

**BYLAWS
OF
THE FRIENDS OF STEWART LIBRARY OF WEBER STATE UNIVERSITY**

ARTICLE 1: PURPOSES

Section 1.1. Bylaws Purpose. These bylaws are adopted for the governance of the FRIENDS OF THE STEWART LIBRARY OF WEBER STATE UNIVERSITY (hereinafter “Friends”). The Friends shall be an association of people and organizations with the right to do and accomplish all things to promote the Stewart Library (hereinafter “Library”) subject to the restrictions, qualifications, and limitations set forth in the Constitution.

Section 1.2. Friends Mission. The mission of the Friends is an association of people and organizations to act as emissaries to connect the Library to diverse, local communities. The Friends help build a stronger Library through programming, outreach, fundraising, and other forms of support, particularly for efforts to preserve and promote regional history and culture.

ARTICLE 2: MEMBERSHIP

Section 2.1. Membership. Membership in the Friends is open to people and organizations, upon the payment of membership dues and according to the membership conditions as set forth by the Board of Directors (hereinafter “Board”).

Section 2.2. Membership Conditions. In accordance with the policies and procedures of the Weber State University (hereinafter “University”) and Library, the Board, by resolution, will create the membership conditions of the Friends. These membership conditions will include, at least, the fees, rights, privileges, and categories of memberships. The Board, by resolution, will set the membership conditions with a simple majority of a quorum of the directors at a meeting, duly called for such a purpose.

Section 2.3. Updated Conditions. Upon an update of the membership conditions, memberships granted under the preexisting conditions will be grandfathered in, until such memberships are up for renewal. All renewals of memberships will be according to the current membership conditions.

Section 2.4. Voting Rights. Each member and organizational representative shall be entitled to cast one vote on all matters before a meeting.

ARTICLE 3: BOARD OF DIRECTORS

Section 3.1. Number. The management of the Friends shall be vested in the Board consisting of at least three (3) but not more than fifteen (15) directors, including the officers. By written resolution, the Board will set the exact number of the directors. Subsequently, by written resolution, the Board may increase or decrease the set number of the directors.

Section 3.2. Types. The Board will be comprised of no more than three (3) ex-officio directors unless otherwise amended by written resolution by the Board. The remaining members will

be elected directors, which elected directors are all voting members. Two of the ex-officio directors will be nonvoting members which include: the Dean of the Library (hereinafter “Dean”); and a member of the Library staff, appointed by the Dean (hereinafter “Appointed Director”). The Dean may appoint herself/himself to be the Appointed Director. The immediate past chair is an ex-officio, voting director.

Section 3.3. Director Terms. The term of elected directors is three (3) consecutive years. Any director may succeed herself/himself indefinitely for subsequent terms. The term of the past chair is one (1) year. The term of the Dean of the Library will last for the term of his/her appointment as Dean.

Section 3.4. Officers. The officers of the Friends shall be a chair, vice-chair, and treasurer-secretary, each being a director of the Board. They shall act as the nominating committee to present a slate of nominees to fill vacancies of directors and for the chair.

Section 3.5. Officer Terms. The term of the chair is one (1) year; and, he/she may continue to serve, if reelected, indefinitely. The term of the vice-chair is one (1) year. The vice-chair will be filled by the past chair unless one of the following conditions occurs: the chair is reelected and the vice-chair’s term ends, there is no past chair, the past chair resigns from the Board, the past chair is removed, or the past chair is unwilling or otherwise unable to serve as the vice chair. Upon such an occurrence, the Board may nominate the vice-chair as set forth in Section 3.7. The treasurer-secretary will be filled by the Appointed Director and will serve for a duration determined by the Dean.

Section 3.6. Power to Make Bylaws. The Board shall have power to make and alter any bylaws by a majority of the vote with a duly constituted quorum at any meeting.

Section 3.7. Vacancies. When a vacancy occurs for the chair, vice-chair, or another director, the nominating committee shall present for nomination one or more names to fill the unexpired term to the board. Vacancies shall be filled by a majority vote of a quorum at any meeting of the Board. Vacancies, including vacancies due to an increase in the number of directors, may be filled by directors then in office.

Section 3.8. Resignations. Any elected director and the vice-chair may resign at any time by giving written notice to the Board. A resignation is effective upon receipt by the Board, unless the notice specifies a latter effective date.

