

**AMENDED AND RESTATED CODE OF REGULATIONS
OF THE
FRIENDS OF THE DELAWARE COUNTY DISTRICT LIBRARY**

Adopted: November 15, 2018

Article I

Name

The name of the Corporation shall be: FRIENDS OF THE DELAWARE COUNTY DISTRICT LIBRARY INC. (Hereinafter called the "Friends")

Article II

Mission & Purpose

The mission and purpose of the Friends, within the limits imposed under Section 501(c)(3) of the Internal Revenue Code, shall be: To create and maintain an association of persons interested in the Delaware County District Library (DCDL); to focus public attention on the services and needs of the DCDL; to advocate for the DCDL and its mission; to raise funds to support the DCDL's services and programs; and, with the concurrence of the DCDL's Board of Trustees, to influence, receive, hold and disburse the gifts of books, endowments, donations, and bequests to the DCDL.

Article III

Membership

Section 1

Membership shall be open to all individuals or families in sympathy with the Friends' purpose.

Section 2

Each separate membership shall be entitled to one vote at the Annual Meeting toward the election of any one individual to the Board of Directors of the Friends. Additionally, each separate membership shall be entitled to one vote on any issue that comes before the general membership.

Section 3

Membership in the Friends requires payment of annual dues, except for the complimentary memberships given for services rendered as approved by the Board.

Article IV

Board of Directors

Section 1 - Board of Directors

The Board shall be constituted by no fewer than nine members of the Friends. DCDL employees may be members of the Friends but may not serve on the Board. The Board year will be concurrent with the fiscal year. Each year at the Annual Meeting of the Friends, the general membership will elect individuals, each to be a director for a term of three years. The Board shall be responsible for the direction of all affairs of the Friends. Multiple consecutive three-year terms are permitted, (up to three consecutive terms) but the director must be re-elected by the general membership at the Annual Meeting for each consecutive three-year term. A simple majority of the active directors shall constitute a quorum for the transaction of business. Directors may not serve as a DCDL Trustee.

Section 2 - Board Powers

All officers and directors each have one vote on any issue that comes before the Board.

Section 3 - Removal from Office

Any director at any time may be removed from office for any cause deemed sufficient by the Board, by a majority vote of the full number of remaining directors then in office.

Section 4 - Board Vacancies

The office of a director becomes vacant if the director dies or resigns, or if the director is removed under the circumstances described in Section 3 of this Article. Vacancies arising on the Board during the year shall be filled by a current member and will need a majority vote of the directors then in office. All directors appointed in this manner shall then complete the full term of the individual whose vacancy they have been appointed to fill.

Article V

Officers

Section 1 - Officers

The officers shall be President, Vice-President, Secretary, and Treasurer. These four officers constitute the Executive Committee of the Friends. These four Officers shall be selected by mutual consent, or by secret ballot if needed, by the directors from the new Board. All Officers' terms are to be concurrent with the Fiscal Year.

Section 2 - Officers' Term

The term for all Officers shall be for a period of one year; however, they may continue to serve for an unspecified number of annual terms if elected to such position by a majority of the FOL Board of Directors.

Section 3 - Officers' Duties

A. The President shall:

- Preside over all meetings of the Executive Committee, Board of Directors, and the Annual Meeting of the Friends
- Set the agenda for each of the above meetings
- Ask the Secretary to notify appropriate personnel of meeting time, date, and location
- Exercise review responsibilities over the Treasury
- Be an Ex-Officio member of all committees

B. The Vice President shall:

- Assume all responsibilities of the President in the President's absence
- Exercise review responsibilities over the Treasury
- Be an Ex-Officio member of all committees

C. The Secretary shall:

- Be responsible for taking and posting minutes of each Board Meeting and the Annual Meeting
- Provide such minutes for Board Approval at the next Board Meeting
- Notify appropriate personnel of meeting time, date, and location
- Manage correspondence for the organization
- Exercise review responsibilities over the Treasury
- Be the Custodian of the Code of Regulations

D. The Treasurer shall:

- Be responsible for maintaining appropriate documentation of all income and expenditures
- Provide a written report for all Board Meetings and for the Annual Meeting
- Maintain bank accounts in accordance with the direction of the Board
- Perform other duties as outlined in Article X - Funds
- Be bonded in an amount determined by the Board. The bonding expense is to be borne by the organization

Article VI

Auxiliary Board

Section 1 - Membership

The membership on the Auxiliary Board shall consist of members of the Friends who expressed an interest in becoming more involved in the work of the board and its committees. Membership may be by invitation of a Board Director, or by self appointment.

Section 2 - Auxiliary Powers

Auxiliary Board Members may attend any Board meeting of the Friends. They may contribute to the conversation and business matters that come before the Board. However, they have no voting power on the Board. Auxiliary Board Members may serve on committees and may also be the Chair of a committee. They do have voting power on the committees that they serve on or that they chair.

Section 3 - Term of Office

The term of office is concurrent with the fiscal year. An Auxiliary Board Member may resign at any time.

