

Friends of South Carolina Libraries Bylaws

The Friends of South Carolina Libraries, Incorporated (hereafter referred to as FOSCL) was formed to foster support for local Friends of Library groups in South Carolina and to enhance library services throughout the state. Among its goals are to promote awareness of library services, to advocate for support of public libraries and library education in South Carolina, and to support the Library Bill of Rights as promulgated by the American Library Association. FOSCL was incorporated under Internal Revenue Code 501 (c) (3). Nothing in these bylaws shall conflict with the FOSCL Constitution as adopted on June 12, 2009.

Article 1: Membership

Section 1. Any individual or organization interested in supporting FOSCL goals may become a member of FOSCL upon application and payment of dues and shall remain a member in good standing so long as their dues are current.

Section 2. Classes of membership and dues shall be established by the Executive Committee upon approval of the Board of Directors.

Section 3. Members in good standing are entitled to vote during business meetings of the organization, including the Annual Conference. Organization members may designate one individual to serve as their *ex officio* representative who shall be entitled to vote during business meetings of the organization, including the Annual Conference.

Section 4. The Executive Committee may extend a free *ex officio* membership on the Board of Directors to the Director of the South Carolina State Library or their representative. That member shall be entitled to full participation in Board matters, including voting.

Article II: Executive Committee

Section 1. The purpose of the Executive Committee is to conduct the day-to-day business of FOSCL; to implement policies adopted by the Board of Directors; to liaise with the South Carolina State Library and other state or national library groups; and to represent FOSCL to Friends of Library groups in South Carolina, to local and state governments, and the public.

Section 2. The Executive Committee shall consist of the following officers: President, Vice President, Secretary, Treasurer, and Immediate Past President. The President may invite one or more committee chairs to participate in Executive Committee meetings, but they shall be ineligible to vote in Executive Committee meetings.

Section 3. Officers must be members in good standing and shall be elected for a term of two years, beginning on Jan. 1 of the calendar year immediately following their election and shall serve until their replacement has been installed, with the understanding that the terms of the

President and Treasurer shall expire in an even-numbered year, and the terms of the Vice President and Secretary shall expire in an odd-numbered year. Officers may serve consecutive terms.

Section 4: Election of officers shall occur in the following manner: The President shall decide, with approval of the Executive Committee the method by which officers are chosen, i.e., virtually or by mail. By Aug. 1 of every year, the Chair of the Nominations Committee shall solicit from the membership names of nominees for officers, asking that nominations be submitted by Sept. 1. Upon approval of the Executive Committee, the Chair of the Nominations Committee shall by Oct. 31 submit a ballot of nominees to the general membership, with the stipulation that the ballot must be returned within 14 days. The Chair of the Nominations Committee shall submit the results of the election to the Executive Committee by Nov. 30. The President shall announce the results of the election to the membership by Dec. 15.

Section 5. If a vacancy occurs on the Executive Committee, the President may appoint someone to fill that position on an interim basis until the next annual election.

Section 6: The Executive Committee shall meet at the call of the President or upon written request of two members at least 48 hours in advance of said requested meeting.

Article III: Board of Directors:

Section 1. The purpose of the Board of Directors is to adopt policies and approve actions that advance the purposes of FOSCL as outlined in the preamble of these bylaws and the FOSCL Constitution.

Section 2. The Board of Directors shall be comprised of no fewer than 11 FOSCL members in good standing, elected by a majority of members.

Section 3: Board members shall serve for a term of two years, commencing on Jan. 1 of the year following their election, or until their replacement has been installed. Board members may serve consecutive terms.

Section 4. If a vacancy occurs on the Board of Directors, the President may appoint someone to fill that position on an interim basis until the next annual election.

Section 5: Election of Board Members shall occur in the following manner: The President shall decide, with approval of the Executive Committee the method by which Board Members are chosen, i.e., virtually or by mail. By Aug. 1 of every year, the Chair of the Nominations Committee shall solicit from the membership names of nominees for Board members, asking that nominations be submitted by Sept. 1. Upon approval of the Executive Committee, the Chair of the Nominations Committee shall by Oct. 31 submit a ballot of nominees to the general membership, with the stipulation that the ballot must be returned within 14 days. The Chair of the Nominations Committee shall submit the results of the election to the Executive Committee

by Nov. 30. It shall be up to the President to announce results of the election to the membership by Dec. 15.

Section 6. Upon an affirmative vote by two-thirds of the Board of Directors, a Board member may be removed from the Board for any of the following reasons: Abusive language or behavior, gross misconduct, or failure to attend three consecutive Board meetings without permission of the Executive Committee. Any Board member thus removed may appeal that decision to the Executive Committee, whose decision shall be final.

