

BYLAWS
OF
THE FRIENDS OF THE BOCA RATON PUBLIC
LIBRARY, INC.

JUNE 14, 2016
(as re-written from
original Bylaws) ¹

¹ Revised May 2024 as to Article VII, Section A – Board Chairpersons;

Further revised January 2025 as to Articles IV, V and VI regarding annual meetings not mandatory and to revise language relating to annual meetings; approved by unanimous vote of the Board of Directors on 4/26/2025.

**BYLAWS OF
THE FRIENDS OF THE BOCA RATON PUBLIC LIBRARY, INC.**

ARTICLE I - CORPORATE STRUCTURE

The name of this organization shall be "Friends of the Boca Raton Public Library, Inc." and is herein referred to as "the Friends." The Board of Directors of the Friends of the Boca Raton Library shall be referred to herein as "the Board" and the persons on the Board shall be referred to herein as "Directors." The organization is comprised of people who are current in their dues payment and shall be referred to herein as "members."

- A. This organization is incorporated as a 501(c)3 non profit and will operate as a not-for-profit Corporation under the laws of the State of Florida.
- B. The fiscal year of the Corporation shall be October 1 through September 30. The budget year shall be the calendar year January 1 to December 31.
- C. The principal office of the Corporation shall be in Palm Beach County, Florida.

ARTICLE II - MISSION AND OBJECTIVES

Mission -The Friends of the Boca Raton Public Library, as a non-profit organization, supports and enhances the value of the Boca Raton Public Library as it serves our community.

Objectives -The mission is accomplished through fundraising, advocacy, quality programming, community outreach and a thriving membership.

ARTICLE III - MEMBERSHIP AND DUES

- A. General Members - Membership shall be open to those paying annual dues. Each member is entitled to one vote.
 - 1. Dues - Annual dues shall cover one year, from the month of payment through the end of that month in the following year. These dues shall be used to meet the Mission and Objectives as stated in Article II. Dues amounts shall be determined annually by the Board.
 - 2. Membership Categories - Categories shall be determined annually by the Board.
- B. Honorary Members - Honorary memberships may be offered from time to time to those who have supported the Friends in outstanding ways over many years. Criteria will be determined by the Board, and members may make nominations which must be approved by a vote of the Board.

ARTICLE IV-MEETINGS

A. Annual Meetings Not Mandatory

1. The organization is not required to hold in-person annual meetings of its members. The Board of Directors retain discretion to call member meetings as it deems necessary or appropriate to address organizational matters.
2. In lieu of annual meetings, the organization may utilize alternative methods of communication and decision-making, including but not limited to:
 - (a) Electronic communications (e.g. email, virtual meetings)
 - (b) Written consents
 - (c) Surveys or polls of the membership
3. Members retain voting rights and the ability to participate in organizational decision-making through such alternative methods as determined by the Board. A minimum of 10% of Members eligible to vote must participate in any alternative method of communication and decision-making utilized by the Board.
4. All deadline and notice requirements for the annual meeting shall apply to alternative methods of communication and decision-making.
5. The organization shall maintain transparency by regularly disseminating information to members, including:
 - (a) Financial reports
 - (b) Strategic plans
 - (c) Significant organizational updates
6. All actions taken under this provision shall comply with applicable Florida laws and regulations to ensure legal enforceability. The organization shall maintain thorough records of all decisions made and actions taken in lieu of annual meetings. Any meeting minutes shall be documented and made available to members upon request.
7. This provision aims to balance operational flexibility with member engagement while complying with Florida law. The Board shall periodically review this policy to ensure it continues to serve the organization's needs.

B. Annual Meeting

1. If the Board elects to hold an annual meeting of the members, it shall be held not more than 60 days after the end of the fiscal year.
2. Notice for the annual meeting shall be distributed by the Secretary to each member at least 30 days prior to the date of the meeting.

