

BYLAWS OF THE FRIENDS OF THE OSKALOOSA PUBLIC LIBRARY, INC.

ARTICLE I – NAME

Section 1. The name of this corporation shall be The Friends of the Oskaloosa Public Library, Inc., hereinafter referred to as FOOLs, Inc.

Section 2. The headquarters of FOOLs, Inc. is located at the Oskaloosa Public Library, 315 Jefferson, Oskaloosa, Kansas 66066.

ARTICLE II – PURPOSE

Section 1. The purpose of FOOLs, Inc. shall be to maintain a nonprofit organization of interested persons to advance and encourage appreciation, understanding, enjoyment, and public use of the educational and cultural facilities at the library, and to cooperate, when appropriate, with other groups to improve the cultural activities of the community, conduct fundraising, and support the library's mission and plans.

Section 2. The FOOLs, Inc. shall operate in full compliance with the State of Kansas Statute 17- 6001, et seq.

ARTICLE III – MEMBERSHIP

Section 1. Any person or organization who supports the purposes of FOOLs, Inc. may become a member by the payment of annual dues in effect at the time. Members are known as Friends.

Section 2. The dues schedule shall be approved by vote of the FOOLs, Inc. at its annual meeting.

Section 3. Each member shall be entitled to cast one vote on all matters which come before a meeting of the FOOLs, Inc.

ARTICLE IV – OFFICERS

Section 1. The management of the FOOLs, INC. shall be vested in a board of directors ("the board") consisting of at least 3 but not more than 7 members, including the officers. One member shall serve "at Large".

Section 2. The officers of the FOOLs, Inc. may include a president, vice president, treasurer, and secretary, each being a board member.

Section 3. The term of the board members is two consecutive years; however, they may continue to serve, if reelected, for an additional term. The initial terms will be assigned staggered terms, such that half of the terms thereafter will expire each year.

Section 4. The president shall appoint a nominating committee chairperson who shall be either a director or a Friend from the general membership. He/she shall appoint at least two Friends to serve on this committee. Included in the committee must be a member from the preceding year. The committee shall present a slate of nominees for election as officers and directors at the annual meeting of FOOLS, Inc. Election requires a majority vote by those present.

Section 5. When a vacancy occurs among the officers, the nominating committee shall present for nomination one or more names of current Friends to fill the unexpired term to the board. Vacancies shall be filled by a majority vote of directors at any duly constituted meeting of the board.

Section 6. Vacancies among the officers may be left open until the next annual meeting or may be filled at any regular board meeting by a vote of the majority. Officers so elected serve until the next annual meeting, when they could stand for election to a full term as outlined in Section 3 above.

ARTICLE V – DUTIES OF THE OFFICERS

Section 1. The president shall preside at all meetings of the FOOLs, Inc. and of the board and may appoint standing committees (membership, program, public relations, etc.) and the chairpersons thereof. The president is an ex officio member of all committees, except the nominating committee.

Section 2. The vice president shall, in the absence or disability of the president, perform all the functions of the president.

Section 3. The treasurer shall be responsible for handling all monies of the FOOLs, Inc., including the signing of checks and shall keep appropriate and accurate records. A financial report shall be presented at all meetings of the board and at the annual meeting of the FOOLs, Inc.

Section 4. The secretary shall keep a record of all meetings of the board and of the FOOLs, Inc. The secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance. At the end of each year, the secretary shall provide a complete set of the official minutes to the Friends Office for long-term retention.

ARTICLE VI – MEETINGS

Section 1. The annual meeting of the FOOLs, Inc. shall be held once a year, at a time and place determined by the board. Action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent two weeks in advance of the date thereof.

Section 2. Special meetings of the FOOLs, Inc. may be called by the president or the board or upon written request of five members. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all association members.

Section 3. Regular meetings of FOOLS, Inc. shall take place at least four times a year. Three (3) board members shall constitute a quorum, and motions shall be carried by a vote of the majority of members present. Proxy or virtual voting is allowed. Notices shall be sent to members at least one week before the meeting. Special meetings may be called by the president with at least forty-eight hours' notice.

Section 4. The director of the library, president of the board of Oskaloosa Public Library and/or other staff members will be invited to participate in board meetings on a non-voting basis.

ARTICLE VII – FISCAL PERIOD

Section 1. The fiscal year of the association shall start on January 1 and end on December 31.

ARTICLE VIII – CONFLICT OF INTEREST

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the association. Where conflict of interest may be thought to exist for a board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

ARTICLE IX – AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those present at a meeting of the FOOLs, Inc. provided that the meeting notice contains specific notice of Intention and that a summary of proposed change/changes is included.

ARTICLE X – PARLIAMENTARY PROCEDURE

When any formality beyond the ordinary courtesies of joint action is required, Robert's Rules of Order (most recent edition) shall govern the proceedings.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the organization, any assets shall be distributed to the Oskaloosa Public Library, Oskaloosa, Kansas 66066.

These Bylaws were adopted on March 6, 2022

President

Secretary