

BYLAWS OF
FRIENDS OF LIBRARIES IN OKLAHOMA, INC.
Ratified January 31, 2020

PROLOGUE AND MISSION STATEMENT: These bylaws have been adopted to facilitate the orderly working of the Friends of Libraries in Oklahoma, Incorporated (commonly known and hereinafter referred to as FOLIO) in pursuit of its mission, strengthening libraries in Oklahoma through Friends of Libraries.

ARTICLE I

Offices

Section 1.1 Offices. The principal office of FOLIO shall be located at Tulsa City-County Library, 400 Civic Center, Tulsa, Oklahoma 74103; mailing address P. O. Box 702585, Tulsa, OK 74170. FOLIO may have such other offices within the State of Oklahoma as the Board of Directors may from time to time establish.

Section 1.2 Registered Office and Registered Agent. FOLIO shall continuously maintain a recognized registered office in the State of Oklahoma with the Oklahoma Secretary of State, as a nonprofit association, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of FOLIO in the State of Oklahoma, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 1.3 Records are retained by the officers prior to deposit in the FOLIO archives at the Oklahoma State University Library.

ARTICLE II

Membership

Section 2.1 Members. The members of FOLIO for each year shall be those persons who have paid membership dues.

Section 2.2 Categories of membership. Categories of membership and dues shall be determined by the Board of Directors and published annually by the Secretary.

Section 2.3 Duration of membership. All memberships shall be for a period of one fiscal year, beginning July 1 and ending June 30; provided that the Board may, in particular cases, appoint members by resolution for periods of time in excess of one year in recognition of special services or contributions to FOLIO or for other good cause.

Section 2.4 Classification and Dues. The Board of Directors may, from time to time, create or abolish classes of membership, set, alter, and amend dues and other qualifications of

membership, and generally fix the conditions and privileges of membership in FOLIO.

Section 2.5 Annual Membership Meeting. The Annual Meeting of the membership of FOLIO shall be held in March or April of each year, at a time and place fixed by the Board of Directors. Special meetings of the membership may be called by a majority vote of the Board of Directors at any time upon written notice, mailed ten (10) days in advance of such meeting, to the membership. At any meeting of the membership, a quorum shall consist of those members eligible to vote who are present at such meeting, but not fewer than eleven members.

ARTICLE III

The Board of Directors

Section 3.1 Number, Qualification and Term. The affairs of FOLIO shall be managed and controlled by the Board of Directors, who shall exercise all the powers of FOLIO. The Board shall be subject to any restrictions imposed by the law, by the Articles of Incorporation or by these Bylaws. The Board of Directors shall consist of not fewer than nine (9) nor more than seventy-seven (77) members, as determined by the Board of Directors. New Board members may be nominated by any Board member at any time during the year. Information concerning the nominated person shall be provided to the Board at least ten days prior to the next Board meeting following receipt of the nomination and the Board will vote on the nomination at the meeting. The term of each director shall be for a period of three years, beginning July 1. Directors shall hold individual memberships and abide by the Board Member Agreement established by this board.

Section 3.1 (a) Emeritus Positions. The Board of Directors may elect to emeritus status any retiring member of the Board whose service is deemed to have been exceptionally worthy. Emeritus status may be granted at any regular meeting by a three-fourths affirmative vote of those present. Such emeritus member shall be entitled to attend any and all Board meetings, but shall not have a vote, being in advisory capacity only.

Section 3.2 Vacancies. Any vacancy (other than expiration of term of office) occurring in the Board of Directors may be filled by the vote of a majority of the remaining directors, even if such remaining directors comprise less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the remainder of the term.

Section 3.3 Removal. Any Director may be removed, with or without cause, if at least two weeks before any meeting of the Board at which a vote on removal will be made the director in question is given electronic or written notification of the Board's intention and is given the opportunity to be heard at a meeting of the Board. Removal shall be by a vote of two-thirds (2/3) of Directors present at any regular or special meeting of the Directors. Any vacancy in the Friends Board caused by any such removal may be filled in the manner specified in Section 3.2 (above) of the Bylaws.

