

Friends of the Hilton Head Library Bylaws

ARTICLE I. Name

The name of the Organization shall be THE FRIENDS OF THE HILTON HEAD LIBRARY.

ARTICLE II. Purpose

Section 1. The purpose of this Organization shall be to maintain an association of persons interested in the furtherance of knowledge through the use of libraries; to focus public attention thereon; to provide additional funding for services, programs, or equipment not provided by state or county funding, to receive and encourage gifts, endowments, and bequests thereto; to support, contribute to, and cooperate with the Hilton Head Island Library, a branch of the Beaufort County Library, to lend legislative support when needed; and to support the freedom to read as expressed in the American Library Association Bill of Rights.

Section 2. THE FRIENDS OF THE HILTON HEAD LIBRARY (hereinafter referred to as “The Friends”) shall be and shall maintain itself as a non-profit organization under the requirements of the appropriate Internal Revenue Code.

ARTICLE III. Board of Directors

Section 1. General Powers. The Friends shall be governed by a Board of Directors elected by the members in good standing. The Board shall have the power to set policy for The Friends, encourage and accept gifts, endowments, and bequests, and to otherwise solicit funds; to employ such help as it deems necessary for the achievement of its goals; and to solicit opinion and support from its members in pursuit of creating policy that will further the purposes of The Friends.

Section 2. Number, Tenure, and Qualifications. The Board shall consist of not less than five (5) nor more than fifteen (15) Directors, each serving a three (3) year term. New Directors shall be elected each year as term expirations and/or vacancies dictate unless specific situations require other actions. No Director shall be eligible for more than two (2) consecutive terms. A Director may be re-elected after a hiatus of one year.

Section 3. Regular Meetings. The Board shall meet as required, but not less than once each quarter. The day and time shall be determined by the Board. A meeting may be called by the President of the Board or by a majority of the members of the Board. In either case, all Board members shall be notified by the Secretary of the Board, or his/her designee, at least one week in advance of the meeting.

Section 4. Quorum. A simple majority of the total membership of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5. Manner of Acting. An act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 6. Informal Action by Directors. Any action which may be taken at a meeting by Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by at least two-thirds (2/3) of the Directors; or if explicit consent by at least two-thirds (2/3) of the Directors is received by email.

Section 7. Election Process and Annual Meeting. Individuals wishing to join the Board can submit an online application via the website (<https://www.friendshhlibrary.org/>) or by contacting other Board members. Individuals are interviewed by current members of the Board. Election shall be determined by a simple majority of Board members voting in the affirmative. The President will present the members of the Board at the annual meeting to be held in the month of May.

Section 8. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. The appointment by the Board may not exceed the unexpired term of the Director whose seat is being filled. Where a vacancy occurs before the midpoint of a member's term, the successor member shall be credited with serving one full term, and may, thereafter, serve two full terms. Nothing herein shall be construed with requiring the Board to fill a vacancy.

Section 9. Removal. Any Director, elected or appointed, may be removed by a vote of two-thirds (2/3) of all Directors concurring in the judgment that the best interest of the Organization would be served thereby.

Section 10. Addressing the Board of Directors. Any Board of Directors' meeting shall be open to any member in good standing. A member in good standing shall be allowed to speak at a time relevant to the item under discussion if said member has indicated such desire to the President of the Board prior to the commencement of the meeting. The member in good standing shall not use this time to ask questions of individual Board members nor to engage in a discussion with any Board member unless asked to do so by a Board member.

Section 11. Ex-officio Members. The branch manager of the Hilton Head Island Branch Library, or that person's designee, the immediate Past President of The Friends, current Beaufort County Library Director, and the Hilton Head Island representative(s) of the County Library Trustees shall be ex-officio members of the Board. Said ex-officio members shall serve at the pleasure of their respective organizations and shall enjoy all of the privileges of elected Board members except that they shall not have a vote in any matter before the Board.

ARTICLE IV. Officers of the Board of Directors

Section 1. Officers. The Officers of The Friends shall be a President, a Vice-President, a Secretary, and a Treasurer. All of these are to be elected from the Board of Directors.

Section 2. Election and Term of Office. The Officers of The Friends shall be elected annually by a simple majority of the Board of Directors at the first Board meeting after the Annual Meeting which shall occur within forty-five (45) days of the date of the Annual Meeting. Officers' term of office begins with the fiscal year of July 1. The normal term of office is one year. However, officers shall serve only until replaced by new officers to be elected in accordance with the provisions stated above.

Section 3. Removal. Any Officer elected or appointed may be removed by a vote of two-thirds (2/3) of all Directors concurring in the judgment that the best interests of the Organization would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall call meetings, preside at all meetings, appoint committees, act on behalf of the Board pursuant to its desires which have been expressed as motions and approved according to these bylaws. The President shall have the power to raise money for the purposes of The Friends; serve as a spokesperson for The Friends; spend money on Friends' projects with the approval of a majority vote of the Board; call special meetings; and serve ex-officio on all committees. The President shall be the only officer authorized to execute all contracts, documents and papers of The Friends. The President is responsible for issuing a year-end status report at the Annual Meeting.

Section 6. Vice-President. The Vice-President shall act on behalf of the President at the request of the President and shall assume the powers and responsibilities of the President in the event the President is unable to discharge such powers and responsibilities. It is expected that the Vice-President shall succeed the President.