Section 4 - Removal

Any Auxiliary Board Member at any time may be removed from office for any cause deemed sufficient by the Board, by a majority vote of the Directors present.

Article VII

Committees

Section 1 - Standing Committees

Standing committees may include: Finance, Fundraising, Membership, Nominating, Outreach, Publicity, Strategic Planning, Volunteers, and other standing committees as are deemed necessary the Board to support the mission of the Friends. Standing committee activities are subject to approval of the Board and may be chaired by a Director or an Auxiliary Board member. All standing committees must meet at least once per year for the purpose of preparing the committees' written reports to the membership at the Annual Meeting. Standing committee chairpersons may request additional meetings when in agreement with the balance of the committee members.

Section 2 - Executive Committee

The Executive Committee shall have and exercise between meetings of the Board all the authority and duties of the Board, subject to ratification by the Board of Directors. Meeting frequency defined in Article VIII, Section 4.

Section 3 - Finance Committee

The Finance Committee is responsible for devising and presenting a recommended yearly budget to the Board. The Finance Committee will serve as a consultant for budgeting on projects, and will assist the Officers in exercising their review over the treasury.

Section 4 - Nominating Committee

The Nominating Committee shall recruit new board and auxiliary board members

Section 5 - Other Committees

Temporary committees, may be established at any time for any purpose by the Board. Activities of any temporary committee are subject to approval by the Board.

Section 6 - Committee Terms

All standing committee appointments are for a period of one year, to be appointed at the Board Meeting that follows the Annual Meeting.

Article VIII

Meetings

Section 1 - Annual Meeting

The Friends shall hold an Annual Meeting at such time and place as may be designated by the Board of Directors for the purpose of the election of directors, to receive reports from all standing committees and other various reports, and to enact any other business. The Nominating Committee shall provide nominations for the open Board positions to the general membership at the Annual Meeting. The Secretary, a minimum of 21 days in advance of such meeting, shall distribute notice of the Annual Meeting to all members of the Friends. The voting members present in person, by the use of authorized communications equipment, by mail, or by proxy at the Annual Meeting shall constitute a quorum for the meeting.

Section 2 - Member Meetings

Meetings of the members of the Friends may be called by the President of the Friends, a majority of the Board, or the lesser of (a) ten percent of the members of the Friends or (b) twenty-five of the members of the Friends. Notice of such meetings of the members of the Friends shall be given not less than ten or more than sixty days before the date of the meeting. The voting members present in person, by the use of authorized communications equipment, by mail, or by proxy at any meeting of the members shall constitute a quorum for the meeting. The affirmative vote of a majority of the members present at a meeting shall be necessary for the authorization or taking of any action voted upon by the members, unless otherwise required by law.

Section 3 - Board of Directors Meetings

The Board of the Friends shall exercise all corporate powers and conduct, manage and control the affairs and property of the Friends. The Board shall meet monthly or at the discretion of the Executive Committee, for the purpose of directing the activities of the Friends. The Secretary, a minimum of 21 days in advance of such meeting, shall distribute notice of the Board Meetings to all directors. A majority of the Directors shall constitute a quorum for the purpose of conducting business.

Section 4 - Executive Committee Meetings

Executive Committee Meetings are held at the discretion of the President on an as-needed basis. The Secretary, a minimum of 5 days in advance of such meeting, shall distribute notice of the Executive Committee Meeting to all Executive Committee Members. A majority of the Executive Committee members shall constitute a quorum for the purposes of conducting business.

Section 5- Other Committees

All committees will prepare a written report for the membership for the Annual Meeting. Committee chairpersons may request additional meetings when in agreement with the balance of the committee members.

Section 6 - Open Meeting Policy

All Board meetings and the Annual Meeting shall be open to any member or non-member interested in attending.

Article IX

Dues

Section 1 - Amount of Dues

Dues shall be established by the Board and will be reevaluated on an annual basis. The payment of dues shall be at least on an annual basis.

Section 2 - Fiscal Year

The fiscal year of the Friends shall begin on January 1 at 12:01 AM of each year and shall end at midnight on December 31 of that same year.

Article X

Funds

Section 1 - Report Requirements

The Treasurer in concert with the Finance Committee shall maintain adequate books of accounts on a monthly basis. The Treasurer shall provide monthly bank statements and reconciliations and any other financial reports to the Finance Committee. An annual balance sheet and an income statement must be provided to the Board and the membership at the Annual Meeting. A separate accounting of all monies received and dispersed for each activity of the Friends shall be prepared and reported by the Treasurer. The Treasurer, in concert with the Finance Committee, will also be responsible for ensuring the timely filing of all necessary forms or paperwork to any governing agency.

Section 2 - Payment Authority

All items not approved in the annual budget or that exceed \$500.00 require pre-approval by the Board.

Section 3 - Audit Requirement

The Board may appoint an auditor from an outside accounting firm to audit the Treasurer's books. In no case may an existing director be the person selected to audit the books.

