

**Bylaws of  
Friends of the Library, Chevy Chase, Maryland Chapter, Inc.**

**Article I: Name**

The name of the Corporation shall be Friends of the Library, Chevy Chase, Maryland Chapter, Inc. (hereinafter known as the "FOLCC"). The Corporation shall also be known as Friends of the Library, Chevy Chase Chapter.

**Article II: Purposes of the FOLCC**

**Section 1: In General.**

The FOLCC operates exclusively to support public library services in the Chevy Chase community of Montgomery County, Maryland.

**Section 2: Specific Activities.**

To accomplish the above purpose, the FOLCC shall:

- a. Encourage gifts, donations, and memorials for the benefit of local library services;
- b. Assist the local library in its public information activities;
- c. Cooperate with the work of the Montgomery County Library Board; the Friends of the Library, Montgomery County, Maryland, Inc.; and the local Library Advisory Committee;
- d. Engage in and support fundraising efforts for special purposes;
- e. Sponsor local community events and/or activities;
- f. Create opportunities for citizens to volunteer their assistance locally and county-wide; and
- g. Engage in such other activities as are necessary or convenient to the accomplishment of the FOLCC's purposes.

**Article III: Offices**

**Section 1: Offices.**

The FOLCC shall continuously maintain within the State of Maryland a Principal Office, which shall be located at 8005 Connecticut Avenue, Chevy Chase, Maryland, 20815, unless changed by the Board of Directors. The Board of Directors may establish other offices, either within or without the State of Maryland.

**Section 2: Changes.**

Any change in the Principal Office shall be accomplished in compliance with the general laws of the State of Maryland.

## **Article IV: Membership**

### **Section 1: Classes of Membership.**

The FOLCC shall have the following classes of membership:

- a. Individual
- b. Family
- c. Organizational
- d. Honorary

The Board of Directors may establish other classes of membership and specify qualifications for them.

### **Section 2: Eligibility.**

Membership shall be open to any persons or organizations with an interest in supporting library services in the Chevy Chase community of Montgomery County, Maryland. An individual, family, or organization interested in becoming a Member of the FOLCC shall submit a written application, on a form approved by the Board of Directors, to the FOLCC. An applicant shall become a Member of the FOLCC upon payment of the appropriate dues, as determined pursuant to Article XI of these Bylaws.

### **Section 3: Voting Rights.**

Each Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Members. Each Family Member and Organizational Member shall designate one (1) individual as its voting representative.

### **Section 4: Termination of Membership.**

The FOLCC may terminate the membership of any Member who is in arrears in the payment of dues.

## **Article V: Meetings of Members**

### **Section 1: Annual Meetings.**

There shall be an annual meeting of the Members each year at such time and place within the State of Maryland as may be determined by the Board of Directors, at which the Board of Directors shall submit a report of the activities of the FOLCC and the Members shall elect Directors. At the meetings, Members will have the opportunity to present their views on matters within the purview of the FOLCC.

### **Section 2: Special Meetings.**

Special meetings of the Members may be called by the President, by three (3) members of the Board of Directors, or by one-tenth (1/10) of the Members having voting rights. If no place is designated by the Board of Directors, the place of a special meeting of the Members shall be the Principal Office of the FOLCC.

### **Section 3: Notice.**

The FOLCC shall give written notice to all Members not less than ten (10) nor more than ninety (90) days before each meeting of the Members. Such notice shall specify the date, time, and

place of the meeting. However, except in the case of a special meeting, the notice need not specify the purpose for the meeting nor the business to be conducted unless so required by Maryland law. Such notice must be mailed or e-mailed to each Member at the Member's address that appears on the records of the FOLCC. If such notice is given by mail, it shall be deemed delivered when deposited in the U.S. mail properly addressed and with postage prepaid thereon. If such notice is given by e-mail, it shall be deemed delivered when sent to the Member's e-mail address that appears on the records of the FOLCC. Notwithstanding the foregoing requirement, a Member shall be deemed to have waived notice of a meeting if the Member (i) before or after the meeting signs a waiver of notice that is filed with the records of the meeting of Members or (ii) is present at the meeting, except when a Member attends the meeting for the express purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or is not lawfully convened.

#### **Section 4: Quorum of Meetings; Action by Members.**

Five (5) Members shall constitute a quorum in order to permit the transaction of any business. The membership of the FOLCC shall act by majority vote of the Members present and voting at any meeting. There shall be no voting by proxy, unless otherwise determined by the Board of Directors.

#### **Section 5: Action by Members Without Meeting.**

Any action or decision required or permitted to be taken or made at a meeting of the Members may be taken or made without the convening of a formal meeting, provided all members entitled to vote on the matter so consent in writing and set forth in the same writing (or in counterparts) the action or decision taken or made.