Section 7: In selecting nominees to fill vacancies on the Board of Directors, the Nominations Committee should consider such factors as gender, race, and ethnicity as well as the region; professional library affiliations, the size of the library system represented, as well as educational or cultural affiliations.

Section 8. The Board of Directors shall meet quarterly, according to a schedule set by the President or at the request of three members, provided that all Board members are notified of that request at least seven days in advance.

Article IV: Meetings

Section 1. At all meetings of the organization, a quorum for the transaction of business shall consist of those members present.

Section 2: Meetings shall include but not be limited to the following categories: Executive Committee, Board of Directors, Special, Committee and Annual Conference (which shall include a Business Session for such matters as annual reports, amendments to FOSCL Bylaws, introduction of Officers and Board members, etc.).

Section 3 : Meetings may be held in person and/or via social media, as determined by the President.

Section 4: "Robert's Rules of Order," latest revised edition, shall serve as a guide for conducting meetings.

Section 5. All meetings of this organization shall be open to the public unless members decide to enter executive session by majority vote, in which case before going into executive session, the presiding officer shall state the reason for going into closed session.

Article V: Duties of Officers

Section 1. The President shall preside at meetings of the Executive Committee, the Board of Directors, the Annual Conference, and special meetings; approve agendas for said meetings; appoint all committees and committee chairs; serve as *ex officio* member on all committees; set meeting schedules and call for special meetings; approve all unbudgeted FOSCL expenditures; prepare a list of objectives for the coming year, in coordination with the Executive Committee;

prepare an annual report for the Annual Conference, with the assistance of the Secretary; serve as the official spokesperson for FOSCL or delegate that responsibility; and perform duties associated with being a presiding officer.

Section 2: The Vice President shall, in the absence of the president, preside at all meetings; replace the President if the President is unable to fulfill their responsibilities; serve as *ex officio* member of the Program Committee, and perform other duties assigned by the President.

Section 3: The Secretary shall provide a draft version of minutes of all meetings of the Board of Directors, to the Executive Committee within 10 days of said meetings; maintain the organization's archives, including copies of minutes approved by the Board of Directors; prepare correspondence at the direction of the President, assist the President in preparation of an annual report and perform other duties assigned by the President.

Section 4: The Treasurer shall oversee the collection and expenditure of organization funds; sign all organization financial transactions; maintain financial accounts, as authorized by the Executive Committee; prepare required FOSCL state and federal tax documents; prepare financial reports and budgets, as directed by the Executive Committee; prepare an annual financial report for presentation at the Annual Conference; schedule an annual review of FOSCL financial records by a third party appointed by the Executive Committee; serve as *ex officio* member of the Membership Committee, and perform other duties assigned by the President.

Article VI: Committees

Section 1. The organization shall have the following standing committees: Nominations, Program, Awards/Grants, Membership, and Publicity.

Section 2: The Nominations Committee shall be responsible for preparing a slate of candidates to fill open positions on both the Executive Committee and the Board of Directors as prescribed above in Article II, Section 4; and Article III, Section 5.

Section 3: As directed by the President, the Program Committee shall be responsible for proposing and planning FOSCL events, including an Annual Conference. The Vice President shall be an *ex officio* member of the committee.

Section 4: The Awards/Grants Committee shall be responsible for soliciting applications for FOSCL awards and grants, evaluating, processing, and presenting said applications to the Executive Committee for approval; and administering said awards/grants.

Section 5: The Membership Committee shall be responsible for soliciting membership applications, maintaining the membership roster, and notifying members when their membership renewal date is approaching. The Treasurer shall be an *ex officio* member of the committee.

Section 6: The Publicity Committee shall be responsible for public outreach on behalf of FOSCL, including, but not limited to, press releases, advertisements, and social media postings; and for executing such actions, with the approval of the President. The committee shall also advise the Executive Committee on strategies for promoting FOSCL activities.

Article VII: Dues

Section 1. Annual dues shall be proposed by the Executive Committee and approved by the Board of Directors.

Section 2. The membership year shall be on a calendar basis. Dues paid after Oct. 1 and before Jan. 1 shall apply to the coming year. Only members whose dues are current shall be considered in good standing and be allowed to vote at FOSCL meetings. Members who fail to pay their dues by Feb. 1 shall be considered in arrears and shall forfeit all rights and privileges of membership.

Article VIII: Amendments

Amendments to these bylaws may be made at the Annual Conference by a two-thirds vote of members present, provided that copies of the proposed amendments have been provided to members at least ten days in advance.

Adopted April 21, 1989

Amended January 22, 1990

Amended September 19, 1999

Amended September 13, 2003

Amendment proposed April 29, 2023