

FRIENDS OF THE GUELPH PUBLIC LIBRARY GUELPH, ONTARIO, CANADA

BYLAWS

Article I: NAME

The name of this organization shall be Friends of the Guelph Public Library hereinafter referred to as 'The Friends'. This shall be a benevolent, voluntary and charitable association which shall be carried on without purpose of gain by its members.

Article II: DEFINITIONS

Section 1. The Executive of The Friends shall hereinafter be referred to as 'the Executive'.

Section 2. The Guelph Public Library System shall hereinafter be referred to as 'the Library'.

Section 3. The Guelph Public Library Board shall hereinafter be referred to as 'the Library Board'.

Section 4. The Chief Librarian of the Guelph Public Library shall hereinafter be referred to as 'the Librarian'.

Section 5. The Chair, Vice-Chair, Treasurer and Secretary of the Executive shall hereinafter be referred to as 'Officers'.

Article III: PURPOSE

The purposes of the Friends are:

1. to promote and publicize library services in the community
2. to fundraise
3. to advocate for the Library, when requested by the Library Board.

Article IV: MEMBERSHIP

Section 1. Membership

Membership in The Friends shall be open to all persons/corporations who support the mission and goals of the organization.

Section 2: Annual Membership Dues

Dues are to be approved at the Annual General Meeting in April for the following calendar year.

- Individual member \$10.00
- Family (parents, partners, dependant children) \$20.00
- Community group \$30.00
- Corporate \$50.00

Section 3. Voting

Each paid membership shall be entitled to one vote. A family membership shall be entitled to two votes. A corporate or community group membership entitles each group to one vote.

Section 4. Honorary Life Membership

Upon the signed recommendation of one member, seconded by another member, and with the unanimous approval of the Executive of The Friends of the Guelph Public Library, honorary life membership may be conferred upon a person who shall have rendered notable service to The Friends and/or the Library community. An honorary member shall have none of the obligations of membership in The Friends but shall be entitled to all of the privileges.

Section 5. Privileges

All members of The Friends, except those listed under **Article V, Section 2**, are entitled to all of the following privileges:

1. to attend, but not participate in, all meetings of the Executive
2. to attend the AGM and vote on any issue at the AGM
3. to be nominated to serve on the Executive or its Committees

Article V: EXECUTIVE - OFFICERS AND ELECTION

Section 1: Executive

1. The operation of the organization shall be vested in an Executive which shall consist of four (4) Officers, the Chair, Vice-Chair, Treasurer and the Secretary, and at least three (3) but a maximum of six (6) members-at-large of the Executive.
2. The Library Board Liaisons and the Librarian (or designate) shall be ex-officio members of the Executive. Ex-officio members are deemed to have voice but not vote.
3. The Executive of The Friends shall have full and complete charge of all business of The Friends not otherwise delegated to a specific Officer, Officers or Committee or reserved to the membership.
4. All members of the Executive who are entrusted with any books or records of The Friends shall maintain and keep such books or records in good order and shall at all times have them available for authorized audit, examination or inspection.
5. All members of the Executive at the expiration of their respective terms of office or when removed or when their offices become vacant, shall deliver to their duly elected successors, and if there is no successor, to the duly elected Officers of The Friends, all books, paper, moneys, and other property in their possession belonging to The Friends.

Section 2: Eligibility of Members of the Executive

Currently serving elected City of Guelph officials, appointed Library Board officials and Library employees of the City of Guelph shall not be permitted to serve on the Executive, except that one or two Library Board members shall be ex-officio liaison representative to the Executive.

Section 3: Terms of Office

1. Members of the Executive shall be elected for a term of three years and may stand for reelection for up to two additional terms of three years each, to a maximum term limit of nine years.
2. Members of the Executive shall be elected by a majority secret ballot vote of those present at the AGM.
3. Officers of the Executive shall be elected for a term of three years and may stand for reelection for up to two additional terms of three years each, to a maximum term limit of nine years.
4. Officers shall be elected by the Executive at a meeting following the AGM.

