

BY-LAWS OF LITTLE ACORNS, INC.
FRIENDS OF THE CAPE CORAL LIBRARY

ARTICLE I – Name

Section 1: The name of the Corporation shall be LITTLE ACORNS, INCORPORATED and shall do business as FRIENDS OF THE CAPE CORAL LIBRARY, hereafter referred to as the Corporation.

ARTICLE II – Purpose

Section 1: The Corporation shall promote, support and enhance the services of the Cape Coral-Lee County Public Library through volunteer efforts and fund-raising activities.

ARTICLE III - Membership

Section 1: There shall be two (2) categories of membership: Annual (Family) and Life.

Section 2: Any person or household may become a member by submitting a membership form with payment of relevant dues.

Section 3: Life membership shall be conferred on Past Presidents at the expiration of their term and on members who have elected to pay fees designated by the Life membership program.

Section 4: Annual and Life members may cast one vote in elections and are eligible to be elected to an Office in the Corporation.

Section 5: Membership in the Corporation is by calendar year.

Section 6: There shall be no discrimination for membership by reason of age, race, religion, sex or ethnicity.

ARTICLE IV – Meetings

Section 1: **Regular** meetings of the membership shall convene in the months of January, May, July, September and November on a date designated by the Board. Meetings shall be open to the general public.

Section 2: The **Annual** meeting of the membership shall convene at 10:00 a.m. on a Saturday in March designated by the Board

Section 3: The Board of Directors shall meet prior to and in the same month as all **Regular** and **Annual** membership meetings, and upon call of the President.

Section 4: All meetings shall be held at the Cape Coral-Lee County Public Library unless otherwise announced.

Section 5: The Board of Directors shall have the right to designate closed Board meetings at a location of their choice.

Section 6: All meetings shall be conducted under the revised Robert's Rules of Order. The President may appoint a Parliamentarian.

ARTICLE V - Board of Directors

Section 1: The business of the Corporation shall be conducted and managed by a Board of Directors. The Board of Directors shall consist of the Officers of the Corporation, the immediate Past President, a Community Services Coordinator, a Financial Services Coordinator, a representative of the Cape Coral–Lee County Public Library, and a representative for the Lee County Advisory Board.

Section 2: The Officers and Coordinators shall be elected from the membership of the Corporation.

Section 3: The Board of Directors shall appoint one (1) member from the membership to represent the Corporation to the Lee County Advisory Board.

Section 4: The representatives of the Cape Coral-Lee County Public Library and the Lee County Advisory Board shall be ex-officio members of the Board of Directors but shall have no voting privileges.

ARTICLE VI - Officers

Section 1: Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and an Assistant Treasurer.

ARTICLE VII - Duties of Officers and Coordinators

Section 1: The President shall provide general supervision of the Corporation; shall preside at all annual, regular and special meetings of the membership and of the Board of Directors; and, together with the Coordinators appoint all Standing Committee Chairpersons so required with the approval of the Board of Directors; and shall be an ex-officio member of all Committees, except the Committee on Nominations.

Section 2: The Vice-President shall provide to the President all necessary assistance in the performance of executive duties and, in the absence of the President, shall perform the duties of that office; shall be responsible for programs for the general membership; and shall preside over any special committees so designated by the President. If the President for any reason leaves office, the Vice-President shall immediately assume the office of President.

Section 3: The Secretary shall record the minutes of all meetings and shall maintain a permanent record of these minutes; shall distribute the minutes of previous board meetings to Board members prior to the next board meeting. Shall present to the membership the minutes of the previous membership meeting for amendment/approval and present a summary of actions taken at intervening board meetings; shall be responsible for all correspondence and for maintaining a complete file thereof for the Corporation.

Section 4: The Corporation shall secure and pay all costs of a surety bond for the Treasurer. The Treasurer shall receive, deposit and disburse all monies in the name of the Corporation as ordered by the Board of Directors; shall prepare a financial report for the Board of Directors meetings and membership meetings; shall prepare an annual report for the membership and the Board of Directors; shall prepare or arrange for preparation of any tax returns or other financial disclosures as required by any government entity; and, on completion of the fiscal year, shall submit the financial records for a financial review. The President shall appoint a committee to review the Corporation's financial records.