- a. The notice shall include the following:
 - (1) date, time and location of the meeting
 - (2) meeting agenda
 - (3) proposed slate of candidates for the Board
 - (4) proxy form
 - (5) information regarding how members may propose new agenda items or new nominations to the Board.
 - (6) minutes from the previous year's meeting.
 - b. Responses from the members regarding changes to the proposed agenda items or additional nominations to the Board must be received by the Secretary within 10 days of the date of the notice.
 - c. If needed, an updated agenda, ballot and proxy form shall be distributed by the Secretary to the members at least 10 days prior to the meeting.
3. Agenda
- a. The agenda of the annual meeting, whether it is held in-person, via electronic mail notice, or virtually, shall include, but not be limited to:
 - (1) President's report of the past year's activities
 - (2) review of the Treasurer's Annual Report
 - (3) approval of the previous year's minutes
 - (4) overview of proposed programs for the next fiscal year
 - (5) election of the new Board.
4. Quorum
- a. A quorum shall consist of 10% of the members entitled to vote.
 - b. Members represented by timely cast email ballot or in person or by proxy at a virtual or in-person meeting shall be counted for purposes of forming a quorum.
 - c. If a quorum is not reached, another deadline must be scheduled at which time the original agenda will be followed.
5. Voting - Each member in good standing is entitled to one vote, which may be submitted via timely cast ballots via electronic mail from the email address on file for the member or in person or by proxy at a virtual or in-person annual meeting. All business before the membership shall be done by a majority vote of those present in person or by proxy at a meeting where a quorum is present.

C. Regular Board Meetings

1. Meeting Dates - The President shall set the meeting dates for the following

calendar year and distribute this list to the Board. Changes to meeting dates may be made with majority consent throughout the year.

2. Quorum - A majority of the Directors shall constitute a quorum.
3. Voting
 - a. A simple majority of the votes cast in person, by proxy, by email or other electronic means shall be required for any action by the Board, except as otherwise noted in the Bylaws.
 - b. The Board Secretary shall keep a record of all voting outcomes.
4. Notice of the meeting shall be distributed no less than 7 days before the date of the meeting.
5. Business - Except as otherwise stated in the Articles of Incorporation and Bylaws, all proceedings of this association shall be governed by Robert's Rules or Order.

D. Special Board Meetings

1. Special Board Meetings may be called by any Board member with 5 days notice by phone or email.
2. Quorum, Voting and Business shall be as outlined in Article IV, Section B.
3. On occasion when business must be conducted between regular Board meetings, the President may call for a vote by way of email to each Board member. Voting in such a manner must be unanimous, evidenced in writing and have a clearly stated purpose. The Secretary will keep on file records of voting outcomes taken in this manner when outside the regular meeting minutes.

E. Special Membership Meetings

1. Meetings - Special meetings of the membership may be called by the Board or by the members.
 - a. By the Board - by approval of two-thirds of the Board.
 - b. By the Members - by written request signed by 10% of the current members. This request should state the purpose for the meeting and be delivered to either the President or the Secretary.
2. Business - Special Meetings are for extraordinary purposes and any business transacted at any Special Meeting shall be limited to the purpose stated.

3. Quorum - For the Special Meeting, a quorum shall consist of 10% of the members entitled to vote. Members represented in person or by proxy shall be counted for purpose of determining a quorum. If a quorum is not reached, the meeting will be cancelled.
4. Notice - Notice of the Special Meeting shall be distributed to each member at least 20 days prior to the date of the meeting. The date, time, location, stated purpose and a proxy for such meeting shall be included.
5. Voting - Shall follow the Bylaws established in Article IV, Section A, Number 5.
6. Minutes - Shall be recorded, distributed and filed by the Board Secretary.

