

ST. TAMMANY LIBRARY FOUNDATION, INC.
BYLAWS

ARTICLE I

NAME AND REGISTERED OFFICE

The name and registered office are set forth in the Articles of Incorporation.

ARTICLE II

PURPOSES

- A. As set forth in the Articles of Incorporation, the purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

- B. Notwithstanding any other provision of the Articles of Incorporation and Bylaws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

STRUCTURE

The structure of the corporation shall include, but not be limited to, the following components:

- A. General Members
- B. Board of Directors
- C. Officers

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Membership

The qualifications and selection of the Board of Directors are set forth in the Articles of Incorporation. Directors must be members in good standing.

Good standing is defined as:

- a. A current dues paying member
- b. Must attend 8 out of 12 meetings unless excused with extenuating circumstances
- c. Financially support all fundraising efforts
- d. Actively participate in fund raising events
- e. Serve on at least one committee

Section 2. Powers and Duties

The Board shall be the governing body of the corporation. General Powers of the Board include:

- a. The activities, affairs and property of the corporation shall be managed, directed and controlled and its powers executed by the Board.
- b. The Board shall take action as is necessary to implement the purpose of the corporation as specified in the Articles of Incorporation.
- c. The Board may adopt necessary rules and regulations provided that action taken by the Board shall not be in opposition to, nor in modification of, the purpose of ST. Tammany Library Foundation, Inc.
- d. The Board may create committees from among the Board and the General Membership, as it shall deem necessary.
- e. The Board may accept donations on behalf of the corporation.

Section 3. Meetings

- a. The Board shall determine the time and place for holding regular meetings and shall be responsible for notifying members.

- b. Each member shall receive notice of all meetings at least five (5) days in advance. Every notice shall state the time, place and purpose of the meeting.
- c. The Board shall meet at least annually as set forth in the Articles of Incorporation.
- d. Special meetings of the Board shall be held at such time and place as the person or persons calling the meeting shall designate. Special meetings may be called by the President or one-third (1/3) of the members of the Board of Directors.
- e. Alternative Voting: Business that requires a vote between regularly scheduled meetings of the Board may be conducted by electronic means and shall be considered a normal voting process. The Board President shall conduct the electronic voting process by receiving, counting and announcing the vote consensus within two to three days.
- f. A nominating committee of three appointed by the President will present slate to the Board of Directors for consideration at the November meeting. The Board of Directors will vote on slate of officers at the December meeting and present to the general membership for a vote at the Annual Membership Meeting held in January of each year.
- g. The definition of "Quorum" is set forth in the Articles of Incorporation.
- h. Each Board member has one vote.

Section 4. Parliamentary Procedure

Unless otherwise provided in or contrary to the Articles of Incorporation or Bylaws, the latest edition of Robert's Rules of Order shall govern any meetings of the Board, Officers and General Membership.

Section 5. Compensation

Members of the Board shall serve without compensation. Members of the Board and their immediate family shall not make any financial gain through corporate projects or business of the Board according to Section 501(c)(3) specifications of the Internal Revenue Code.

ARTICLE V

OFFICERS

Section 1. Officers

As set forth in the Articles of Incorporation, the officers shall consist of: President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary, Treasurer and such other Officers as the directors may elect or appoint. The Officers shall be chosen from the members of the Board of Directors.

Section 2. Election, term, and Removal of Elected Officers

- a. A Nominating Committee, composed of three (3) Board Members appointed by the President, shall present Nominees for these offices at the annual Membership meeting. The President shall not serve on the Nominating Committee.
- b. Officers shall be elected no later than January 30th of each fiscal year.
- c. The term of office of all officers shall be two (2) years or until replaced by the Directors. An officer may serve a maximum of two (2) consecutive terms in the same office for a total of four (4) years with the exception of Treasurer.
- d. The person holding the office of Treasurer may serve three (3) consecutive terms or a maximum of six (6) years in office with the approval of the Board of Directors.
- e. Any Officer may be removed from office by the affirmative vote of two-thirds (2/3) of the Board present and meeting Quorum whenever, in the Board's judgment, the best interest of the corporation will be served.
- f. The Board of Directors may fill officer vacancies for the unexpired term; any fulfillment of partial terms will not factor into the years of service in the same office.

Section 3. President

The President shall preside at all meetings of the General Membership, the Executive Committee and the Board of Directors. He/she shall make reports to the Board and General Membership regarding the business, property and finances of the Corporation. He/she will serve on the Finance Committee and shall perform such duties and services as may be required by the Corporation, including but not limited to signing corporate documents as needed. He/she shall

serve as ex-officio member of each committee and receive notice of each committee meeting, with the exception of the Nominating Committee.

