

Maui Friends of the Library
P.O. Box 1017 Wailuku, Hawaii 96793

Bylaws

ARTICLE I MEMBERSHIP AND DUES

- 1.1 These are the Bylaws of Friends of the Maui County Library, doing business as Maui Friends of the Library (MFOL). Our Charter of Incorporation states: "The object of this organization shall be to assist in maintaining the Maui County Free Library as a free public library; to promote the extension of library services throughout the County of Maui; to increase the facilities of the Maui County Free Library by securing the materials beyond the command of the ordinary library budget; and to enrich the cultural opportunities available to the people of Maui." The Maui County Free Library has now become the eight Maui County Libraries and the Maui Bookmobile. Any person interested in the purposes of MFOL, as stated in the Charter, may be admitted to membership upon payment of dues.
- 1.2 Membership classes and dues shall be set by the Board of Directors and shall be published in the newsletter and are subject to change from time to time. MFOL shall notify members of outstanding dues in the newsletter or by other mailings. The membership year shall be the twelve (12) month period commencing upon the receipt of the dues.
- 1.3 The annual meeting of MFOL shall be held on the first non-holiday Monday of January in the even numbered years to receive committee reports and to transact any other appropriate business. In even-numbered years, members of MFOL who were members of record thirty (30) days prior to the date of election shall elect the Board of Directors and Officers for the succeeding two-year term.
- 1.4 Special meetings of the Membership may be called by the President, at the President's discretion, or must be called by the President promptly upon written or email request from two members of the Board of Directors, or by seven members of MFOL at large. Business to be considered at any special meeting shall be indicated in an advance notice to members and no other business may be transacted at such a special meeting.
- 1.5 Only members of MFOL shall be eligible to serve as officers, directors, or committee chairs.
- 1.6 No member of MFOL shall have any authority to make any contract or incur any indebtedness, obligation or liability in the name of or in behalf of MFOL without the authority and approval of the MFOL Board.
- 1.7 Members wishing to participate in the business of the annual meeting or any special membership meetings must attend the meeting in question. There will be no proxy voting at any MFOL membership or Board meeting.

ARTICLE II OFFICERS

- 2.1 The officers shall be President, Vice-President, Secretary and Treasurer. The officers shall be chosen from members of MFOL and shall be elected at the annual meeting of members in the even-numbered year and their term shall begin upon election. The term of each officer shall be two (2) years serving until the next general election. If an office is vacated for any reason before the end of the term, the Board of Directors shall appoint by majority vote a member of the Board to serve in the office for the remainder of the term. There shall be no term limits.
- 2.2 The regular term of office of the Board of Directors and all officers shall commence upon election. The duties of the officers and the Board of Directors shall be such as are implied by their respective titles and as specified by these Bylaws.
- 2.3 In the event the President is unavailable due to absence or incapacitation, all duties and authorizations of the office shall devolve upon the Vice President if available, and upon the

Secretary if the Vice President is unavailable, and upon the Treasurer if the Secretary is unavailable.

ARTICLE III BOARD OF DIRECTORS

- 3.1 The Board of Directors shall be elected at the annual meeting of members in the even-numbered year and their term shall begin upon election.
- 3.2 The Board of Directors shall serve for a term of two (2) years, with no term limits. The Board of Directors may at its discretion, and by majority affirmative vote, elect new Board member(s) to hold office until the next general election.
- 3.3 Any Director who misses three (3) consecutive Board meetings without arranging for an excused absence shall automatically be dropped from the Board.

ARTICLE IV AUDIT

- 4.1 The Board of Directors shall arrange for an independent audit of the books of MFOL as frequently as it sees fit. The auditor will thereafter make appropriate reports to the Board of Directors.

ARTICLE V COMMITTEES AND SPECIAL APPOINTMENTS

- 5.1 Committees, both standing and ad hoc, shall be created as needed by the President, consistent with the purposes of MFOL, and shall be disbanded when no longer needed. The President shall appoint chairs of such committees, from among members of the Board, for terms not to extend beyond the President's tenure in office. Committee chairs may appoint committee members as needed, and such appointees need not be members of MFOL. Standing committees, once created, shall continue to exist until disbanded by the President; ad hoc committees shall automatically expire upon completion of their task.
- 5.2 The President may, with the approval of the Board of Directors, make special appointments. The duties of the position shall be as agreed on by the President, the Board of Directors and the appointee. The terms of such appointees shall not extend beyond the President's tenure in office.
- 5.3 The biennial ad hoc Nominating Committee shall consist of the chair appointed by the President and at least two (2) additional chair-appointed members of MFOL. The committee shall present the names of suitable candidates for the Board and officers at the annual meeting in the even-numbered year.