ARTICLE V - BOARD OF DIRECTORS

- A. Purpose of the Board of Directors -The affairs of this organization shall be managed by the Board, which shall be responsible for fulfilling the mission and objectives stated in Article II
- B. The Board shall:
 1. Consist of no less than seven people elected by the members and henceforth referred to as Directors. This requirement may be changed by the current Directors as needed.
 2. Have a simple quorum of current or elected Directors to conduct business.
- C. Eligibility To be eligible to serve as a Director, individuals must:
 1. Be a Friends member.
 2. Have one or more of the following responsibilities with the Friends: service on a committee, active volunteer work, Director during the previous year, demonstration of commitment to the Friends mission and objectives.
 3. Demonstrate an ability to fulfill Board responsibilities as outlined in Section I of this article and to assume a major responsibility.
 4. Have a commitment to the mission and objectives of the Friends.
- D. Non-voting Advisors - The Board may wish to appoint non-voting advisors to participate in Board meetings and make recommendations. Advisors shall be appointed by a simple majority of the Board.
- E. The Library Manager, or his/her representative shall be invited to give a report to the

Board at each regular Board meeting.

F. Election of the Board of Directors

1. The election shall be held each year by Members casting ballots via electronic mail on or before a date certain as determined by the Board but no later than sixty (60) days after the end of the fiscal year.
2. The Nominating Committee shall prepare a slate which may include all individuals from the current Board and membership.
3. Nominees should meet all the eligibility requirements as written in Article V, Section C of the Bylaws.
4. They must express an interest in being on the Board.

G. Nominating Procedures

1. The Nominating Committee shall prepare a candidates slate of Directors.
2. This slate shall be distributed via electronic mail and must be distributed by the Secretary to each member at least thirty (30) prior to the due date of all email ballots.
3. Members may nominate themselves or anyone else to serve on the Board, provided they meet eligibility requirements in Section C. of this Article. A nomination from a member must be made in writing to the Secretary within 10 days of the notice of electronic mail ballot deadline, and must include information demonstrating the willingness of the nominee to serve on the Board.
4. The Nominating Committee shall verify eligibility and, with approval of the Board, make appropriate changes to the slate. The final ballot, reflecting any changes to the slate, will be sent to the membership within 10 days of the the electronic mail ballot submission deadline.

H. Voting - Only Directors shall be eligible to vote at Board Meetings. Advisors shall not be eligible to vote.

I. Term of Office - An elected Director shall serve a one-year term in office beginning at the conclusion of the election via electronic mail and continuing until the next year's election. Any Director may run for re-election and serve for additional terms.

J. Compensation - No person shall receive compensation by virtue of being an Officer or a Director.

K. Responsibilities of Directors shall be to:

1. Direct and supervise the business and affairs of the organization.

2. Establish procedures for the receipt and disbursement of funds of the organization.
3. Ensure policies and procedures are established and followed.
4. Ensure all government laws and requirements (Federal, State and local) are followed.
5. Authorize publication of promotional and other types of material to be used in the performance of the Friends functions, within the guidelines set by the City of Boca Raton and the Library.
6. Attend regularly scheduled Board Meetings and activities.
7. Add or remove responsibilities at any time by majority vote of the Board.
8. Appoint members, as needed, to assist in performing their duties.

L. Vacancy

1. Vacancies may occur with the resignation, death or removal of a Director (Article V, Section B, Number 1).
2. Any Board vacancy may be filled by a candidate who meets the eligibility requirements of a Director and receives the unanimous vote of the remaining Directors (Bylaws Article V, Section C).
3. The newly elected Director will fulfill a term on the Board until the next annual election of Board of Directors, when they may be nominated for another term (Bylaws Article V, Section I).

M. Removal

1. Directors, elected by the membership, can be removed without cause from their positions if, in the membership's judgment, it is in the best interest of the organization. (Florida Statute 617.0808).
2. A Director may be removed only at a Special Meeting of the members called for that purpose. (Bylaws Article IV, Section D, Special Meetings).
3. A Director elected by the Board to fill a vacancy may be removed by the Board with a four-fifths vote (rounded down).

