

BYLAWS OF  
THE FRIENDS OF THE LIBRARY OF THE  
UNIVERSITY OF MISSOURI-KANSAS CITY

(As amended January 25, 1971; January 8, 1973; December 13, 1973; July 24, 1985;  
March 21, 1988; January 15, 1990; November 18, 1991; September 14, 1992, August 27, 2001;  
March 21, 2006; October 2, 2009; April 4, 2012; **October 9, 2012**)

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BYLAWS OF  
THE FRIENDS OF THE LIBRARY OF THE  
UNIVERSITY OF MISSOURI-KANSAS CITY

ARTICLE I: MEMBERSHIP AND VOTING

Membership shall be open to all persons interested in the development and improvement of the Libraries of the University of Missouri-Kansas City.

All individuals having made a financial or in-kind donation to Friends of the Library or UMKC Libraries since 1980 shall be listed as a member/friend.

Voting members are identified annually as those individuals who have contributed \$50 or more to the Friends or the Libraries within the calendar year.

Voting members may vote in person or by proxy executed in writing by the member. Each voting member is entitled to one vote.

ARTICLE II: OFFICERS

Section 1. Positions.

- a. The elected officers shall be a President; First Vice President, who shall be Program Chair; Second Vice President, who shall be Membership Chair; Secretary; and Treasurer.
- b. Terms.  
The officers shall be elected by the membership at the annual meeting for a term of no more than two years, or until their successors are elected. No member may serve more than six consecutive years as an officer.
- c. Removal.  
Any officer so elected by the members of the corporation may be removed by a majority vote of the members present at any regular meeting or special meeting called for that purpose, at which a quorum is present.

Section 2. Duties.

- a. President.  
The President shall preside at all meetings of the organization, and shall with the approval of the Board appoint chairs of standing committees, except the Nominating Committee, and of special committees established by the Board. The President shall perform all duties usually pertaining to that office, and may co-sign checks.
- b. Vice Presidents.  
The Vice Presidents shall, in the absence, disability, or inability to act of the

President, perform, in order of seniority, the duties and exercise the powers of the President, may co-sign checks, and shall perform such other duties as the Board or the President shall from time to time prescribe.

- c. Secretary.  
The Secretary shall keep minutes of all Board and organization meetings, and perform like duties for the standing and special committees when requested to do so.
- d. Treasurer.  
The Treasurer shall collect the dues of the members, may co-sign checks, shall keep the financial records of the organization, and shall prepare regular reports for presentation at Board meetings. In addition, the Treasurer shall chair the Budget and Finance Committee.

### ARTICLE III: BOARD OF DIRECTORS

Section 1. The Board of Directors shall manage the affairs of the corporation.

Section 2. Number, Terms, Qualifications.

- a. The directors of the corporation shall be eighteen in number, five of whom shall be the elected officers and one of whom shall be the immediate past President of the corporation.
- b. The elected officers and the immediate past President shall serve as directors for two-year terms. The remaining directors, four of whom shall be elected each year, shall be elected to three-year terms.
- c. Directors in good standing may continue to serve subsequent three year terms without term limits. Good standing shall be determined through each officer and director's participation in annual reviews conducted prior to the annual meeting. Reviews shall be based upon criteria agreed upon at the first meeting of each academic year.

Section 3. Vacancies.

Vacancies in the officers or the Board shall be filled upon the recommendation of the Nominating Committee at the next regular meeting of the Board, or at a special meeting called for that purpose.

Section 4. Absences.

Any member of the Board who has three consecutive, unexcused absences from regular meetings shall be deemed resigned.

Section 5. Minutes shall be recorded and kept on all meetings of the Board.

Section 6. Meetings.

- a. The Board shall meet a minimum of four times each year.
- b. Special Board meetings may be called by the President, or at the request of three members of the Board.
- c. There shall be at least ten days notice in writing of all meetings. In an emergency, the Board may be notified by telephone. All actions taken at special meetings must be reported in full at the next regular meeting.
- d. Quorum.  
At all meetings of the Board of Directors, one-third of the whole Board shall constitute a quorum for the transaction of business.

Section 7. Nominations and Elections.

- a. Officers and Board members shall be elected by the membership at the annual meeting of the organization. The Nominating Committee shall submit a slate of officers at the annual meeting. There may be nominations from the floor, providing the consent of such nominees has been obtained. Voting shall be by written ballot, unless the Nominating Committee slate is uncontested.
- b. Voting.  
Each member shall be entitled to one vote on each matter submitted to a vote of the members. A member may vote either in person or by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution.

## ARTICLE IV: COMMITTEES

Section 1. Standing Committees.

There shall be the following Standing Committees: Nominating, Budget and Finance, Membership, and Program.

- a. Nominating Committee.  
The Nominating Committee shall be responsible for preparing and submitting to the members at the annual meeting a list of recommendations for the officers and directors to be elected at said meeting. All nominees for office or Board shall be members in good standing and shall have consented to such nomination.
- b. Budget and Finance Committee.  
The Budget and Finance Committee shall consist of the Treasurer and two Board members. They shall prepare an annual budget to be submitted to the Board of Directors for approval, and if necessary recommend amendments to the Board.

- c. Program Committee.  
The Program Committee shall be responsible for membership programs during the year.
- d. Membership Committee.  
The Membership Committee shall promote memberships in the organization and may call on other committees and individual members to assist.
- e. Scholarship Committee  
The Scholarship Committee shall oversee administration of the Friends of the Library Annual Student Scholarship and the selection of its recipient(s).

Section 2. With the exception of the Nominating Committee, the President shall appoint the chair and members of each committee with the approval of the Board. The newly elected members of the Nominating Committee shall elect their chair from their own members at their first meeting.

#### ARTICLE V: MEETINGS OF MEMBERS

##### Section 1. Annual Meeting.

The annual meeting of the members shall be held in March, April, or May for the purpose of electing officers and Board members.

##### Section 2. Special Meetings.

Special meetings of the entire membership shall be determined by the Board. Any meeting open to the entire membership may be designated a business meeting, provided at least ten days written notice is given.

##### Section 3. Quorum.

A quorum of the membership for purposes of transacting business shall be ten.

#### ARTICLE VI: FINANCES

The funds of the organization will be disbursed only according to the previously approved annual budget, or as otherwise directed by the Board. The fiscal year shall be in line with UMKC's fiscal year and run July - June.

#### ARTICLE VII: PARLIAMENTARY AUTHORITY

Roberts= Rules of Order Revised shall govern this organization except where inconsistent with these Bylaws, with the Articles of Incorporation, the laws of the State of Missouri or the Federal Government.

#### ARTICLE VIII: REGISTERED AGENT AND REGISTERED OFFICE

The registered agent shall be the Dean of Libraries or designate of the University of Missouri-Kansas City. The registered office shall be the University of Missouri-Kansas City Libraries Administrative Office, 5100 Rockhill Road, Kansas City, Missouri, 64110-2499.

#### ARTICLE IX: AMENDMENTS

The Bylaws of the corporation may from time to time be altered or amended in any respect, or repealed in whole or in part by the majority vote of the whole Board of Directors, or by the majority of those present at any annual or special meeting of the members at which not less than twenty-five members are present, notice of amendments having been duly given.