Section 3.4 Attendance. Directors are expected to be active participants in Board activities. If unable to attend a regular Board meeting the Board member shall notify either the Secretary or

the President to be recorded “Excused.” All other absences shall be recorded “Unexcused.” If any Director (a) shall have unexcused absences from 50% or more of the regular and special meetings of the FOLIO Board held during any consecutive 12-month period, or (b) shall be absent from 4 consecutive regular and special meetings of the FOLIO Board, the President shall place the issue of the possible removal of such Director on the agenda of the next meeting of the FOLIO Board.

Section 3.5 Leave of Absence. The Board may grant leaves of absence for Directors experiencing special challenges. Directors may request such leaves in writing from the President or Secretary, who shall bring the matter before the Board for consideration.

Section 3.6 Annual Board Meeting. The annual meeting of the Board of Directors shall immediately follow the annual membership meeting.

Section 3.7 Meetings. Meetings of the Board of Directors shall be held at times and places fixed by resolutions of the Board or by call of the President and any two directors. The Secretary (or another officer so designated) shall notify each director of special meetings at least ten (10) days before the meeting. Such notice shall include an agenda for the meeting, covering all other than routine items. No notice shall be necessary for any adjourned meeting. A waiver of notice of any special meeting, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3.8 Quorum. Five directors present at a meeting properly called shall constitute a quorum for the transaction of business, but any one or more directors, although less than a quorum, may adjourn the meeting to some other day or hour. Directors present by proxy may not be counted toward a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.9 Procedure at Meeting. The President of the Board shall preside at meetings of the Board. In the absence of the President, the Vice President of FOLIO shall preside. In the absence of both of those officers at any such meeting, a member of the Board to be elected by the members present shall preside. The Secretary of FOLIO shall act as secretary at all meetings of the Board, or, in the Secretary’s absence, the presiding officer of the meeting may designate any person to act as Secretary Pro Tem.

Section 3.10 Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, Assistant Officers, and one member of the Board appointed by the President. The Executive Committee shall have the authority to act on behalf of the Board of Directors, between its regular meetings, except where action by the Board of Directors is required by law. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it or by law. Any member of the Executive Committee may be removed by the Board of Directors by the affirmative vote of a majority of the Board of

Directors whenever in the judgment of the Board the best interests of FOLIO shall be served thereby. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

Section 3.11 Committees. The President may, with the consent of the Board of directors, for its convenience, and at its discretion, appoint one or more committees of one or more directors each; but no such committee shall have any power or authority except to advise the Board of Directors; any such committee shall exist solely at the pleasure of the Board of Directors; no minutes of the proceedings of any such committee need be kept, and no member of any such committee shall receive any compensation for such membership except by way of reimbursement for reasonable expenses actually incurred by reason of such membership.

Section 3.12 Directors' Action by Written Consent. Any action required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or electronic communication, setting forth the action so taken, is received from each director entitled to vote at such meeting, and such written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

ARTICLE IV

Officers

Section 4.1 Number. The officers of FOLIO shall consist of the President, a Vice President, a Secretary, and a Treasurer and, in addition, such other officers and agents as may be deemed necessary and elected or appointed by the Board of Directors. No person shall hold more than one office. In its discretion the Board of Directors may leave unfilled any office except those of the President, Vice President, Treasurer, and Secretary.

Section 4.2 Election: Term, Qualification. All officers shall be elected by the Board of Directors at the annual Board meeting. Each officer shall serve for a term of two years, or until death, incapacity, resignation, or removal. Officers shall be members of FOLIO. The President shall have served on the Board of Directors for a minimum of one year. The Vice President shall advance to President at the end of the President's term of office and a new Vice President shall be elected. The Officers take office on the first day of the fiscal year.

Section 4.3 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors after due consideration of cause considered proper to such action.

Section 4.4 Vacancies. Any vacancy in any office for any cause may be filled by the Board of Directors at any meeting.

Section 4.5 Duties. The officers of FOLIO shall have such powers and duties, except as modified by the Board of Directors, as generally pertain to their offices, respectively, as well as such powers and duties from time to time as shall be conferred by the Board of Directors and by these bylaws.

