

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

ARTICLE I: MEMBERSHIP AND VOTING

The Friends of the Library shall be open to all persons interested in the development and improvement of the Libraries of the University of Missouri-Kansas City. Membership shall include all persons who donate \$50 or more to the Friends of the Library or UMKC Libraries.

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, online, by telephone, 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, Vice President, Secretary, and Treasurer.
- b. Terms.
The officers shall be nominated by the nominating committee and board, and elected by the membership at the annual meeting for a two year term. 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 board of directors present at any regular meeting or special vote called for that purpose, at which there is a quorum vote.

Section 2. Duties.

- a. President.
The President shall preside at all meetings of the organization. The President shall perform all duties usually pertaining to that office, and may co-sign checks. Regarding board votes: in case of a tie, the president will cast the deciding vote.
- b. Vice President.
The Vice President shall, in the absence, disability, or inability of the President to act, perform the duties and exercise the powers of the President, and shall perform such other duties as 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 keep and/or oversee the financial records of the organization, and shall prepare regular reports for presentation at Board meetings.

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 10 in number not exceeding 18 members, four 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 shall be elected to three-year terms.
- c. Directors in good standing may continue to serve subsequent three year terms, with two terms being the standard and a third term available at the advisors and officers' discretion. Good standing shall be determined through attendance, engagement, and involvement.

Section 3. Vacancies.

Vacancies in the officers or the Board shall be filled upon the recommendation of the Nominating Committee.

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. Standing meetings of the Board of Directors shall be held the first Tuesday of the month during: September, October, November, January, February, March, April, May.
- 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 unscheduled 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. The Nominating Committee shall submit a slate of nominees to the Board of Directors. Voting to approve the slate shall be by email or written ballot. Once the slate of nominees is approved, the slate shall be sent to the larger membership for online vote of approval.
- b. Voting.
Each member shall be entitled to one vote on each matter, and votes must be cast electronically.

ARTICLE IV: COMMITTEES

Section 1. Standing Committees.

There shall be the following Standing Committees: Nominating and Scholarship.

- a. Nominating Committee.
The Nominating Committee shall be responsible for preparing and submitting to the Board of Directors a list of recommendations for the officers and directors to be elected. All nominees for office or Board shall have expressed an explicit interest in the corporation, and shall have consented to such nomination.
- b. 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. Rotating Committees.

There may be various Rotating Committees as the need arises.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. Special Meetings.

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

Section 2. 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 1st – June 30th.

ARTICLE VII: PARLIAMENTARY AUTHORITY

Roberts Rules of Order Revised shall govern this organization except where inconsistent with these Bylaws, 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, 800 East 51st Street, 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 and notice of amendments having been duly given.