

BY-LAWS OF FRIENDS OF THE DAVENPORT PUBLIC LIBRARY

ARTICLE I GENERAL

Sec. 1. PRINCIPAL OFFICE. The principal office of the corporation in the State of Iowa shall be located at the Davenport Public Library, 321 Main Street in the City of Davenport, County of Scott. The corporation may have such other offices, either within or without the State of Iowa, as the board of directors may determine or as the affairs of the corporation may require from time to time.

Sec. 2. PURPOSE. The purpose of the corporation shall be to provide assistance to the Davenport Public Library, either by means of funding or otherwise as determined by the corporation's board of directors from time to time.

Sec. 3. TAX EXEMPT STATUS. The board of directors shall make all reasonable efforts to keep the corporation qualified as a tax exempt organization under the appropriate section(s) of the United States Internal Revenue Code as amended and revised from time to time.

ARTICLE II MEMBERS

Sec. 1. MEMBERS. Membership shall be open to anyone supporting the purpose of the corporation regardless of place of residence. Any individual who makes a monetary gift to the annual membership drive is considered a member of the Friends of Davenport Library. Dues paid in the name of a family shall enable each family member to be considered a "Friend." Corporation membership shall be exercised by any officer or agent designated by the member corporation.

Sec. 2. VOTING RIGHTS. Each member 18 years of age or older shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE III MEETINGS OF MEMBERS

Sec. 1. ANNUAL MEETING. An annual meeting of the members shall be held in April of each year at such time and place as may be determined by the board of directors. The purpose of the annual meeting shall be for the election of directors and such other business as may come before the meeting.

Sec. 2. SPECIAL MEETINGS. Special meetings of the members may be called by the president, the board of directors, or one-fifth of the members currently entitled to vote. If called by the members, such notice of special meeting shall be in writing, signed by one-fifth of the members currently entitled to vote, and the notice shall be delivered to

the secretary of the corporation and shall include the specific topic or topics to be covered at the meeting.

Sec. 3. PLACE OF MEETING. The board of directors may designate any place within the City of Davenport for any annual or special meeting. If no designation is made, then the place of meeting shall be at the registered office of the corporation in the City of Davenport.

Sec. 4. NOTICE OF MEETINGS. Written notice stating the place, day and hour of any meeting of members shall be delivered by mail or email to each member entitled to vote at such meetings at least 10 but not more than 30 days prior to the date designated for such meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice and only the purpose or purposes stated in the notice may be voted upon at such special meeting.

Sec. 5. QUORUM. The members present at any annual or special meeting of the membership shall constitute a quorum for the purposes of that meeting.

Sec. 6. MANNER OF ACTING. A simple majority of the votes entitled to be cast on a matter to be voted upon by the members present at a special or annual meeting shall constitute the decision of the members on that matter.

Sec. 7. VOTING. At any meeting of members, no member shall be allowed to vote by proxy.

ARTICLE IV BOARD OF DIRECTORS

Sec. 1. GENERAL POWERS. The affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the State of Iowa, but must be members of the corporation.

Sec. 2. NUMBER, TENURE AND QUALIFICATIONS. The total number of directors shall be determined by resolution of the board of directors, so long as there are no fewer than eight (8) directors and no more than twenty (20) directors at any given time. The total number of directors shall include all regularly elected directors, and the immediate past-president of the FRIENDS, if such person does not resign his or her position. If the immediate past-president's regular term as director has expired, said directorship shall be extended for one year. Each of the regularly elected directors shall hold office, beginning at the April Annual Meeting at which they are elected, for three (3) years, or until their successor is duly elected and qualified. Upon adoption of these amended by-laws, the elected directors shall be divided into three (3) groups as nearly equal in number as possible. The terms of each director shall be staggered, so that one (1) of the groups of directors shall stand for election each year. If the board of directors nominates and elects a current director who has served more than three years of his or her second three-year term to the position of president, such director's term shall be extended

for up to three additional years so that he or she may serve the corporation for one or two years as president and another as past-president. Each director shall have one vote.

Sec. 3. ANNUAL MEETING AND REGULAR MEETINGS. An annual meeting of the board of directors shall be held without other notice than this by-law, immediately after, and at the same place as the annual meeting of members. In addition, the board of directors may provide by resolution the time and place either within or without the State of Iowa, for the holding of additional regular meetings of the board without other notice than such resolution.

Sec. 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call the special meetings of the board of directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the board called by them.

Sec. 5. NOTICE OF SPECIAL MEETINGS. Notice of any special meeting of the board of directors shall be given at least 10 but not more than 30 days prior by written notice. Notice may be delivered either personally or by mail, including mail transmitted electronically. The method of notice shall be at the direction of the person or persons calling the meeting. In the case of a special meeting, or when required by statute or by these By-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If traditionally mailed, the notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage. If electronically mailed, the notice shall be deemed to be delivered when sent to the member's email or other electronic address as it appears on the records of the corporation.

