

**BYLAWS OF
FRIENDS OF ANOKA COUNTY LIBRARY**

This instrument constitutes the Bylaws of Friends of Anoka County Library, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

CORPORATE SEAL

1.1 This corporation shall not have a seal.

ARTICLE II

MEMBERSHIP

2.1 Mission

The mission of the corporation is to stimulate and organize public support, understanding and use of the Anoka County Library; to focus positive public attention on the Library; to support the Library in developing library services, facilities, activities and programs; and to encourage and receive gifts for the benefit of the users of the Anoka County Library.

2.2 Membership

Persons interested in the mission of the organization may become members by paying annual dues and will be entitled to vote and have equal rights in preferences in matters not otherwise provided for by the Board.

The Board shall determine at its discretion membership levels and amounts.

Membership of this corporation shall consist of the following classes:

Kids	\$5
Basic	\$10
Contributor	\$25
Sponsor	\$50
Patron	\$100
Benefactor	\$200
True Friend	\$500

2.3 Honorary Members

The Board of Directors may elect as honorary members those who have shown a particular dedication to the purposes of the corporation and to the Library. Honorary members are not required to pay yearly dues.

2.4 Voting Rights

Each dues paying member will be entitled to one (1) vote. There will be no absentee or proxy voting.

2.5 Membership Year

The membership year will be from January 1 to December 31. There shall be no proration of yearly dues. However, if one becomes a member of the Friends of the Anoka County Library after September 1 in any year, the membership will then extend the next full calendar year.

ARTICLE III

MEETINGS OF MEMBERS

3.1 Annual Meetings

Regular meetings of voting members shall be held annually, in the second week of January each year or at a time, date and place determined by the Board of Directors, for the purpose of electing of the Board of Directors and Officers, reporting the year's activities and planning activities for the coming year.

3.2 Other Meetings

Other membership meetings will be called for any purpose at any time by the president, or upon written request of four (4) members of the Board of Directors (except ex officio members), or by written request of five percent (5%) of members in good standing. Business transacted at these meetings will be confined to the purpose stated in the written notice of the meeting.

3.3 Notice of Meetings

Written notice stating the time, date and place of any meeting of members shall be given to each member in good standing at least two (2) weeks prior to but not more than sixty (60) days before the meeting.

3.4 Quorum

Unless otherwise provided by law or these Bylaws, a quorum for a meeting of members is ten percent (10%) of the members entitled to vote at the meeting.

3.5 Except where a larger portion or number is required by law or by these Bylaws, the members may take action by the affirmative vote of a majority of the members present at a duly held meeting.

3.6 An action required or permitted to be taken at a meeting of the members may be taken without a meeting by written action signed by all of the members entitled to vote on that action. The written action is effective when it has been signed by all of those members, unless a different effective time is provided in the written action.

3.7 An action that may be taken at a regular or special meeting of the members may be taken without a meeting by written ballot as provided for in Minnesota § 317A.447.

ARTICLE IV

BOARD OF DIRECTORS

4.1 General Powers

The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the members.

4.2 Number, Tenure and Qualifications

The corporation's Board of Directors will be no less than seven (7) and no more than eighteen (18), as determined by the Board of Directors. Directors will be elected by the general membership at the annual membership business meeting.

Directors will hold office for a term of two (2) years, except for the initial Board that will be elected for staggered terms. Directors will hold office until their successors take office.

Directors must be dues paying members of the corporation.

4.3 Vacancies

The Board will fill any vacancy on the Board of Directors through an election. A majority vote of the remaining members of the Board is required to fill a vacancy. A person

elected as Director in this way will hold office for the unexpired term of his or her predecessor.

4.4 Ex Officio Member

The Director of the Anoka County Library, or the Director's representative, will be an ex officio, non-voting member of the Board of Directors.

4.5 Removal

Board members or officers may be removed with or without cause by a majority vote of the Board of Directors present at a properly called meeting.

