

BYLAWS  
THE FRIENDS OF THE LIBRARIES OF  
TOWNS COUNTY, GEORGIA  
A NONPROFIT CORPORATION

Article One  
Introduction

- 1.1 The name of this organization shall be The Friends of the Libraries of Towns County, P. O. Box 159, Young Harris, Georgia 30582.
- 1.2 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 Two  
Purpose

- 2.1 This association shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 The organization will be a voluntary association of individuals and organizations for purposes which are charitable, educational, and cultural within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purposes of the organization shall include, but shall not be limited to, fostering interests of the libraries and furthering their service to the community.
- 2.3 The organization shall be governed by its Articles of Incorporation and its bylaws.

Article Three  
Membership

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

Article Four  
Board of Directors

- 4.1 Property, affairs, and business of the organization shall be managed by its Board of Directors, consisting of not more than 15 nor less than 5 members, the exact number to be fixed by resolution of the Directors from time to time. Five officers shall be elected by a majority vote of the members present at the annual meeting. Officers shall serve until the next annual meeting or until a successor shall be elected and shall qualify. Officers shall be as follows: President, Vice President,

Recording Secretary, Corresponding Secretary, and Treasurer. All other Directors shall be appointed by the President and shall include the following committee chairpersons: Membership, Publicity, Newsletter, Book Sale, Book Bunch, Bake Sale, and Scrapbook. Also included on the Board of Directors are a representative from each of the Towns County libraries and the Immediate Past President, who shall serve as the Parliamentarian. Other members-at-large, not to exceed a Board of Directors totaling 15 members, may be appointed at the discretion of the President and approved by the membership at the annual meeting.

- 4.2 A Director may be removed from office, with or without cause, by a three-quarters majority vote of the Board of Directors. Three consecutive absences from regularly scheduled Board meetings by a Director without a written explanation from said Director shall constitute resignation. When vacancies occur in the Board of Directors (whether the vacancy is due to removal, resignation, death, or any other reason), the President shall nominate a candidate to fill each unexpired term. At the same meeting, an office holder will be appointed to the vacant office by a simple majority vote of the Directors present and voting.
- 4.3 Regular meetings of the Board of Directors shall alternate between Mountain Regional Library, Young Harris, and Towns County Public Library, Hiawassee, or as specified in a Notice of Special Meeting. Special meetings may be held at any time upon the call of the President or the Recording Secretary or any three Directors. Notice of the time and place of such meeting shall be given by the Recording Secretary to each Director by telephone, by mail, or by email, not less than five days prior to the day of the meeting. Notice need not be given of regular meetings of the Board held at times fixed by resolution of the Board. In case of emergency, meetings may be called and votes taken via email.
- 4.4 A majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall fewer than three Directors constitute a quorum.
- 4.5 Directors will conduct the business of the organization on a cash-in-hand basis. By raising money, the membership will provide the funds needed to discharge the debts, obligations, and liabilities of the organization. In the absence of fraud or bad faith, the Directors shall not be personally liable for the organization's debts, obligations, or liabilities. Except as authorized at a special meeting called for the purpose, no Director or Officer will authorize debt or incur the expenditure of funds in an amount greater than attested by the Treasurer to be on deposit. Members will obtain authorization before obligating funds.

Article Five  
Meetings

- 5.1 There shall be an annual meeting for the purpose of electing the Officers and for transacting such other business as may properly come before the membership. All other Directors shall be appointed by the President, except for the Past President and Library Representatives. Notice of the annual meeting shall be given by public notice at least one week prior to the date of the meeting. At said annual meeting, each member shall be entitled to one vote. Family memberships shall have no more than two votes.
- 5.2 General membership meetings of the organization shall be held at such times and places and upon such notice as the Board of Directors shall from time to time determine.
- 5.3 Members present at any given general meeting shall constitute a quorum.

Article Six  
Dues

- 6.1 The annual dues payable to the organization by its members will be in such amount and place and upon such notice as the Board of Directors shall from time to time determine.