Section 4 - Individual Benefit

No part of the net earnings of the Friends shall inure to the benefit of or be distributable to any member of the Friends or any other private individual (except that reasonable compensation may be paid for services rendered by a member to or for the Friends affecting one or more of its purposes), and no member of the Friends or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Friends.

Section 5 - Distribution of Funds

The Friends shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or of any corresponding provisions of subsequent Federal or State laws.

Article XI

Limitation of Liability in Damages and Indemnification

Section 1 - Limitation of Liability in Damages of a Director

Other than in connection with an action or suit in which the only liability asserted against a director is for voting for or assenting to a statutorily proscribed assets distribution or loan (a "Statutorily Proscribed Act"), a director shall be liable in damages for any action he takes or fails to take as a director only if it is proved by clear and convincing evidence, in a court of competent jurisdiction, that his action or failure to act was either undertaken with the deliberate intent to cause injury to the Friends or undertaken with reckless disregard for the best interest of the Friends.

Section 2 - Third Party Action Indemnification

The Friends shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, including all appeals (other than an action, suit, or proceeding by or in the right of the Friends) by reason of the fact that he is or was a director, or officer of the Friends, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonable incurred by him in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Friend or undertaken with reckless disregard for the best interests of the Friends, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe his conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, constitute such proof.

Section 3 - Derivative Action Indemnification

Other than in connection with an action or suit in which the liability of a director for voting or assenting to a Statutorily Proscribed Act is the only liability asserted, the Friends shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Friends to procure a judgment in its favor by reason of the fact that he is or was a director of officer of the Friends, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or

failure to act involved and act or omission undertaken with deliberate intent to cause injury to the Friends or undertaken with reckless disregard for the best interests of the Friends, except that the Friends shall indemnify him to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 4 - Determination of Indemnification Rights

Any indemnification under Section 2 or Section 3 of this Article X (unless ordered by a court) shall be made by the Friends only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances. The determination shall be made (a) by a majority vote of those directors who in number constitute a quorum of the directors and who also were not and are not parties to or threatened with any such action, suit, or proceeding, (b) if such a quorum is not obtainable (or even if obtainable) and a majority of directors so directs, in a written opinion by independent legal counsel compensated by the Friends, or (c) by the court in which the action, suit, or proceeding was brought.

Section 5 - Advance of Expenses

Unless the action, suit, or proceeding is one in which the liability of a director for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the director or officer of the Friends in defending any action, suit, or proceeding referred to in section 2 or 3 of this Article X shall be paid by the Friends, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director or officer in which he agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Friends or undertaken with reckless disregard for the best interests of the Friends and (b) to cooperate with the Friends concerning the action, suit, or proceeding.

Section 6 - Purchase of Insurance

The Friends may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of any person who is or was a director, officer, employee, agent, or volunteer of the Friends, against any liability asserted against him and incurred by him in any capacity, or arising out of his status as such, whether or not the Friends would have the power to indemnify him against liability under the provisions of this Article X or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Friends has a financial interest.

Section 7 - Heirs; Non-Exclusivity

The limitation of liability in damages and the indemnification provided by this Article X shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, this Code of Regulations, any agreement, or any insurance purchased by the Friends, or by reason of any action by the Board of Directors to take into account amendments to the Ohio Nonprofit Corporation Law that expand the authority of the Friends to indemnify a director or officer of the Friends, or otherwise, both as to action in his official capacity and as to action in another capacity while holding an office or position.

Section 8 - No Mandatory Indemnification of Volunteers

Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Friends to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01(m) of the Ohio Nonprofit Corporation Law) other than directors or officers of the Friends.

Article XII

Amendments

This Code of Regulations may be amended or repealed, or a new Code of Regulations may be adopted at a meeting of the members of the Friends held for such purpose by a two-thirds vote of the members present, provided that written notice of the meeting and its purpose shall have been given to all members at least twenty-one days prior to the meeting. The voting members present in person, by the use of authorized communications equipment, by mail, or by proxy at such a meeting shall constitute a quorum for the meeting.

Article XIII

DCDL Director

The Director of the DCDL or his/her designee will act as the advisor to the Board for the Friends. It will be the advisor's responsibility to ensure that all activities of the Friends are in compliance with the DCDL Board of Trustees policies and guidelines.

Article XIV

Parliamentary Authority

Robert's Rules of Order, Revised, shall be the final parliamentary authority if a conflict arises.

Article XV

Dissolution

The Friends may be dissolved by a resolution adopted by two-thirds of the Board at a meeting held for the purpose of adopting a resolution of dissolution or without a meeting by the written consent of all of the Directors. If the Friends is dissolved, all of its assets not needed for payment of its debts and expenses shall be transferred or conveyed to one or more organizations that engage in activities related to library improvement or development and that qualify for exemption under Section 501(c)(3) of the Internal Revenue Code (or similar statutes hereafter enacted). The Board shall select the organization(s) to which such transfer or conveyance is made and shall determine how the property is apportioned among them. In the absence of such a selection or determination by the Board, the Court of Common Pleas of Delaware County may make such determination.

