

**RESTATED BYLAWS OF  
THE FRIENDS OF THE LOGAN LIBRARY, INCORPORATED  
Promulgated October 2017**

**Article I. OFFICES**

Section 1.01 Registered Office. The registered office of this entity is located at 255 North Main Street, Logan, Cache County, in the state of Utah.

Section 1.02 Name. The name of this Entity shall be the Friends of the Logan Library, Incorporated. It may also be referred to as: "Friends of the Logan Library," "FLL," "the entity" and as "the Corporation" in these Articles.

**Article II. STATEMENT OF PURPOSE**

Section 2.01 The purpose of the Friends of the Logan Library shall be:

- (a) Friends of the Logan Library is dedicated to the promotion of the Logan Library and the advancement of the library's mission; and
- (b) Any other lawful purpose not in conflict with the charitable purpose of the Friends of the Logan Library.

Section 2.02 Friends of the Logan Library is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article III. MEMBERSHIP, MEETINGS OF THE GENERAL MEMBERSHIP AND MEMBER VOTING RIGHTS.**

Section 3.01 Membership Eligibility. Persons who are interested in supporting and improving the Logan Library are eligible for membership.

Section 3.02 Membership Levels. Individuals desiring to be members of the FLL may join at one of the following levels, with the indicated requirements and privileges:

- (a) Individual Member. Open to all individuals over the age of 18. Membership in the FLL; one vote at general meetings; purchase priority at annual book sales; regular e-mail updates; invitations to special events.
- (b) Family Membership. Open to families; membership in the FLL; two votes for adult members of the family at general meetings; purchase priority at annual book sales; regular e-mail updates; invitations to special events.

- (c) Sponsor Member. Open to all individuals over the age of 18; membership in the FLL; one vote at meetings of the general membership; purchase priority at annual book sales; regular e-mail updates; invitations to special events.
- (d) Patron Member. Open to all individuals over the age of 18; membership in the FLL; one vote at general meetings; purchase priority at annual book sales; regular e-mail updates; invitations to special events.
- (e) Corporate Sponsor. Open to all individuals over the age of 18; membership in the FLL; one vote at general meetings; purchase priority at annual book sales; regular e-mail updates; invitations to special events.
- (f) Youth Member. Open to all individuals under the age of 18; membership in the FLL; non-voting member; cannot serve as an FLL officer; purchase priority at annual book sales; regular e-mail updates; invitations to special events; inclusion in youth programs.

Section 3.03 General Membership Provisions. Memberships are good from one year from the date of payment of the membership fee. Membership fees are non-refundable. A membership ends at one year from the date of the last membership payment made by the member. A membership expires if not renewed annually. One must be a paid member to have a vote.

Section 3.04 Board Powers Over Membership Levels, Rates, and Policies. The FLL Board has the power to set and adjust rates for membership dues.

- (a) Membership Rates. Membership rates may be changed by a majority vote of the Board. Rate changes must also be approved by a majority vote of the general membership.
- (b) Membership Privileges and Benefits. The privileges and benefits of each membership level may be determined, altered, increased, or decreased by the FLL Board. A majority vote of the FLL Board is required to alter, increase, or decrease membership privileges and benefits at each level. Reductions of privileges and benefits must be approved by a majority vote of the general membership.
- (c) Creation of New Membership Levels. The FLL Board may create new membership levels and define the privileges and benefits of each new membership level as well as set the rates for new membership levels. Such new levels may be created by a majority vote of the FLL Board.
- (d) Creation of Membership Policies. The FLL Board may create policies regarding the implementation and government of membership and the privileges and benefits. Official policy changes must be approved by a majority vote of the general membership at a meeting of the general membership.

Section 3.05 Notice of Meetings. Notice of any meetings of the general membership shall be given in writing at least five (5) days prior to the meetings. The preferred form of written notice shall be via e-mail.

Section 3.06 Annual Meetings. At the Annual Meeting of the general membership there shall be elected by ballot of the general membership a board of directors in accordance with the requirements of these Bylaws. The general membership may also transact such other business as may properly come to it. The default date for the annual meeting of the Entity shall be the third Wednesday in March unless otherwise set for another date in March with at least 45 days' notice for members. Members shall be notified of this meeting, its place and time, via e-mail, mail, Library Web page, FFL Facebook page, Library Facebook page, and/or press release. Reminder notice shall be given at least ten (10) days prior to the annual meeting. The annual meeting of the Board of Directors is the same as that of the general membership.