Section 4: Nominating Committee

Prior to each AGM, nominees for the Executive for the subsequent years shall be identified by a Nominating Committee appointed by the Chair with the consent of the Executive. Such Nominating Committee shall consist of the two members of the Executive and one member of good standing of The Friends. Nominations shall be submitted to the membership in writing at the AGM in April. The Nominating Committee will seek a slate representative of the community.

Section 5: Quorum

A minimum of fifty percent (50%) of the members of the Executive plus one (1) and of one Officer shall constitute a quorum for a vote. The decision of the Executive shall be determined by a majority vote unless otherwise provided herein.

Section 6: Nonfulfillment of Duties

Any member of the Executive, by two thirds (66%) vote of the Executive, may be asked to resign from the Executive for any cause which the Executive may deem reasonable.

Article VI: DUTIES OF OFFICERS

1. The Chair shall:
 - preside over all meetings of the organization and shall have general supervision of the affairs of the organization,
 - be an ex-officio member of all committees except the Nominating Committee,
 - be the liaison between the Librarian and the Library Board,
 - represent The Friends or appoint a delegate to represent The Friends before any person or group which has requested such a representative and that the Chair or majority of the Executive agree to meet,

- the Chair shall be the Chief Executive Officer of The Friends and shall be responsible for enforcing the Bylaws.
2. The Vice-Chair shall:
 - assume the duties of the Chair in his/her absence,
 - perform duties as assigned by the Chair.
 3. The Secretary shall:
 - take the Minutes of all meetings,
 - conduct all correspondence as directed by the Chair,
 - perform such other duties as assigned by the Chair
 4. The Treasurer shall:
 - be the Chief Financial Officer of the organization,
 - make regular financial reports to the Executive,
 - prepare an annual report for the AGM
 - prepare any annual filing required for income tax purposes.
 - keep an account of all money received by the organization and deposit the same in a bank designated by the Finance Committee,
 - keep an account of all disbursements,
 - maintain a record of the payment of membership fees, keeping the Membership Coordinator regularly informed,
 - perform such duties as the Executive may from time to time prescribe.

Article VII: FINANCES

Section 1: General Operation

1. All funds of the organization shall be deposited from time to time to the credit of the organization in such banks as the Executive selects.
2. All unbudgeted expenditures shall be approved by the Executive.
3. Dues shall be payable annually. Dues for the coming year shall be set annually by the Executive and approved by the Members at the AGM in April. Memberships sold or renewed after the AGM shall reflect any increase introduced at the AGM.
4. The fiscal year shall run from April 1 through March 31.
5. An Auditing Committee of two members, appointed by the Executive, shall audit The Friends financial records at the end of the fiscal year and submit its report at the AGM.
6. No member of The Friends shall be liable except for unpaid dues for the current year and no personal liability shall in any event attach to any member of The Friends in connection with any of its activities or undertakings.
7. Money received from memberships, projects, gifts, and memorials shall be used to further the goals of The Friends.
8. No part of the net earnings of the organization shall benefit, or be distributable to, its members, Executive, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, for example, an honorarium.
9. The members of the Executive shall not be compensated for their services to The Friends. Upon the approval of the Executive, Officers may be reimbursed for reasonable

expenses incurred in carrying out their duties as members of the Executive.

10. The Executive shall pay or provide for the payment of all reasonable and necessary expenses, costs and fees incurred by, or on behalf of, the Executive in connection with the establishment and maintenance of The Friends, including the employment of such professional assistance as the Executive, in their discretion may deem necessary or appropriate in the performance of their duties.

Section 2: Finance Committee

1. The Finance Committee is comprised of the Chair of the Executive, the Treasurer, one other member of the Executive and one outside consultant.
2. The Finance Committee shall be responsible for ensuring that all finances are managed in accordance with the Bylaws. The Finance Committee shall be responsible for ensuring that the funds and property of The Friends are properly received and managed for the sole use and benefit of The Friends and in accordance with good accounting practices.
3. All cheques, electronic transfers and other financial documents require two signatures. The signators shall be any two of the four Officers.
4. The Finance Committee shall meet at least annually with the investment managers and/or other relevant professionals to review the portfolio and recommend any changes in investments. The Finance Committee reports to the Executive annually in writing.

