**Bylaws of the
Woodruff County Library Foundation, Inc.**

**ARTICLE I. Name**

**Section 1. Name.** The name of the corporation is the Woodruff County Library Foundation, Incorporated.

**Section 2. General Office.** The general and principal office of the Foundation in this state shall be located at the headquarters of the East Central Arkansas Regional Library at 410 E. Merriman Avenue, Wynne, Arkansas 72396

**ARTICLE II. Purpose**

**Section 1. Basic Purpose.** The Foundation shall have as its basic purpose the creation of a vehicle for the reception and administration of endowments and other designated and undesignated charitable gifts to and for the benefit of the Woodruff County Library and its branches, to advocate for library support, and for the advancement of the role of this library in encouraging reading, knowledge acquisition, and a love of literature.

**Section 2. Ancillary Purposes.** The Foundation shall, in pursuit of its basic purpose, engage in the following pursuits:

1. To establish, promote, maintain, endow, and render aid and assistance, financial or otherwise, to the Woodruff County Library.

2. To encourage individuals and organizations to make financial contributions to support the Woodruff County Library.

3. To help build, remodel, and maintain appropriate facilities for the Woodruff County Library.

4. To purchase, for the Woodruff County Library, library materials, equipment, and supplies or to make funds available for such purposes.

5. To sponsor, for the Woodruff County Library, special events and author appearances, or to make funds available for such purposes.

6. To establish certain memorials in cooperation with the donors.

7. To accept gifts of property or material as deemed appropriate by the Board of Directors.

8. To maintain funds as needed and established by the WCL Board of Trustees and the Foundation Board for the benefit of the Woodruff County Library.

**ARTICLE III. Directors**

**Section 1. Membership**

1. The Board of Directors shall be composed of between three (3) and fifteen (15) individuals, elected by the Board of Trustees of the Woodruff County Library.

2. These individuals shall include a voting member of the Board of Trustees of the Woodruff County Library as appointed by the Chair of the Library Board of Trustees.

3. The election of Director(s) by the Board of Trustees of the Woodruff County Library shall occur at any regular or special meeting of the Board of Trustees prior to the annual meeting of the Foundation.

4. Each Director shall serve a term beginning on January 1 of the year the Director is elected, and will terminate three years hence.

5. Directors' full terms shall be for three (3) years.

6. The terms of Directors shall be staggered so that at least one Director is elected each calendar year.

7. The number of full terms that a Director may serve is four (4).

8. The Executive Director of the East Central Arkansas Regional Library System shall serve as an advisory, non-voting member of the Board of Directors of the Woodruff County Library Foundation.

9. Directors may recommend appointment of Directors to the Board of Trustees of the Woodruff County Library at any time they may deem necessary or a position is vacant. Directors may recommend the addition to or reduction of the number of Directors at any time within the numbers stipulated by Part 1 of this section, provided that no serving director is removed from office by such action/s.

 **Section 2. Organization**

1. The Board shall consist of a president, a vice-president, a secretary, and a treasurer and such other officers as shall, from time to time, be provided by the Board of Directors.

2. The officers shall be chosen from among the Directors of the Foundation at the annual meeting of the Board.

3. Each of the officers of the Board will serve one (1) year in their elected positions.

4. An officer may be reelected to the same office for three additional consecutive years.

5. An officer who has completed his or her tenure may be elected to a different office.

6. The same person may simultaneously hold the positions of secretary and treasurer.

**Section 3. Duties of Officers**

The Foundation Board of Directors shall be administered by the following officers, elected by the Board of Directors at the annual meeting:

1. President - The president shall preside at all meetings of the Board of Directors and shall have general supervision of the affairs of the Foundation and shall see that all orders and resolutions of the Board are carried into effect. The President shall serve as ex-officio member of all committees excluding the nominating committee.
2. Vice-President - In the absence, disability or under the direction of the president, the vice-president shall be vested with all the powers and perform all the duties of the president, and shall have such additional powers and perform such additional duties as shall be ordered by the Board of Directors.
3. Secretary - The secretary shall ensure all required notice of meetings of the Board of Directors is given; shall ensure all proceedings at the meetings of the Board of Directors be kept; and shall perform such other duties as may be assigned by the president or Board of Directors.
4. Treasurer - The Treasurer shall have the supervision of all funds of the Foundation. The Treasurer shall supervise deposits of the Foundation, receipts and all budgetary expenses approved by the Board of Directors. The Treasurer shall supervise the audit of the financials of the Foundation, ensure appropriate tax returns are filed, render statements of financial condition and serve as chair of the Finance Committee. The Treasurer shall ensure the procurement of an appropriate bond in an amount to be determined by the Board of Directors, from an insurer authorized to transact business in this state. The Treasurer will serve on the Woodruff County Library Board of Trustees audit committee as needed.