Section 3.07 Other General Membership Meetings. Regular meetings of the General Membership will be held Monthly as the Members see fit, at such times and places as they may designate. Friends of the Logan Library will conduct fair and open meetings to prevent disorder and give everyone a fair chance to be heard. All meetings shall be open to the public. The FLL is not a governmental agency or body. That the meetings of the FLL are open to the public does not subject the FLL to the requirements of the Utah Open Meeting statutes. Meetings shall be governed, in order of priority, by these by-laws, Board sanctioned policies and, as desired, by Robert's Rules of Order (Current Edition).

Section 3.08 Quorum. In order to hold a meeting of the General Membership, a majority of the number of Officers in office shall constitute a quorum for the transaction of business. The act of a majority of the Officers present at a meeting at which a quorum is present shall be the act of decision of the Officers, unless the act of a greater proportion is required by law.

Section 3.09 Voting Rights. At meetings of the general membership, each member shall have one vote, subject to the provisions of the definitions of voting rights per membership level. Members must be present to vote and may not vote by proxy. Votes of the general membership shall include all members, whether they hold an office or not. Voting may take place by secret ballot, by show of hands or by "yeas" and "nays." If done by show of hands or by "yeas" and "nays," a record of the majority position shall be made on the record during the meeting. If by secret ballot, a record shall be made of the majority position by writing when the votes are tallied. That result shall be put on the FLL record at the earliest convenience of the FLL.

Section 3.10 Compensation. No compensation shall be paid to Officers or members for their services. Reimbursement of FLL expenses incurred by members may be made as approved by the Officers.

Section 3.11 Conduct. Members of the FLL are expected to conduct themselves with the high standards of civility, decorum, maturity, honesty, transparency, and at all times when engaged in the furtherance of the mission and purpose of the FLL, conduct themselves in a way that is not unbecoming of respectable citizens.

#### **Article IV. OFFICERS / BOARD OF DIRECTORS**

Section 4.01 Officers. The Officers of the Entity shall include: President, Vice President, Secretary, Treasurer, Registered Agent, and any other Officers the Board of Directors may designate. The officers are the Board of Directors. The number of Officers shall not be less than 3 nor more than 7. The term of office is one (1) year. Officers' terms shall begin upon election and continue until a successor is elected, unless vacated earlier.

Section 4.02 Other Officers. Other Officers as the Board of Directors may designate may include the Director of the Logan Library and the General Counsel of the FLL. The Director of the Logan Library and the General Counsel of the FLL shall be entitled to attend FLL Board Meetings. The Director of the Logan Library and the General Counsel of the FLL may speak, advise and counsel the FLL Board at FLL Board meetings. The Director of the Logan Library and the General Counsel of the FLL shall not be voting members of the FLL Board and shall not be entitled to cast votes on Board decisions. If both or either the Director of the Logan Library or the General Counsel of the FLL shall choose to be members of the FLL, they shall have all the voting rights afforded all other general members at times when votes of the general membership are called for.

Section 4.03 Election. Candidates for office may nominate themselves or be nominated by a Friends of the Logan Library member. Candidates may have an opportunity to address the membership at the annual meeting immediately prior to the election. Candidates are elected by a simple majority of votes. In the event of a tie, a runoff election shall immediately be held between the two candidates receiving the most votes. If the runoff election is a tie, a meeting will be scheduled within two weeks for another election between the tying candidates. This runoff election process of an immediate vote and then within two weeks another meeting with a vote will repeat until one candidate receives more votes.

Section 4.04 Eligibility for Election to the Board / Officers. To be eligible to be elected as an officer or Member of the Board of Directors an individual must be an adult member of the Friends of the Logan Library, who is over the age of eighteen years (18), has not been convicted of any felony and has not been convicted of any misdemeanor involving honesty.

Section 4.05 Duties of Officers / Board of Directors.

