

BYLAWS
KIMBERLING AREA LIBRARY ASSOCIATION, INC.
(A Missouri Not For Profit 501(c)(3) Corporation)
Amended May, 2015

ARTICLE 1. NAME

The name of this association shall be the Kimberling Area Library Association, Inc. (hereinafter the "Association.")

ARTICLE 2. LOCATION

The principal location of this Association shall be in the state of Missouri, county of Stone, city of Kimberling City.

ARTICLE 3. PURPOSE

The purpose of this Association shall be:

- A. To establish and maintain an area library.
- B. To provide books and services for information, enlightenment, inspiration and recreation for all people in the area.
- C. To provide materials presenting various points of view on significant topics and interests, both historic and current.
- D. To do all things proper or desirable for accomplishing the purposes of the Association, either alone or in conjunction with other persons, organizations, or institutions.
- E. To exercise any and all general powers, whether enumerated or not, authorized for a Missouri not-for-profit corporation.

ARTICLE 4. MEMBERSHIP

Donors and residents living within 25 miles of Kimberling City who have paid the individual or family membership fee in the amount set by the Association Board of Directors shall be considered members in good standing of the Association.

ARTICLE 5. BOARD OF DIRECTORS

Section 1. Composition

The Association shall have a Board of Directors which shall be composed of nine (9) members. The Board of Directors may expand the Board membership by election of a Director Emeritus.

- A. The Board of Directors may appoint one or more persons as Advisory members, without vote, to the Board. Such members shall be selected with consideration given to their involvement with and dedication to the Kimberling Area Library Association, their expertise and contribution to the Association.
- B. Advisory members may, but are not required, to attend Board meetings.
- C. Advisory members will serve for a three (3) year term and may be reappointed by the Board.
- D. Advisory members shall not be counted toward a quorum of the Board.
- E. Advisory members may serve and vote on Association committees.

Section 2. Election

- A. Three Directors shall be elected annually by the members of the Association and shall serve a term of three (3) years.
- B. Except for the Director Emeritus, Directors may serve only two (2) consecutive terms and shall not be eligible for re-election until one (1) year has passed from the last date served.
- C. A nominating committee composed of a chair who shall be a member of the Board of Directors and two (2) other members of the Association shall be appointed by the President

of the Association prior to the annual meeting to propose names of candidates for election to the Board of Directors.

Section 3. Duties, Board of Directors

The Board of Directors:

- A. Shall approve all policy for the library.
- B. Shall conduct oversight of the Library operations, functions and activities.
- C. Shall approve the annual budget for the Association.
- D. Shall determine provisions under which special grants and/or donations may be received.
- E. Shall establish committees in accordance with the purposes of the Association.
- F. Shall approve the suspension, removal or discharge of any agent or employee appointed or employed by the Board of Directors.
- G. Shall conduct audits as becomes necessary.

Section 4. Vacancies

If the position of any member of the Board of Directors becomes vacant, the vacancy shall be filled by a majority vote of the Board of Directors.

Section 5. Resignation

- A. A member of the Board of Directors may resign by giving written notice to the Secretary.
- B. The President, upon majority vote of the Board of Directors, shall request the resignation of any member who fails to attend three (3) consecutive meetings of the Board of Directors.

Section 6. Compensation

Members of the Board of Directors of the Association shall serve without compensation. The Board of Directors shall have the power in its discretion to approve and pay allowable expenses incurred by a member of the Board of Directors, standing or special committees, Association members or employees.

ARTICLE 6. OFFICERS

Section 1. Officers

The officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer.

A. President

The President shall:

1. Preside at all the meetings of the Board of Directors.
2. Preside at all meetings of the Association.
3. Exercise general supervision of the affairs of the Association.
4. Appoint any standing or special committee chairs subject to the approval of a majority vote of the Board of Directors.
5. Serve as *ex-officio* member (without vote) of all committees.
6. Appoint, employ, suspend, remove or discharge, and fix compensation for all agents and employees of the Association subject to the majority vote of the Board of Directors.
7. Perform all other duties pertaining to the office.

B. Vice-President

The Vice-President shall perform such duties as are assigned by the President, and shall, in the absence of the President, perform the required duties. In the event of a vacancy in the office of President, the Vice-President shall succeed to the office of President.

C. Secretary

The Secretary shall:

1. Keep the minutes of the meetings of the board.
2. Keep the minutes of the annual meeting of the Association.

3. Maintain a current list of names and addresses of the Board of Directors members, Association members, and all committee members.
4. Record attendance at Board of Directors, annual and special meetings.
5. Maintain a file of essential records.
6. Conduct the general correspondence of the Board of Directors.
7. Notify the Directors of all regular and special meetings.

D. Treasurer

The Treasurer shall:

1. Be responsible for all funds of the Association.
2. Make reports at all regular meetings of the Board of Directors.
3. Prepare a financial statement for the annual meeting.
4. File any other reports required.

Section 2. Elections.

The officers shall be elected by a majority vote of the Board of Directors at the first meeting of the fiscal year with the term of office to begin at the close of the meeting at which they are elected. Officers shall serve for a term of one (1) year or until successors are elected.

