

**THE PALM HARBOR FRIENDS OF THE LIBRARY, INC.  
BY-LAWS**

**ARTICLE I — NAME**

The name of this organization shall be the PALM HARBOR FRIENDS of the LIBRARY, INC., a non-profit corporation.

**ARTICLE II — PURPOSE**

This is a volunteer, non-profit organization whose purpose shall be to maintain an association of people interested in supporting quality library services in the community through fundraising, volunteerism and serving as advocates for the library programs. In addition this library organization will focus public attention on library services, facilities and needs as well as to stimulate endowments and bequests to the Palm Harbor Public Library.

**ARTICLE III — MEMBERSHIP**

Section 1. Membership in this organization shall be open to all people who support its purpose and shall entitle each member or family to one vote at the general membership meetings.

Section 2. There shall be three classes of members. Membership dues shall be as designated by the Board of Directors, effective October 1, 2016.

Individual: \$15.00

Family: \$25.00

Life: \$125.00 with Giving Tree Leaf

**ARTICLE IV — OFFICERS AND BOARD OF DIRECTORS**

Section 1. The officers of this organization shall be President, Vice President, Secretary and Treasurer. They shall constitute the Executive Board. The chairpersons of each standing committee are the Board of Directors.

Section 2. The Director of the Palm Harbor Library and the Immediate Past President of this organization shall function as non-voting ex officio members of the Board of Directors.

Section 3. The President shall preside at all meetings of the membership and Board of Directors, shall appoint all committee chairpersons with the approval of the Executive Board, and shall function as ex officio member of all committees. \*The

President must have a background of being a volunteer in the Palm Harbor Library for at least one year.

Section 4. The Vice President/President Elect shall perform the duties of the President in his or her absence, may serve as member or chairperson of any committee, and shall perform such other duties as are assigned by the President.

\*The Vice President/President Elect must have a background of being a volunteer in the Palm Harbor Library for at least one year.

Section 5. The Secretary shall keep a record of all meetings of the membership, the Board of Directors, and the Executive Board, preserve all current records, maintain and update the Policy Procedure Manual as needed and be custodian of all records of the organization which no longer are needed for current operations, but have historical significance.

Section 6. The Treasurer shall receive all money, property and gifts to the organization; shall pay all bills authorized by the Board of Directors, investigate investment options, make reports at all meetings of the membership, Board of Directors and Executive Board and insure other financial concerns such as tax filing and annual audits are completed as required.

Section 7. The permanent Board of Directors shall consist of the Executive Board, the chairpersons of the following committees: Membership, Communications, Bookstore Manager, Fundraising/ Programming, and Literacy.

A) The membership committee shall be responsible for recruiting new members, keeping membership records, and collecting annual dues.

B) The communications committee shall be responsible for sending thank you cards and other correspondence, creating and distributing regular electronic or print communications to members, and maintaining the Friends' website and email account.

C) The Fundraising /Programming committee will organize fundraising projects as needed and determined by the Board of Directors, coordinate with the Library staff on all programs which would benefit the Palm Harbor Library, the Literacy Program and plan the annual general meeting of the membership.

D) The book store manager will coordinate and communicate with the Board of Directors and represent the book store at monthly meetings.

E) The Literacy Director shall serve on the Board of Directors in order to coordinate and communicate literacy needs.

F) The immediate Past President shall provide historical information to the Board of Directors, shall act as Parliamentarian at all meetings, shall represent the organization at formal events when the current President or Vice President is unable to attend and shall be responsible for outreach to other Friends organizations. The Past President shall serve as the Chair of the Nominating Committee.

#### ARTICLE V – CONTRACTS AND AGREEMENTS

All proposed contracts or agreements presented to the Friends of the Palm Harbor Library, Inc. must be pre-approved by the board before signature by the President or his/her designee.

#### ARTICLE VI — FUNDS

Section 1. All money, property, and gifts shall be considered as donations to a non-profit organization and must be used exclusively for the benefit of the Palm Harbor Friends of the Library and the Palm Harbor Library. If the organization is disbanded, all remaining assets shall be given to the Palm Harbor Library a (501(c)(3)) organization, to be used exclusively for the benefit of the Palm Harbor Library.

Section 2. All revenue generated by the bookstore will remain and only be used by the Palm Harbor Friends of the Library, Inc.

Section 3. All money shall be deposited in a Federally Insured Financial Institution, with preference given to local Institutions, in the name of the Palm Harbor Friends of the Library, Inc., and disbursed by the Treasurer as directed by the Board of Directors.

Section 4. The records of the Treasurer shall be audited by a CPA annually.