- (a) President. The President shall preside at all meetings and shall perform all other duties normally associated with the office of President.
- (b) Vice President / President-Elect. The Vice President of the FLL shall also be the President-Elect to serve as President for the next term. This measure is taken to preserve an institutional memory in the organizations. The Vice President / President-Elect shall perform all duties performed by the President when the President is absent or incapacitated. The Vice President / President-Elect shall also perform those duties assigned by the President.
- (c) Secretary. The Secretary shall perform the following functions:

- (i) Certify and keep at the principal office of the entity a copy of its Articles of Incorporation and Bylaws, as amended to date;
- (ii) Keep a book of minutes of all the meetings, with the time and place, the notice thereof given, and the names of those present;
- (iii) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (iv) Exhibit for inspection upon requests the relevant books and records of the entity to any Director for any proper purpose at any reasonable time; and
- (v) Perform duties usually incident to the office of Secretary.
- (vi) Prepare written ballots for voting, under the direction of the Board.

(d) Treasurer. The Treasurer shall perform the following functions:

- (i) Have charge and custody of, and be responsible for all funds and securities of the entity, and deposit all such funds in the name of the entity in the entity's bank or like institution;
- (ii) Keep and maintain adequate and correct accounts of the entity's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and fund balances;
- (iii) See that the bills, reports, statements and all other documents and records required by law are properly kept and filed;
- (iv) Exhibit for inspection upon request the relevant books and records of the entity to any Director for any proper purpose at any reasonable time;
- (v) Render interim statements of the condition of the finances of the entity to the Board of Directors upon request, and render a full financial report within 30 days of the end of each fiscal year;
- (vi) Receive, and give receipt for, moneys due and payable to the entity from any source whatsoever; and
- (vii) Perform all the duties usually incident to the office of Treasurer.

(e) Registered Agent. The Registered Agent is a formal position required by the State of Utah to receive service of process on behalf of the Friends of the Logan Library. The Registered Agent:

- (i) Shall perform the office of accepting service of process and shall promptly communicate receipt of service of process to the Board and Officers when legal proceedings adverse to the Friends of the Logan Library arise;

- (ii) Is an appointed position, the length and limit of his or her term of office may be the length of his or her lifetime, or the lifetime of the Friends of the Logan Library, whichever is shorter;
- (iii) Inasmuch as the Registered Agent is an appointed member of the Board, the Registered Agent does not have a vote on the Board of Directors;
- (iv) Inasmuch as the Registered Agent is an appointed member of the Board, the Registered Agent need not attend meetings of the Board of Directors as Registered Agent, unless his or her presence is specifically required and requested by the Board;
- (v) Inasmuch as the Registered Agent is an appointed member of the Board, the Registered Agent may be dismissed and replaced by a 2/3 majority vote of the Board;
- (vi) Inasmuch as the Registered Agent is an appointed member of the Board, in the event the Registered Agent shall resign or be dismissed, a new Registered Agent shall be appointed by the officers by a 2/3 majority vote of approval;
- (vii) Shall maintain a physical address for service of process on record with the State of Utah, Division of Corporations and Commercial Code;
- (viii) May not serve as an elected member of the Board of Directors in a different capacity, but may serve as general counsel, if he or she qualifies for the position legally.

Section 4.06 Officers' Collective Duties. The Officers will:

- (a) Develop a budget and monitor the financial affairs of the entity;
- (b) Authorize the entity's agents to apply for funding from public and private sources;
- (c) Conduct any other activities authorized by the membership and permitted by law; and
- (d) Conduct, generally, the business of the Entity.
- (e) The Officers shall communicate with one another regularly.

Section 4.07 Action in Writing. Any action which might be taken at a meeting of the Officers may be taken without a meeting if such action is taken in writing and signed and approved by all of the Officers.

Section 4.08 Removal. Officers missing more than two consecutive meetings or four meetings in a year shall be notified in writing of their potential removal. At the next meeting, all members present will vote on whether to remove that member as an Officer. A majority of votes in favor of removal shall be sufficient for removal.

Section 4.09 Vacancies. A vacancy on the Board of Directors occurring for any reason other than an increase in the authorized number of Directors may be filled by a majority of Directors present at a duly held meeting, provided there is a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill, or until such Director's successor is elected and qualified. Every effort shall be made to fill vacancies within 60 days.

Section 4.10 Professional Services. The Board of Directors are empowered to retain the services of professionals as needed to further the interests and activities of the entity. The Board of Directors may pay such fees for professional services as may be appropriate for those services. The approval of the Board of Directors, by a 2/3 majority vote is required to retain any professional services. The Board must approve professional fees/retainer prior to the engagement of the professional. This section is subject to the Conflict of Interests Policy.