Section 3. Vacancies

A vacancy in any elected office except that of President shall be filled by a majority vote of the Board of Directors at any regular or special meeting for the remainder of the unexpired term.

ARTICLE 7. MEETINGS

Section 1. Annual Meetings, Association

- A. Members in good standing of the Association shall meet annually during one of the three months preceding the beginning of the fiscal year for the purpose of electing members to serve on the Board of Directors.
- B. A quorum shall consist of twenty (20) members present.
- C. Each member in good standing of the Association shall have one (1) vote and may not vote by proxy.

Section 2. Special Meetings

- A. Special meetings may be called as needed by the Board of Directors.
- B. A special meeting shall be called by the Board of Directors upon the written request of fifteen (15) members in good standing of the Association. Such special meeting shall be convened within thirty (30) days of receipt of the request.

Section 3. Monthly meeting, Board of Directors

- A. Monthly meetings shall be held by the Board of Directors at a time and place decided in advance by the Board of Directors members.
- B. Five members of the Board of Directors shall constitute a quorum for the transaction of business at a regular or special meeting.
- C. Each member of the Board of Directors, including the Director Emeritus if designated, shall have one (1) vote at all meetings. The act of the majority of the members present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by another provision herein.
- D. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a written or oral consent is obtained from a majority of the Board of Directors. Such consent shall have the same force and effect as a vote of the voting body and shall be recorded in the minutes of its next meeting.
- E. All Board of Directors meetings shall be open to the public; no one but a member of the Board of Directors shall address the Board, except by invitation and approval of the President or a majority of the Board of Directors.

- F. Upon motion of any Board of Directors member, the Board of Directors may, by majority vote of the members present, go into Executive Session.
- G. Special meetings may be called as needed by the President.

ARTICLE 8. ORGANIZATIONS AND COMMITTEES

Section 1. Committees

A. Standing Committees

The Standing Committees of the Association shall be: Finance, Building Management, Operations, Policy, and Long Range Planning.

1. Finance Committee

The Finance Committee shall be composed of a chairman, who shall be the Association Treasurer, and a minimum of two (2) other Association members. The Finance Chair shall serve as a member, *ex-officio* without vote, on all committees whose programs require the expenditure of moneys. The committee shall:

- a. Prepare an annual budget for the Association.
- b. Have general supervision of all expenditures of the Association.

2. Building Management Committee

The Building Management Committee shall be composed of a chairman, who shall be a member of the Board of Directors, and such other members as deemed necessary. The Committee shall:

- a. Make recommendations to the Board of Directors on facility purchases and improvements.
- b. Oversee the maintenance of the facility and grounds.

3. Operations Committee

The Operations Committee shall be composed of a chairman, (usually designated as the Library Director, Coordinator or Librarian) , and those personnel, as deemed necessary, having leadership roles in the day-to-day operation of the Library, manage the supervision of volunteers who conduct the Library's business in accordance with Board of Directors policy. The Operations Committee Chairman shall participate in all Board meetings as a non-voting member except when this person is an elected Board of Directors member.

4. Policy Committee

The Policy Committee shall be composed of a chairman, who shall be a member of the Board of Directors, and such other members as deemed necessary. The committee shall:

- a. Review and recommend any amendments to the Bylaws of the Association.
- b. Recommend general library policies to the Board of Directors for approval.
- c. Formulate, review and recommend Standing Rules to the Board of Directors for approval.
- d. The Chairman of the Policy Committee shall serve as Parliamentarian for the Association.

5. Long Range Planning Committee

The Long Range Planning Committee shall be composed of a Chairman, who shall be a member of the Board of Directors, and such other members as deemed necessary. The Committee shall:

- a. Formulate a long range plan for the Library incorporating both short term and long term goals.
- b. Submit a plan of action to the Board of Directors for approval and implementation.
- c. Review and update such plan of action as goals are achieved.

B. Special Committees

The President of the Board of Directors may appoint special committees at regular or special Board meetings.

C. Membership in Committees

All chairmen and members shall be members of the Association in good standing. All Committee chairmen shall serve one (1) year terms and may be reappointed by the President.

ARTICLE 9. FISCAL YEAR

The fiscal year of the Association shall be July 1 through June 30 of the following year.

ARTICLE 10. PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern all proceedings of the Association, the Board of Directors and committees, subject to such special rules as have been or may be adopted.

ARTICLE 11. AMENDMENTS

Section 1.

Amendments to these bylaws may be proposed by the Board of Directors or submitted in writing to the Policy Committee for recommendation to the Board.

Section 2.

All proposed amendments shall be submitted to the Board of Directors for recommendations at least sixty (60) days prior to the annual Association meeting.

Section 3.

Proposed amendments to the bylaws shall be published in the Association newsletter or sent by direct mail to Association members prior to the annual meeting.

Section 4.

Proposed amendments to the bylaws will be presented at the annual Association meeting and must be approved by a majority of the members present to be adopted.

ARTICLE 12. DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.