Section 4. Vice-Presidents

- a. The First Vice-President shall perform all duties of the President if the President is absent or for any other reason is unable to perform his/her duties. The First Vice-President shall chair the Fundraising Committee of the Foundation, in addition to handling the PR regarding fund raising events and shall perform other duties as requested by the President.
- b. The Second Vice-President shall coordinate the preparations of all events previously approved by the Board of Directors, including hospitality and catering provisions. The Second Vice-President shall perform the duties of the President if both the President and First Vice-President are absent or for any other reason are unable to perform the duties of the office of President. If the First Vice-President is performing the duties of the President, the Second Vice-President may perform the duties of the First Vice-President upon the approval of the Board of Directors.

Section 5. Secretaries

- a. The Recording Secretary shall keep minutes of all meetings and record attendance at all meetings. He/she will have custody and control of the corporation records and books, excluding the books of accounting. He/she will make reports and perform other duties as may be consistent with the office or as may be required by the Board. The recording secretary shall also be responsible for all corporation correspondence of a business nature and issue notice of all meetings unless this duty is assumed by President. He/she shall sign corporate documents as directed by the Board. Assistants may be authorized by the Board to assist this officer in the conduct of his/her duties.
- b. The Corresponding Secretary shall acknowledge all gifts, donations and contributions in kind from any source, private or corporate. He/she shall coordinate with the First Vice-President in his/her capacity as Fundraising Chairperson and with the Second Vice-President in his/her capacity as Event Coordinator to accomplish this duty. The Corresponding Secretary shall manage and coordinate all social media accounts, website, and membership communications and collaborate with the President on press releases and public relations duties. He/she shall sign corporate documents

of a social nature as directed by the Board. Assistants may be authorized by the Board to assist this officer in the conduct of his/her duties.

Section 6 Treasurer

- a. The Treasurer shall receive and disburse all funds of the corporation and monitor all fundraising activities. In the event the Treasurer is not available to receive or disburse funds the President may assist with these duties. The Treasurer shall maintain all bank accounts and make investments as directed by the Board. All financial documents and records shall be maintained by the Treasurer and he/she shall make a financial report at every Board meeting. If the Treasurer is unable to attend a monthly Board meeting, he/she will submit the report electronically to the President.
- b. The Treasurer prepares the annual proposed budget to be presented to the Board of Directors for approval at the December meeting. Once approved by the Board of Directors it will be presented to the general membership for a vote at the Annual Membership Meeting held in January of each year.
- c. The Treasurer is also responsible for making all necessary annual reports to satisfy the Section 501(c)(3) specifications of the Internal Revenue Code, such as Form 990, return of Organization Exempt From Income Tax, Form 941, Employer's Quarterly Federal Tax Return, Year-end W-3 Transmittal Form, and Year-end W-2s. The annual income shall determine whether or not a tax return should be filed.
- d. The Treasurer prepares the Annual financial report for prior fiscal year.
- e. The final Annual financial report should be presented to the Board for approval no later than the March meeting.
- f. Assistants may be authorized by the Board to assist this officer in the conduct of his/her duties.
- g. The Treasurer will chair the Finance Committee. He/she will serve on the committee along with the President and another Board member appointed by the President and shall perform such other duties as may be required of him/her by the Board.

Section 7. Past Presidents

The Immediate Past President shall serve as a voting member of the Board of Directors. All other Past Presidents will serve as ex-officio members of the

Board of Directors. Immediate past President shall serve a two (2) year term up to four (4) years depending on the current president's term of service.

Section 8. Membership Chairperson

The Membership Chairperson shall be appointed by the President and shall supervise all membership activities undertaken by the corporation. He/she will consider new membership projects suggested by members and present them to the Board of Directors in a timely manner for a vote.

Section 9. Parliamentarian

The President shall appoint, with the approval of the Board of Directors, a non-voting Parliamentarian from among the Board members in good standing. The primary duty of the Parliamentarian is to advise the presiding officer of a meeting on questions of parliamentary law and matters of procedure. The Chair alone has the power to make decisions or rule on points of order. Therefore, after the Parliamentarian has given advice, the Chair must make the ruling to the assembly. The Chair is not obliged to follow the recommendation of the Parliamentarian.

Section 10. Compensation

No Officer shall receive any salary or compensation for their services, and no Officer or immediate family member of any Officer shall make or receive any financial gain through corporate projects or business.

ARTICLE VI

GENERAL MEMBERS

Section 1. Membership

As set forth in the Articles of Incorporation, the General Membership shall be comprised of the members of the public who have paid their annual dues for the current year.