Section 7. Treasurer. The Treasurer shall have the care and custody of the money and securities of The Friends, shall keep the financial records, shall collect and receive all monies of The Friends, shall sign all checks, notes and other instruments of disbursement of money in accordance with the approved budget, shall deposit the money of the Organization in such bank or banks as may be determined by the Board of Directors, and shall prepare or cause to be prepared and file all government required forms. Disbursement not provided for in the budget shall be paid only upon approval of the Board of Directors. The Treasurer shall report the financial status of The Friends at every meeting, including the Annual Meeting. The Treasurer shall be responsible for signing instruments of payment and recording all expenditures. The President and the Treasurer acting together may delegate any of the duties of the Treasurer to any Board member when and as necessary. An audit will be performed when the position of Treasurer is transferred. The accounts shall be reviewed annually and have the Board has the option of recommending that the records be reviewed by a certified public accountant.

Section 8. Secretary. The Secretary shall maintain accurate minutes of all meetings and shall document budgets and motions for expenditure as to amounts and timing of said authorization. The Secretary shall be responsible for notifying Board members of regular and special meetings and for notifying all of The Friends' members in good standing as to the date, time, and place of the Annual Meeting. The Secretary shall, in consultation with the Executive Committee, attend to the correspondence of The Friends. The Secretary shall keep on file a current listing of The Friends' membership which shall be prepared by the Membership Chairman.

Section 9. Incapacitation of Officers. In the event the Secretary or Treasurer is incapacitated, the President shall appoint a temporary officer either to serve until the incapacitated officer can return to office or until a new Secretary or Treasurer can be elected.

In the event that both the President and Vice-President become incapacitated, the Secretary shall assume the powers of the President until such time as the President or Vice-President shall return to office. If this is not possible, the Secretary shall convene a meeting within thirty days, and the Board of Directors shall elect a new President and Vice-president to serve the remainder of the terms.

Section 10. Executive Committee. The President, Vice-President, Treasurer and Secretary shall serve as the Executive Committee and shall meet at the discretion of the President to transact business between Board meetings, to act in emergencies, and to formulate recommendations for action by the Board of Directors. All business transacted by the Executive Committee is to be presented at the following Board of Directors meeting.

ARTICLE V. Committees

The President may designate and appoint one or more committees as needed to carry out the goals of The Friends.

ARTICLE VI. Membership

Section 1. Membership. Membership in The Friends shall be open to all individuals, families, organizations, and businesses of the Hilton Head Island Community. The Friends shall not discriminate based on disability, gender, sexual orientation, age, race, color, national or ethnic origin in its selection of members, officers, or chairpersons.

ARTICLE VII. Meetings of Members

Section 1. Annual Meeting. An Annual Meeting of the members shall be held in the month of May. The meeting shall be held for the purpose of presenting Directors, for nominating Board members as stated above, and for the transaction of such other business as may come before the meeting, including, but not limited to, yearly reports. The date and place shall be determined by the Board of Directors.

Section 2. Notice of Meeting. Members of The Friends shall be notified of the Annual Meeting at least three (3) weeks prior to said Annual Meeting.

ARTICLE VIII. Dues

The Board of Directors shall establish such dues as it believes appropriate for membership in the Organization. The established schedule shall be duly noted by the Secretary.

ARTICLE IX. Amendments to Bylaws

Section 1. Manner of Amending Bylaws at a Meeting. These Bylaws may be amended at an Annual Meeting or a specially-called meeting, by two-thirds (2/3) majority of the members in good standing present and voting in the affirmative.

Section 2. Notice. All proposed amendments to be voted upon, whether at an Annual Meeting or a specially-called meeting, shall be circulated to the members in good standing not less than three (3) weeks prior to the meeting at which said amendments are to be voted upon. Members in good standing shall be notified of the meeting not less than three (3) weeks prior to the date of the meeting. All notices sent pursuant to this section shall, at a minimum, include notification of the meeting and notification that all articles of substance are available for review by all members at the Library during regular Library hours and at the place of meeting not less than one hour prior to the commencement of the meeting.

ARTICLE X. Parliamentary Procedures

Roberts Rules of Order, Newly Revised shall be used to govern all meetings, unless the rules are in conflict with these Bylaws, in which case the Bylaws shall prevail.

ARTICLE XI. Dissolution

Section 1. Manner of Acting. A motion to dissolve The Friends may be presented only at an annual or specially-called meeting which has been noticed in accordance with procedures outlined in Article VII, Section 2. Dissolution of The Friends shall be by a three-quarters (3/4) vote of all members in good standing, or by an unanimous vote of the Board of Directors along with a simple majority vote of all members in good standing.

Section 2. Disposition of Funds. In the event The Friends shall be dissolved, all remaining funds shall be ceded to the Hilton Head *Island* Library, *a branch of the Beaufort County Library*, for use as may be appended to such funds by the Board of Directors.

ARTICLE XII. Adoption of Bylaws

These Bylaws were approved and adopted by The Friends after its monthly meeting on April 22, 2025 via email vote.

President of the Board of Directors:
Linda Farrenkoph

Vice-President of the Board of Directors:
Alison Derr

Treasurer of the Board of Directors:

Secretary of the Board of Directors:
Paula Beasley