

By-Laws of Friends of Birch Bay Library

I. Name

The name of the organization is Friends of Birch Bay Library (FOBBL).

II. Purpose and Activities

The purpose of the organization is to advocate for and support a branch library of the Whatcom County Library System (WCLS) in the community of Birch Bay. Activities may include, but are not limited to, fundraising and sponsoring programs to promote learning and community involvement.

The FOBBL *Development Committee* shall be primarily responsible for all fundraising activities, working in coordination with the Communications Committee, the Whatcom County Library Foundation (WCLF) and others as necessary.

The FOBBL *Communications Committee* shall be primarily responsible for the creation and publication of all printed or electronic promotional activities, in coordination with the Development Committee and others as necessary. Communications and services directly related to large-scale fundraising will be carried out under the direction of the Committee.

The FOBBL *Events Committee* shall be primarily responsible organizing events proposed by the Development Committee and/or the Board of Directors.

III. Membership

A. Eligibility

1. Membership shall be open to all individuals who support its purpose and activities.
2. Membership shall be determined by payment of a suggested annual fee of \$10, an amount deemed appropriate by the potential member, or submission of a request for a waiver of any fee.
3. Membership period shall be June 1- May 31 of the following year.

B. Meetings

1. An Annual General Meeting (AGM) will be held during the month of June each year, at which time an annual report of the organization is presented. Members who cannot attend the AGM may sign a proxy, assigning their voting rights to another member. Any proxy must be provided to the Secretary by the start time of the AGM.
2. The Board of Directors (BOD) may, by majority vote, call a Special General Membership (SGM) meeting with a minimum 15 days' notice.

C. Elections

The Board of Directors shall be a maximum of eleven (11) members elected as follows:

1. Eight (8) board members shall be elected by a majority vote of the membership. Prior to voting, nominations for board positions shall be opened and made by the members in attendance or by proxy. However, the vacant positions will not be decided by the membership but the BOD.
2. Three (3) additional Board positions shall be filled by the Chairpersons of the Development, Communications and Events committees. The Chairpersons are elected by their respective committees.
3. The officers shall be President, Vice President, Secretary and Treasurer.
4. The term of Board Members shall be two years.

IV. Board of Directors

The BOD shall provide activities oversight of Officers and all Committees, ensuring that business is conducted in a proper manner and in accordance with goals of the organization.

A representative of WCLS shall be the primary liaison between WCLS and FOBBL.

A. Responsibilities of FOBBL Board Members

1. Attend board and committee meetings and functions, such as special events.
2. Abide by the organization's bylaws (available online).
3. Actively support the organization's mission, services, policies and programs.
4. Review agenda and supporting materials prior to board and committee meetings.
5. Offer to serve on committees or task forces and to take on special assignments.
6. Advocate for the organization with your contacts.
7. Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization.
8. Keep up-to-date on developments in the organization's field.
9. Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.
10. Participate in fundraising and outreach activities.

B. Duties of the Officers

1. The *President* shall set agendas, preside over all meetings, and provide leadership and direction for the FOBBL organization.
2. The *Vice President* shall preside over meetings in the absence of the President and assist the President as necessary.
3. The *Secretary* shall record, distribute, and archive agendas, minutes, reports and correspondence of the organization. The minutes of previous meetings and agenda for the next meeting shall be delivered to the BOD not less than one week prior to any scheduled meeting.

4. The *Treasurer* shall maintain control over all FOBBL funds, keep full and accurate records of all receipts and disbursements, deposit and disburse funds as authorized by the BOD, prepare any necessary tax returns, the annual financial report and other reports as required by Federal and State Authorities.

C. Meetings

1. The BOD shall determine the frequency, time and location of all meetings. All members of FOBBL are welcome to attend those meetings. Notice of said meetings will be given not less than one week before. Email notice shall be sent to all members who have provided an email address and by posting the meeting date, time and location on the FOBBL website and Facebook page.
2. General members are invited to attend the BOD meetings and may participate in discussion of agenda items without the right of voting. If a general member wishes to speak on a topic not on the agenda they shall advise the Secretary in advance, so they may be added to the agenda. Unplanned speakers will be allowed three minutes for their presentation, with additional time allowed by the BOD when deemed appropriate.
3. BOD Meetings shall be chaired by the President and conducted in an orderly and efficient manner. The BOD may go into Executive Session, at which time general membership is not allowed.
4. A quorum shall require five members of the Board. Without a quorum, discussion may be conducted; however, no vote may take place.
5. Other meetings may be held as deemed necessary, either in person or remotely. Voting remotely may only be conducted when required for the efficient operation of FOBBL.

D. Conflict of interest

Should any Officer or Board Member have or appear likely to have, a conflict of interest on any given matter, as determined by a majority of the BOD, that individual shall not participate in voting on any aspect concerning said matter.

E. Removal

Any Officer or Board member may be removed by a majority vote of the BOD after demonstrating reasonable cause for taking such action.

F. Vacancies

Any board vacancy that occurs within 90 days prior to the AGM, shall be filled at the AGM. Duties will be reassigned as necessary. More than 90 days prior to the AGM, a board member will be appointed by the BOD to fill any Officer vacancy. An empty board seat will be temporarily filled, by the BOD, from the FOBBL membership and the seats will be ratified at the next AGM.

V. Amendments

Amendments to the by-laws can be made by a majority vote of the BOD at any general, regular or special meeting.

VI. Indemnification

Board members shall not be personally liable for debts, liabilities, or other obligations of the organization.

VII. Dissolution

In the event of the dissolution of this organization all assets shall go to the Whatcom County Library Foundation.

This revision of the FOBBL By-Laws was discussed and approved at the 04/08/2019 BOD meeting.