

BYLAWS
of
The FRIENDS of the DOVER PUBLIC LIBRARY, INC.

Adopted: October 16, 1983 Amended: April 8, 2009; July 29, 2009; October 26, 2010; April 30, 2014;
April 27, 2022

Article I. Name and Purpose

1.1 Name

The name of this corporation is The Friends of the Dover Public Library, Inc. (FOL).

1.2 Purpose

The purpose of the FOL is to promote awareness of the functions, resources, services and needs of the Dover Public Library; to encourage gifts, endowments and bequests to the Dover Library Foundation; to support and cooperate with the Library in developing library services and facilities; and to raise money and to encourage volunteers to support these purposes.

This corporation is organized and operated exclusively for the charitable purpose stated in these Bylaws. These charitable purposes are within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

No part of the activities of this corporation will consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation will not participate or intervene in any political campaign, including the publishing of statements on behalf of any political candidates or parties.

Article II. Office

2.1 Principal Office

The principal office is the Dover Public Library, Office of the Director, 35 Loockerman Plaza, Dover, Delaware 19901.

Article III. Board of Directors

3.1 General Powers

The general management of the corporation is vested in a Board of Directors, which board may exercise all the powers of the corporation.

3.2 Board of Directors

The corporation is governed by an up to eleven (11) member elected Board of Directors consisting of a President, a Vice-President, a Secretary, a Treasurer and up to seven (7) at-large elected directors. The Library director, or his/or her designee, is an ex-officio member of the Board of Directors. All members of the Board of Directors are entitled to one vote including the ex-officio member. A quorum is reached when at least five (5) member directors of the Board are in attendance.

3.3 Powers

The officers will have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the Board of Directors or these Bylaws:

3.3A President

The President presides at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and, in general, she/he will perform all duties as may be prescribed by the Board of Directors. The President serves as an ex-officio member of any committee.

3.3B Vice President

In the absence of the President, the Vice-President performs all the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. The Vice-President will perform such duties as may be assigned to her/him by the Board of Directors.

3.3C Secretary

The Secretary will record the minutes of the meeting of the Board of Directors and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the president or the Board of Directors.

3.3D Treasurer

The Treasurer will have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for all monies due and payable to the corporation from any source, and to endorse for deposit all such monies including checks, drafts, notes or other negotiable instruments in the name of the corporation in such banks, trust companies, and other depositories as the Board of Directors may designate; and, in general perform all the duties incidental to the office of Treasurer and such other duties as may be assigned to her/him by the President or the Board of Directors.

Whenever required to do so by the Board of Directors or the Board President, the Treasurer will submit to the Board of Directors an annual budget and a statement of accounts, consisting of a balance sheet and related statements of income and expenses and of changes in all funds for the reporting period requested.

3.4 Delegation

The Board of Directors at any meeting may delegate such of their powers as they consider advisable, except those powers which by law, the Certificate of Incorporation, or these Bylaws may not be so delegated to any officer or agent of the corporation or to such committees as may be activated as provided herein.

3.5 Compensation

Directors and officers will receive no compensation for serving in such capacities. Directors may be reimbursed, subject to approval and ratification by the Board of Directors, for reasonable expenses incurred in connection with the affairs of the corporation.

Article IV. Election, Term of Offices and Vacancies

4.1 New directors will be elected at the annual meeting. The term of office for each director will be two (2) years, and Directors may serve until a successor is elected and confirmed.

4.2 The President and the Vice President may serve only two (2) consecutive two-year terms. Any person may be re-elected, without limitation, to serve successive terms as a director.

4.3 Resignation

Any director may resign at any time by giving written notice of such resignation to the Board President. Such resignation is effective upon receipt of such notice by the President, unless the notice specified a later effective date. Vacancies arising on the Board of Directors will be filled by a simple majority vote of the remaining Board of Directors. Nominations for such vacancies may be made from the current membership. Interim Board members will serve the remainder of the unexpired portion of the vacant term.

4.4 Removal

A director may be removed or suspended for cause by an affirmative vote of two-thirds of the directors present at a special meeting called for that purpose, after such director has been given notice fourteen (14) days prior to the meeting and an opportunity to be heard.

4.5 Nominations for officers and members-at-large will be presented by a Nominating Committee of three (3) current members who have been appointed by the President with the advice and consent of the Board. The Nominating Committee will elect a chairperson and recommend a Slate of Officers selected from the current membership. The "Slate of Offices" is defined as one or more candidate for each office. The President will inform the membership about the selected slate of officers at least ten (10) days before the Annual Membership

Meeting. The nominations will be posted publicly in the Dover Public Library at least ten (10) days prior to the Annual Meeting. At the Annual Meeting, nominations from the floor may be proposed by members only with the consent of the candidate.

