

BYLAWS OF THE FRIENDS OF THE JUANITA E. THORNTON-SHEPHERD PARK LIBRARY

ARTICLE I

Identification

1.1 Name. The name of the corporation is Friends of the Juanita E. Thornton-Shepherd Park Library (hereinafter referred to as the “Friends”).

1.2 Offices. The principal office of the Friends shall be located in the District of Columbia, at such place as the Board of Directors shall from time to time designate.

1.3 Fiscal Year. The fiscal year of the Friends shall be from January 1 to December 31 of each year.

ARTICLE II

Purposes

2.1 Purposes. The Friends is organized and shall be operated exclusively for religious, charitable, scientific, and/or educational purposes as may qualify it for tax-exempt status, under Section 501(c)(3) of the Internal Revenue Code of 1986. These purposes include but are not limited to supporting the activities of the Juanita E. Thornton-Shepherd Park Library so that it may be a vibrant center of activity for its visitors and support the overall mission of the DC Public Library system.

ARTICLE III

Prohibited Activities

3.1 Prohibited Activities. No part of the net earnings of the Friends shall inure to the benefit of, or be distributable to the members, directors or officers of the Friends, except that the Friends shall have the authority to pay reasonable compensation for services actually rendered to or for the Friends. Apart from testimony and activities related to the D.C. Public Library's operations, no substantial part of the activities of the Friends shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Friends shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3.2 Notwithstanding any other provision of these bylaws or of the articles of incorporation of the Friends, or any provision of the District of Columbia governing or pertaining to the Friends, the Friends shall not engage in or carry on any activities not permitted to be carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal income tax law) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal income tax law).

ARTICLE IV

Membership

4.1 Membership. Membership in the Friends shall be open to all individuals and organizations sympathetic with its purposes. Membership shall begin upon payment of dues and a written request to join the membership in a form agreed upon by the board. Continued membership shall be subject to the payment of annual dues.

4.2 Dues. The amount of dues shall be decided annually by the board. The board may set dues rates for different levels of membership. Regardless of the level of membership, each member is entitled to one vote.

4.3 Meetings. Meetings of the members shall be held at the Juanita E. Thornton-Shepherd Park Library or at such other place or places as shall be designated by the Board of Directors.

4.4 Annual Meeting. The annual meeting of the members of the Friends for the election of directors and officers and transaction of other business shall be set by the Board of Directors. Failure to hold the annual meeting at the designated time shall not constitute a forfeiture or dissolution of the Friends.

4.5 Special Meetings. Special meetings of the membership may be called by the Board of Directors, the President, or one quarter of the membership.

4.6 Notice of Meetings. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten or more than fifty days before the date of the meeting by mail or electronically, by or at the direction of the President or the Board of Directors, to each member entitled to vote at such meeting.

4.7 Voting. All matters, except as otherwise provided herein, shall be decided by a vote of a majority of the Board of Directors.

4.8 Quorum. A quorum shall consist of those present and eligible to vote. Each active member that is in good standing shall be entitled to one vote.

ARTICLE V

Board of Directors

5.1 General Powers; Number; Tenure. The business and affairs of the Friends shall be managed by its Board of Directors, which shall exercise all powers of the Friends and perform all lawful acts and things which are not by law, the articles of incorporation, or these bylaws, directed or required to be exercised or performed by, or are conferred upon or reserved to, the members. The elected officers of the Friends shall also serve as directors. The total number of directors, including the elected officers, shall be 7, unless increased or decreased pursuant to the following provisions, but shall never be less than three. A majority of the entire Board of Directors may, at any time, increase or decrease the number of directors of the Friends, subject to the foregoing limitation. The tenure of office of any director shall not be affected by any decrease in the number of directors so made by the Board.

Members of the initial Board of Directors shall hold office until the first annual meeting of members and until their successors have been elected and qualified. Thereafter the directors shall be elected by a majority vote of those members present at the annual meeting of the members, and each director elected shall hold office until the next succeeding annual meeting and until such director's successor is elected and shall qualify, or until their death or resignation, as provided in these bylaws.

5.2 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to such action is signed by a majority of the members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board.

5.3 Vacancies. Any vacancy occurring in the Board of Directors for any reason other than an increase in the number of directors shall be filled by the president, subject to a vote by a majority of the remaining members of the Board. A director elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting.

5.4 Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Friends. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery to the Board of Directors or the designated officer.

5.5 Removal. A director shall be removed exclusively by the procedure hereinafter provided. Before any director may be removed, written charges specifying the alleged sufficient cause which is detrimental to the best interest of the Friends shall be filed with the Secretary, and a copy thereof shall be served on the director charged, and he/she shall be given the opportunity, at a meeting of the members, to be heard on the subject of the charges. At any meeting of the members duly called, the affirmative vote of two-thirds of all the members present shall be necessary to effect such removal.

5.6 Place of Meetings. Meetings of the Board of Directors shall be held at such place or places, including via video conference, as shall from time to time be directed by the Board.

5.7 Annual Meeting. The annual meeting of each newly elected Board of Directors shall be held immediately following the annual meeting of the members, and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting. Thereafter the directors shall be elected by a majority vote of those members present and voting at the annual meeting of the members.

5.8 Regular Meetings. Additional regular meetings of the Board of Directors may be held, at such time and place as may be determined by the Board of Directors, with at least 24 hours' notice.

5.9 Special Meetings. Special meetings of the Board of Directors may be called by the President, or by two or more directors, with five days' notice to each director if such notice is delivered in writing. Special meetings also include virtual meetings, such as conference calls or electronic discussions.