### **Article VI: Board of Directors**

#### **Section 1: General Powers and Duties.**

The affairs and property of the FOLCC shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have and may exercise any and all powers provided in the Articles of Incorporation or the general laws of the State of Maryland that are necessary or convenient to carry out the purposes of the FOLCC.

#### **Section 2: Composition of the Board of Directors.**

The number of Directors shall be established by the Board of Directors, but shall not be more than fifteen (15) or less than six (6).

#### **Section 3: Qualification.**

Directors must be Individual Members of the FOLCC or individual representatives of Family Members or Organizational Members.

#### **Section 4: Tenure and Removal.**

Directors shall be elected at the Annual Meeting of the Members. A Director shall serve for a term of two (2) years. However, the term of any Director shall expire upon the effective date of his or her resignation, submitted in writing to the Board of Directors, or upon his or her death.

## **Section 5: Meetings of the Board of Directors.**

- a. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the Annual Meeting of the Members. The Board of Directors may specify by resolution the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the Principal Office of the FOLCC in the absence of any designation of location in the resolution.
- b. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors and shall be held at the Principal Office of the FOLCC or at such other place as the Directors may determine.
- c. Notice of Special Meetings. A special meeting of the Board of Directors may be held upon two (2) days notice. Such notice shall specify the date, time, and place of the meeting, but need not specify the purpose of the meeting or the business to be conducted. Such notice must be made by one of the following methods: (i) delivered to each Director personally, (ii) left at each Director's residence or usual place of business, or (iii) mailed or e-mailed to each Director at the Director's address that appears on the records of the FOLCC. If such notice is given by mail, it shall be deemed delivered when deposited in the U.S. mail properly addressed and with postage prepaid thereon. Notwithstanding the foregoing requirement, a Director shall be deemed to have waived notice of a meeting if the Director (i) before or after the meeting signs a waiver of notice that is filed with the records of the meeting or (ii) is present at the meeting, except when a Director attends the meeting for the express purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or is not lawfully convened.
- d. Action by Directors Without Meeting. If all Directors entitled to vote on the matter so consent in writing and set forth in the same writing (or in counterparts) the action or decision taken or made, any action or decision required or permitted to be taken or made at a meeting of the Directors may be taken or made without the convening of a formal meeting.
- e. Telephone Meetings. Members of the Board of Directors or any committee of the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

## **Section 6: Decisions by Board of Directors; Quorum for Meetings.**

Each member of the Board of Directors shall have one (1) vote to cast on any matter that comes before the Board of Directors. A majority of the Directors then in office shall constitute a quorum in order to permit the transaction of any business. The affirmative vote of a majority of the Directors present and voting at a Board of Directors meeting at which a quorum is present shall be necessary and sufficient for the making of decisions by the Board of Directors, except if the vote of a greater number or proportion of the Board of Directors is, or may at any time be, required by Maryland law, the Articles of Incorporation, or these Bylaws for the taking of specific actions. Decisions made in accordance with the above provisions shall be the act of the Board of Directors for any and all purposes.

### **Section 7: Compensation.**

Directors shall be paid no compensation for their service, but may be reimbursed by or receive advances from the FOLCC for expenses incurred while acting on behalf of the FOLCC.

## **Article VII: Officers**

### **Section 1: In General.**

The Officers of the FOLCC shall consist of a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article VII. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, and such Officers shall have the authority to perform the duties prescribed by the Board of Directors. Only one (1) office at a time may be held by any particular individual.

### **Section 2: Qualifications.**

The President, Vice President, Secretary, and Treasurer shall be selected from among the members of the Board of Directors. Other Officers may be elected without regard to their membership in the Board of Directors.

### **Section 3: Election of Officers.**

The Officers of the FOLCC shall be elected annually by the Board of Directors at its regular annual meeting. However, if the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient.

### **Section 4: Tenure and Removal.**

An Officer shall serve for a term of one (1) year or until his or her successor shall be elected and shall qualify. In addition, the term of any Officer shall expire upon the effective date of his or her resignation submitted in writing to the Board of Directors; upon his or her death; or upon his or her removal from office, with or without cause, by the affirmative vote of a majority of the Directors present and voting. Should a vacancy occur before the next annual meeting of the Board of Directors, a successor shall be selected by majority vote of Directors then in office. An Officer may serve up to three (3) successive terms. After that time, he or she shall not serve in the same office for a minimum of one (1) year.

### **Section 5: Powers and Duties.**

The Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each Officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as the FOLCC. The Officers shall have such powers and shall perform such duties as are generally appropriate to their positions.

### **Section 6: Executive Committee.**

The Board of Directors may designate five (5) Directors to constitute an Executive Committee. To the extent provided by resolution, the Executive Committee, if any, shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the FOLCC. The Executive Committee, if any, shall keep minutes of its proceedings and report same to the Directors.

## **Article VIII: Contracts, Checks, Deposits, and Gifts**

### **Section 1: Contracts.**

The Board of Directors may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FOLCC, and such authority may be either general or confined to specific instances.

