

**Revised and Amended Code of Regulations of
The Friends of the Cleveland Heights-University Heights
Public Library
(DBA FRIENDS of the Heights Libraries)**

Article I – Members

Membership is open to anyone who has an interest in the Cleveland Heights-University Heights Public Library. Members may join the corporation upon written application and payment of annual dues, the amount of which will be set by the Trustees. The membership year extends to the end of the month a year after a member joins or renews. From time to time, the Board may decide to grant an Honorary Lifetime Membership.

Article II – Meetings of Members

- 1) The Annual Meeting of the Members will be held on a Sunday in October each year, or at a time designated by a vote of the Board of Trustees.
- 2) Special meetings of the members may be called by the President of the Board, upon the request of three members of the Board, or by any twenty members of the corporation who give written notice of their intention to the Trustees. Notice of each Annual or Special Meeting shall be given in writing to each member, at least two weeks before the meeting, by mail, email or other written format. Written notice of each Annual or Special Meeting will also be given by posting at each library branch and on the library's website.
- 3) Twenty members will be considered a quorum at any meeting of the members.

Article III – Board of Trustees

- 1) Meetings of the Board of Trustees shall be held monthly, unless the Trustees vote to dispense with a regularly scheduled meeting. A simple majority of the Board will be considered a quorum at any Board of Trustees meeting. Except in the event of an Executive Session, all meetings of the Board are open to any member of the FRIENDS. Visitors may observe and make comments, but may not vote or make or second motions.
- 2) All Trustees must be members of the FRIENDS. There shall be a minimum of 12 and a maximum of 18 Trustees elected to terms of three years each. Trustees may be elected to shorter terms as needed to replace a vacancy or to create a staggered turnover of Trustees. Trustees are elected by the members at the Annual Meeting and the year of a Trustee's term shall end with the Annual Meeting at which time his successor will be elected. No Trustee shall serve for more than two consecutive three-year terms, except that the immediate past President and the immediate past Treasurer may be made full members of the Board for one year, regardless of the number of terms served as a Trustee. Alternatively, these immediate past officers may serve in an advisory, nonvoting capacity. If a replacement Board member serves less than one year, this does not constitute a full term and may be followed by two full terms.

- 3) Trustees are nominated by a Nominating Committee appointed by the President. Names of nominees will be sent to all members of the corporation at least two weeks before the Annual Meeting, where the election will be held. Any five (5) members may, in writing to the President of the Board not less than five (5) days before the meeting, nominate additional candidates, with their prior consent in writing.
- 4) The office of a Trustee becomes vacant if the Trustee dies or resigns, which resignation shall take effect immediately or at such later time as the Trustee may specify.

The office of a Trustee also becomes vacant following three unexcused absences by the Trustee (the validity of any excuse being determined by the Board of Trustees).

The remaining Trustees, though less than a majority of the whole authorized number of Trustees, may, by the vote of a majority of their number, fill any vacancy in the board for the unexpired term.

Article IV – Officers

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer, and any other officer that the Trustees may designate by resolution as the need arises. Officers shall be elected by the Trustees from their own number by majority vote at the Board meeting immediately preceding the Annual Meeting, and shall hold office for a period of one year or until their successors are elected and qualified.

Article V - Duties of Officers

- 1) **President:** The President presides at all meetings of the members and of the Trustees, assigns Board committees, prepares a written summary of the year's activities for the Annual Meeting, represents the corporation to the public and generally performs all the duties of a presiding office, and such other duties as shall from time to time be required by the Trustees.
- 2) **Vice President:** The Vice President performs all the duties of the President in case of absence or disability of the latter. In case both the President and Vice President are absent or unable to perform their duties, the Board may appoint a President pro tempore.
- 3) **Secretary:** The Secretary keeps and signs the minutes of all meetings of the Trustees and members, is responsible for giving notice of all meetings of the Trustees and performs such other duties as may be required by the Trustees.
- 4) **Treasurer:** The treasurer receives and manages all monies, dues, and securities belonging to the corporation and pays all bills incurred by the activities of the corporation. The Treasurer keeps an accurate account of all monies received and disbursed, and reports on the financial condition of the corporation at each Board meeting. The Treasurer chairs the Budget and Finance committee. On the expiration of the term of office, the Treasurer turns over to the successor, or to the Board of Trustees, all money and property of the corporation still retained. The duties of Treasurer may also be performed by an Assistant Treasurer appointed by the Board.

