

# ALGOMA LIBRARY FRIENDS BY-LAWS

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### **Article I Name**

The name of this organization shall be the Algoma Library Friends, herein referred to as A.L.F. The headquarters of ALF is located at the Algoma Public Library, 406 Fremont Street, Algoma, Wisconsin 54201.

### **Article II Purpose**

The purpose of this organization shall be to support, promote, and encourage the use of the Algoma Public Library by improving and enhancing the library services to encourage literacy in Algoma and throughout Kewaunee County. It shall be managed and administered for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

### **Article III Membership**

Any person may become a member upon payment of the dues prescribed in the By-laws.

### **Article IV Officers**

**Section I Officers** The Officers of this organization shall be President, Vice President/President-elect, Secretary, Treasurer, and Bookstore Manager who, with the chairpersons of all standing committees and members at large, shall constitute the Executive Board, all of whom are voting members.

**Section 2 Terms** The officers shall be elected for a one year term at the Annual Meeting. The terms of office shall commence on election to the office. All officers may be reelected indefinitely.

## **Article V Committees**

**Section I Standing Committees** The standing committees of AFL shall be a Nominating Committee and other Committees as identified by the Executive Board as needed and communicated at the monthly meeting (Article XII (c)). These Committees shall be chaired by an Executive Board Officer or by their designee. The Executive Board will have the authority to establish and dissolve committees to conduct activities consistent with the purpose of ALF.

**Section 2 Special Committees** The President may appoint special committees, the terms of which shall expire at the end of the project or with the term of the President unless continued by the new President. Said special committees shall be approved by the Executive Board.

**Section 3 Members-at-large** The President or other board members may (appoint) recommend 3-4 candidates to serve as members-at-large to the Executive Board (at his/her discretion) who will vote on recommendations.

## **Article VI By-laws and Amendments**

The organization shall adopt these By-laws for the conduct of its affairs. Amendments to these By-laws may be made at any meeting of the general membership by a majority vote of those present, after submitting in writing to the Secretary and read at a previous regular meeting not less than one month prior to said meeting.

## **Article VII Adherence to Internal Revenue Code**

**Section 1** Notwithstanding, anything in the By-laws to the contrary, the organization shall distribute its income for each taxable year at such a time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code 1954, or corresponding provisions thereof from time to time in effect.

The organization shall not:

**Section 2** Engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954 or corresponding provisions thereof from time to time in effect.

**Section 3** Retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954 or corresponding provisions thereof from time to time in effect.

**Section 4** Make any investments in such a manner as to subject it to tax, under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions thereof from time to time in effect.

**Section 5** Make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 or corresponding provisions thereof from time to time in effect.

## **Article VIII Annual Meeting**

The Annual Meeting of this organization for the election of officers and the transaction of business, shall be held in the month of May each year, as such date as determined by the Executive Board, at which time reports of officers and committees shall be made, along with Officer elections as recommended by the Nominating Committee and all other business of the organization. Members shall be notified by the Secretary at least two weeks prior to the date of such meeting.

## **Article IX Special Meetings**

Special meetings of the organization may be called at any time (by order of the Executive Board) at the request of three members of the Executive Board.

## **Article X Quorum**

A majority of the Executive Board shall constitute a quorum for the transaction of business. Robert's Rules of Order Revised, when not in conflict with these By-laws, or the constitution, shall govern the proceedings of this organization.

## **Article XI Dues**

Dues shall be paid annually and shall become due (on January 1) in January. Individual membership shall be: Individual \$5.00. Lifetime Individual \$25.00.

## **Article XII the Executive Board**

**Section 1** The Executive Board shall consist of the officers of the organization, the chairpersons of all the standing committees, and members-at-large.

**Section 2** The Algoma Library Director shall be an ex-officio member of the Executive Board.

**Section 3** Meetings of the Executive Board shall be held at the Algoma Public Library monthly unless as specifically determined by the board.

**Section 4** The Executive Board shall exercise such powers and control as are usually exercised by governing boards, and shall, in the interim between meetings of the organization, have control of the affairs of the organization with power to act on its behalf.

## **Article XIII Duties of Officers**

**Section 1 President** The President shall preside at all meetings of the organization, and the Executive Board, give notice of (all) meetings at least one week prior to such meetings, and have a written agenda which will be emailed with the secretary's minutes, to board members prior to the meeting. The President shall perform all duties incident to the office and recommend such actions as he/she deems useful to the organization and shall be an ex-officio member of all standing and special committees.

**Section 2 Vice President/President-Elect** The Vice President shall act in the absence of the President. The Vice President may be the President –Elect during his/her office.

**Section 3 Secretary** The Secretary shall keep an accurate record of (all) meetings, keep a current membership list, and shall carry on the correspondence of the organization, at the discretion of the President.

**Section 4 Treasurer** The Treasurer shall receive and disburse all funds of the organization, subject to the approval of the Executive Board. He/She shall deposit all the organization moneys in the name of the organization, and shall collect and record all dues, prepare financial reports. He/She shall pay all bills. All expenditures must have approval of the Executive Board prior to being made, except for the regular budgeted items.

**Section 5 Bookstore Manager** The Bookstore Manager shall oversee the operation of the bookstore and the promotion of herein referred to as The Book Corner. He/She shall deposit all the Book Corner proceeds in the name of the organization, and shall prepare financial reports provided at the monthly Executive Board meeting. He/ She shall pay all bills. All expenditures must have approval of the Executive Board prior to being made, except for the regular budgeted items.

**Section 6 Officers & Chairpersons are expected to attend all meetings.**

## **Article XIV Files and Records**

Officers and Committee chairpersons shall maintain and preserve official files of organization documents, correspondence, and material and turn such files over to their respective successors in office.

## **Article XV Dissolution**

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to Algoma Public Library, Algoma, Wisconsin.  
Revised Bylaws: XXX 2023

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