Section 5: The Assistant Treasurer shall assist the Treasurer and assume the duties in his or her absence, including conducting financial transactions.

Section 6: The immediate Past President shall be the Chairperson of the Nominating Committee; shall be an advisor to the President; and carry out such other duties as may be assigned by the President.

Section 7: There shall be 2 Coordinators to oversee the Standing Committees; one (1) Community Services Coordinator and one (1) Financial Services Coordinator. They shall be ex-officio members of the committees they oversee.

Section 8: At the Annual meeting, the President, Vice President, Secretary and the Treasurer shall each present to the membership a written report. Each Coordinator, on behalf of the Standing Committees they represent, shall present a condensed report of their committees' actions.

Section 9: Officers of the Corporation, Coordinators and Chairpersons of all Standing Committees upon retiring from office shall deliver to the President all records, books, papers and other property belonging to the Corporation.

ARTICLE VIII - Standing Committees

Section 1: There shall be Standing Committees.

Section 2: The Standing Committees will operate under the direction of the Coordinators and shall report directly to their designated Coordinator, who in turn will report all Standing Committee activities to the Board of Directors.

ARTICLE IX – Elections

Section 1: Officers of the Corporation shall be elected to a two (2) year term of office at the Annual meeting occurring in odd numbered years.

Section 2: The two (2) Coordinators of the Corporation shall be elected to one two-year (2) term of office at an Annual meeting

Section 3: At the **Annual** meeting the Committee on Nominations shall present a slate of candidates for the positions of Officers and Coordinators. If there is only a single candidate for each position, the election may be held by acclamation. If there is more than one candidate for any office, a paper ballot shall be used for that office or offices. A plurality of votes cast shall be required to elect in the event of a multiple candidacy. The Committee on Nominations shall be responsible for the preparation and counting of any paper ballot.

Section 4: No office holder may hold the same office for more than two (2) consecutive terms.

Section 5: Installation of the newly elected members of the Board of Directors shall take place immediately at the **Annual** meeting of the membership at which they are elected.

Section 6: Vacancies in any elected position on the Board of Directors may be filled by a special election held at any regular or special membership meeting at which a quorum is present. The Committee on Nominations shall propose candidates for any vacant positions. The voting method will be the same as at an **Annual** meeting.

ARTICLE X – Nominations to the Board of Directors

Section 1: The Committee on Nominations shall consist of 3 members. The immediate Past President shall be the Chairperson. Two (2) members to serve on the committee shall be chosen from the general membership; one (1) member to serve shall be chosen by the President; one (1) member to serve shall be chosen by the immediate Past President. These appointments shall be announced no later than the September regular membership meeting. The Committee shall serve a term of one (1) year.

Section 2: Any member of the Corporation may propose themselves or any other member as a candidate for any office, by submitting their name, a statement of their qualifications and their willingness to perform the duties of that office to the Committee on Nominations. The Committee will give full consideration to all names submitted when preparing a slate for election.

Section 3: The Committee on Nominations shall prepare a slate of one or more candidates for each open position and present their slate of nominees to the membership at the January regular meeting. At that time the Committee will accept any additional nominations from the floor. After the January regular meeting, nominations are closed.

ARTICLE XI - Quorum

Section 1: Twenty-five (25) members present at a **Regular** or **Annual Membership** meeting shall constitute a quorum.

Section 2: Four (4) members of the Board of Directors present at a board meeting shall constitute a quorum.

ARTICLE XII - Amendments

Section 1: All proposed amendment(s) shall be submitted in writing to the President. The President will present all amendment(s) to the Board for review and discussion at the next regular Board of Directors meeting. The Board will review the proposed amendment(s) for consistency, accuracy and conformity with the corporate purpose. The member proposing the amendment, or a designated spokesperson shall have the right to discuss, clarify and answer any questions pertaining to the amendment(s) at that Board meeting.

Section 2: The President shall report any proposed amendments as “New Business” at the next regular membership meeting with the Board’s recommendation for acceptance or rejection. The proposed amendment will be given a second presentation at the next subsequent membership meeting as “Old Business” and voted upon. A two-thirds (2/3) vote of members present is required for passage of an amendment.

ARTICLE XIII - Dues

Section 1: The amount of annual dues and Life membership fees shall be recommended by the Board of Directors and may be changed by a majority vote of the membership present at a regular or Annual meeting of the Corporation.