Section 4.11 Meetings of the Officers. Regular meetings of the Officers will be held as often as the Officers see fit, at such times and places as they may designate, provided that a minimum of one (1) regular meeting of the Officers be held each fiscal year. Meetings of the officers shall also be known as Board Meetings. Attendance at Board meetings may be open to the general membership. Opening a Board Meeting to the general membership does not change the character of the meeting to one of the general membership. Likewise, individuals present other than board members at a Board Meeting do not have a right to vote on Board Business. Meetings shall be governed, in order of priority, by these by-laws, Board sanctioned policies and, as desired, by Robert's Rules of Order (Current Edition).

Section 4.12 Additional Board Powers. The FLL Board may write checks and pay expenses without the approval of the general membership. The FLL Board may, on its own initiative, and by a vote of the members of the Board (officers) authorize the expenditure of monies belonging to the Friends of the Logan Library in an amount not to exceed \$1500 when paid directly to the Logan Library and up to \$500 when paid to any other entity without needing to submit the spending proposal to the general membership.

Section 4.13 Marketing. The Board has exclusive control over the marketing of the FLL, subject to the other provisions of these bylaws. The Board has exclusive control over publicity regarding the FLL and all of its events. The FLL may conduct its marketing and publicity in partnership with the Library and through its facilities.

Section 4.14 Alteration of Powers of the Board and/or Individual Officers. No alteration to bylaws regarding individual officer and/or Board powers shall take effect until after the changes have been approved by the general membership pursuant to the terms and process for any other amendment of these bylaws as outlined below.

Section 4.15 Past Officers. Upon the completion or resignation of their term of office, an individual, having been an officer, is no longer an officer. Once an individual has left office, he or she no longer has a right to vote on Board decisions. Once out of office, no past officer may represent himself/or herself to the general public, general membership, FLL Board, government bodies or agencies, consultants, professionals or others as a past officer of the FLL in any situation where such a representation would be understood to express or imply authority to act on behalf of the FLL. No officer, having left office, has any power or authority to bind the FLL. No officer, having left office, has any power or authority to act on behalf of the FLL.

Section 4.16 General Counsel. The FLL may select and utilize the services of a general counsel. The individual serving as Registered Agent of the FLL, so long as that individual is an Attorney-at-law, licensed in the State of Utah, may serve as General Counsel at the discretion and pleasure of the Board. General Counsel shall have the following powers and authority:

- (a) The General Counsel shall advise and consult with the FLL Board and the general membership of the FLL.
- (b) The General Counsel may consult and communicate with the Library Director, and with the authorization of the Library Director, selected members of the library staff. The purpose of this authority is to facilitate General Counsel's functions in that position and to allow General Counsel the latitude and independence necessary to perform such functions, investigations, or activities germane to the position and responsibility of General Counsel as may be necessary for the best interest of the FLL and the Logan Library.
- (c) In order to facilitate these goals and interests, General Counsel may communicate directly and confidentially with the Library Director, the Logan Library Board of Trustees, individual members of the Board of Trustees, Logan City Attorney (or any member of the city attorney's staff delegated to such communication), individual members of the Logan City Council, the City Council as a whole, and the Logan City Mayor.
- (d) Abuse of this discretion by the General Counsel may be grounds for removal and replacement of General Counsel, at the discretion of the FLL Board. The individual who serves as General Counsel to the FLL represents and advises the Board as an entity.
- (e) General Counsel also represents and advises the Friends of the Logan Library as an entity.



- (f) Any individual serving in the capacity of General Counsel is not authorized to give opinions, interpret documents or advise individual FLL Board members or individual FLL members regarding FLL activities, business, documents, etc. General Counsel is empowered with the discretion to determine, beyond those limitations described above, what other requests for opinions, interpretations, or legal advice would be contrary to or contravene this provision.

Section 4.17 Succession of Officers. The officers of the Friends of the Logan Library are elected for one year terms. The Treasurer and the Secretary may be re-elected to those same positions, but are limited to two consecutive terms. The Vice President serves for one year, at the end of which they become President. If the President resigns or is unable to complete their one year term of office, the Vice President becomes President for the remainder of the term of the former President and continues to serve the year they would normally have served.