Article VI – Committees

- 1) The Trustees may, by resolution, provide for such committees of the Trustees as they shall deem needed and shall delegate to such committees duties and powers as they see fit. All committees are of equal standing and report directly to the entire Board. It is intended that some committees include not only Board members but other interested FRIENDS as well.
- 2) Standing committees are created by a majority vote of the Board of Trustees and the membership of each committee is appointed by the President. Current standing committees include:
 - i) The Nominating Committee is responsible for identifying, interviewing and nominating one candidate for each office of the Board of Trustees as well as candidates to fill any expired terms of regular Board members. The slate of all nominees shall be presented for approval to the Board at the last regular meeting preceding the Annual Meeting. The Nominating Committee will present the full slate to the membership at the Annual Meeting, where the election will take place. In the event of a mid-term vacancy, the Nominating Committee will present a candidate to fill it. The candidate will be elected by the Board to serve out the unexpired term.
 - ii) The Membership Committee is responsible for a continuous program to expand the membership of the corporation and strengthening the financial support of its operations. The committee will keep the official record of members, track the payment of annual dues, and solicit renewals upon expiration.
 - iii) The Program Committee organizes the Annual Meeting of the members of the corporation and recommends other programs and activities to the Board as interest arises.
 - iv) The Scholarship Committee is made up of at least one member of the FRIENDS Board (serving as committee chair), the Director of the CH-UH Library, and either a current or former instructor of library sciences at a school accredited by the American Library Association or a professional librarian holding at least a master's degree in library science from a school accredited by the American Library Association who is not a current or former employee of the CH-UH Library . The committee revises the scholarship guidelines as needed; solicits and reviews applications for the scholarship and chooses the recipient(s).

Article VII – Indemnification and Insurance

- 1) The corporation shall indemnify each Trustee and Officer, each former Trustee and Officer, and each person who is serving or has served at its request as a director, trustee, officer, member or manager of any other domestic or foreign, non-profit corporation or business corporation, limited liability company, partnership, joint venture, trust or other enterprise, and may indemnify an employee, agent, volunteer (as defined in section 1702.01(N) of the Ohio Revised Code, as amended), or any person who is serving or has served at the request of the corporation as an employee or agent of any other domestic or foreign, non-profit corporation or business corporation, limited liability company, partnership, joint venture, trust or other enterprise, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the fullest extent, from time to time, permitted by the laws of the State of Ohio. As used herein, the terms

Trustee (trustee), Officer (officer), director, agent and volunteer shall include their heirs and personal representatives. A right to indemnification or to advancement of expenses arising under a provision of these Regulations or the provisions of section 1702.12 of the Ohio Revised Code, as amended, shall not be eliminated or impaired by an amendment to these Regulations after the occurrence of the act or omission that becomes the subject of the civil, criminal, administrative, or investigative action, suit, or proceeding for which the indemnification or advancement of expenses is sought.

- 2) The corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or volunteer (as defined in section 1702.01(N) of Ohio Revised Code, as amended) of the corporation, or is or has served at the request of the corporation as an employee or agent of any other domestic or foreign, non-profit corporation or business corporation, limited liability company, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her, and incurred by him/her, in any capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under this Article VII.

Article VIII – Amendments

These Regulations may be amended, supplemented or repealed by a majority vote of the members present at a Special Meeting called for that purpose or at any Annual Meeting of the members of the corporation, provided the amendments have been submitted to the membership for review at least two weeks prior to the meeting.