

BYLAWS FOR FRIENDS OF THE ATLANTIC PUBLIC LIBRARY

ARTICLE I. OBJECTS

The Friends of the Atlantic Public Library (hereinafter called the "Corporation") will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and objects set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions these Bylaws, the Corporation 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 1986 (or the corresponding provisions of any future United States Internal Revenue Law.)

b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE II. OFFICES

Section 2.1 Principal Office. The principle office of the Corporation in the State of Iowa shall be located at 507 Poplar Street, in the city of Atlantic, county of Cass. The Corporation may have such other offices, either within or without the State of Iowa as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2.2 Registered Office. The registered Office of the Corporation required by the Iowa Nonprofit Corporation Act, Chapter 504A, *Code of Iowa*, to be maintained in the State of Iowa may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered office may be changed from time to time by the Board of Directions.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1. General Powers. The business and affairs of the Corporation, including the control and disposition of its property and funds, shall be managed by its Board of Directors. The Board of Directors shall have sole authority to establish methods of contributions, accept or reject contributions or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements.

In accepting gifts, bequests, and devises it is in the intention that the directors will manage the affairs in such a manner so as to comply with the meaning of the terms and limitations of the Articles of the

Incorporation and these Bylaws so that such actions will not jeopardize the federal income tax exemption of this Corporation pursuant to the provisions of Section 501(c)(3) of the Internal Revenue Code of the 1986 as now in force or as may be amended.

Section 3.2. Number, Tenure, and Qualifications. The number of directors of the Corporation shall not exceed seven (7) and each shall serve for a term of one (1) year commencing with his or her appointment or until his or her successor shall have been appointed and qualified.

Section 3.3. Meetings. The Board of Directors shall hold a minimum of two meetings (one which shall be the annual meeting) per calendar year. Additional meetings of the Board of Directors may be called at the request of the President or other member of the Board.

Section 3.4. Annual Meeting. The annual meeting shall be held no later than 30 days following the completion of the Fall Book Sale. This meeting shall be open to all of the Corporation in good standing and any guest(s) invited by said members.

Section 3.5. Notice. Notice of any meeting shall be given at least ten (10) days prior and provided by any means considered appropriate and/or convenient (to include telephone calls, electronic message, and mail)

Section 3.6. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, majority of the directors present may adjourn the meeting without further notice.

Section 3.7. Vacancies. Any vacancy occurring in the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors may be filled by election by a majority of the then sitting Directors of the Corporation. A director so elected shall serve the unexpired term of his or her predecessor in the office or the full term of such a new directorship, as the case may be.

Section 3.8. Action(s) by Directors. Any action requiring a vote of the Directors must be entered into the minutes of the meeting. Actions taken without a meeting (i.e. conference call) is permitted so long as such action is recorded in the minutes.

Section 3.9. Resignation and Removal. Any director may at anytime resign by serving written notice thereof on the remaining directors. Membership on the Board of Directors may also be terminated by passage of a removal resolution of the Board of Directors after any director has missed more than three consecutive board meetings or for reasons determined to be in the best interests of the Corporation.

Section 3.10. Compensation. Directors shall serve without compensation, except reasonable expenses may be paid. However, to the extent deemed necessary by the Corporation, the Corporation may retain the services of a director other than in his or her capacity as a director and the director may be compensated for services so rendered at the Board of Directions may from time to time deem appropriate.

ARTICLE IV.
OFFICERS

Section 4.1. Officers' Appointment and Term of Office. The Officers of the Corporation shall be a President, Vice President, a Secretary, and a Treasurer. The officers shall be elected by majority vote of those present at the annual meeting for a term of one (1) year, with their term beginning the start of the new fiscal year.

Section 4.2. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in accordance with the provision of these Bylaws with respect to the original appointment to such office.

Section 4.3. President. The President shall be the principal executive office of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation there unto any documents requiring such signature and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.4. Vice President. In the Absence of the President, at the request of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties from time to time as may be assigned to him or her by the President or by the Board of Directors.

Section 4.5. Secretary. The Secretary shall:

- a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of the corporate records;
- d) keep a record of contact information of each member of the Board of Directors to include but not limited to telephone numbers, email address, and postal address.
- e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.6. Treasurer. The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and property of the Corporation;
- b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws;
- c) compile and distribute annually each director a report of the activities of the Corporation, including a statement of receipts and expenditures; and
- d) in general, perform all of the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer may be required to give a bond at the expense of the Corporation for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 4.7. Resignation and Removal. The same provisions of Section 3.9 shall be applicable to the offices.

Section 4.8. Salaries. The same provisions of Section 3.10 shall be applicable to the officers.

Section 4.9. Nomination and Election of Officers. Any member in good standing within the Corporation may be nominated for any office and for which he or she has consented. Nominations may be accepted from the floor. Elections will occur at the annual meeting.

ARTICLE V. INDEMNIFICATION

Section 5.1. Indemnification. Except for any prohibition against indemnification specifically set for the these Bylaws or in Chapter 504A, Code of Iowa, at the time indemnification is sought by any Member, director, officer, employee, volunteer or agent of the Corporation, the Corporation shall indemnify any person who was or is a party or is threatened to be made a part to any threatened , pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Member, director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise (such serving as a Member, director, officer, employee or agent of the Corporation at the request of the Corporation referred to herein as (“serving on behalf of or at the Corporation’s request”), against expenses (including attorney’s fees) judgments, fines and amounts paid in settlement actually and reasons incurred by him or her connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonable believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonable believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct is unlawful.

Section 5.2. Indemnification: Further Provisions. If a Member, director, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard conduct set forth in Section 1; such determination shall be made:

- a) by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
- b) in a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or
- c) if the requisite quorum of the full Board of Directors cannot be obtained through disinterested directions, in a written opinion by special independent legal counsel selected by a majority vote of the full Board of Directors in which directors who are parties may participate. Expenses incurred be defending a civil or criminal action, suit or proceedings as authorized in the manner provided in this

Section 2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth in Section 1 and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized here in. The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the Articles of Incorporation or Bylaws, any agreement, any vote of members or disinterested directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the Articles of Incorporation or Bylaws, by any agreement, or otherwise, for any breach of a duty of loyalist to the Corporation or its Members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has a person who has ceased to be a Member, director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions hereof.

ARTICLE VI.
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January in each year and end on the last day of December of that year.

ARTICLE VII.
SEAL

The Corporation shall have no corporate seal.

ARTICLE VIII.
AMENDMENTS

Amendments to these Bylaws may be made by a majority vote of those present at the annual meeting.

ARTICLE IX.
EXECUTIVE COMMITTEE

Section 9.1. The executive board shall consist of the officers of the organization and the chairmen of all standing committees. The librarian shall serve as ex-officio member of the executive board.

Section 9.2. The executive board shall have the authority to appoint committees consistent with the purposes of the organization.

Section 9.3. A majority of the executive board shall constitute a quorum.

ARTICLE X.
DUES

Section 10.1 Membership. Dues shall be payable annually and shall become due on the day of the annual membership meeting. There shall be four types of membership: 1) Individual; 2) Organizational; 3) Contributing; and 4) Life. Actual costs of dues is left to the discretion of the Board of Directors. Changes in dues can be made only with majority approval of the Board at the annual meeting.

ARTICLE XI.
PARLIAMENTARY PROCEDURE

Section 11.1. Roberts Rules of Order Revised, when not in conflict with these Bylaws, shall govern the proceedings of this organization.

Amended by the Membership at the Annual Meeting held the ___ day of _____ 2016.