Section 2. Membership Fees

There shall be an annual membership fee, in an amount to be determined by the Board of Directors. The Board of Directors may change the amount of the general membership fee as it sees fit.

Section 3. Membership Rights and Privileges

- a. To receive updates on the corporation and notification of activities and business of the corporation.
- b. To participate in corporation activities, general membership meetings and serve on Board Committees.

Section 4. Membership Meetings

- a. The general membership shall meet at least annually as set forth in the Articles of Incorporation. This Annual Meeting should be held in January of each fiscal year.
- b. The general membership shall elect the Board of Directors from the slate approved by the Board of Directors as set forth in the Articles of Incorporation. No nominations will be made from the floor at the meeting.
- c. As set forth in the Articles of Incorporation, members may not vote by proxy.

ARTICLE VII

BOOKS AND RECORDS

Section 1. Maintenance

Books, accounts and records of the corporation shall be kept and maintained by each Officer as identified in Article V of the Bylaws of the corporation.

Section 2. Inspection

Members shall have the right to inspect and examine any and all books, accounts and records of the corporation at reasonable times and with reasonable advance notice.

Section 3. Records

Upon leaving office, each Officer and Committee Chairman of the Corporation shall arrange a transition meeting to turn in all documents and other property of the corporation that have been in his/her custody during his/her term in office. This meeting should happen prior to the meeting in February.

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December, unless and until the Board of Directors by resolution shall determine otherwise.

ARTICLE IX

BUDGET AND REVIEW COMMITTEES

Section 1. Budget

A Finance Committee, chaired by the Treasurer and including the President and another Board member appointed by the President, shall consider the needs and recommendations of the corporation and shall prepare a budget. The budget for the upcoming fiscal year shall be presented to the Board for approval no later than the December meeting. It will be approved at the January Annual Membership meeting.

Section 2. Review

- a. The finances shall be reviewed annually by the above designated Finance Committee. The committee shall submit a report at the Annual Membership meeting of the Board of Directors.
- b. The Board of Directors shall have an annual review performed of the finances of the corporation and reported at the March meeting. Any Board member may request additional review with the approval of two-thirds (2/3) of the Board of Directors.

ARTICLE X

COMMITTEES

The President may set up committees as he/she deems appropriate, including, but not limited to: Sponsors, Charities, Charities Support, Grants, Bylaws, Volunteers and Promotions.

ARTICLES XI

CONTRACTS

All contracts to be entered into shall be reviewed by the Board of Directors, and if approved, shall be signed by the President or such other Officers as the Board in its discretion may deem advisable. The Board of Directors shall have the option of having any such contracts and any other legal documents reviewed by legal counsel.

ARTICLE XII

ASSETS

Section 1. Cash

All cash donations or income to the corporation shall be deposited in the bank account of the corporation upon receipt. The Board of Directors shall establish a checking account and one or more interest bearing deposit accounts. The Treasurer/President, under the direction of the Board of Directors, shall deposit all funds in accounts which produce the maximum furtherance of its stated purpose. All disbursements shall be made by the Treasurer under the direction of the Board of Directors. All bank accounts shall be in the name of the corporation and all withdrawals in the amount of Two Hundred and no/100ths Dollars (\$200.00) or more shall require the signatures of two (2) of the following three (3) Board members: President, First Vice-President, or Treasurer. Investments, other than bank account deposits, shall be made only by the Board and in a manner specified by the Board of Directors.

Section 2. Other Property

The Board of Directors may accept donations of personal property other than cash to the corporation. Gifts-in-kind may also be accepted by the Board. The Board of Directors shall have the authority to retain or dispose of any such property so accepted, and may from time to time authorize the Officers to act on behalf of the Board for acceptance or disposition of such property.

ARTICLE XIII

AMENDMENT OF BYLAWS

Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be enacted by the Board of Directors as per Louisiana nonprofit corporation statutes. Notice of the proposed amendment(s) or replacement bylaws must be presented in writing to all Board members at least ten (10) days prior to the Board of Directors meeting at which the proposed amendment or repeal will be voted on. All amendments must be approved by a two-thirds (2/3) vote of those Board members present.

ARTICLE XIV

DISSOLUTION

Dissolution of this corporation shall be by a two-thirds (2/3) vote of the General Members present and voting in person, after the ten (10) days' notice has been mailed to each member. At dissolution, the assets of the corporation shall be distributed as set forth in the Articles of Incorporation.

Approved by the Board of Directors on the _____, 2016.

Adele Nunez, Recording Secretary