

**Adopted October 23, 2013**  
**Amended November 20, 2019**

**THE FRIENDS OF THE FALLS OF SCHUYLKILL BRANCH  
OF THE FREE LIBRARY OF PHILADELPHIA**

**BYLAWS**

**ARTICLE I: NAME**

The name of this organization shall be The Friends of The Falls of Schuylkill Branch of The Free Library of Philadelphia, also known as “The Friends of The Falls of Schuylkill Library.”

**ARTICLE II: PURPOSE**

The Friends of The Falls of Schuylkill Library shall be a nonprofit organization of volunteers intended to be tax-exempt under the section 501(c)(3) status of The Friends of the Free Library of Philadelphia. The purposes of the organization are to promote awareness and use of the library resources and to stimulate advocacy, fundraising and volunteerism. Specifically:

Section 1. To promote knowledge of the resources, services, needs and values of the library.

Section 2. To secure the support of the community in fundraising and augmenting other services not provided for in the City Budget.

Section 3. To encourage gifts of books, collections, endowments, and bequests to The Falls of Schuylkill Branch and to The Friends of the Falls of Schuylkill Branch Library.

Section 4. To work with other Friends groups to support the Free Library system and to enhance the quality of library service in Philadelphia.

Section 5. To support desirable legislation that will benefit The Free Library of Philadelphia.

Section 6. To lend support to The Falls Branch Librarian when appropriate.

### **ARTICLE III: MEMBERSHIP AND DUES**

Section 1. Membership in The Friends of the Falls of Schuylkill Library shall be open to all individuals and organizations interested in the purposes of the organization. An individual or organization that desires to become a Member may do so upon completion of a membership application and the payment of the appropriate dues.

Section 2. The Board of Governors shall fix the amount of dues required to be paid by Members. Dues shall be paid annually on a July 1 to June 30 fiscal year basis.

Section 3. Each Member in good standing is entitled to one vote at meetings of the organization.

### **ARTICLE IV: GOVERNING BODY**

The Board of Governors of the Friends of the Falls of Schuylkill Library, referred to as the "Executive Board," shall be its governing body and shall consist of the Officers of the organization named in Article V, the immediate past President, a Branch Librarian as ex officio, and the chairs of the Standing Committees.

### **ARTICLE V: OFFICERS**

Section 1. The Officers of the organization shall be a President, Vice-President, Treasurer, and Secretary.

Section 2. Officers shall be nominated at least four weeks before the annual meeting of Members by the Nominating Committee. The Nominating Committee shall consist of a Chair appointed by the President, plus two members selected by the Chair from the General Membership. Additional nominations may be made in writing by any Member, with the consent of the nominee. Such additional nominations must be received by the Secretary at least five days before the annual meeting.

Section 3. Officers shall be elected by a majority vote of those Members in good standing present at the annual meeting. The President and Treasurer shall be elected for two-year terms in the even numbered years. The Vice President and Secretary shall be elected for two-year terms in the odd numbered years.

Section 4. No position may be held for more than two consecutive terms. If, however, at the end of an officer's second term a replacement officer for the position cannot be found after a search by the Nominating Committee, the existing officer may be nominated for another term with the approval of a majority of the Executive Board.

Section 5. Election of officers shall be by a voice vote of Members or, if more than one person is nominated for the same office, by a secret ballot. The candidate for any office receiving the largest number of votes cast for that office by the Members present at the annual meeting shall be declared elected.

Section 6. Should any officer be unable to complete a term of office, the Executive Board shall appoint a successor to serve until the next annual meeting.

## **ARTICLE VI: DUTIES OF OFFICERS**

Section 1. President: To preside over and conduct meetings, to appoint all committees, except as limited herein, and to be an ex officio member thereof; to notify the Executive Board of the time and place of meetings and, in advance of each meeting, to send to the Executive Board the agenda for the meeting; and to conduct and/or to delegate the correspondence of the organization, as needed.

Section 2. Vice-President: To perform the duties of the President in the absence of the President and to assist the President and Secretary as requested.

Section 3. Treasurer: To keep and maintain the financial records of the organization. An internal audit of the Treasurer's records shall be made annually by a committee selected from the Executive Board and/or the general membership or by an appropriate professional. Such audit is to be completed within 90 days after the end of the fiscal year.

Section 4. Secretary: To record attendance at meetings of the Executive Board and to take minutes of all meetings; to send reports, notices, and other information of interest to Members, as required; and, if requested by the President, to notify the Executive Board of the time and place of meetings; and to conduct the correspondence of the organization.

## **ARTICLE VII: COMMITTEES**

Committees shall be established by the Executive Board and shall have such powers and duties as the Executive Board shall determine. Committee chairs shall be appointed by the President, with the approval of the Board.

## **ARTICLE VIII: MEETINGS**

Section 1. An annual meeting of the Members shall be held on a date in October or November to be determined by the President. The Secretary shall notify Members of the meeting at least three weeks prior to the date of the meeting.

Section 2. The Executive Board may call a special meeting of the Members at any time. The Secretary shall notify Members of a special meeting at least one week prior to the date of the meeting.

Section 3. The Executive Board shall meet at least once a year. The President may call a special meeting of the Executive Board at any time. The presence of a majority of the Executive Board at any meeting shall constitute a quorum for the conduct of business.

Section 4. A member of the Executive Board may participate in a meeting of the Executive Board by means of a conference telephone call or other means of communication that enables all participants to simultaneously hear one another. Such participation shall constitute presence in person.

#### **ARTICLE IX: AMENDMENTS**

Amendments to these By-laws may be made at any annual or special meeting of the Members by a two-thirds vote of the Members present.

#### **ARTICLE X: PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, revised, when not in conflict with these Bylaws, shall govern the proceedings of the Executive Board and of the membership.