**Section 4. Board Member Duties**

1. Directors shall attend all meetings unless prior notice is given to the President.

2. Directors shall serve on committees as assigned.

3. Directors must abide by all policies of the Woodruff County Library applicable to such persons.

4. Directors shall receive no compensation for their service, but subject to Board approval, any director may be reimbursed for expenses incurred while performing duties for the corporation.

**Section 5. Ethical Conduct**No Director or committee member of the Foundation shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation on the Board. Other than compensation, no employee shall derive any personal profit or gain, directly or indirectly, by reason of his or her association with the Woodruff County Library except through activities that may facilitate professional advancement or contribute to the profession such as publications and professional service and have been fully disclosed to the Board.

Each individual shall disclose to the Board any personal interest which he or she may have in any matter pending before the Board and shall refrain from participation in any decision on such matter.

The Board endorses and incorporates as an appendix herein the Association for Library Trustees, Advocates, Friends and Foundations “Ethics Statement for Public Library Trustees.”

**Section 6. Indemnification**

1. The Foundation shall indemnify and hold harmless to the extent of insurance available each Director now or hereafter serving the Foundation from and against any and all claims and liabilities to which he or she may become subject by reason of his or her now and hereafter being or having heretofore been a Director of the Foundation or by reason of his or her alleged acts or omissions as such Director.

2. The Foundation may ensure purchase and maintenance of insurance on behalf of any person who is or was a Director against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Foundation would have the power to indemnify him/her against such liability under the provisions or this Section.

**ARTICLE IV. Committees**

**Section 1.** Standing and special committees shall be appointed by the President for special purposes. All committees will have at least three (3) members serving on them. Unless noted, all members must be Directors. Ad hoc committees are automatically dissolved upon completion of the assignment. Standing committees will include, but not be limited to the following.

1. The Nominating Committee shall be responsible for recommending candidates for positions as Directors and officers, as set forth in policy. It shall work with the President to establish and oversee the new Director orientation process. In addition, it shall recommend to the President chairs for all standing committees, other than the Nominating Committee itself. The Nominating Committee will recommend candidates for expected vacancies in office to the Board of Directors in October. The approved recommendations must be submitted to the Library Board of Trustees in time for their scheduled December meeting.
2. The Finance Committee shall approve the annual budget prior to its presentation to the Board of Directors. It shall provide fiscal guidance to the Board of Directors and shall perform all duties prescribed by the Board of Directors relating to the financial stability of the corporation. The Treasurer chairs this committee.
3. The Development Committee shall approve the annual fundraising goals and programs, and make recommendations to the Board of Directors. It will assist the library’s development office in fulfilling strategic goals in relation to the annual fund drive, the endowment fund, capital campaigns, and other fundraising events. The Committee may recruit, at the discretion of the President, non-board members to serve on the Development Committee to aid in achieving fundraising goals.

**Section 2.** The President shall appoint the chair of each committee if one is needed.

**Section 3.** No committee shall have other than advisory power unless, by suitable action of the Board, it is granted specific power to act.

**ARTICLE V. Meetings**

**Section 1.** The Board is required to meet at least once per calendar quarter for the transaction of business in January, April, July, and October. The January meeting of the Board shall be considered the annual meeting.

**Section 2.** A special meeting of the Board of Directors may be called at any time or place by the president or vice-president, or in their absence or inability to act, the same may be called by any two members of the Board. By unanimous consent of the Directors, regular or special meetings of the Board of Directors may be held without notice of any time or place.

**Section 3.** Notice of all regular and special meetings shall be electronically mailed to each Director by the Library’s Executive Director or designate at least two days previous to the time fixed for such meeting unless individual members make alternative arrangements. All notices of special meeting shall state the purpose thereof and the time and place where the meeting is to be held.