Section 4.18 Special One Time Adjustment of General Membership Meeting Timing. The terms of the current Officers, as elected in October 2016, shall be extended to terminate with the election of officers and renewal of the Friends of the Logan Library business entity in March 2018, instead of terminating in October 2017. This special extended term shall count as only one term.

Section 4.19 Virtual Meeting Attendance. Given the availability of modern technological advances, in the event that an officer cannot attend a meeting of officers in person, but can be available through virtual means, such as: Oovoo, Skype, telephone, Go to Meeting, or other virtual means, the officer's attendance through virtual means shall be counted as presence for purposes of constituting a quorum. This is meant as a means of accommodating special or unusual circumstances. It is not intended to encourage members to fail to attend meetings in person.

Section 4.20 Partnership with Other Organizations. At the discretion of the unanimous vote of the officers, the FLL may associate itself or partner with other non-profit or educational organizations in situations where such association or partnership shall advance the purposes and goals of the FLL. In the event that the officers are not unanimous in their vote, but a majority is obtained, then the proposed association or partnership must go to the general membership for approval. The unanimous action of the FLL officers for association may be vetoed by the General Membership by a 2/3-majority vote.

## **Article V. GENERAL**

Section 5.01 Checks and Notes. There shall be no more than three (3) persons authorized to sign a check or authorize a debit card transaction for the Entity: the President, the Vice President, and the Treasurer. All checks will require two signatures. Debit card purchase receipts shall be signed by two authorized Board members.

Section 5.02 Debts and Liabilities. All deeds, trusts, mortgages, bonds, contracts, drafts, and other instruments pertaining to the operation of the Entity, that incur a debt or liability or subject the FLL to a debt or liability shall be executed by the President and the Treasurer only after approval by the general membership.

Section 5.03 Fiscal Year. The fiscal year of the Entity shall begin on January 1 and end on December 31 of each calendar year.

Section 5.04 Amendments to Bylaws. These bylaws shall be reviewed at least annually for proposed changes by the Board of Directors. Proposals for amendments to these bylaws shall be submitted, in writing, to the Board of Directors by November 1, announced at least one month in advance by the Board. The Board shall review the bylaws as well as submitted proposed amendments and create, if needed, a final proposed amendments document for the year. This document shall be provided to the general membership at least one month prior to the Annual Meeting for general membership review. These bylaws may be amended at the FLL Annual Meeting by voting on the elements in the final proposed amendments document, and the changes shall take effect immediately thereafter, unless the general membership votes otherwise. No newly proposed amendments will be considered at the Annual Meeting, unless an immediate majority vote of the Board determines that a proposed amendment cannot wait until the review process the next year. This will be considered an unusual situation and it is not expected to occur at most Annual Meetings.

Section 5.05 Change of Name. The name of the entity may be changed by a 2/3 majority in vote of all members.

Section 5.06 Part Relations to Whole and Effects of Lack of Enforcement. In the event any provision of these Articles and Bylaws shall be determined to be invalid, void or unenforceable such determination shall not render invalid, void or unenforceable any other provisions hereof, which can be given effect. No conditions or provisions of these bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same.

Section 5.07 Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

Section 5.08 Friends of Logan Library Kids Club. Friends of the Logan Library, may create a Friends of the Logan Library Kids Club, which will be an integral part of Friends of the Logan Library, Incorporated. The Friends of the Logan Library Kids Club will have the same purpose as Friends of the Logan Library, Incorporated, but will seek membership among youth and children.

Section 5.09 Practice and Custom. Practices and Customs hitherto used by the FLL and/or its Board or officers do not establish controlling precedents of how things must be done. Practices and customs may change, and be changed, at any time, as the needs of the FLL demand, without warning or notice.

Section 5.10 Conflict Between Bylaws and Articles of Incorporation. In the event of a conflict of terms between the bylaws and the articles of incorporation of file with the state of Utah, the terms and requirements of the bylaws shall control.

Section 5.11 Replacement of Articles of Incorporation with Current Bylaws at the State of Utah.

At the time of the next renewal of the FLL business entity, the Articles of Incorporation on file with the State of Utah be amended to a copy of the bylaws in effect at that time.

## **Article VI. COMMITTEES AND SUBCOMMITTEES**

Section 6.01 **The General.** Officers may create such committees and subcommittees, as they shall from time to time deem desirable. At least one Officer shall serve on any committee created.

