Friends of the Kershaw County Library
Constitution/By-Laws

Article I – Name

Section 1: The name of this corporation shall be Friends of the Kershaw County Library, Inc. (hereafter referred to as FOKCL). FOKCL was incorporated as a South Carolina Non-Profit Public Benefit Corporation under Internal Revenue Code 501 (c) (3).

Article II – Purpose

Section 1: The purpose of this organization shall be to establish closer relations between the Kershaw County Library and the people it serves; to promote interest in its functions, resources, services and needs; to confer with the trustees and staff of the library on matters related to the welfare of the institution; to stimulate gifts, endowments and bequests to the library; to support the development of a program for the extension and improvement of the library's resources and services.

Article III – Membership and Dues

Section 1: Membership in this organization shall be open to all individuals in agreement with its purposes and whose dues are up-to-date.

Section 2: Dues shall be payable annually. Classes of membership and dues for each class shall be determined by the Board of Directors. Lifetime memberships are no longer available, but current lifetime memberships will continue to be honored.

Section 3: Each member shall be entitled to one vote.

Article IV – Board of Directors

Section 1: The management of the FOKCL shall be vested in a board of directors ("the Board") consisting of at least 5 but not more than 10 members, including the officers.

Section 2: The officers shall consist of a President, Vice-President/President Elect, Secretary, Treasurer, a non-voting appointed Financial Secretary (appointed at the discretion of the Executive Committee). The Library Director shall serve as an ex-officio non-voting member of the Board.

Section 3: The Board of Directors shall be elected by majority vote of those present at the Annual Meeting. The Board of Directors shall elect officers at the next regularly scheduled Board meeting following the annual meeting. Initially, terms of office shall be staggered. Thereafter, directors will serve for three years with the option to be nominated to serve a second three-year term. Those appointed to fill a vacant term may be nominated in their own right and eligible for re-election for another three years at the completion of the vacant term.

After two consecutive terms, Board members must take one year off before being eligible to serve again.

Section 4: The President shall appoint a nominating committee prior to the Annual Meeting. The nominations for Board of Directors shall be submitted in writing either via mail or electronically to the membership, with the consent of the nominee, at least two weeks prior to the Annual Meeting. Additional nominations may be made from the floor with the consent of the nominee.

Section 5: The Board shall have the authority to fill any vacancies which occur during the year.

Section 6: The Board shall have the authority to appoint committees consistent with the purposes of the organization.

Section 7: Board meetings shall be held monthly except when determined by a majority vote of the Board. Special meetings may be called by the President.

Section 8: A majority of the Board shall constitute a quorum.

Section 9: A Board member or officer may be removed for cause by a vote of two-thirds of the Board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least two weeks prior to the meeting.

Section 10: Any member of the Board may participate in, and be regarded as present at, any meeting of the Board by means of conference telephone or any other means of communication by which all persons participating in the meeting can hear each other at the same time.

Article V – Duties of Officers

Section 1: President: to preside over and conduct meetings and to appoint all committees. The President will be an authorized signer, with the Treasurer, on all FOKCL banking accounts.

Section 2: Vice-President/President Elect: to perform the duties of the President in the absence of the President; and become President the following term. In the event the President is unable to continue as President, the Vice-President/President Elect will assume those duties.

Section 3: Secretary: to record attendance at all meetings; to take the minutes of all meetings and distribute them to the Board members prior to the next meeting; to conduct official correspondence of the organization at direction of the executive committee; and to maintain a record of such correspondence.

Section 4: Treasurer: to supervise the administration of the finances of the organization. The Treasurer shall manage cash flow, issue financial statements on a timely basis, arrange for an annual financial review or audit as required by law and perform any other duties as may be assigned by the President or Board of Directors.

Section 5: Financial Secretary (**a position appointed at the discretion of the Executive Committee**): to assist the Treasurer with financial responsibilities as needed and as mutually agreed upon between Treasurer and Financial Secretary, and Board; to be an authorized signer, with the President and Treasurer, on all FOKCL banking accounts.

Article VI – Executive Committee

Section 1: An executive committee shall consist of the officers and the immediate past president and shall meet at the discretion of the president between meetings of the board of directors. Recommendations made by the committee shall be submitted to the board for approval at its next meeting.

Section 2: The purpose of the Executive Committee is to establish Board meeting agendas, discuss major financial issues, determine special committee needs, and provide leadership to the Board. All major operating decisions will be taken to the full Board of Directors for discussion.

Article VII - Membership Meetings

Section 1: An Annual Meeting shall be held on a date to be determined by the Executive Committee. Members shall be notified in writing either via mail or electronically at least two weeks prior to the date of the meeting. Elections of Board members will be held at the Annual Meeting.

Section 2: A special meeting of the organization may be called at any time by the President or by a majority vote of the Board of Directors.

Article VIII – Amendments

Section 1: Amendments to these by-laws may be made at any meeting of the general membership by a two-thirds vote of those present, after notification**,** in writing either via mail or electronically**,** to each member at least two weeks before the meeting at which the voting is to take place.

Article IX – Liability and Indemnification

Section 1: The Corporation shall indemnify, defend, and hold harmless the Corporation's Officers and Board to the fullest extent permitted by, and in accordance with the provisions of the Act. This plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Officers and Board as consideration for their services to the Corporation, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Board, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, insurance, provision of law, or otherwise, as well as their rights under this Article IX. Cases involving gross negligence or willful misconduct by members of the Board or the Corporation's Officers are excluded from indemnification.

Section 2: The Board may from time to time adopt an Indemnification Plan implementing the rights granted in this Article IX. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted herein shall be exercised; provided that the Indemnification Plan shall include that the Directors shall not be indemnified until twenty (20) days after the effective date of written notice is given to the South Carolina Attorney General, as set forth in Section 33-31-855(d) of the Act.

Section 3: The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Board member or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnity such person.

Article X – Dissolution

In the event of the dissolution of the KOKCL, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Kershaw County Library.