Section 2: New members joining during the last two months of the calendar year will be credited with membership for the following calendar year.

Section 3: All fully paid-up members shall have voting privileges.

ARTICLE XIV - Standing Rules Authorization

Section 1: The Board of Directors is authorized to adopt, apply, modify and delete rules and regulations, "Standing Rules", at any time and from time to time, for defining procedures and policies for implementing the requirements of these By-Laws; for conducting the business of the Board of Directors; and for managing and promoting the activities and interest of the membership of the Corporation.

Section 2: The adoption, application, modification and deletion of the Standing Rules shall not require approval of the membership of the Corporation.

Section 3: All active Standing Rules shall be catalogued and maintained as an official record of the Board of Directors so long as they are in effect and shall be carried over and apply to succeeding Boards.

Section 4: No Standing Rule may be adopted that is contrary to, in contradiction of, or in conflict with the specific wording or defined intent of the By-Laws.

Section 5: The adoption of the Standing Rules shall be guided by the intent and desire of the Board of Directors to serve in the best interest of the membership of the Corporation.

ARTICLE XV - Fiscal Year

The fiscal year of the Corporation shall be from January 1 through December 31.

ARTICLE XVI - Order of Business

Section 1: Order of business at **Membership** meetings shall be:

1. Call order
2. Introduction of new members and guests
3. Introduction of the Program
4. Reading of minutes
5. Report of the President
6. Report of the Treasurer
7. Report of the Coordinators
8. Report of the Library Representative
9. Old business
10. New business
11. Adjournment

Section 2: Order of business at the **Annual** Membership meeting shall be:

1. Call to order
2. Introduction of new members and guests
3. Reading of minutes
4. Annual report of the Secretary
5. Annual report of the Vice-president
6. Collective Annual reports of the Coordinators

7. Annual report of the President
8. Old business
9. New business
10. Report of the Nominations Committee
11. Election of Officers and/or Coordinators
12. Installation of Officers and/or Coordinators
13. Adjournment

Section 3: The order of business, as proposed above, may be transposed for any meeting by the President.

ARTICLE XVII - Distribution of Funds Solicited and Received

Section 1: Funds solicited and received by the Corporation may be separated into such accounts and in such amounts as are necessary to achieve the Corporation's purposes.

Section 2: Funds will be managed and controlled by the Officers, Coordinators and Standing Committees as outlined by these by-laws and with the expenditure approval authorities stated in the Standing Rules.

Section 3: The Manager of the Cape Coral-Lee County Public Library may make a written request to the Corporation for distribution of funds directly to the library, or on the library's behalf, for the acquisition of such goods or services as the Library Manager deems necessary. The written request shall be submitted to the President of the Corporation who shall present it to the Board of Directors at its next meeting. The Library Manager or a designated spokesperson shall have the right to discuss, clarify and answer any questions pertaining to the request. Thereafter, the Board shall vote on the request and notify the Library Manager in writing of its decision. Nothing herein shall prohibit the Corporation from purchasing the goods or services, in lieu of providing funds to the library. The Board of Directors reserves the right to refuse any request by the Library Manager for distribution of funds at its sole discretion. If the request was refused, the Board of Directors shall notify the Library Manager in writing of the reason the request was denied.

ARTICLE XVIII - Corporate Assets

Section 1: No member or group of members shall have, as an individual or collectively, any interest in or title to any of the assets of this Corporation. Such assets shall be devoted exclusively to the purpose of this Corporation.

Section 2: In the event of the dissolution of this Corporation or the voluntary surrender or revocation of the Corporation's Charter, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all remaining assets of the Corporation, assigning them to the Cape Coral-Lee County Public Library, a tax-exempt public entity.

ARTICLE XIX - Corporate Ethics

Section 1: There will be no solicitation of commercial business, no distribution of advertising, and no political activity by any person during any regular or board meeting of the Corporation.

Section 2: Any Officer or Coordinator who has a substantial ownership interest in any business with which the Corporation plans to engage in transactions, must advise the Board of Directors of this fact. This does not preclude conducting transactions with that business provided it is done at "arms-length".

Section 3: Ethical violations may be cause for termination of membership in the Corporation.