Section 3.9. Removal Procedure. A board member or officer may be removed, with or without cause, by vote of two-thirds of the board members attending a regularly scheduled meeting where: the item had been placed on the written agenda distributed at least fourteen (14) days prior to the meeting; and the director is provided an opportunity to a hearing before the Board prior to such a vote. If a director is absent from three (3) consecutive regular meetings of the Board, the Board may remove the absent director by a majority of the Board present at any meeting. Directors and officers of the Board do not have a property or liberty interest in their positions as directors and officers.

Section 3.10. Quorum. A majority of the directors shall constitute a quorum for the transaction of business of the Board, but a lesser number may adjourn from time to time without notice other than an announcement of a lack of quorum at the meeting, until a quorum shall attend.

ARTICLE 4: OFFICERS

Section 4.1. Powers and Duties. The officers shall exercise the powers and duties expressly set forth in the Bylaws unless otherwise directed by the Board. The Board may delegate to any officer of the Friends or any committee of the Board the power to appoint, remove, and prescribe the duties of such other officers.

Section 4.2. Duties of Chair. The chair shall preside at all meetings of the Friends and of the Board and appoint standing committees (membership, program, public relations, etc.) and the chairpersons thereof. The chair is an ex officio member of all committees.

Section 4.3. Duties of Vice Chair. The vice chair shall, in the absence or disability of the chair, perform all the functions of the chair.

Section 4.4. Duties of Treasurer-Secretary. The treasurer-secretary shall be responsible for coordinating the handling and accounting of donations of the Friends with the Office of Development and Advancement of Weber State University. The treasurer-secretary is responsible for the creation of a financial report, which shall be presented at all meetings of the Board and at the annual meeting of the Friends. The treasurer-secretary shall keep a record of all meetings of the Board and of the Friends. The treasurer-secretary shall distribute a draft of the minutes prior to each meeting and record, for the permanent record, any corrections made at the time of acceptance. The treasurer-secretary shall maintain a complete set of the official minutes.

Section 4.5. Multiple Offices. A person may hold more than one office of the Friends provided that no person may serve both as chair and vice-chair.

ARTICLE 5: MEETINGS

Section 5.1. Annual Meetings. The annual meeting of the Friends shall be held once a year, at a time and place determined by the Board. A majority of the current members shall constitute a quorum until the membership exceeds nineteen total members upon which ten members will constitute a quorum. Any action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent fourteen (14) days in advance of the date thereof. For purposes of calculating a quorum and voting, an organization will be treated like a single entity and will be represented by one member authorized by the organization.

Section 5.2. Special Meetings. Special meetings of the Friends may be called by the chair or the Board or upon written request of five members. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all association members.

Section 5.3. Board Meetings. Regular meetings of the Board shall take place at least three (3) times a year. Motions shall be carried by a vote of the majority. Notices shall be sent to board members at least seven (7) days before the meeting. Special meetings of the Board may be called by the Chair with at least two (2) days notice to the directors of the Board.

ARTICLE 6: FISCAL PERIOD

Section 6.1. Fiscal Year. The fiscal year of the Friends shall start on July 1st and end on June 30th.

ARTICLE 7: LIMITATION OF AUTHORITY

Section 7.1. Limitation of Authority. No action by any member, committee, director, or officer shall be binding upon or constitute an expression of, the policy of the Friends until it shall be approved or ratified by the Board. No member, committee, director, or officer shall represent herself/himself (implicitly or explicitly) as speaking for the Friends in a public forum without express approval by the Board. Violation of this rule shall be grounds for removal or expulsion from the Friends by a majority vote of a quorum of the Board.

ARTICLE 8: CONFLICT OF INTEREST

Section 8.1 Conflict of Interest. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons. Where conflict of interest may be thought to exist for a director, the director shall inform the Board and abstain from any inappropriate participation in the matter.

ARTICLE 9: AMENDMENTS TO BYLAWS

Section 9.1. Amendment Procedures. These Bylaws may be amended, in whole or in part, by two-thirds vote of those present at a meeting of the Friends provided that the meeting notice contains specific notice of Intention and that a summary of proposed amendment is included.

ARTICLE 10: PARLIMENTARY PROCEDURE

Section 10.1. Meeting Procedures. When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order (most recent edition), Special Rules for Small Boards, shall govern the proceedings.

ARTICLE 11: DISSOLUTION

Section 11.1. Dissolution. Upon the dissolution of the Friends, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code assets to the University.