

**CONSTITUTION AND BY-LAWS**  
of the  
**Friends of the Empire Library**

**ARTICLE I.           NAME**

The name of this organization shall be "Friends of the Empire Library".

**ARTICLE II.           PURPOSE**

The purpose of this organization shall be:

1. To create public support for an expanding library program.
2. To intensify awareness of the library by cultivating a closer relationship between the community and the library, and other organizations.
3. To promote knowledge of the functions and resources of the library.
4. To encourage gifts for the library.
5. To encourage improvement of library services.
6. To promote adequate housing of library facilities.
7. To provide financial assistance by purchasing items which are of great benefit to the library program, but cannot be purchased from public funds.
8. To promote cooperation with various community libraries.
9. To be organized for non-profit purposes of aiding the Empire Library, so no individual member of this group will derive profit there from.

**ARTICLE III.         MEMBERSHIP**

Section 1. Membership in this organization shall be open to interested individuals, organizations, and businesses.

Section 2. Each individual, organization or business shall be entitled to one vote. Family memberships shall have two votes.

Section 3. Annual dues shall be payable January 1st, but may be collected proportionally throughout the year as necessary.

**ARTICLE IV.         MEETINGS**

Section 1. The Board of Directors shall meet at least four times a year with a quorum being a minimum of half of the duly designated board members plus one.

Section 2. The membership meetings shall be held quarterly or as specified by the Board of Directors.

Section 3. The annual meeting shall be held during January/March, notices to be given not less than two weeks in advance. Quorum for this meeting shall be not less than 51% of active membership.

Section 4. Special meetings may be called by the president or any five members in good standing upon submitting a written request to the president. All members must be notified not less than two weeks prior to such a meeting.

#### ARTICLE V. OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers of this organization shall be: President, Vice-President, Secretary-Treasurer, one Director-at-Large, and the immediate past president.

Section 2. The Board of Directors shall consist of the elected officers, the director-at-large, and the immediate past president. The Librarian shall be an ex-officio member.

Section 3. The officers shall have the usual duties and authority exercised by officers of a non-profit organization.

Section 4. Funds shall be disbursed upon authorization of the Board of Directors. Checks shall be signed by the Treasurer and President.

#### ARTICLE VI. ELECTION AND TERMS OF OFFICE

Section 1. There shall be a nominating committee composed of three members selected by the Board of Directors, at least a month before the annual meeting.

Section 2. The officers and directors-at-large shall be elected by a majority vote of the members voting at the annual meeting.

Section 3. Vacancies shall be filled by appointment by the president and ratified by the Board of Directors. The appointee shall hold office until the next regular election.

#### ARTICLE VII. AMENDMENTS

These By-Laws may be amended at the annual meeting by a two-thirds vote of the members present, provided that the amendments are submitted in writing to each member in good standing at least two weeks before the annual meeting.

#### ARTICLE VIII. STANDING COMMITTEES

Section 1. The following standing committees may be appointed by the president and ratified by the Board of Directors:

- a) Membership
- b) Programs
- c) Newsletter, Public Relations, & Publicity
- d) Fundraising

Section 2. The Board of Directors may create special committees as the needs of the community arise.

ARTICLE IX. CLAUSES

1. Political Limitation Clause:

This organization endorses action and legislation that supports the mission statement of the library. Notwithstanding any other provision of these articles, the organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Revenue Law).

2. Dedication/Dissolution Clause:

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the organization, its assets remaining after payment, or provision for payment of all debts and liabilities of this organization shall be distributed to another Friends of the Library organization in Stanislaus County.

3. Limitation of Powers Clause:

This association shall not, except to an insubstantial degree, engage in any activities that are not in furtherance of the primary purposes of the association.

4. Income and Assets Clause:

Income and assets of this organization are exclusively dedicated to helping the Empire Public Library, and cannot be distributed directly to members during the active operations of the organization nor upon dissolution.

ARTICLE X. PARLIAMENTARY AUTHORITY

"Robert's Rules of Order Revised" shall be the parliamentary procedure where not inconsistent with these by-laws.

A parliamentarian may be appointed by the president and ratified by the Board of Directors.

Date of adoption: August 11, 2009