Article Seven  
Officers

- 7.1 The Officers of this organization shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. Officers shall be elected by the membership at large at the annual meeting and shall serve for a term of one year or until the successors have been elected and qualified.
- 7.2 The Officers of the organization shall each have such powers and duties as generally pertain to their respective offices, including but not limited to the following:
  - 7.2.1 The President shall call and preside at all regular and special meetings of the Board of Directors and membership; serve as member ex-officio of all committees; establish committees and appoint chairpersons; exercise general supervision of the other Officers and see that duties are properly performed; and exercise general supervision over the affairs of the organization and perform all other duties incidental to the office of which are authorized or required by law.

- 7.2.2 The Vice President shall perform all the duties of the President in the latter's absence or temporary inability to serve; and perform all other such duties as shall from time to time be required by the President and the Board of Directors.
- 7.2.3 The Recording Secretary shall attend all meetings of the Board of Directors and record all votes, actions, and the minutes of all proceedings; send email copies of minutes to all Directors; keep all records, papers, and documents of the organization on file except as otherwise specified by the bylaws or by resolution of the Board of Directors; and email a draft copy of the meeting minutes to the President, Vice President, and Treasurer within two weeks of the meeting date.
- 7.2.4 The Corresponding Secretary shall write thank you notes for special donations of \$30 or more and shall send out any other correspondence as requested by the President.
- 7.2.5 The Treasurer shall receive all dues and contributions and hold the funds of the organization in such bank as may be specified by the Board of Directors; pay the obligations from these funds at the direction of the Board (checks drawn on the account shall require the signatures of at least two officers if the amount is \$250 or more; no persons authorized to draw on the account can do so for their own reimbursement); and keep an accurate account of all monies received and expended and present a full report at each meeting.
- 7.2.6 Specific duties of Officers and committee chairpersons are on file in the FOLTC file cabinet in the MRL bookstore closet or other location as specified by the Board of Directors.

#### Article Eight Indemnification

- 8.1 The organization may indemnify its Officers, Directors, and Agents to the extent permitted by, and subject to the limitations of, the Georgia Nonprofit Corporation Code, and the Board of Directors are hereby authorized to do so and to purchase and maintain Officers' and Directors' liability insurance for such purposes.

#### Article Nine Fiscal Year

- 9.1 The fiscal year of the organization shall begin on the first day of January of each year and end on the last day of December in the same year unless otherwise determined by resolution of the Board of Directors.

Article Ten  
Parliamentary Procedure

- 10.1 These bylaws and the current edition of Roberts' Rules of Order shall be the parliamentary authority for proceedings of this organization.

Article Eleven  
Amendments

- 11.1 The bylaws of the organization shall be subject to alteration, amendment, or repeal at any regular or special meeting of the Board of Directors, provided that the change was presented in writing at the previous meeting at least 30 days prior. New bylaws not inconsistent with any statutory provisions or with any provision of the Articles of Incorporation shall be made by the affirmative vote of two-thirds of all Directors then holding office.
- 11.2 The bylaws of the organization may also be subject to alteration, amendment, or repeal by the vote of two-thirds of the members present at a meeting publicly announced for that purpose, with a quorum present. The Recording Secretary shall so designate the next called meeting of the organization upon the submission of a petition signed by 15 members, specifying the purposed change(s), but in no case shall such meeting be scheduled with less than 30 days advance notice.

Article Twelve  
Powers Clause

- 12.1 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its trustees, directors, officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 12.2 Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Article Thirteen  
Dissolution Clause

- 13.1 Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious, or scientific, or corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose.
- 13.2 However, if the named recipient is not then in existence or no longer a qualified distribute or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Adopted September 5, 1996  
Amended December 27, 2001  
Amended November 17, 2004  
Amended September 12, 2011  
Amended June 12, 2012  
Amended December 9, 2014  
Amended August 13, 2024