**BYLAWS**

**OF**

**FRIENDS OF GEORGIA LIBRARIES FOR ACCESSIBLE STATEWIDE SERVICES - ATLANTA, INC.**

The name of the organization shall be “Friends of Georgia Libraries for Accessible Statewide Services - Atlanta, Inc.” (hereinafter referred to as “Friends”).

**Mission Statement**

Friends is an association of persons interested in Georgia Libraries for Accessible Statewide Services who provide support for and advocate on behalf of Georgia Libraries for Accessible Statewide Services (hereinafter referred to as “GLASS”).

**Vision Statement**

In pursuit of its Mission, Friends focuses public attention on GLASS; stimulates the use of the resources and services of GLASS; receives and encourages donations, gifts, endowments and bequest to GLASS supports and cooperates with the staff of GLASS in developing services and programs for the reading impaired community.

**Article I**

**Offices**

1.1 Offices. The principal office of the organization as identified in the Articles of Incorporation shall be located at 55 Park Place NE, Suite 300, Atlanta, Georgia 30303. The organization may have offices at such other places as the Board of Directors may from time to time appoint of the business of the organization may require or make desirable.

1.2 Registered Office and Registered Agent. The organization shall maintain in the State of Georgia a registered office and a registered agent whose office is identical with such registered office. The registered agent is the Library Manager of GLASS. The address of the registered office may be changed from time to time by the Board of Directors.

**Article II**

**Membership**

2.1 Membership. Membership in the organization shall be open to any individual or organization interested in supporting the mission of this organization. The categories of membership shall be as follows:

(a) Individual. Individual members who pay annual membership dues shall be entitled to vote at the annual or any special meeting of the members.

(b) Partnerships. Corporations, partnerships, joint ventures, associations, other entities or individuals who value GLASS and the essential community services it provides the hearing impaired may partner with Friends by becoming a Partnership Member in one of the following contribution levels: Premium, Silver, Gold or Platinum

The categories of membership may be changed by the Board of Directors from time to time in its discretion.

2.2 Dues. The members of the organization for each year shall be those persons who have paid the membership dues of the organization which the Board of Directors may, from time to time, assess for such year.

2.3 Amount of Dues. All members shall pay dues or assessments, or both, in such amounts and payable at such times and by such methods of collection as the Board of Directors may by resolution prescribe.

2.4 Non-payment of Dues. A member who fails to pay yearly dues or assessments by the date of the annual meeting shall be considered to have resigned.

**Article III**

**Gifts and Contributions**

3.1 Gifts and Contributions. The Board of Directors reserves the right to accept or decline any gift or contribution.

**Article IV**

**Board of Directors**

4.1 General Powers, Number of Directors. The business and affairs of the organization shall be managed by the Board of Directors. The number of voting members of the Board of Directors shall be seven (7). No individual who is a paid staff member, either part or full time, of GLASS may serve as a voting member of the Board of Directors. Each member of the Board of Directors shall have one (1) vote on any matter requiring a vote by the Board of Directors. In the event of a tie vote on any matter, the President, or Vice President if the President is not present, shall cast an additional vote to break the tie. To the extent feasible, no less than a simple majority of the voting members of the Board of Directors shall be individuals who are not paid staff of a library.

4.2 Term. The term of each member of the Board of Directors shall be three (3) years, with a maximum of two (2) consecutive terms in full or any part thereof.

4.3 Election. The directors shall be elected in three staggered terms with three (3) directors elected in year one and two (2) directors in each of the next two (2) succeeding years. On an annual basis, a slate of nominees for Board of Director vacancies will be presented by the Board Development Committee at the annual meeting. Nominations will also be accepted from the floor.

4.4 Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. Board of Director members represented by proxy may not be counted toward a quorum.

4.5 Vacancies. Any mid-term vacancy occurring on the Board of Directors may be filled by the vote of a majority of the remaining directors, even if such remaining directors comprise less than a quorum.

4.6 Compensation. Directors shall serve without compensation for their services. Reimbursement toward travel expenses may be made with the approval of the Board of Directors.

4.7 Termination. A director who does not attend three (3) consecutive regularly scheduled meetings of the Board of Directors shall be considered to have resigned as a member of the Board of Directors.

4.8 Ex-Officio. The Immediate Past President of the organization shall serve on the Board of Directors as an Ex-Officio member, holding a non-voting status. The Library Manager of GLASS or the Library Manager’s designee shall also serve as a non-voting Ex- Officio member of the Board of Directors. Ex-officio directors shall not count toward a quorum and shall not count toward the total number of Board of Directors (Section 4.1). The Board of Directors may appoint additional Ex-officio members, from time-to-time, in its discretion.

