal Responsibility

Section 1. The fiscal year of the corporation shall be April 1 – March 31.

Section 2. Dues shall be payable annually and shall become due on the day of the April business meeting. There shall be six classes of dues:

1. Student Membership \$5.00
2. Individual Membership \$10.00
3. Corporate Membership \$35.00 (Tax Exempt Status)
4. Family (one household) Membership \$20.00
5. Life Membership \$100.00
6. Honorary (free)

New member dues paid between October 1 and April 1 shall be half price.

Section 3. The Executive Board shall appoint an auditor, who is not a member of the Executive Board, to audit the Treasurer's books prior to the annual meeting.

Section 4. A majority of the membership present at the April business meeting shall approve an annual budget.

Article XII. Amendments

The by-laws may be amended at any business meeting of this corporation by two-thirds of the members present, provided notice of the proposed amendments shall have been mailed to all members at least two weeks before the meeting.

Article XIII. Parliamentary Authority

The Standard Code of Parliamentary Procedure, Third Edition, by Alice Sturges shall govern parliamentary procedures.

Article XIV. Dissolution of Corporation

All assets of the corporation upon dissolution shall be liquidated and turned over to the Appomattox Regional Library System. No portion of such funds shall be distributed among individual members.