**Section 4.** A quorum for the transaction of business at any meeting of the Board of Directors shall consist of the majority of the members of the Board; but the Directors, although less than a quorum, shall have the power to adjourn the meeting from day to day or to some future date.

**Section 5.** Any Director may be removed, with or without cause, by the vote of two-thirds (2/3) of the members of the Board of Trustees of the Woodruff County Library at any special meeting called for the purpose.

**Section 6.** The Board of Directors may take action without meeting only with the written consent of three-fourths of all voting members of the Board. A signed consent, or signed copy thereof, shall be kept of record in the principal office.

**ARTICLE VI. Finances**

**Section 1.** The financial affairs of the Foundation shall conform to all applicable local, state and federal laws.

**Section 2.** The accounts of the Foundation shall be subject to an annual defined external audit by a qualified auditor retained by the WCL Board of Trustees. Copies of the audit report shall be supplied to the President, to the WCL Board of Trustees and to the Regional Library System.

**Section 3.** The fiscal year of the Foundation shall run concurrent with the calendar year.

**ARTICLE VII. Amendments**

**Section 1.** These by-laws may be amended upon a vote of the majority of a quorum of the Trustees of the Woodruff County Library present at any meeting of such Board when proper notice of such proposed amendment has been given.

**Section 2.** The Board of Directors may recommend amendments to these Bylaws at any time it deems expedient for the efficient operation of the Foundation.

**ARTICLE VIII. Dissolution**

**Section 1.** The Foundation may be dissolved at any time by a majority vote of the Board of Directors.

**Section 2.**  Inaction on the part of the Board of Directors for a period of twelve months shall be considered dissolution of Foundation by the Woodruff County Library Board of Trustees.

**Section 3.** In the event of dissolution of the Foundation, its assets shall revert to the Board of Trustees of the Woodruff County Library, a local government agency based in Augusta, Arkansas.

**UPON MOTION DULY MADE,** seconded and adopted, the undersigned, being members of the Board of Directors of the Woodruff County Library Foundation, Inc. do hereby adopt the foregoing Bylaws for the of the **Woodruff County Library Foundation, Inc.** and said Bylaws are amended and restated by the undersigned this 9th day of January, 2015.

**Members of the Board of Directors**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_
William Patton

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William Gregory

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Willard Ryland

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Doyle Fowler

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Margaret Collier

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Lisa Chappell

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Winston Collier

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Anne Eldridge,
Board of Trustees Representative

**Accepted on behalf of the Board of Trustees of the Woodruff County Library.**

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Joy Lynn Bowen,
Chair, Woodruff County Library Board of Trustees

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John Paul Myrick, MLS,

County Librarian, Woodruff County, Arkansas
Executive Director, East Central Arkansas Regional Library

**APPENDICES

Public Library Trustees Ethics Statement

*As adopted by United For Libraries: The Association of Library Trustees, Advocates, Friends and Foundations.***

Public library Trustees are accountable for the resources of the library as well as to see that the library provides the best possible service to its community. Every Trustee makes a personal commitment to contribute the time and energy to faithfully carry out his/her duties and responsibilities effectively and with absolute truth, honor and integrity.

• Trustees shall respect the opinions of their colleagues and not be critical or disrespectful when they disagree or oppose a viewpoint different than their own.

• Trustees shall comply with all the laws, rules and regulations that apply to them and to their library.

• Trustees, in fulfilling their responsibilities, shall not be swayed by partisan interests, public pressure or fear of criticism.

• Trustees shall not engage in discrimination of any kind and shall uphold library patrons’ rights to privacy in the use of library resources.

• Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the library, acknowledging and supporting the formal position of the Board even if they disagree.

• Trustees must respect the confidential nature of library business and not disclose such information to anyone. Trustees must also be aware of and in compliance with Freedom of Information laws

• Trustees must avoid situations in which personal interests might be served or financial benefits gained as a result of their position or access to privileged library information, for either themselves or others.

• A Trustee shall immediately disqualify him/herself whenever the appearance of or a conflict of interest exists.

• Trustees shall not use their position to gain unwarranted privileges or advantages for themselves or others from the library or from those who do business with the library.

• Trustees shall not interfere with the management responsibilities of the director or the supervision of library staff.

• Trustees shall support the efforts of librarians in resisting censorship of library materials by groups or individuals.