



Friends of Union County Library, Inc.

A Georgia Nonprofit Corporation

BYLAWS

ARTICLE I NAME AND OFFICE

1.01 Name

The name of this corporation shall be Friends of Union County Library, Inc. The business of the corporation may be conducted as Friends of Union County Library, Inc. or Friends of Union County Library (FOUCL).

1.02 Office

The organization shall maintain a registered office in the State of Georgia and shall have a registered agent, whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation code.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose

Friends of Union County Library, Inc. is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Our Purpose is to advocate for libraries, literacy, and lifelong learning.

The activities of the association shall include sponsoring special projects and providing funds (with membership approval) for specific purchases as requested by Union County Public Library and Mountain Regional Library System, seeking gifts and endowments for Union County Public Library, securing materials that are beyond the scope of the ordinary library budget, and performing other services deemed helpful to the library and the community.

We will also seek to build partnerships with other community organizations with similar goals and purposes that intersect with ours.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation (delete period)

- a) Nonprofit Legal Status Friends of Union County Library, Inc. is a Georgia nonprofit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- b) Exempt Activities Limitation Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.
- c) Distribution upon Dissolution Upon termination or dissolution of the Friends of Union County Library, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation, or shall be distributed to a state or local government for a public purpose.

The organization to receive the assets of the Friends of Union County Library, Inc. hereunder shall be determined by the Board of Directors and its membership.

ARTICLE III

MEMBERSHIP

3.01 Membership

All individuals and organizations interested in the purposes of this organization shall be eligible for membership upon payment of annual dues.

3.02

Each individual member who is 18 years of age or older shall be entitled to one vote.

3.03 Dues

Any dues for affiliates shall be determined by the Board of Directors.

3.04 Meetings

General membership meetings shall be held at such times and places and upon such notice as the Board of Directors shall determine. At any meeting, the quorum consists of those who attend the meeting.

The meeting will follow the guidelines of Robert's Rules of order, which will be available for reference.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

Friends of Union County Library, Inc. shall have a Board of Directors consisting of at least 5 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of directors. The Board of Directors shall be as follows: the Friends of Union County Library, Inc. (the President, Vice President, Secretary, Treasurer), and the Branch Manager / Director of Union County Public Library.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of the Friends of Union County Library, Inc. shall be managed under the direction of the Board, except as otherwise provided by law.

4.03 Terms

- a) All Directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.
- b) Director terms may be staggered.
- c) Directors may serve terms in succession.
- d) The term of office is considered to begin January 1 and end December 31 of the same year in office, unless the term is extended.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a Director on the Board of Directors, the individual must be at least 18 years of age. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in November of each year. All Directors will sign a Conflict of Interest Agreement yearly.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position.

4.06 Removal of Directors

A Director may be removed by two-thirds ($\frac{2}{3}$) vote of the Board of Directors then in office, if:

- a) the Director is absent and unexcused from two or more meetings of the board of directors in a twelve-month period. The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance and, in that case, the Board Vice President shall excuse the President. Or:
- b) for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Director in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.07 Board of Directors Meetings

- a) Regular Meetings The Board of Directors shall have a minimum of 1 regular meeting each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days' notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

- b) Special Meetings Special meetings of the Board may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Directors of the Board of Directors. A special meeting must be preceded by at least 2-days' notice to each Director of the date, time, and place, but not the purpose, of the meeting.

4.08 Manner of Acting

- a) Quorum A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.
- b) Majority Vote Except as otherwise required by law or by the articles of incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- c) Hung Board Decisions Except as required otherwise by law, on the occasion that directors of the board are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of precedence shall have the power to swing the vote based on his/her discretion.
- d) Participation Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

4.09 Informal Action of the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed to by the consensus of a quorum.

For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent; (replace comma with semi-colon) however, all unanimous written consents must be included in the Board minutes.

4.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

ARTICLE V

COMMITTEES

5.01 Committees

The President will set the necessary committees, which may change from time to time based on the needs of the organization. But no committee shall:

- a) Take any final action on matters which also require Board members' approval or approval of a majority of all members;
- b) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- c) Amend or repeal Bylaws or adopt new Bylaws;
- d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- e) Appoint any other committees of the Board of Directors or the members of these committees;
- f) Extend corporate funds unless it is with the approval of the Treasurer;
- g) Approve any transaction to which the corporation is a party and one or more Directors have a material financial interest.