**Article V**

**Meetings**

5.1 Board of Directors Meetings. The Board of Directors will meet at least four (4) times during each period of twelve (12) months following the annual membership meeting, at times and places to be determined by the Board of Directors. Meetings may be conducted via teleconference or conference call.

5.2 Annual Membership Meeting. The Board of Directors shall call a membership meeting in January of each year for the purpose of electing Directors and conducting other business as needed. Members in good standing shall be eligible to vote. Each Individual and Partnership will have one vote. A simple majority will rule.

5.3 Special Membership Meetings. Special meetings of the membership may be called at any time by the Board of Directors with the same notice requirements and voting rights as provided for annual meetings of the membership.

5.4 Quorum. Members present at the annual meeting shall constitute a quorum.

5.5 Notice of Membership Meeting. Written notice (either printed or electronic) of membership meetings shall be sent to the last known address of each member, as shown in the organization records, stating the place, day and hour, thirty (30) days before the date of such meeting.

**Article VI**

**Officers**

6.1 Number. The Officers of the organization shall consist of the President, Vice President, Secretary, and Treasurer.

6.2 Terms. The Officers will be elected by the Board of Directors immediately following the annual meeting and serve one (1)-year terms. Officers shall serve until their successor is elected and qualified, or until resignation or removal. Officers must be voting members of the Board of Directors and organization.

6.3 President. The President shall be the principal executive officer. He/she shall preside at all meetings and sign and execute in the name of the organization all contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statue to some other officer or agent of the organization; and in general hall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6.4 Vice President. At the request of or in the absence of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors. The Vice President succeeds to the office of the President at the end of the appropriate term.

6.5 Secretary. The Secretary shall record or cause to be recorded, all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings, and shall perform such other duties as may be prescribed by the Board of Directors or President.

6.6 Treasurer. The Treasurer shall have custody of all funds, and other valuables of the organization; deposit all funds in the name of the organization in such banks, trust companies or depositories, as shall be selected in accordance with the provisions of these bylaws; keep complete and accurate records of accounts, showing at all times the financial condition of the organization; render a statement of the conditions of the finances of the organization at every meeting of the Board of Directors or membership; perform all duties and exercise all powers incident to the office of Treasurer and such other duties and powers as the Board of Directors, President or Vice President from time to time may assign to or confer on him/her; and serve as a member of the standing Finance Committee. An audit of the office and pertinent records shall be conducted at the Board of Directors’ discretion. The Treasurer cannot be an employee of GLASS.

**Article VII**

**Committees**

7.1 Establishment of Committees. The President may, with the advice and consent of the Board of Directors, establish such standing and ad-hoc committees as may be necessary, consistent with the mission and resources of the organization. The President may, with the advice of the Board of Directors, appoint the chairs and the members of such committees. Each committee shall include at least one member of the Board of Directors.

7.2 Board Development Committee. The President shall appoint a standing Board Development Committee. The Board Development Committee, with the advice of the Board of Directors, shall be responsible for recruiting, nominating and orienting all new members of the Board of Directors.

7.3 Finance Committee. The President shall appoint a standing Finance Committee. The Finance Committee, with the advice of the Board of Directors, shall be responsible for preparing an annual budget for approval by the Board of Directors and other duties as assigned by the Board of Directors and/or the President.

**Article VIII**

**Amendments**

8.1 Amendment to the Bylaws. Upon the recommendation of the Board of Directors, these bylaws may be altered, amended or repealed by a two-thirds majority vote of the members present at any membership meeting duly convened after not less than thirty (30) days notice from the Board of Directors to the members.

8.2 Dissolution. In the event of dissolution of this organization, all assets remaining shall be transferred to such other library-related, non-profit organization(s), by the majority vote of the members.

Article IX

Miscellaneous

9.1 Fiscal Year. The fiscal year of the organization shall begin January 1 and end on December 31 of each year unless a different year is specified by the Board of Directors.

9.2 Indemnification. Each director or officer of this organization shall be indemnified by this organization against those expenses which are allowed by the laws of the State of Georgia and which are reasonably incurred in connection with an action, suit or proceeding, completed, pending or threatened, in which such person may be involved by reason of his/her being or having been a director or officer of this organization. Such indemnification shall be made only if in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein. The organization may purchase and maintain insurance on behalf of any such officers and directors against any liabilities asserted against such persons whether or not the organization would have the power to indemnify such officers and directors against such liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by members or by an insurance carrier, the organization shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Georgia.

**END OF BYLAWS**