

CONSTITUTION AND BYLAWS (February, 2017)
FRIENDS OF THE LONDON PUBLIC LIBRARY

Article I – Name

The name of the organization shall be: FRIENDS OF THE LONDON PUBLIC LIBRARY.

Article II – Definitions

The London Public Library shall hereinafter be referred to as “the Library”.

The London Public Library Board shall hereinafter be referred to as “the Library Board”.

The Friends of the London Public Library shall hereinafter be referred to as “the Friends”.

Article III – Type of Organization

The “Friends of the Library” shall be a non-profit charitable association duly registered as required by law. The Friends shall be a benevolent and voluntary organization, without purpose of gain for its members. The profits or accretions will be used solely for the purpose of promoting the mandate of the Friends.

Article IV – Mandate of the Friends

1. To build a strong membership dedicated to furthering the purposes of the London Public Library and the community it serves.
2. To promote and publicize library services through activities that will demonstrate the benefits and importance of the London Public Library in the community.
3. To raise funds for enhancements to library services. (Such funds will not be used to cover ongoing operating costs)
4. To present programs of interest to patrons of the London Public Library and to the members of Friends.

Article V – Membership and Fees

1. Membership in the Friends shall be open to all persons and organizations, including Library staff and Library Board members, families, associations, business firms, and other established community groups interested in the purpose of the Friends, and who have paid the appropriate membership fees.
2. Membership fees payable to the Friends shall be prescribed by the Executive. Membership of the Friends consists of:
 - a. Regular members
 - b. Senior members
 - c. Student members
 - d. Family members
 - e. Organization (Corporate and Non-Profit) members
 - f. Honorary members
3. Each membership shall be entitled to one vote. A Family membership entitles each member over voting age to one vote. Each Organizational membership is allowed one vote.
4. The membership year shall be from January 1 to December 31.

Article VI – Officers, Executive Committee and Committees

1. The Officers shall be President, Vice-President, Treasurer and Secretary.
2. The Executive of the Friends shall be made up of:
 - a. The President, Vice-President, Treasurer and Secretary;
 - b. The Past President;
 - c. The Chairpersons of any Standing Committees, and others filling positions necessary for the ongoing success of the Friends (as deemed by the President);
 - d. A member of the London Public Library Board, designated by the Board, who shall participate in an advisory and liaison capacity (non-voting);
 - e. The Chief Executive Officer of the London Public Library or his/her designate, who shall participate in an advisory and liaison capacity (non-voting).

3. Officers
 - a. Officers shall be elected by a majority of those members present at the Annual General Meeting of members.
 - b. All Officers shall be elected for a term of one (1) year, and may not serve more than three (3) successive years in any particular office.
 - c. If there is no qualified candidate available for election or appointment as an Executive Officer, and to avoid a vacancy in an Officer position, an exemption to Article VI.3b may be granted, with the concurrence of the majority of members present at the Annual General Meeting.
4. The Standing Committees shall be those deemed necessary by a majority of the Executive.
5. Chairpersons of the Standing Committees shall be appointed by the Officers of the Friends.
6. Any Officer or member of the Executive, upon a two-thirds vote of all members in attendance at a meeting of the Executive, may be expelled from office for any cause which the Executive deems reasonable.
7. No remuneration shall be paid to members of the Executive. However, upon prior approval of the Executive, members may be reimbursed for out-of-pocket expenses incurred in carrying out duties on behalf of Friends.

Article VII – Duties of Officers

1. The Executive and the Officers of the Friends shall speak with one voice or not at all.
2. The President shall:
 - a. Preside at all Executive and general member meetings;
 - b. Be the liaison between the Friends and the Library Board;
 - c. Together with the Treasurer, be a signing authority on disbursements;
 - d. Represent the Friends before groups requesting the presence of the Friends, or delegate a representative;
 - e. Prepare and present an annual report to the Friends membership and the Library Board;
 - f. Form committees as necessary to carry out the mandate of Friends
3. The Vice-President shall, in the absence of the President:
 - a. Preside at meetings;
 - b. Perform the other duties of the President, as required.

4. The Treasurer shall:
 - a. Keep and maintain the financial records of the Friends according to standard accounting practices. These records shall be the property of the Friends and open to inspection when required;
 - b. Account for bank deposits made by the Bookkeeper or designate;
 - c. Account for all authorized disbursements;
 - d. Record all membership fees and contributions;
 - e. Make regular financial reports to the Executive;
 - f. Prepare and present an annual fiscal report to the membership summarizing the sources of all funds and the nature of all expenditures;
 - g. Prepare documents for tax and external audit purposes as required;
 - h. Oversee the issuing of charitable receipts.