5.02 Standing Committees

With approval of the Board, the President may establish standing committees including:

- a) Nominating Committee: 3 members whose responsibility it is to nominate candidates for the elective offices provided for in these Bylaws. Such candidates shall be reported to the membership reasonably in advance of the meeting at which the election is to take place.
- b) Membership Committee

ARTICLE VI

OFFICERS

6.01 Board Officers

The officers of the corporation shall be a Board President, Vice President, Secretary, and Treasurer, all of whom shall be chosen by membership at the Annual Meeting, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board

may also appoint additional Vice Presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine. One person may hold two or more Board offices, except President and Treasurer, but no Board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office, unless there are no other qualified candidates willing to step up. Unless unanimously elected or recommended by the Board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

6.03 Removal and Resignation

The Board of Directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

- a) The Board President shall be the chief volunteer officer of the corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.
- b) The President may assemble an advisory board, consisting of the other officers, the ex-officio past president, and a member at large to assist with the tasks needed to support the mission, including formation of committees.
- c) The President is a member ex-officio of all committees.
- d) The President exercises supervision of the affairs of the organization.
- e) The President exercises general supervision of the other officers of the organization to see that their duties are properly performed.

6.05 Vice President

In the absence or disability of the Board President, the ranking Vice President or Vice President designated by the Board of Directors shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President. The Vice President shall normally accede to the office of Board President upon the completion of the Board President's term of office. The Vice President will assist with the committees as needed.

6.06 Secretary

The Secretary shall keep or cause to be kept Board minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board President. The Secretary will ensure the retention in digital and hard copy form of all documents required by the records retention policies and laws of the State. The Secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the Secretary.

6.07 Treasurer

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the corporation. The Treasurer shall oversee budget preparation and coordinate the budget requests of the library to be approved. The Treasurer will follow all the guidelines on fiscal control. The Treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

- a) The Treasurer shall receive all dues and contributions and hold the funds of the organization in such bank account(s) as may be specified by the Board of Directors.
- b) The Treasurer shall pay the obligations of the organization from these funds at the direction of the Board of Directors.
- c) The Treasurer shall keep an accurate account of all monies received and expended and present a full report at each meeting.

ARTICLE VII
FINANCIAL CONTROLS, LOANS,
INDEMNIFICATION AND RELATED MATTERS

7.01 Financial Control Policies

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation for amounts determined by the Board shall be signed by 2 members of the Board. If electronic payment is made, evidence of approval in the budget for such expenditures will constitute approval. Agreement of expenditures outside the budget will be made by a vote of the membership at a meeting or by approval by the Board. Such approval may be made by email and records of such attached to the financial records.

Any reimbursement to an individual for expenses over \$100 must be signed by 2 members of the Board. Should the reimbursement be to a signing member of the Board, they must include written approval and signatures of the check by the other signatories on the account.

7.02 Loans

No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

7.03 Indemnification

Mandatory Indemnification The corporation shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the corporation, against reasonable expenses incurred by him or her in connection with the proceedings.

Indemnification of Officers An officer of the corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director.

No indemnification shall be made for acts of gross negligence, intentional misconduct, or knowing violation of law.

ARTICLE VIII
MISCELLANEOUS

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Friends of Union County Library, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

- a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of Directors at a Board meeting.
- c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Friends of Union County Library, Inc. records.

10.02 Policy

Section 1. General Guidelines

Records should not be kept if they are no longer needed for the operation of the business or required by law.

From time to time, Friends of Union County Library, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance.

Section 2. Exception for Litigation Relevant Documents

Friends of Union County Library, Inc. expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Friends of Union County Library, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

- a) Corporate Documents Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that Form 1023 be available for public inspection upon request. They may be kept in digital as well as paper documents.
- b) Tax Records Tax records include, but may not be limited to, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- c) Board and Board Committee Materials Meeting minutes should be retained in perpetuity in the corporation's Board minutes. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
- d) Correspondence Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- e) Banking and Accounting Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years.
- f) Audit Records External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail that needs to be saved should be either:

- a) printed in hard copy and kept in the appropriate file; or
- b) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the email, as covered elsewhere in this policy; or
- c) posted in a format that allows an individual using the internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

ARTICLE XI
TRANSPARENCY AND ACCOUNTABILITY
DISCLOSURE OF FINANCIAL INFORMATION WITH THE PUBLIC

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Friends of Union County Library, Inc. practices and encourages transparency and accountability to the general public.

11.02 Financial and IRS documents (the form 1023 and the form 990)

Friends of Union County Library, Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Friends of Union County Library, Inc. shall make “widely available” the aforementioned documents on its website (foucl.org) to be viewed and inspected by the general public.

- a) The documents shall be posted in a format that allows an individual using the internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- c) Friends of Union County Library, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

- d) Friends of Union County Library, Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

11.04 Board

- a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

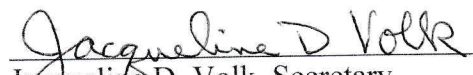
ARTICLE XII **AMENDMENT OF ARTICLES OF INCORPORATION**

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Friends of Union County Library, Inc. were approved by the Friends of Union County Library, Inc. Board of Directors on November 19, 2025, and constitute a complete copy of the Bylaws of the corporation.


Jacqueline D. Volk, Secretary

Date: 11/19/2025