Section 4.6 The President. The President shall be the chief executive officer of FOLIO and shall have general direction of the affairs of FOLIO and general supervision over its several officers. The President shall at each annual meeting, and from time to time, report to the Board of Directors all matters which involve the interest of FOLIO; shall sign and execute in the name of FOLIO all contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated or permitted by the Board or by these bylaws to some other officer or agent of FOLIO; and in general shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned by the Board of Directors or as are prescribed by these bylaws. The President shall be an ex officio member of all committees save the nominating and the audit committee.

Section 4.7 The Vice President. At the request of the President, or in the President's absence or disability, the Vice President shall perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Section 4.8 The Secretary. The Secretary shall attend all sessions of the Board and Executive Committee and record all votes and the minutes of all proceedings, the first draft of which shall be distributed within two weeks, followed within two weeks by a final draft, which shall be posted on the website. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and Executive Committee, and shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 4.9 Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds, notes, and other valuables of FOLIO, (b) deposit all funds in the name of FOLIO in such banks, trust companies or depositories as shall be selected in accordance with the provisions of these bylaws, (c) keep complete and accurate records of account, showing accurately at all times the financial condition of FOLIO, (d) render a statement of the conditions of the finances of FOLIO at all annual meetings of the Board of Directors, and (e) in general perform all duties and exercise all powers incident to the office of Treasurer and such other duties and powers as the Board of Directors, President or the Vice Presidents from time to time may assign to or confer. An annual audit of the office and pertinent records shall be conducted by an audit committee appointed by the President.

Section 4.10 Assistant Officers. Any Assistant Secretary or Assistant Treasurer elected or appointed by the Board of Directors or Executive Committee shall perform, all duties incumbent upon the Secretary or the Treasurer of FOLIO, respectively, subject to the general direction of such officers, and shall perform such other duties as the bylaws may require or the Board of Directors may prescribe.

Section 4.11 Delegation. The Board of Directors may delegate temporarily the powers and duties of any officer of FOLIO, in the case of absence or for any other reason, to any other officer, and may authorize the delegation by any officer of FOLIO of any of that officer's powers and duties to any agent or employee subject to the general supervision of such officer.

DUTIES OF STANDING COMMITTEES

Section 4.12 Annual Meeting. So long as it is the decision of the Board of Directors of FOLIO to meet in conjunction with the annual meeting of the Oklahoma Library Association (OLA), this committee shall coordinate with the OLA to plan and execute an annual meeting of FOLIO in connection with the OLA annual meeting. The planning shall be subject to the approval of the Board of Directors and should include coordination with the local Friends group of the area where the meeting shall be held.

Section 4.13 Bylaws. This committee shall review the existing bylaws of FOLIO at least annually and make, from time to time, recommendations in writing to the Board of Directors of such changes and additions to the bylaws as may be deemed advisable.

Section 4.14 Finance. This committee, chaired by the Treasurer and co-chaired by the Assistant Treasurer shall study the financial needs of FOLIO, analyze the expenses and income, and prepare a realistic budget for the year. The committee further has the duty to see that all pending bills are paid.

Section 4.15 Legislative. The committee shall be responsible for planning FOLIO's part in legislative advocacy in conjunction with the Oklahoma Library Association. The committee also shall monitor state and federal legislative activities and issues throughout the year that concern Oklahoma libraries, and keep the FOLIO Board informed of these during the year.

Section 4.16 Literary Landmarks. The committee shall work with a site to co-coordinate Literary Landmark™ designations within Oklahoma by following the United for Libraries guidelines and application process. Committee activities may include selecting sites, submitting applications to United for Libraries, and collaborating with local groups to secure sponsors, coordinate publicity, and plan a public event. The committee shall maintain contact with the group or individual responsible for the site and its continued designation.

Section 4.17 Membership. Working with the Treasurer, this committee shall be responsible for keeping membership records current, sending out notices of dues, and encouraging not only membership in FOLIO but also membership in local Friends organizations.

Section 4.18 Newsletter. The chair of this committee shall be the Editor of the Newsletter, which shall be published at least two (2) times annually. The committee members shall be advisory to the editor and assist in gathering newsworthy items for the editor's consideration.

Section 4.19 Nominating. The committee, to be chaired by the Immediate Past President of FOLIO, shall have at least two other members to be duly appointed by the President. The committee shall prepare a slate of officers and a listing of Board members to be approved by the Board at the meeting immediately prior to the annual membership meeting and then presented to the FOLIO membership for vote at the annual meeting.

