

AMENDED BYLAWS
FRIENDS OF THE KANDIYOHI / WILLMAR PUBLIC LIBRARY

ARTICLE I: NAME

The name of the association shall be Friends of the Kandiyohi / Willmar Public Library.

ARTICLE II: PURPOSE

Section 1: The purpose of the association shall be to maintain an association of persons interested in libraries: to focus attention on library services, facilities and needs; and to stimulate gifts of books, magazines, desirable collections, endowments and bequests.

Section 2: The Friends of the Kandiyohi County / Willmar Public Library will work to create an awareness in the community of the library, its services and needs; speak to civic groups, attend governmental meetings and write public officials on behalf of the library; undertake projects to raise funds for the library's needs; sponsor programs of public interest for the community; and volunteer help in the library where needed.

ARTICLE III: LIMITATIONS

Any property, moneys or other items of value belonging to this association or hereafter acquired is and shall be irrevocably dedicated to the herein described purposes, and no individual shall be entitled at any time, including dissolution, to receive any benefits from property or accounts of the association. In the event of dissolution or the impossibility of performing the purposes herein described, the assets will be distributed to an organization which is exempt under the Minnesota Revenue Code, or Section 501(c)(3) or the Internal Revenue Code.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1: Membership in this association shall be open to all individuals in sympathy with its purposes, and to organizations and clubs when representation in the association is desired, in which case dues shall be paid by the organization.

Section 2: The annual dues shall be determined by the Board of Directors.

Section 3: Each organization and individual shall be entitled to one vote.

Section 4: The fiscal year shall start January 1 and end December 31.

ARTICLE V: OFFICERS AND COMMITTEES

Section 1: The Board of Directors shall consist of Officers, the Chairs of the Standing Committees and Member-At-Large as needed, and shall serve as the governing body of this association.

Section 2: The Officers shall be the President, Vice-President, Secretary and Treasurer. They shall be elected by the general membership at the annual meeting. The terms of the office shall be one year. Officers may only serve three consecutive terms. The President shall become the immediate Past President, a voting member of the Board the following year.

Section 3: The Standing Committees shall be as follows: Membership; Fund Raising, Gifts and Bequests; Executive Committee; Finance Committee; and Nominating. The Chairs of the Standing Committee and the Members-at-Large shall be nominated by the Nominating Committee and offered for approval at the annual membership meeting.

Section 4: The Board of Directors shall meet at the call of the President or by petition of three or more Board members. The Board shall meet not fewer than four times each fiscal year. A majority of the members of the Board shall constitute a quorum for the transaction of business.

Section 5: Such other special committees as maybe necessary from time to time shall be appointed by the President, subject to the approval of the Board.

Section 6: The President shall be an ex-officio non-voting member of all committees, with the exception of the nominating committee.

Section 7: The Nominating Committee Chair shall be a member of the Board. The members shall be appointed by the previous Nominating Committee and approved by the Board at its first meeting after each annual meeting. This Committee will propose candidates to the Board for their approval to fill vacancies to complete unexpired terms as they may occur. The Committee shall present to the membership nominations for officers, Chairs of the Standing Committee and Members-at-Large at the following annual meeting.

ARTICLE VI: MEETINGS

Section 1: The association shall hold its annual meeting on a date selected in January, not later than January 31 for the purpose of electing officers and Chairs of Standing Committees whose terms will begin at the first regular Board business meeting scheduled after the annual membership meeting; to receive various reports and to transact any other business. A written notice shall be sent to members two weeks prior to the meeting.

Section 2: Special meetings may be held as directed by the President. A written notice shall be sent to members two weeks prior to the meeting.

Section 3: At the annual meeting, a majority of those present is sufficient to transact business, except for the purpose of adopting amendments to the Bylaws.

Section 4: Regular meetings shall be help by determination of the membership.

ARTICLE VII: AMENDMENTS

The Bylaws may be amended by a two-thirds majority of the members present at any regular or special meeting of the association. However, the intention to amend the Bylaws must be given a written notice to members two weeks prior to the meeting at which they are to be presented for consideration.

ARTICLE VIII: FUNDS

Section 1: Adequate books of accounts shall be maintained by the Treasurer who shall be responsible therefor.

Section 2: No funds or Properties shall be disbursed without written authority of the President and the Treasurer.

Section 3: The Board shall have an independent review of the Treasurer's books annually.

ARTICLE IX: PARLIMENTARY AUTHORITY

All meetings shall be conducted according to Robert's Rules of Order Revised, except when in conflict with the Bylaws of this association or with the laws of the State of Minnesota.

Attachment to the Articles of Incorporation

ARTICLE X:

This organization is organized exclusively for the charitable purpose within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI: LEGISLATIVE OR POLITICAL ACTIVITIES

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XII: DISSOLUTION CLAUSE

Under the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United State Internal Revenue Law), as the Board of Directors shall determine. Any of such purposes not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII: FINANCES

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

IMPORTANT:

1. "Directors" may be substituted for trustees throughout Article XI if desired.
2. To receive Federal tax exempt and public foundation status (under IRS Code Section 501(c)(3) these articles **MUST BE STAPLED** to the Articles of Incorporation document when it is filed by the Secretary of State.

[Friends of WPL AMENDED BYLAWS 1.28.2021.docx]

Amended at 2020 Annual Meeting held January 28, 2021