ARTICLE VI STORES, FACILITIES AND OTHER VENUES

- 6.1 At its discretion the Board of Directors may authorize the establishment of retail sales venues including physical stores, online stores, and both temporary and permanent sales tables for the purpose of financing the Board's activities, projects and goals.

ARTICLE VII DUTIES OF OFFICERS

- 7.1 The regular term of office of all officers and the Board of Directors shall commence upon election.
- 7.2 The duties of the officers and the Board of Directors shall be those which are customary for their respective titles and as are specified by the Board of Directors.

- 7.3 A. Appointment and dismissal of facility managers shall be a duty of the President, subject to the approval of the Board.
B. The President is authorized to sign such legal documents as are approved by the Board of Directors.
C. The President shall be an ex-officio member of all standing and ad hoc committees without vote, except that the President shall not be an ex-officio member of the Nominating Committee.
- 7.4 The Secretary shall record the proceedings of the annual and special meetings of MFOL and the meetings of the Board of Directors, and shall be responsible for such MFOL correspondence as is not clearly within the province of another Director, Chairperson or Officer.
- 7.5 The Treasurer shall:
A. receive all revenues, including sales, dues and gifts, providing receipts therefore;
B. assist in maintaining a list of the membership of MFOL with the address of each member;
C. pay bills and library distributions as approved by the Board. Except for routine expenses, the Treasurer shall make disbursements only upon authorization of the Board of Directors;
D. keep an account of receipts and disbursements handled by the Treasurer and present a written report thereof at each meeting of the Board of Directors, and at meetings of any committees that have need of them;
E. make a written report at the annual meeting of the members;
F. engage for the paid contract services of an accountant as needed, upon approval of the Board of Directors.

ARTICLE VIII QUORUMS

- 8.1 At any meeting of a committee or the Board of Directors, a majority of its members shall constitute a quorum for transaction of business at the meeting.
- 8.2 At any general or special meeting of the Membership, 10 members shall constitute a quorum.

ARTICLE IX AMENDMENTS TO BYLAWS

- 9.1 As stated in the Charter, the Bylaws may be amended from time to time by a three fourths vote of the members present at any membership meeting provided that notice of any proposed intent to amend has been given to the members of MFOL in accordance with the provisions of the Bylaws and state law. Details of any proposed amendments will be posted well before the membership meeting. Simple changes may be announced in the annual newsletter, and more complex or lengthy changes will be spelled out on the MFOL website.

ARTICLE X INDEMNIFICATION OF BOARD MEMBERS

- 10.1 The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgements, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.
- 10.2 The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification

under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

- 10.3 No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- 10.4 This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XI CONFLICT OF INTEREST AND NEPOTISM

- 11.1 Prohibition of conflicts: No Officer or member of the Board of Directors shall engage in or accept private employment or render services for private interest when such employment or service is incompatible with the proper discharge of his/her official duties or would tend to impair his/her independence or judgment or action in the performance of his/her duties.
- 11.2 Disqualification for Interest: No such Officer/Director shall in any manner, directly or indirectly, participate in the deliberation upon or the determination of any matter affecting his/her pecuniary interest or pecuniary interests of any corporation, partnership or individuals in which he/she is directly or indirectly interested.
- 11.3 Disqualification for Nepotism: No Officer or member of the Board of Directors shall take part in the deliberation upon, or in the determination of any matter affecting his/her: spouse, son, daughter, sister, brother, mother, father, grandmother, grandfather, aunt, uncle, niece, nephew, and the following in-laws: son daughter, brother, sister, mother and father.
- 11.4 In case of Conflict: Any Officer/Director shall withdraw from participation during the deliberation or determination of any matter with respect to which he/she is disqualified and the minutes shall so state. He/She may be counted present for the purpose of constituting a quorum. Should any such member not comply with these provisions, his/her vote shall automatically be void and not counted. Intentional non-compliance shall be considered misconduct and the member shall be subject to removal from Office/Board under appropriate provision of the Charter and Bylaws.

BE IT RESOLVED BY THE MEMBERS OF MAUI FRIENDS OF THE LIBRARY THAT THESE AMENDED BYLAWS OF THE CORPORATION BE ADOPTED. FURTHER, LET IT BE RESOLVED THAT THIS RESOLUTION SHALL TAKE EFFECT UPON ITS APPROVAL.

I hereby certify that the foregoing resolutions were duly adopted by the members of MFOL on the

 7th Day of January , 2019