Section 4.20 Seed Grants. The committee shall have responsibility of oversight and processing of applications for grants from individuals wishing to form a Friends group, or from existing Friends groups, and present such to the Board of Directors of FOLIO for approval.

Section 4.21 Outreach Ambassadors. The committee shall have the responsibility of promotion and expansion of Friends groups throughout the state, informing interested parties of available Seed Grants to assist in formation and development, and provide guidance, consultations, or programs to benefit Friends.

Section 4.22 Publicity, Media, and Marketing. The committee shall have the duty to publicize the activities of FOLIO and, if possible, the activities of local Friends groups throughout the state. Their main goal shall be to inform and educate the general public throughout the state of the purpose of FOLIO and Friends groups, with a view to promotion of support for libraries of all types.

Section 4.23 History and Archives. The chair of the committee shall be known as the Historian of FOLIO, and shall prepare, with the advice of the committee, a history of FOLIO and its impact on public perception of libraries in Oklahoma. The committee as a whole shall, from time to time, examine such materials pertinent to FOLIO's history as may be available and evaluate them, and seek out, in so far as possible, items which are deemed to be worthy of retention in the FOLIO files archived at the Oklahoma State University Library in Stillwater, OK.

Section 4.24 Scholarship Award. The organization may award up to two Mary Lu Atkinson Scholarships and up to two Lillian Norberg Scholarships. Scholarships shall be a budget item for FOLIO. The committee shall also be in charge of such other scholarships as may be established by FOLIO. The scholarships shall be awarded at the Annual FOLIO Luncheon.

Section 4.25 Best Friends Award. The committee shall recognize outstanding achievement by Library Friends in Oklahoma with the Oklahoma Best Friends Award (for Friends in a city with a population of at least 10,000) and the John Harkey Best Friends Award (for Friends in a community with a population of fewer than 10,000.) The committee shall determine criteria for awards as well as method for materials submission. The amount for awards shall be determined by the Board. The awards shall be presented at the Annual FOLIO Luncheon.

Section 4.26 Friends of Libraries Week Award. In recognition of National Friends of Libraries Week, the committee shall recognize outstanding projects by two Library Friends in Oklahoma with the Oklahoma Friends of Libraries Week Award (one for Friends in a city with a population of at least 10,000, and one for Friends in a community with a population of fewer than 10,000). The committee shall determine criteria for awards as well as method for materials submission. The amount for awards shall be determined by the Board. The awards shall be presented in November or December.

Section 4.27 Hall of Fame Award. The committee shall solicit nominations of those who have given outstanding and dedicated service to FOLIO and determine who shall receive the award. The name of the recipient will be inscribed on a plaque which hangs in the foyer of the Oklahoma Department of Libraries. The award shall be presented at the Annual FOLIO Luncheon. If a previous recipient of this award is nominated on the basis of continued outstanding and dedicated service, the committee may decide to present them with a Hall of Fame Laurel Wreath Award.

Section 4.28 Endowment. The committee shall oversee raising funds for the FOLIO Endowment and conduct a yearly Endowment Fundraiser. The committee shall also distribute information to encourage Planned Giving to the endowment.

Section 4.29 Special Committees and Advisory Board Memberships. The president may appoint, with consent of the Board of Directors, such special committees as may be deemed appropriate, and also appoint as advisory members of the Board such persons as may be appropriate to further the mission of FOLIO and/or special projects undertaken by the organization. Such Advisory Board members, who need not be Board members, shall not have a vote on the Board, nor shall they have term limits. The current Oklahoma Library Association President, the Executive Directors of OLA and the Oklahoma Department of Libraries (ODL) or designees, should be among these advisory members.

Section 4.30 Financial Review Committee. The committee shall review the accounts of FOLIO at the end of each fiscal year. The review shall be completed prior to the first meeting of the new fiscal year. They shall conduct an informal review of the financial records. Any discrepancies should be resolved immediately. The committee shall review the following items for accuracy and reasonableness: the checkbook, bank statements and canceled checks, cash receipts journal, cash disbursement journal, paid bills, deposit slips, financial statements, unpaid bills and any other material the committee feels is relevant to FOLIO's financial condition. A report shall be made to the Board.