Section 6.02 **Rules.** Committees and subcommittees are governed by the same rules as the Officers / Board.

Section 6.03 **Creation.** The Board may propose the creation for standing committees in the future as the need for such standing committees arises. Permanent standing committees can only be created by amendment to these bylaws.

Section 6.04 **Dissolution.** The Board may disband committees and subcommittees, whether standing or temporary, as the need for the committee ends. Permanent standing committees can only be disbanded by amendment to these bylaws.

Section 6.05 **Standing Committees.** Permanent standing committees are defined as committees titled as such, created for a specific purpose, and the scope, powers and purpose of the committee is established, stated, and defined as part of the amendments to these bylaws creating such standing committee.

Section 6.06 **Standing Subcommittees.** There shall be no standing subcommittees.

Section 6.07 **Authority of Committee Members.** Members of committees or subcommittees and committee and subcommittee chairs are not FLL officers. Members of committees or subcommittees and committee and subcommittee chairs are not members of the Board and have no vote there. Members of committees or subcommittees and committee and subcommittee chairs are not entitled to vote on Board business. Members of committees or subcommittees and committee and subcommittee chairs may give advice and counsel to the Board at Board meetings. Members of committees or subcommittees and committee and subcommittee chair are not empowered or entitled to act on behalf of the FLL, bind the FLL, and may not, in their capacity as a member of a committee, subcommittee, or a chair of a committee or subcommittee, represent themselves as officers of the FLL. Such representations on the part of a member or chairperson of a committee or subcommittee shall be cause to remove that person from membership in the committee, subcommittee, and FLL at the discretion of the Board, after a majority vote of the Board.

Section 6.08 **Size.** A committee or subcommittee shall have a chair person and as many members as may be appropriate for that committee or subcommittee to accomplish its purpose.

Section 6.09 **Chairperson.** The chairperson of a committee or subcommittee shall be appointed by a majority vote of the Board. The chairperson derives all of their authority

from the Board. The chairperson of a committee or subcommittee may be relieved or replaced at any time by a majority vote of the FLL Board, at the discretion of the FLL Board.

Section 6.10 **Process of Membership.** Any individual member of the FLL may serve on a committee or subcommittee. This process may be initiated by request of the Board or at the request of the chair of the committee or subcommittee. Any member of the FLL may volunteer for service as a member of a committee or subcommittee, and assume membership on the committee or subcommittee with the approval of the chair of the committee.

## **Article VII. GRIEVANCES**

Section 7.01 **Grievance Process.** In order to be considered, a grievance must be written, signed by the individual registering the grievance, and include the name and address of the complainant. Within 60 days of receipt of the complaint, the Board of Directors must meet and discuss the grievance, and within 30 days of that meeting deliver a written response to the individual who registered the grievance. The Board may make available a copy of the grievance and the Board's response at the next general membership meeting. Publication of the Board's action on a grievance does not apply to grievances handled by non-public disciplinary actions such as an admonition.

Section 7.02 **Timing and Limitations.** A grievance must be registered with the Board not more than 30 days after the occurrence of the incident that gives rise to the grievance, or not more than 30 days after an aggrieved party knows or has reason to suspect the occurrence of an incident which gives rise to a grievance.

Section 7.03 Multiple Grievances Stemming from the Same Incident. If more than one individual registers a grievance regarding the same incident or occurrence, those grievances shall be treated as one. In the event one member has registered a grievance, which has been dealt with by the Board, and another member learns of the incident that gave rise to the grievance, that member is barred from raising or registering the grievance by virtue of the fact that the Board has already made a decision and acted on the previously registered grievance, essentially barring it under principles similar to *resjudicata*.

Section 7.04 Procedure for Board-Initiated Expulsion or Censure of FLL Members. If a situation arises in which a member of the Friends of the Logan Library is acting, or perceived by unanimous vote of the members of the Board, to be acting in such a way as to be a detriment to the effectiveness of the Friends of the Logan Library, or that is harmful to the FLL or its relationship with the Library, that member may be dismissed from membership in the FLL by the unanimous decision of the Board. Short of expulsion, the Board can also vote to censure the actions of said member. The period of time of exclusion for a given infraction will be determined by the Board at the time of the specified action. No individual under censure may serve as an officer, committee chair, sub-committee chair, nor may a person under censure stand for election or nomination to any of those positions.