5.10 Electronic Board Meetings. Any one or more Directors may participate in a meeting of the Board by means of a telephone conference or similar telecommunications or application, which allows all persons participating in the meeting to hear each other. Participation by electronic means shall be equivalent to in person presence at the meeting for purposes of determining if a quorum is present.”

5.11 Quorum. A simple majority of members of the board shall constitute a quorum, provided, however, that the members actually present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

ARTICLE VI

Officers

6.1 Officers. The Friends shall have a President, Vice-President, Secretary, Treasurer, and Assistant Treasurer. The officers shall also serve as members of the Board of Directors. Two or more offices may be held by one person except the offices of President and Secretary.

6.2 Nomination of Officers. Candidates for office will be nominated by the Board of Directors. Membership may recommend nominations to the board. Nominations will be submitted to the membership in writing with the consent of the nominees not less than ten days prior to the meeting at which elections are to be held. Additional nominations may be made from the floor.

6.3 Election of Officers. Officers shall be elected by a majority vote of those members present. Officers serve for one year and may be reelected. Offices that become vacant may be filled by a majority vote of the Board of Directors until the next election.

6.4 Election of officers shall be held at the annual membership meeting. Officers shall assume their duties immediately.

ARTICLE VII

Duties of Officers

7.1 President. The President will manage the day-to-day business of the Friends in consultation with the Board of Directors; preside over and conduct meetings; make arrangements for membership meetings, including the non-business portion of the program; appoint all committee chairpersons with the concurrence of the Board of Directors and serve as an ex-officio member of such committees; and act as the official representative of the Friends. The President shall also make an effort to attend all Federation-level meetings or may request another board member attend in his or her place.

7.2 Vice-President. The Vice-President shall, in the absence of the President, or in the event of the President's disability, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as from time to time may be assigned by the President or the Board of Directors.

7.3 Secretary. The Secretary shall give, or cause to be given, notice of special meetings of members the Board of Directors. The Secretary shall keep a record of the membership of the Friends and shall keep the minutes of the meetings of the members, Board of Directors. The Secretary shall also see that the books, reports, statements, and all other documents required by law are properly kept and filed.

7.4 Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Friends, and shall deposit all money and other valuable effects in the name and to the credit of the Friends in such depositories as shall be designated by the Board of Directors. The Treasurer shall disburse the funds of the Friends, working in close cooperation with the President, as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the board at regular meetings to the membership at annual meetings, or whenever the President may require it, , an account of all transactions of the Friends and its financial status.

7.5 Assistant Treasurer. The Assistant Treasurer shall aid the Treasurer in the performance of duties and help to assure that the Friends are in compliance with all necessary legal corporate or financial requirements.

7.6 Financial Transactions. The President, Secretary, Treasurer, and Assistant Treasurer or such other officers as designated by the Board of Directors shall be the only persons having the authority to sign any evidence of indebtedness of the Friends. All financial transactions, drafts, notes, and evidence of indebtedness of the Friends shall be agreed upon by a majority vote from the board.

7.7 Resignation. Any director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Friends. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery to the Board of Directors or the designated officer.

7.8 Removal. An officer shall be removed exclusively by the procedure hereinafter provided. Before any officer may be removed, written charges specifying the alleged sufficient cause which is detrimental to the best interest of the Friends shall be filed with the Secretary, and a copy thereof shall be served on the officer charged, and he/she shall be given the opportunity, at a meeting of the members, to be heard on the subject of the charges. At any meeting of the members duly called, and at which there is at least one quarter, the affirmative vote of two-thirds of all the members present shall be necessary to effect such removal.

ARTICLE VIII

Standing Committees

8.1 Standing Committees. The Board of Directors may establish standing committees or other committees as the need arises.

8.2 Chairpersons of Committees. Chairpersons of the standing committees and of the working groups will be designated by the president with Board approval.

ARTICLE IX

Notice

9.1 Form; Delivery. Whenever, under the provisions of law, the articles of incorporation, or these bylaws, notice is required to be given to any director or member, such notice shall be in writing and shall be personally delivered or electronically addressed to such director or member. Such notice shall be deemed to be given at the time it is sent. Notice given by personal delivery shall be deemed received effective upon receipt. Any notice by email shall be deemed received upon the sender's receipt of an acknowledgment from the intended recipient (such as by the return receipt requested function, return email, or other written acknowledgment).

9.2 Waiver. Whenever any notice is required to be given under the provisions of law, the articles of incorporation, or these bylaws, to any director or members of any committee, a written waiver thereof, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting without protesting at the commencement of the meeting the lack of notice thereof, shall be conclusively deemed to have waived notice of such meeting.

9.3 Limitation of Liability To the extent permitted by law, if the Friends is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (a "501(c)(3) nonprofit"), and the Friends has annual total functional expenses (exclusive of grants and allocations) of less than \$100,000, then regardless of the Friends insurance coverage, the Friends is not liable for the conduct of Officers, Directors or other persons who perform services for the Friends and who do not receive compensation other than reimbursement of expenses (for purposes of this Section 9.3, collectively, "volunteers").

(1) To the extent permitted by law, volunteers of the Friends shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the Friends. To the extent required by law, the limitation of liability for volunteers shall not apply when the injury or damage was a result of the volunteer's willful misconduct, crime (unless the volunteer had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or act or omission that was not in good faith and was beyond the scope of authority of the Friends pursuant to applicable law or the Friends Articles of Incorporation.

ARTICLE X

Amendments

10.1 Bylaws. Amendments to these by-laws may be made at any meeting of the members held pursuant to the provisions of Article IV of these bylaws by a majority vote of those present and voting at the meeting

ARTICLE XI

Parliamentary Procedures

11.1 Rules. Robert's Rules of Order Revised shall govern the meetings of the Friends when not in conflict with these bylaws.