Article V. Committees

5.1 The Board of Directors may activate any committee that the Board of Directors may establish and may appoint a chairperson and members of each such committee.

5.2 Standing Committees may include:

5.2 A The Book Shop

5.2 B Membership

5.3 Annually, each Standing Committee will submit an operational plan for approval by the Board of Directors.

5.4 Terms and Eligibility

Except as provided by these Bylaws, the chairperson and members of each active committee will serve one (1) year terms on the committee to which they are appointed, unless removed and replaced prior to the end of such term at the discretion of the Board of Directors, and may be re-appointed, without limitation, for successive terms. Any committee to which the powers of the Board of Directors are delegated will consist solely of directors.

5.5 Minutes

To the extent requested by the Board of Directors, a report of all actions taken by each committee will be made to the Board of Directors no later than the next meeting of the Board of Directors. Minutes of each committee will be available to any director for inspection.

5.6 Quorum and Voting at Committee Meetings

Except as otherwise provided by law, a majority of the members of any committee constitutes a quorum at all meetings of such committee. Members of any committee may be present at and/or participate in such meetings by telephone or electronic means. When a quorum is present at any committee meeting, the votes of a majority of the members present and voting will be necessary and sufficient for the decision of any question brought before the meeting except as otherwise provided by law or the Certificate of Incorporation.

Article VI. Membership and Dues

6.1 Membership in the corporation is open to all persons who are interested in its purposes.

6.2 The Board of Directors may establish one or more categories of membership.

6.3 The Board of Directors will recommend the rate of dues annually. This will be voted upon by the membership present at the Annual meeting. Membership renewal notices will be mailed to current members

prior to November 1st each year. Dues are payable annually and become due on the first day of the fiscal year, January 1st of each year. New members who join after July 1st of any given year will not be required to pay additional dues in the succeeding year.

Article VII. Membership Meetings

7.1 The current edition of *Robert's Rules of Order*, when not in conflict with these Bylaws, will govern the proceedings of this corporation.

7.2 A quorum is 10% of the paid membership. "Paid membership" is those members whose annual dues have been paid thirty (30) days in advance of the meeting as certified by the Membership Chair.

7.3 General membership meetings may be scheduled by the President. Members will be notified at least ten (10) days prior to the meeting as described in Section 7.5.

7.4 Each member shall be entitled to one (1) vote.

7.5 An Annual Meeting will be held on a date in the month of April to be determined by the Board. Members shall be notified by announcement posted in the Dover Public Library and by other means decided upon by the Board of Directors at least ten (10) days prior to the date of the meeting.

Article VIII. General

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

8.2 Two signatures are required for each check written against the corporation's accounts. The Treasurer and another Board member will be required to approve and sign each check written against the Corporation's accounts.

8.3 The Board of Directors will appoint an independent, qualified auditor, who is not a member of the Board of Directors, to perform an annual review of the funds. The annual review accepted by the Board will be presented to the general membership at the first meeting after the receipt of the completed annual review.

Article IX. Amendments

9.1 These Bylaws may be amended at a membership meeting with adequate prior notice to the membership, where a quorum of the current members is met, and a 2/3 majority of the voting members in attendance vote in favor of the changes. The notice will include the proposed amendment changes and reasons for amending the Bylaws.

Article X. Conflict of Interest

10.1 Except as otherwise provided by law or in the Certificate of Incorporation, no contract or other transaction of the corporation will, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the corporation or any corporation, firm or association of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in, any such contract or other transaction.

Article XI. Personal Liability

11.1 The directors and officers of the corporation will not be personally liable for any debt, liability or obligation of the corporation except as such director or officer may be liable by reason of his or her own conduct or acts. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation

Article XII. Dissolution

12.1 In the event of the dissolution of this corporation, the assets will be given to the Dover Public Library or another tax-free organization relating to libraries selected by the Board of Directors and qualifying under section 501 (c) (3), IRS.

END

Amended and approved: April 8, 2009 Annual Meeting
Amended and approved: July 29, 2009 Quarterly Membership Meeting
Amended and approved: October 26, 2010 Quarterly Membership Meeting
Amended and approved: April 30, 2014 Annual Meeting
Amended and approved: April 27, 2022 Annual Meeting

10/31/14 MC
4/27/22 RA