Section 7.05 Grievances Against Board Members / Officers. Grievances against Board Members and/or Officers shall be submitted to the Board for their review, investigation and action. If the Board finds that an individual officer has acted in a manner which is inconsistent with the position they hold, inappropriate, contrary to the best interests of the FLL, or has willfully violated the provisions of these bylaws, the Board, by unanimous vote of all members of the Board, except the one who is subject to the grievance, may discipline the offending officer or board member in a manner the Board deems appropriate. Such discipline may include dismissal from the Board, censure, dismissal from the FLL.

Section 7.06 Grievances Against the Elected Officers on the Board as a Whole. In the event that a grievance is registered against the Elected Officers on the Board as a whole, the Library director and the General Counsel will convene a special, temporary committee to investigate the incident and the resulting grievance(s), report to the Board and general membership, and make recommendation of disciplinary action to the membership as a whole. The membership must agree on the disciplinary action by a 2/3 majority. In the event no consensus can be reached by the general membership as to disciplinary action, the Officers shall be recorded as officially Admonished for their conduct as a whole.

Section 7.07 Grievances Against the Library Director. As the Director of the Library is a non-voting Board Member, who is employed at the pleasure of the Board of Trustees of the Logan Library, the Board of the FLL is not empowered to remove the Library Director as a member of the FLL Board without first disbanding the FLL. Grievances regarding the Library Director, in his capacity as a non-voting member of the FLL Board shall be made to the FLL Board to be resolved by that body exclusively.

Section 7.08 Member-Initiated Grievances against Individual Members. Grievances against individual members shall be submitted to the Board for their review, investigation and action. If the Board finds that an individual member has acted in a manner which is inconsistent with the position they hold, inappropriate, contrary to the best interests of the FLL, or has willfully violated the provisions of these bylaws, the Board, by majority vote of all members of the Board, may discipline the offending individual by censure, or in some other appropriate manner, short of expulsion from the FLL, without any involvement from the general membership. In the event the Board recommends removal of the offending individual from the FLL, the Board must unanimously approve the expulsion of that member from the FLL and that expulsion must be approved by a majority vote of the general membership. In the event the Board votes to expel a member, but the general membership does not approve the expulsion, the record shall reflect an official censure of the individual.

Section 7.09 Disciplinary Action Available. The disciplinary actions available to the Board include, but are not limited to:

- (a) Permanent Expulsion of the member and the termination of that individual's membership which membership cannot be renewed and a new application from that individual will not be accepted;
- (b) Expulsion of the member and the termination of that individual's membership for one year, after which time the individual may choose to reapply for membership;
- (c) Censure, which means a reprimand made public to the general membership of the FLL, which prevents the individual from holding office in the FLL through the next election cycle, and removes the individual from any office he or she is currently holding;
- (d) Admonition, which serves as a written notice to the offending individual of the inappropriateness of his or her actions, coupled with a written record in the FLL files and a written notice to the person who made the grievance of the admonition, multiple admonitions may be cause for more serious discipline; or
- (e) Such other discipline, public or private, as the Board shall deem appropriate.

Section 7.10 Grievance Resolution.

- (a) A Grievance is deemed resolved upon the occurrence of one of the following circumstances:
  - (i) Disciplinary action, in the form of the expulsion of the offending member, taken by the Board with the approval of the general membership, if needed;
  - (ii) Other disciplinary action taken by the Board with the approval of the general membership, if needed;

- (iii) Other disciplinary action taken by the Board without the approval of the general membership when appropriate; or
  - (iv) A Determination by the Board that there is no cause for discipline of the member who was the subject of the grievance.
- (b) In the event no consensus can be reached by the Board as to disciplinary action, an individual against whom the Board has found acted inappropriately, but for whom the Board cannot agree as to the appropriate disciplinary action to take, that individual shall be recorded as officially Admonished for their conduct. Such a circumstance is sufficient to deem the matter resolved.
- (c) Once a Grievance is deemed resolved, it may not be renewed.