5. The Secretary shall:
 - a. Record, distribute and maintain the minutes of all Executive and other general member meetings;
 - b. Conduct the correspondence of the Friends as directed by the President;
 - c. Give notices of meetings and motions;
 - d. Maintain the records of the Friends.

6. The Past President shall attend executive and general meetings in an advisory capacity to the current Executive.

Article VIII – Meetings

1. Executive
 - a. Regular meetings of the Executive shall be held once per month. However, regularly scheduled meetings may be cancelled by a majority of the Executive.
 - b. A majority of the Executive shall constitute a quorum for the transaction of business. Questions arising at any meeting of the Executive shall be decided by a majority of votes. In case of an equality of votes, the Chair shall cast the deciding vote.

2. Annual General
 - a. The fiscal year of the Friends is January 1 to December 31.
 - b. An annual meeting of members (the AGM) shall be held not later than one month following the end of the fiscal year for handling of organization business and elections.
 - c. Other general meetings of the members can be held at a time and place to be determined by the Executive
 - d. A quorum shall be defined as a minimum of ten (10) members present.

3. Nominations

- a. At least one (1) month prior to the Annual General Meeting of the Friends, the President shall appoint a nominating committee consisting of two (2) members of the Friends. The committee shall submit a report to the Annual General Meeting, wherein it shall nominate persons to stand for election as Officers of the Friends.
- b. Further nominations of persons willing to stand for election may be made from the floor of the Annual General Meeting.
- c. All those nominated to stand for election as an Officer must be a member of the Friends, consent to being so nominated/appointed and possess the requisite qualifications to effectively perform the duties of the position.

4. Special

Special meetings of the Friends may be called at any time by the President, or upon the written request of ten (10) percent of the members of the Friends, or of one-third of the members of the Executive, which written request shall be addressed to the President.

5. Quorum

A majority of members present shall constitute a quorum, with a minimum of ten (10) members in attendance.

6. Proxy Votes

All corporate members of the Friends shall, and other members of the Friends may, vote by means of proxy at meetings of the Friends, provided that said proxy is signed by the absent member and authorizes the holder to vote on their behalf. This must be filed with the Secretary at, or prior to, the commencement of the meeting.

7. Notice of General Meetings of Members

For the Annual General Meeting and any special meeting of members, the President shall cause written notice to be given to each member either by mail at the member's regular mailing or email address, or by personal delivery, at least ten (10) days prior to the date for the meeting.

8. Friends' meetings and rules of order shall be governed by the most recent edition of *Robert's Rules of Order*.

Article IX – Funds and Liability

1. All gifts of material or money offered to the Library from or by the Friends are subject to Library Board policy.
2. No members shall be liable for the debts or obligations of the Friends except for his/her unpaid fees. No personal liability shall in any way be attached to any member of the Friends in connection with any of its undertakings. All of its liabilities shall be limited to common funds and assets of the Friends. Neither the Executive of the Friends nor the Officers shall have any authority to borrow money or incur any indebtedness or liability in the name of, or on behalf of, the Friends.
3. All cheque disbursements will be co-signed by two (2) Officers of Friends, typically the President and Treasurer. In the absence of one or both of these, the Vice-President and the Secretary may also co-sign.

Article X – Working Relations

1. The Chief Executive Officer or designate will be informed of all significant projects, public relations campaigns and fund raising appeals of the Friends.
2. All public relations campaigns of the Friends shall be coordinated, as appropriate, through the Chief Executive Officer or designate.
3. Friends' activities shall be communicated by the President to the Chief Executive Officer and/or the Library Board, or their designate, on request.

Article XI – Amendments

1. These Bylaws shall not be altered, amended, varied, or added to except by Special Resolution of the members.
2. Such Special Resolution of the members shall be submitted in writing to the Executive one (1) month prior to a general membership meeting, at which meeting the notice shall be discussed and given consideration.
 - a. Such notice shall detail the alteration, amendment, variation or addition, and shall be signed by the member(s) presenting such motion.
 - b. Members shall be notified in writing of the Notice of Motion no later than two (2) weeks prior to the general membership meeting.

Article XIII – Dissolution

Upon dissolution of the Friends, after satisfaction of all liabilities, including costs of dissolution, any assets of the Friends shall be donated to the London Public Library Trust Fund.

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