Section 4.31 Website. The committee shall maintain the website with a consistent look and feel and robust infrastructure to serve the needs of FOLIO. The committee shall coordinate the inclusion of approved content in final form for each committee and any member of the Executive Committee.

ARTICLE V

Miscellaneous

Section 5.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of FOLIO to enter into any contract or execute and deliver any instrument in the name of and on behalf of FOLIO, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors or by these bylaws, no officer, agent or employee shall have any power or authority to bind FOLIO by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any purpose or to any amount.

Section 5.2 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of FOLIO shall be signed by such officers or employees of FOLIO as shall from time to time be authorized pursuant to these bylaws or by resolution of the Board of Directors.

Section 5.3 Depositories. All funds of FOLIO shall be deposited or invested from time to time to the credit of FOLIO in such financial institutions and foundations as the Board of Directors may

from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may from time to time authorize the opening, and keeping with any such depository as it may designate, of general and special bank accounts, and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these bylaws, as it may deem expedient.

Section 5.4 Corporate Seal. The corporate seal shall be in such form as the Board of Directors shall approve, and such seal, or a facsimile thereof, may be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by officers of FOLIO.

Section 5.5 Fiscal Year. The fiscal year of FOLIO shall begin July 1 and end on June 30 of each year unless a different year is specified by the Board of Directors.

Section 5.6 Resignation. Any director or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5.7 Acceptance of Gifts. The Executive Committee, by or through its duly appointed agents, may accept on behalf of FOLIO any unencumbered contributions, gift, bequest or devise for the general purpose or for any special purpose of FOLIO. All encumbered gifts, contributions, bequests or devises may be accepted by the Executive Committee subject to approval by the Board of Directors.

Section 5.8 Prohibition Against Sharing in Trust Earnings. No director, officer, employee, or member of a committee, or person connected with FOLIO, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of FOLIO, provided, that this shall not prevent, the payment to any such person of such reasonable compensation for services rendered to or for FOLIO in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any FOLIO assets upon the dissolution of FOLIO. All directors shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of FOLIO, whether voluntary or involuntary, the assets FOLIO, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, to such nonprofit corporation having similar purposes to those of FOLIO, as the directors may designate.

Section 5.9 Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of FOLIO shall take any action or carry on any activity by or on behalf of FOLIO not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 5.10 Indemnification. FOLIO shall, to the full extent permitted by the laws of the State of Oklahoma, as amended from time to time, indemnify all directors, officers, and members

whom it may indemnify pursuant thereto.

Section 5.11 Gender. Whenever the male gender is used in these Bylaws, inclusion of the female gender is also intended.

ARTICLE VI

Election of Tax Status

Section 6.1 The officers and directors of FOLIO may, from time to time, make such elections of tax status under the United States Internal Revenue Code of 1954 and the Oklahoma Tax Code as are appropriate and in the best interests of FOLIO and not in violation of the Articles of Incorporation, provided that no such election shall be made which forfeits the tax exempt status of FOLIO under Sections 170, 501, and 4911 of the Internal Revenue Code, or any equivalent provisions in subsequent, other, or related enactments. The officers and directors of FOLIO may elect to become an organization entitled to make expenditures to influence legislation as contemplated by Sections 501(h) and 4911 of the Internal Revenue Code of 1954, or equivalent provisions in subsequent, other, or related enactments.

ARTICLE VII

Parliamentary Authority

Section 7.1 Parliamentary Authority. The rules contained in the latest edition of Standard Code of Parliamentary Procedure shall govern the proceedings of FOLIO in all cases to which they are applicable and in which they are not inconsistent with these bylaws and policies.

ARTICLE VIII

Amendments

Section 8.1 Amendments. These bylaws may be altered, amended, or repealed, or new bylaws may be adopted, by a majority of the Board of Directors at any duly held meeting of the directors. Proposed amendments must be circulated to directors at least 10 days before the meeting at which they are to be considered.

CERTIFICATION

The undersigned, being Officers of Friends of Libraries in Oklahoma, Inc., hereby certify that the foregoing bylaws were duly adopted by the Board of Directors of said Corporation:

Signed: _____ Signed: _____

Office: _____ Office: _____

Date: _____ Date: _____