Article VIII: STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees

1. Standing Committees perform a continuing function and shall be constituted by the Executive.
2. Each Standing Committee shall appoint a Chair and report on the activities of the Standing Committee to the Executive.
3. All disbursements are subject to the approval of the Executive via the Annual Budget

Section 2. Special Committees

1. Special Committees (ad hoc) perform special tasks as the need arises and cease to exist upon presentation of their report to the Executive. Members are appointed by the Executive. Special Committees report to the Executive.
2. A Special Committee may not be appointed to perform a task that falls within the assigned function of an existing Standing Committee.

Article IX: MEETINGS

Section 1: Executive Meetings

1. The Executive shall meet at the call of the Chair. It shall meet a minimum of eight times between the AGMs. These meetings shall be designated as regular meetings. A quorum that includes at least one Officer will be necessary for a vote.
2. If a member is absent from a meeting of the Executive for three consecutive regular

- meetings without giving appropriate notice, the seat may be declared vacant by the Executive. The Executive may appoint a member to fill any vacancy until the next AGM.
3. Barring emergencies, a member of the Executive should inform the Secretary of his or her inability to attend an Executive meeting at least 24 hours in advance of the meeting. This will allow the Secretary to determine if there will be a quorum for the meeting. If there is not a quorum, the Chair may re-schedule the meeting.
 4. When the Chair deems it necessary to act promptly, the Executive may meet by teleconference call or the Chair may conduct a vote of the Executive by other electronic means of communication as she or he deems appropriate.

Section 2: Annual General Meeting (AGM)

1. At the call of the Chair, the Friends shall meet once a year in April for an AGM. Notice of this meeting and a brief description of the major items of business shall be circulated by email or other electronic communication to the membership at least two weeks before the date of the Meeting. If circumstances so require, the AGM may be held in person or electronically.
2. Proxies are not allowed at the AGM.

Section 3: Special Meeting

A Special Meeting may be called by the Chair, or three members of the Executive Committee, or ten members of The Friends in good standing. The Meeting shall convene in the manner set out in paragraph 1 under AGMs and shall deal only with matters for which it was called. The notice of the meeting must state the reason for the meeting. Members shall be notified by email or other electronic communication at least two weeks before the meeting.

Section 4: Parliamentary Authority

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern The Friends in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order The Friends may adopt.

ARTICLE X: AMENDMENTS TO THE BYLAWS

1. The Bylaws shall not be amended except by Special Resolution of the members at the AGM or a Special Meeting.
2. Such Special Resolution of the members prepared by the Executive or one of its committees shall be submitted in writing to the Executive during a meeting a minimum of one (1) month prior to an AGM. At the meeting of the Executive, the notice shall be discussed and given consideration. Majority approval of the amendment(s) by the Executive shall permit the Special Resolution to be brought before the membership at the AGM.
3. Such Special Resolution of the members from the general membership of the Friends. The Executive will call a Special meeting of the Friends for the purpose of discussing and voting on the Special Resolution. The Special Resolution must detail any and all alterations, amendments, and variations.
4. Members shall be notified in writing of the Notice of Motion two (2) weeks prior to the AGM, such notice to be deemed to have been received by the members three (3) days

after the date of mailing, or they shall be notified by email or other electronic communication.

ARTICLE XI: DISSOLUTION OF THE FRIENDS

Should The Friends, from recommendation of the Executive, by a vote of two-thirds of the membership, elect to dissolve itself, after satisfaction of all liabilities, including the costs of dissolution such as, but not limited to, a financial audit and appropriate tax form completion, the net proceeds and net capital of the Trust Fund or any other monies or assets of The Friends, shall become the property of the Library within one year of said dissolution, on condition that these materials or funds are acceptable.

Approved January 29, 2004
Amendments approved at the Annual General Meeting, April 27, 2005
Amendments approved at the Annual General Meeting, April, 2006
Amendments approved by Executive decision, June 13, 2013
Amendments approved at the Annual General Meeting, April 16, 2014
Amendments approved at the Annual General Meeting, April 27, 2016
Amendments approved at the Annual General Meeting of April 18, 2018
Amendments approved at the Annual General Meeting of April 24, 2019

Virginia Gillham, Chair

May Goodwin, Secretary

Date