

Bylaws of

Friends of the Rochester Public Library, Incorporated

A non-profit corporation organized under the laws of the State of Minnesota.

Date of approval: January 30, 2023

Article I. Purpose

The purpose of the corporation shall be to augment the services of the Rochester Public Library by charitable, literary, and educational means.

Article II. Offices

The registered office of the corporation shall be in care of the Rochester Public Library, 101 Second Street Southeast, Rochester, Minnesota 55904. The corporation may have other offices at such places as the Board of Directors may from time to time determine.

Article III. Membership

Section 1. Eligibility: Any person (16 years or older), firm or corporate body agreeing to the purposes of the Friends shall be granted annual membership in the Friends of the Rochester Public Library by donating money. Active volunteers are eligible for all the benefits of annual membership regardless if they have made a financial contribution.

Section 2. Membership Year: The membership year shall run from January 1 to December 31. All memberships expire on December 31. Memberships granted in August through December shall have membership privileges through the following December.

Section 3. Meetings of members:

- a. Place of meeting: Any meeting of the membership shall be held at the registered office of the corporation in Rochester, Minnesota, or at such place as may be specified by notice.
- b. Annual Meeting: The annual meeting of the membership shall be held on the last Monday of January each year unless otherwise published.
- c. Business of the Annual Meeting: The business of the annual meeting of the members shall be to elect officers and directors, to receive the annual treasurer's and activities reports, and to act on any other business requiring a vote.

- d. Notice of Annual Meeting: Notice of the annual meeting of the membership stating time and place shall be e-mailed or mailed to each member entitled to vote thereat, at least ten (10) days prior to the meeting. These notices shall be sent to such address as appears on the records of the corporation.
- e. Quorum: A quorum shall consist of the members present at a duly called annual meeting. The acts of a majority of the members present at such meeting shall be the acts of the membership.
- f. Voting: Each member is entitled to one vote. There shall be no voting by proxy.

Article IV. Directors

Section 1. Powers: The business and affairs of the corporation shall be conducted by the Board of Directors, including but not limited to: administering programs, initiating new activities, budgeting and spending funds, determining corporate purposes and policies, creating needed committees, setting dates for meetings and special activities, acting upon vacancies and removal of directors, providing input on corporate policies of the Rochester Public Library, and amending the Bylaws.

Section 2. Number, Tenure: The Board of Directors shall consist of at least ten (10) members: five officers and five or more additional members. They shall be elected at the annual meeting by a majority vote. Directors shall be elected for three-year terms, for a limit of three consecutive terms and then must be off one year before election to another term. A representative of the library administration, appointed by the Library Director, shall serve as ex-officio consultant to the Friends Board. The immediate past president and the past treasurer of the corporation shall also serve as ex-officio advisors to the Board during the ensuing year.

Section 3. Vacancies: A Director's position becomes vacant when the Director submits a written resignation to the President, dies or when the Board at its discretion votes a majority to remove a Director for a just cause. Among those causes shall be three absences per year from Board meetings without notification. When a vacancy occurs, a successor shall be nominated by the Nominating Committee and approved by the Board to serve the remainder of the vacant directorship term.

Section 4. Meetings: The Board of Directors shall meet at least quarterly. Notice of the meetings shall be given to each director by e-mail or mail prior to the

meeting. Included with said notice shall be the proposed agenda and a copy of the minutes of the previous meeting.

Section 5. Quorum: At all meetings of the Board of Directors a majority of the Directors shall be necessary to constitute a quorum for the transaction of business. The acts of the majority of the directors at any meeting at which there is a quorum shall be the acts of the Board of Directors. If a quorum is present at the call of the meeting, the members may continue to transact business until adjournment unless enough directors withdraw to leave less than a quorum. No director may give a proxy for themselves or vote by proxy.

Section 6. Committees: The Board of Directors may appoint from the membership of the corporation such committees as from time to time are required. To the extent determined by the Board, said committee or committees shall have the authority of the Board in management of the Corporation's business. At all times, such committees shall be subject to the control and direction of the Board of Directors.

Section 7. Chair: At all meetings of the Board of Directors, the President, or in their absence the Vice President, shall preside. In their absence a chair chosen by the directors shall preside.

Article V. Officers

Section 1. Election and Term: The officers of the Corporation shall be the *President, Vice President, Secretary, Treasurer, and Bookstore Representative* and such other officers as the Board of Directors may from time to time designate. All officers starting a new term, apart from the Bookstore Representative, shall be elected at the annual meeting. The President, Vice-President, Secretary and Treasurer shall be elected to a two-year term. There is no limit on the number of terms a person may serve in an officer position, as long as the person is adhering to Director term limits specified in Article IV, Section 2.

Section 2. Removal: Any officer or agent elected or appointed by the Board of Directors or membership may be removed by an affirmative vote of a majority of the entire Board of Directors.

Section 3. Vacancies: In the event that any office of the corporation becomes vacant, a majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy and the officer shall hold office for the unexpired term.

Section 4. President: The president shall preside at all meetings, appoint special committee chairs and members including representatives to the Rochester Public Library Board of Trustees and Foundation Board, maintain frequent communications with the Director of the Rochester Public Library or a designated representative. The President shall exercise general supervision of the affairs of the corporation and chair the Annual Meeting committee.

Section 5. Vice President: At the request of the President, or in the event of their absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; the Vice President shall have such powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors. They shall serve as Chair of the Nominating Committee.

Section 6. Secretary: The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. They shall attend and keep the minutes of all meetings of the Board of Directors and the corporation. They shall record the names and terms of the members, officers, and directors of the corporation, with their places of residence. They shall perform the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned by this Board.