## ARTICLE VII — MEETINGS

Section 1. A meeting of the membership shall be required during the last quarter of the fiscal year, July 1 – September 30, for the election and installation of officers and transaction of other business. Special meetings of the membership may be called by the Executive Board or by the President with at least a two week notice. A quorum at a general meeting shall be 50% + 1 of those members present.

Section 2. The Board of Directors shall meet monthly at a regular time and place determined by the Board unless a meeting is canceled with prior approval by the Board of Directors. Special meetings may be called by the President with a two-week notice. A quorum for the Board of Directors shall be 50%+1. With prior approval, the Board may grant an “excused” absence that shall not be counted against the Board member’s attendance.

Section 3. All meetings shall be as follows: Roll Call; Approval of the minutes of the preceding meeting; Treasurer’s Report; Library Director’s Report; Old and unfinished business; New business; Reports of committees; and Adjournment.

Section 4. Board members may attend board meetings by legally permissible electronic means up to twice in a fiscal year. Attendance by electronic means may only occur if a quorum is present at the meeting. For purposes of this subsection, electronic means shall mean electronic media technology which provides for interactive video and audio feed.

Section 5. The Board may vote to replace any Board member who is absent (unexcused) from 3 meetings, unable to perform or guilty of negligence or criminal conduct.

## ARTICLE VIII — ELECTIONS

Section 1. At least sixty days prior to the end of the fiscal year, the President shall appoint a Nominating Committee of three members. The immediate Past President shall serve as the Chair of the Nominating Committee. The Nominating Committee shall present a slate of officers at the annual meeting. Nominations from the floor will be considered with the written approval of the individual nominated, if not present, or orally, if the nominee is present. Election shall be by a quorum of 50% + 1 of those present.

Section 2. Term of office for the Executive Board shall be for two years beginning the first day of October. No person shall be elected to the same office for more than two consecutive terms. Serving by appointment to fill a vacancy until the next regular election shall not be a bar to serving two full terms by election. There is no limit of consecutive terms of office for the remaining Board of Directors.

Section 3. Any vacancy in office shall be filled for the remainder of the term through appointment by the Executive Board.

Section 4. Outgoing officers and directors must turn over all materials pertinent to their office to the incoming officers and directors within thirty days after the election.

#### ARTICLE IX— AMENDMENTS

Amendment of the By-laws may be accomplished by vote of 50% + 1 of the members present and voting at a regular, annual or special meeting of the membership, provided that the members are informed two weeks prior to the meeting.

ARTICLE X — By-laws must be reviewed by the board every 2 years beginning in 2016.

#### ARTICLE XI — AGENCY AND ADVISORY COUNCIL APPOINTMENTS

Section 1. The Executive Board shall appoint from the Palm Harbor Friends of the Library Board of Directors and the Palm Harbor Library Advisory Council, with the approval of the Board of Directors, one person to serve for a term of two years, on the Board of Directors of the Palm Harbor Community Services Agency, commencing their term of office the first day of January. The selected individual can be appointed for additional two-year terms subject to approval each time by the Board of Directors.

Section 2. The Executive Board shall appoint from the active membership of Palm Harbor Friends of the Library, seven persons to serve a term of two years on the Palm Harbor Library Advisory Council, commencing their term of office on the first day of October. Appointments shall be on an alternative basis; appointing three in one year, and four the following year. They can be reappointed for additional two-year terms subject to approval each time by the Board of Directors.

Section 3. The Palm Harbor Friends of the Library Board of Directors may vote to replace any Palm Harbor Community Services Agency board member or Palm Harbor Library Advisory Council member who is absent from three unexcused meetings, unable to perform or guilty of negligence or criminal conduct.

#### ARTICLE XII — PARLIAMENTARY AUTHORITY

Section 1. If there be any conflict between the provisions of the articles of incorporation and these bylaws the provisions of the articles of incorporation shall govern.

Section 2. The rules contained in Robert's Rules of Order shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

The foregoing were adopted as the revised Bylaws for the PALM HARBOR FRIENDS OF THE LIBRARY, INC., a (501)(C3) corporation not for profit under the Laws of the State of Florida, by the Board of Directors on August 20, 2018.  
PALM HARBOR FRIENDS OF THE LIBRARY, INC.

By: President Attest:

Amended May 8, 2007

Amended March 9, 2010

Amended November 8, 2011

Amended February 12, 2013

Amended December 9, 2013

Amended August 30, 2015

Amended December 8, 2014

Amended September 3, 2016

Amended September 29, 2018

Amended September 29, 2020

Amended September 30, 2021