### **Section 2: Checks, Drafts, or Orders.**

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the FOLCC shall be signed by such Officer or Officers and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by resolution of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President.

### **Section 3: Deposits.**

All funds of the FOLCC shall be deposited from time to time to the credit of the FOLCC in such banks, trust companies, or other depositories as the Board of Directors may select.

### **Section 4: Gifts.**

The Board of Directors may accept on behalf of the FOLCC any contribution, gift, bequest or device for any purpose of the FOLCC.

## **Article IX: Books and Records**

The FOLCC shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Members, Board of Directors, Executive Committee, or other committee(s) having and exercising any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the Members entitled to vote. The Board of Directors shall forward annually the chapter financial records to the Friends of the Library, Montgomery County for inclusion in its audit. Also, the Board may, at its discretion, cause a separate audit of the chapter's financial records. All books and records of the FOLCC may be inspected by any member, or by his or her agent or attorney, for any proper purpose at any reasonable time.

## **Article X: Fiscal Year**

The Fiscal Year of the FOLCC shall end on the last day of June of each year, unless otherwise determined by the Board of Directors.

## **Article XI: Dues**

### **Section 1: Annual Dues.**

The Board of Directors shall determine from time to time the amount of annual dues payable to the FOLCC by Members of each class and shall give appropriate notice to the Members.

### **Section 2: Payment of Dues.**

Dues shall be payable annually.

### **Section 3: Default and Termination of Membership.**

When any Member of any class is in default in the payment of dues, such Member's membership may thereupon be terminated by the Board of Directors as provided in Article IV of these Bylaws.

## **Article XII: Seal**

The Board of Directors may, at its discretion, provide a corporate seal.

## **Article XIII: Amendment of Bylaws**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors present and voting at any regular meeting or at any special meeting provided that at least ten (10) days written notice is given to the Directors of the intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting. A petition to amend the Bylaws shall be considered promptly by the Board of Directors provided such petition is signed by at least one third (1/3) of the Directors then in office and then filed with the Secretary.

## **Article XIV: Volunteers**

- A. The Friends of the Library, Chevy Chase Chapter is an all-volunteer organization. Volunteers are needed not only for the Board of Directors but also to staff events and for regular weekly, monthly and annual volunteer jobs. This section describes the recruitment and supervision of volunteers.
- B. All volunteers are welcome. FOLCC may not discriminate against volunteer applicants based on age, sex, race, sexual orientation, income, occupation, physical ability, national origin, economic level, education, or political affiliation. Recruitment of volunteers through local neighborhood communications media is encouraged. FOLCC may provide Service Learning Credits for Montgomery County high school students.
- C. All volunteers must be members in good standing of FOLCC.
- D. All volunteers will complete and sign a written application (Volunteer Application) before they start volunteering and will sign a designated volunteer sign-in sheet each time they volunteer at the Chevy Chase Library.

E. FOLCC is expected to provide to the volunteer:

- a FOLCC project leader to work with the volunteer
- written rules and policies dealing with the volunteer program
- training for the job duties assigned the volunteer
- materials and equipment needed to carry out job duties
- recognition of volunteer contributions, time and service
- a safe and receptive work environment

F. The volunteer is expected to:

- follow FOLCC rules and policies
- support the mission of the FOLCC
- work with other volunteers and library staff in a collaborative manner
- report any problems or issues to the FOLCC project leader on a timely basis
- inform the FOLCC project leader of changes in volunteer's schedule
- advise FOLCC about medical conditions that might restrict volunteer's ability to do volunteer jobs (e.g. inability to lift a full box of books).

G. The Friends of the Library of Montgomery County, of which FOLCC is a chapter, has Workers Compensation insurance (The Hartford), which covers volunteers (unpaid workers) while volunteering for FOLCC. Volunteers must sign in on an FOLCC sign in sheet or in the volunteer notebook behind the staff desk at the Chevy Chase Library in order to be covered by FOLMC insurance.

H. Volunteers are not allowed to obtain direct financial gain from their volunteer work.

I. To avoid the misuse of book donations or any appearance of impropriety with respect to book donations, book dealers are not allowed to volunteer to sort books for the used book sale. A book dealer is defined as someone who engages in the regular purchase, sale, or trade of books for profit. Upgrading of a personal collection is not dealing. Volunteers at the used book sale must pay for books they take from the used book sale and may not take books before they are put out for sale on the public sale shelves

J. Volunteers may not work one-on-one with children (under-18 years of age). All volunteer activities with children must take place in a public area under Library staff oversight.

A volunteer who does not comply with the above conditions will be advised of the rules infraction and given an opportunity to defend him or herself before the Board of Directors of the FOLCC. The Board's may decide by 2/3 vote to take no action, to put the volunteer on probation and provide more training and supervision, ask the volunteer to choose a different volunteer job, or terminate the volunteer's position with FOLCC.