#### **Article VIII. CONFLICT OF INTERESTS POLICY**

Section 8.01 Conflicts of Interest, Benefits and Distributions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.02 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 8.02 Conflicts of Interest, Contracts or Other Transactions. No contract or other transaction between the entity and one or more of its Officers or members, or between the entity and any other entity, firm, entity, or entity in which one or more of the Officers or members are directors or officers or have a material financial interest, shall be entered into by the entity, unless the fact of such relationship or interest is disclosed to the Board. The Board must approve such contract, and then submit it to the general membership for approval. An officer must register a conflict of interest as an agenda item if one exists. The individual having a potential conflict of interests may participate in the discussion regarding the conflict, but shall not vote on that matter.

#### **Article IX. NONDISCRIMINATION POLICY**

Section 9.01 Non discrimination. It shall be the policy of the Friends of the Logan Library, Inc., that discrimination against individuals on the basis of: race, gender, age, national origin, religion, creed, political affiliation, social affiliation, sexual orientation or any protected class not specifically listed herein, shall not be tolerated.

Section 9.02 Board Member Discipline. Knowing and voluntary discrimination against an individual based on any of the categories listed in section 9.01 by a member of the Board or another Officer shall be cause for dismissal of the offending person from the Board.

Section 9.03 General Member Discipline. Knowing and voluntary discrimination against an individual based on any of the categories listed in section 9.01 by a general member shall be cause for admonition and potential suspension of membership, and may be cause for dismissal of the offender from the FLL under circumstances where the discriminatory actions are particularly egregious.

## **Article X. COMMUNICATION**

Section 10.01 General. The Friends of the Logan Library exists to support the Logan Library. We exist independent of the Library and its administration. However, to function effectively, we need close cooperation with the Library administration. That cooperation requires clear lines of communication between FLL and the Library. The Board of the Friends of the Logan Library is the only authorized representative of the FLL to the Library. All official communications between the FLL and the Library administration should be through either the President or, if designated, the Vice President of the Board. Communication between the Friends of the Logan Library and its designated agent should follow the same pattern with only the President or, if designated, the Vice President of the FLL authorized to deal with the designated agent with regard to the business of the Friends of the Logan Library.

Section 10.02 Point of Contact Representatives. Communications between the FLL as a body and the Logan Library shall be conducted via a duly designated point of contact representative of the FLL group and a duly designated point of contact representative for the Logan Library.

Section 10.03 Point of Contact for FLL. Unless otherwise stated in writing, the duly designated point of contact for the FLL is the president of the FLL. The duly designated representative of the FLL group for communications purposes shall be the President of the Friends of the Logan Library. At the discretion of the FLL President, the President may delegate or designate an individual member of the group, or a member of the Board, to be the point of contact for communication regarding a specific issue, or in general, as directed by the president.

Section 10.04 Point of Contact for Logan Library. Unless otherwise stated in writing, the duly designated point of contact for the Logan Library is the Library Director.

Section 10.05 Non-approved Communication. No member of the FLL Board or general membership of FLL may communicate with any member of the library staff, or any member of Logan City government, on behalf of the FLL or its Board, regarding, but not limited to: FLL operations, FLL internal affairs, FLL Board elections, FLL financial activities, and/or FLL non-public information, without the prior written approval or instruction of the FLL Board. Communications which contravene these provisions may be adequate grounds for the expulsion or exclusion of the offending member or officer from the FLL.





Section 10.06 Improper Communication with General Counsel. The attempt by FLL Members or FLL Board members to seek or solicit individual interpretations, advice, or opinions from General Counsel, or undertake any other activity which could foreseeably create a conflict of interest between the FLL Board and General Counsel, or the FLL and General Counsel may be grounds for the expulsion or exclusion of the offending FLL Member or FLL Board Member.

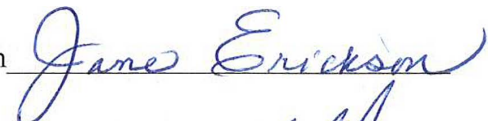
### ATTESTATION

Accepted and enacted by a vote, consistent with the terms of these articles and bylaws, of the Officers and Members of the Friends of the Logan Library, Inc., at a meeting of the general membership, this 25<sup>th</sup> day of October 2017, at Logan, Utah. Attested to by the officers as currently constituted, having been elected in accordance with these articles and bylaws.

Subscribed as witnesses thereof

Anne Hedrich  President

Brad Armstrong  Vice President

Jane Erickson  Treasurer

Stephen VanGeem  Secretary