ARTICLE V

OFFICERS

5.1 Officers and Tenure

Officers will be elected by the general membership at the annual membership meeting for a term of two (2) years and will serve until a successor has been elected. The officers of the organization will be president, vice-president, secretary, treasurer and other officers as may be chosen by the Board of Directors. In addition to the duties described in these Bylaws, officers may have other duties as determined by the Board of Directors. Officers must be members in good standing and will be members of the Board of Directors.

5.2 President

The president will oversee the long term goals and purposes of the corporation and will preside at meetings of the members and Board of Directors, see that all orders and resolutions of the Board are put into effect and will appoint and be an ex officio member of all committees except nominating.

5.3 Vice President

In the absence or disability of the president the vice president will assume the power and duties of president. The vice president will assist the president as requested.

5.4 Secretary

The secretary will record the minutes of meetings of the members and of the Board, maintain the minutes of the corporation, maintain membership files and records, send proper meeting notices and conduct the correspondence of the organization.

5.5 Treasurer

The treasurer will maintain accurate financial records and conduct the financial business of the corporation and will review those records with the Board of Directors and members when requested.

5.6 Resignation/Vacancies

5.6.1 An officer may resign at any time by giving written notice to the secretary. The resignation is effective when received unless another date is specified.

5.6.2 Any officer may be removed, with or without cause, by affirmative vote of the majority of Directors at a duly held meeting the Board of Directors for which notice stating such purpose has been given.

5.6.3 A vacancy of the office because of death, resignation or removal may be filled by the Board of Directors.

ARTICLE VI

COMMITTEES

6.1 Committees

The Board may direct that standing or ad hoc committees be established. The president, with approval of the Board of Directors, will appoint committee chairs; committee chairs will recruit committee members.

6.2 Nominating Committee

The Board will appoint a nominating committee that will present a slate of officer candidates to the Board and to the membership prior to the annual meeting. Nominations may also be made from the floor at the meeting, with consent of those nominated.

ARTICLE VII

MEETINGS OF THE BOARD OF DIRECTORS

7.1 Regular Meetings

Regular meetings of the Board of Directors will be held at dates and times specified by the Board.

7.2 Special Meetings

The president may call special meetings of the Board of Directors. Any two (2) members of the Board may make a written request for a special meeting, and the president or secretary will then call such a meeting.

7.3 Notice

The secretary will send written notice to each Director at the most recent address shown in corporation records of any meeting of the Board at least five (5) days prior to the meeting.

7.4 Quorum

A majority of the Board of Directors then in office will constitute a quorum and is necessary for the transaction of business at any meeting.

7.5 Majority vote

A vote by a majority of the voting members present at a Board meeting is necessary to pass measures, unless the act of a different number is required by law or by these bylaws.

7.6 Executive Committee

The Executive Committee will be composed of the president, vice-president, secretary, and treasurer. The Executive Committee will act only in the interval between meetings of the Board and only as authorized by the Board. A majority of the Executive Committee will constitute a quorum. The president may call meetings of the Executive Committee.

7.7 Voting by Proxy

There will be no absentee or proxy voting by the Board of Directors or Executive Committee.

ARTICLE VIII

FISCAL YEAR

8.1 Fiscal Year

The fiscal year will be from January 1 to December 31 each year.

ARTICLE IX

FINANCES

9.1 Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

9.2 All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

9.3 All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

9.4 The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

9.5 Title to all property shall be held in the name of the corporation.

9.6 A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE X

AMENDMENTS TO BYLAWS

These bylaws may be amended at any properly called meeting of the members of the corporation by the affirmative vote of a simple majority of the members present and voting, provided that written notice of the intent to amend the bylaws has been mailed to all members at least two (2) weeks before the meeting.

ARTICLE XI

STANDARD OF CARE

Each officer and Director of this corporation shall discharge his or her duties in good faith, in a manner the person reasonably believes to be in the best interest of the corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE XII

INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, director or officer of the corporation or serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such other person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE XIII

PARLIAMENTARY PROCEDURES

13.1 Roberts Rules of Order

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

These bylaws have been adopted by the unanimous action of the Board of Directors of the Friends of the Anoka County Library on Monday, April 7, 2003.

FRIENDS OF ANOKA COUNTY LIBRARY

By _____
Its _____
Date _____

Amended: August 2006

Amended: April 2009

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