ARTICLE VI - OFFICERS

A. Officers - Officers shall consist of the President, Vice-President, Secretary and Treasurer.

B. Election of Officers

1. Officers shall be elected at the first Board Meeting after the electronic mail election ballot deadline.
2. The Nominating Chair shall solicit candidates from newly elected Directors and, if necessary, a ballot may be prepared to include all individuals who express interest in serving as an officer.
3. Officers shall be elected by a majority vote of the Board from the candidates presented by the Nominating Committee.

C. Term of Office

1. Term of Office is the same as for Directors (Article V, Section I).
2. The President and Vice-President shall serve no more than three consecutive terms in the same position. However, the Board may choose to extend the terms of office based on the need of the organization. Such extensions will require a three-fourths majority vote (rounded down) of the Board.
3. The Secretary and Treasurer may serve unlimited consecutive terms at the discretion of the Board.

D. Vacancy -A vacancy of an officer for any reason may be filled by the Board for the unexpired term by majority vote.

E. Removal - Any officer elected or appointed by the Board may be removed from that position for cause by majority vote of the Board.

F. Duties of Officers -The duties of each officer are described in a separate job description document maintained by the Secretary and can be changed at any time with the approval of the Board.

ARTICLE VII - COMMITTEES

A. Board Chairpersons

The President, with majority vote of the Board, shall appoint chairpersons for various Board responsibilities as needed to manage and organize the affairs of the Friends organization.

1. The chairpersons shall be members of the Board and selected by a two-thirds vote (rounded down) of the Board. Each chairperson may select to create a committee as needed to complete their responsibilities.
2. The chairpersons may include the following:

- a. Board Nominations: This chairperson shall be appointed by the President annually and would include up to three other current Board Directors. They shall follow procedures established in the Bylaws Article V, Sections F,G (election of Directors) and Article VI, Section B (election of officers).
- b. Financial Auditing: The chairperson shall be the Board Treasurer and include regular monthly reviews of the financial records and assets by the Board of Directors as part of its fiduciary responsibility. The Treasurer shall follow all financial requirements for the city, state and federal laws.
- c. Membership: The chair shall develop programs and strategies to attract new members.
- d. Other chairpersons for Board responsibilities may be added or removed at any time by the President or majority vote of the Board.

B. Special Board Committees may be created and approved by a majority of the Board as the need arises. The chair must be a member of the Friends. The Board has the authority to terminate Special Committees.

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Friends shall indemnify any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the Corporation), brought to impose a liability or penalty on such person in his capacity of director, officer, employee or agent of this Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonable incurred as a result of such action, suit or proceeding, or any appeal thereof of, if he acted in good faith in the reasonable belief that such action was in the best interests of this Corporation, and in criminal actions or proceedings without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any director or office did not act in good faith in the reasonable belief that such action was in the best interest of this Corporation or that he had reasonable ground for belief that such action was unlawful. The foregoing rights of indemnification shall apply to the heirs and personal representatives of any such director, officer, employee or agent and shall not be exclusive of other rights to which he may be entitled.

ARTICLE IX - BYLAW AMENDMENTS

Bylaws amendments may be enacted by either the members or the Directors.

- A. Enacted by the Directors - By a unanimous vote, in person or by proxy, the Board shall have the power to make, adopt, alter, amend or rewrite, the Bylaws of the Corporation except as explicitly prohibited by the Florida Statutes governing non-

profit corporations. The Board shall not have power to change:

1. The quorum of a majority for meetings of members or the Board.
 2. The removal and replacement of Directors as stated in the Florida Statute 617.0808.
- B. Enacted by the Members - The members may suggest changes to or repeal of the Bylaws. New Bylaws may be made by the affirmative vote, in person or by proxy, of a majority of the voting members. This action may be taken at any Annual or Special meeting of the members. Notice of such meeting and proposed amendments shall be distributed to the members at least 30 days prior to the date of the meeting.

ARTICLE X - DISSOLUTION OF THE ORGANIZATION

- A. By a vote of seven-eighths (rounded down) of the Board, the organization may be dissolved.
- B. All remaining assets shall be disbursed by the Treasurer for purposes that are consistent with Article II - Mission and Objectives of the organization.