STANDING RULES

Rule 1: There shall be Standing Committees. Additional Standing Committees may be created or eliminated, or their functions reassigned by the President with approval of the Board of Directors with the exception of the Committee on Nominations.

- There shall be a Newsletter Editor responsible for preparing and editing newsletter content and presenting the copy to the Website Administrator for compilation and distribution to membership via email. The Editor shall work with the Board of Directors in coordinating articles/columns/news relevant to the Organization. The Newsletter shall be archived on the Organization website.
- There shall be an Art Gallery Committee responsible for critiquing artists and their work for the Art Gallery via the application procedure of the Lee County Library System and arranging to display the artist's work at the Cape Coral-Lee County Public Library.
- There shall be a Finance Committee responsible for setting up the Annual Budget of the Corporation for one year. The Finance Committee shall submit the budget for the upcoming fiscal year to the Board of Directors for their approval at the November meeting. The Committee shall consist of the Treasurer, the Assistant Treasurer, the Vice-President and the two (2) Coordinators.
- There shall be a Fundraising Committee responsible for raising funds to achieve the purpose of the Corporation.
- There shall be a Historian who shall be responsible for maintaining the Archives of the Friends of the Cape Coral-Lee County Public Library.
- There shall be a Hospitality Committee responsible for providing refreshments for membership meetings and such other occasions as may be required at the discretion of the President.
- There shall be a Membership Records Committee who shall distribute dues statements and reminder notices, receive dues and issue receipts, and shall deposit all monies with the Treasurer. All membership applications and dues monies shall be sent to the Membership Committee directly. Dues notices shall be sent to the membership at the beginning of each calendar year and must be paid in full by March 31st. A reminder notice shall be sent out to all unpaid members. Members still delinquent by May 30th will be dropped from the membership roll.
- There shall be a Press/Publicity Committee responsible for all press releases; publicizing membership meetings, all special projects and fund-raising activities, preparing relevant fliers and all other material for distribution to the public. The committee shall work together with the appropriate committee needing publicity.
- There shall be a Sunshine Committee responsible for sending floral tributes, cards of condolence and get-well cards to members or immediate family of a member. Floral tributes may be sent after consultation with the Board of Directors. The Sunshine Committee shall keep an accurate record of all cards and floral tributes sent.

- There shall be a Social Events Committee responsible for handling all aspects of planning and organizing formal group luncheons/meals/events that are held specifically for members and their guests.
- There shall be a Website Administrator responsible for maintaining a Friends of the Cape Coral Library website.

Rule 2: The Community Services Coordinator shall be responsible for the committees on: Newsletter Editor, Art Gallery, Historian, Sunshine and Publicity. These committees shall report directly to the Community Services Coordinator.

Rule 3: The Financial Services Coordinator shall be responsible for the committees on: Finance, Fundraising, Hospitality, Social Events and Membership. These committees shall report directly to the Financial Services Coordinator.

Rule 4: All Standing Committees will be allocated a specific budget for their committee as outlined in the Finance Committee's Annual Budget for the Corporation. Expenditures more than the designated budget shall require the approval of the Board of Directors.

Rule 5: The President (or Vice-President if acting in the President's absence) may approve expenditures up to and including \$500.00, up to a total of \$2,000 in a calendar year.

Rule 6: The Board of Directors must approve expenditures of more than \$500.00.

Rule 7: Any committee or individual making or planning to make expenditures on behalf of the Corporation beyond their designated budget allowance must seek the approval of the President prior to incurring the obligation. Proper receipts must be obtained and presented to the Treasurer before any reimbursement can be made.

Rule 8: The Assistant Treasurer shall periodically reconcile monthly bank statements with the record of financial transactions.

Rule 9: Any member who wishes to attend a Board meeting may do so with the permission of the President.

Rule 10: The Membership Committee shall maintain a Guest Book for non-member guests to record their visit at Regular or Annual meetings.

Rule 11: The President may appoint an interim board member to fill a temporary absence, or to fill a vacancy until a special election can be held.

Rule 12: The President may appoint a recent past president to fill an absence of the Immediate Past President.

Rule 13: The President may forego or reschedule the following in response to natural disasters, pandemics, library closures or other unforeseen emergencies: Board, Membership, Annual meetings; formation of the Committee on Nominations; formation of a Financial Review Committee.