Sec. 6. QUORUM. A majority of the total number of directors designated by board resolution under Article IV, Section 2 above shall constitute a quorum for the transaction of business in any meeting of the board of directors.

Sec. 7. MANNER OF ACTING. The 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.

Sec. 8. VACANCIES. Any vacancy occurring in the board of directors and any directorship to be filled by reason of increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Sec. 9. COMPENSATION. Directors shall not receive any salaries for their services in that capacity.

Sec. 10. INFORMAL ACTION BY DIRECTORS. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of

directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Sec. 11. RE-ELECTION. No director may be re-elected, or appointed, for more than two consecutive three year terms, until one year has passed since such director's last term of office, except in the case of a director appointed to fill an unexpired term who has served in that position less than one (1) year. Such person shall be eligible for re-election without a one (1) year break between terms. Additionally, a director who has been nominated to serve as President may be re-elected for one additional one-year term.

Sec. 12. INDEMNIFICATION. The corporation may advance expenses for and shall indemnify a present or former director, officer, employee, agent, or volunteer of this corporation to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements, and reasonable expenses, actually incurred by such person with respect to any actual or threatened proceeding against such person relating to his conduct as a director, officer, employee, agent, or volunteer, except that the mandatory indemnification required by this sentence shall not apply:

- (a) to a breach of such person's duty of loyalty to the corporation;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law;
- (c) for a transaction from which such person derived an improper personal benefit; or
- (d) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the corporation, or against expenses in any such case where such person shall be adjudged liable to the corporation.

The board of directors may indemnify those of the corporation's employees, agents, or volunteers who are not directors in all instances, including those which are excluded from mandatory indemnification under the preceding paragraph, as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract provided by the board.

No amendment to or repeal of the Section shall apply to or have any effect on the indemnifications hereunder of any director, officer, employee, agent or volunteer of the corporation for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

Sec. 13. CONFLICTS OF INTEREST AGREEMENT. Directors shall abstain from voting on any issue in which he or she has a direct or indirect interest or on any transaction involving the FRIENDS, to which he or she is directly or indirectly a party. A director is indirectly a party to a proposed FRIENDS transaction if the other party to the transaction is an entity in which the director has a material financial interest or of which the director is an officer or director. Each director shall agree to fully disclose all material facts concerning such an issue and concerning any personal or business interest or relationship which he or she may have on any such issue coming before the board of

directors, and to make such disclosure prior to any decision upon such issue being made by the board of directors. At the beginning of each fiscal year, all Directors shall complete and sign a Conflict of Interest Disclosure Form reporting any conflicts of interest that may exist at that time.

Sec. 14. REMOVAL OF DIRECTORS. The failure of any elected Director to attend three consecutive regular meetings of the Board of Directors shall constitute his or her resignation from the Board of Directors, effective at the end of the third such meeting; but such resignation shall not be effective unless accepted by the Board of Directors. Before adjournment of each regular meeting of the Board, the Secretary shall report whether any elected Director has failed to attend three consecutive regular meetings including that meeting. If so, the President shall submit to the Board the question whether the resignation of the Director shall be accepted. The affirmative vote of the majority of the Directors present, a quorum being present, shall be sufficient to accept the resignation. No notice or hearing shall be required. If the Board accepts the resignation, the Director shall be deemed to have resigned immediately. For the purposes of this Subsection, attendance at a special meeting of the Board shall have the same effect as attendance at the next regular meeting. It is the intent of this Subsection that all Directors are expected to attend regular meetings of the Board, and it is the duty of the Board to take action under this Subsection to carry out this intent. However, unless the resignation of a Director is accepted by affirmative Board action as provided in this Subsection, he or she shall remain a Director for all purposes, and he or she may vote and may be counted in determining the presence of a quorum at any meeting, notwithstanding any failure to attend three or more consecutive regular meetings.

ARTICLE V OFFICERS

Sec. 1. OFFICERS. The principal officers of the corporation shall be a president, a vice president, a secretary, an assistant secretary, a treasurer, an assistant treasurer and an investment officer. The board of directors may elect or appoint such other officers as it shall deem desirable. Any two or more offices may be held by the same person, except the offices of president and secretary.

Sec. 2. ELECTION AND TERM OF OFFICE. The principal officers of the corporation shall be elected annually by the board of directors from among the board of directors at their regular annual meeting. New offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until his successor shall be duly elected and qualified.

Sec. 3. REMOVAL. Any officer elected or appointed by the board of directors may be removed by a majority vote of the board of directors in office whenever in its judgment the best interest of the corporation would be served thereby.

Sec. 4. VACANCIES. A vacancy in any office may be filled by the board of directors for the unexpired portion of the term.