Section 7. Treasurer: The Treasurer shall have custody of all funds and property of the corporation subject to such regulations as may be imposed by the Board of Directors. The Treasurer shall not be bonded. When necessary or proper, the Treasurer may, on behalf of the corporation, endorse for collection checks, notes and other obligations and shall deposit the same to the credit of the corporation at such bank or depository as the Board of Directors may designate, and shall make, on behalf of the corporation, such payments as may be required. For the purpose of a full and accurate account, the Treasurer shall enter on the books of the corporation all monies and obligations received and paid or incurred by the Treasurer for and on account of the Corporation. The Treasurer shall present a financial report update at each Board meeting which shall include all income and expenses since the last meeting. The Treasurer shall schedule and provide all materials for an annual internal audit by the Finance Committee. The Treasurer will prepare a comprehensive annual financial report to be presented at the annual meeting. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors and in accordance with Minnesota law. The Treasurer shall serve as Chair of the Finance Committee.

Section 8. Bookstore Representative: The Bookstore Representative will provide a monthly financial and activity update from the store at Board meetings, will ensure bookstore policies are approved by the Friends Board of Directors every two years, and will serve as the liaison for any issues or questions involving the operation of the bookstore. The Bookstore Representative must be actively involved in the management of the bookstore.

Article VI. Committees

Section 1. Executive Committee: The Executive Committee shall consist of the officers of the Corporation.

Section 2. Finance Committee: This committee shall consist of at least three Board members and shall be chaired by the Treasurer. This committee shall present an itemized summary of probable expenditures and income for each fiscal year. Said summary budget shall be for planning purposes only. This summary budget shall be predicated upon input from the Director of the Rochester Public Library regarding anticipated needs for the upcoming year. The Finance Committee shall conduct an annual internal audit of the financial records of both the Friends and the Bookstore.

Section 3. Nominating Committee: The Nominating Committee shall consist of the Vice President and three members appointed by the President, chaired by the Vice President. This committee shall present a slate of officers and new Board members to the Board of Directors for approval at its meeting prior to the Annual meeting. Said slate shall be presented to the Annual meeting for election, at which time the membership may nominate additional candidates from the floor, whose prior consent has been obtained. If vacancies occur, the Nominating Committee will propose a replacement to be approved by the Board.

Section 4. Membership Committee: The Membership Committee shall consist of at least two members and is chaired by a Board member. This committee shall maintain all membership files with a record of volunteer activities and contributions made, send all contributions promptly to the Treasurer for deposit, and direct the annual membership drive.

Article VII. Friends Bookstore

Section 1. Management and Operations: Bookstore Management shall have such powers as the Board of Directors may determine and shall perform duties to manage the Friends of the Library Used Bookstore including overseeing its volunteers, all its daily operations, and its finances. Bookstore Management shall maintain a management and operations policy document that is approved by the Board of Directors and reviewed every two years.

Section 2. Bookkeeping: Bookstore management shall identify a Bookstore Bookkeeper, subject to approval by the Friends Board, who shall maintain financial records and bank account(s) separate from other Friends accounts. These financial records shall be made available for an annual internal audit and available to the Board of Directors anytime upon request.

Section 3. Expenses: Bookstore Management is authorized to spend store profits on operating expenses at their discretion but within limits defined by Friends Bookstore Policy. Expenses greater than the amount approved by policy must be brought to the Board for approval.

Article VIII. Corporate Regulatory Specifications

Section 1. Fiscal Year: The fiscal year of the corporation shall commence on January 1 and end on December 31. An internal audit shall be conducted on the books of the Corporation annually by the Finance Committee or its designee.

Section 2. Amendments: These Bylaws of the Corporation may be amended and/or revised at the annual meeting of this organization by a two thirds (2/3) majority of the attending members present, provided that advanced notice of such proposed amendments and/or revisions shall have been made available to all members. Any Articles of Incorporation shall be amended pursuant to Minnesota Statutes only.

Section 3. Review: The Executive Committee shall review the Bylaws every two years.

Section 4. Records Retention: A printed copy of the Secretary's Minutes, the Treasurer's Monthly Financial Reports, the Treasurer's Year-End Report, and Annual Tax Filing shall be kept permanently on file at the registered office of the corporation.

Article IX. Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from income tax, pursuant to Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article X. Prohibition Against Sharing in Corporate Earnings

No member, director, officer, employee, committee member, person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation. No such person or persons shall be entitled to share in the distribution of any corporation assets upon dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon dissolution of the affairs of the corporation, the assets of the corporation then remaining in the hands of the Board of Directors shall after all debts have been satisfied, be transferred to the Rochester Public Library Board of Trustees to be expended for public library purposes. If the Board of Trustees is not in existence at the time of dissolution, all assets shall be transferred as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application by the Board of Directors, to any charitable or educational organization which could then qualify under the relevant provisions of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Bylaws of the Friends of the Rochester Public Library

Bylaws of the Friends of the Rochester Public Library, Incorporated. Adopted for resolution by the Board of Directors of the Corporation and approved by membership on the 30th day of January 2023.

OFFICERS

Val Kaliszewski, President _____

Phyllis Berman, Vice-President _____

Joyce Wenz, Secretary _____

Dee Voldal, Co-Treasurer _____

Ann Griese, Co-Treasurer _____

Bessie Copple, Bookstore Representative

DIRECTORS AT LARGE

Kay Aune

John Hunziker

Phillip Nordquist

Elizabeth Ritman

Lou Wagner