Sec. 5. PRESIDENT. The president shall be the principal executive officer of the corporation and shall supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the members of the board of directors. The president may sign, with the secretary or any other officer of the corporation authorized by the board of directors any instrument which the board of directors has authorized to be executed, unless otherwise delegated or required.

Sec. 6. VICE PRESIDENT. In the absence of the president, the vice president shall perform the duties of the president. The vice president shall perform such other duties as from time to time may be assigned to the vice president by the president or by the board of directors.

Sec. 7. TREASURER. As required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety as the board of directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds of the corporation; accept on behalf of the corporation any gift consistent with the purposes of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks or other depositories as shall be selected by resolution of the board of directors; and perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or the board of directors.

Sec. 8. SECRETARY. The secretary shall be responsible for seeing that minutes of the meetings of the members and of the board of directors are kept; see that all notices are duly given in accordance with the provisions of these by-laws or as otherwise required; be custodian of the records of the corporation and keep a register of the post office address of each member which shall be furnished to the secretary by such member, and such other duties as from time to time may be assigned to the secretary by the president or by the board of directors.

Sec. 9. ASSISTANT TREASURER. In the absence of the treasurer, the assistant treasurer shall perform the duties of the treasurer. The assistant treasurer shall perform such other duties as from time to time may be assigned to the assistant treasurer by the treasurer or by the board of directors.

Sec. 10. ASSISTANT SECRETARY. In the absence of the secretary, the assistant secretary shall perform the duties of the secretary. The assistant secretary shall perform such other duties as from time to time may be assigned to the assistant secretary by the secretary or by the board of directors.

Sec. 11. INVESTMENT OFFICER. The investment officer shall be responsible for assuring that the investments are managed in compliance with the investment policy and for regularly reporting to the board on the status of the investments.

ARTICLE VI COMMITTEES

Sec. 1. COMMITTEES OF DIRECTORS. The president, subject to approval of the directors, shall appoint the chairperson and members of all committees. The committees shall carry out such actions as authorized by the board or make recommendations to the board for action.

Sec. 2. STANDING COMMITTEES. The following committees shall be appointed each year:

- Executive
- Bookstore / Sales
- Finance / Audit
- Fundraising
- Membership
- Nominating
- Special Projects

Sec. 3. EX-OFFICIO MEMBER. The president of the board of directors shall be an ex-officio member of each committee.

ARTICLE VII BOOKS AND RECORDS OPEN TO MEMBERS

Sec. 1. BOOKS AND RECORDS OPEN TO MEMBERS. All books and records of the corporation may be inspected by any member at any reasonable time.

ARTICLE VIII FISCAL YEAR

Sec. 1. FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of April and end on the last day of March in each calendar year.

ARTICLE IX SEAL

This corporation shall not have a seal.

ARTICLE X AMENDMENTS TO BY-LAWS

These by-laws may be amended or repealed and new by-laws may be adopted by a majority of the board of directors under the following conditions:

1. A notice containing all amendments or new by-laws must be mailed or emailed to all directors at least 10 days prior to a special or regular meeting.

2. At such meetings such new amendments or such new by-laws shall be read and discussed.

3. At the meeting next following, such change or changes shall be voted upon either as presented or as amended.

ARTICLE XI INUREMENT OF INCOME

No part of the net income of the corporation shall inure to the benefit of, or be distributed to, its members, officers or other private persons except that the corporation shall be authorized with the power to pay reasonable compensation for services rendered.

ARTICLE XII LEGISLATIVE OR POLITICAL ACTIVITIES

Except as consistent with the corporation's election under Internal Revenue Code Section 501(H), no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise constitute and attempt to influence legislation, and the corporation shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII DISSOLUTION CLAUSE

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision 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, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision 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 District Court of the county in which the principal office of the corporation has been 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.

ARTICLE XIV RESTRICTED FUNDS

Sec 1. The board of directors may, at any time, specify a gift, bequest or portion of a fundraiser as restricted funds. The board of directors may set up such restricted funds as it feels are appropriate for the circumstances. Any action taken by the board of directors to restrict funds shall clearly state the time or purpose of the restriction.

Sec 2. The board recognizes the legal obligation of donor restricted funds and will comply with such restrictions.

ARTICLE XV BORROWING MONEY

Whereas, it may be necessary for this corporation to borrow money from time to time, the amounts of such indebtedness, such maturities and other terms and conditions concerning such indebtedness shall require the majority approval of the board of directors. Upon such approval, any two of the following officers of the corporation, president, vice president, treasurer and assistant treasurer are authorized for, on behalf of, and in the name of this corporation to negotiate and procure such loans.

Approved April 10, 2007

Revised 10/09, approved 11/10/09 (Art IV, Sec 13, last sentence added)

Revised 9/13, approved 10/8/13 (Art IV, Sec 2, size of board and election cycle revised; Art IV, Sec 14 added)