

THE FRIENDS OF THE BENTONVILLE PUBLIC LIBRARY, INC.
BYLAWS
Revised December, 2025

ARTICLE I – NAME

Section 1. The name of this corporation shall be The Friends of the Bentonville Public Library, Inc., hereinafter referred to as the Association (“Association”).

Section 2. The headquarters of this Association is located at the Bentonville Public Library, 405 S. Main St, Bentonville, AR 72712.

ARTICLE II – PURPOSE

Section 1. The purpose of this Association shall be to:

- Establish a closer relationship with the Bentonville Public Library and the people it serves
- Enhance library services through financial support
- Build awareness of the library resources, services and needs

Section 2. This association shall work in conjunction with the officers and staff of the library to achieve these ends, to acquaint the community with the needs of the library, and to help improve their facilities.

Section 3. The association shall operate in full compliance with IRS Code Section 501 (c) (3).

ARTICLE III – MEMBERSHIP

Section 1. Any person or organization who supports the purposes of the Association may become a member of the Association by completing a membership application and paying annual dues in effect at the time. Applicants may designate "active" or "supportive" membership. Members are known as Friends.

Section 2. Categories of membership include:

- Individual
- Family
- Bronze
- Silver
- Gold

Section 3. The dues schedule shall be approved by vote of the Association at its annual meeting (December).

Section 4. Term of membership is one calendar (January 1-December 31).

Section 5. Each member and organizational representative present at a meeting shall be entitled to cast one vote on all matters which come before that meeting of the Association.

Section 6. Removal Procedure. A member may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least one week prior to the meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The management of the Association shall be vested in a board of directors (“the board”) consisting of two members elected from the Friends membership, the bookstore manager, and the five officers.

Section 2. The term of the two directors is two consecutive years, January through December. They are eligible for reelection.

Section 3. The nominating committee shall present a slate of nominees for election as officers and directors at the annual meeting of the Association. Nominees must be a Friend for at least one year and must be current in dues. Election requires a majority vote by those present.

Section 4. The board shall meet twice annually or more frequently as needed.

Section 5. Vacancies among the directors may be left open until the next annual meeting, or may be filled at any regular board meeting. In such a case, the nominating committee shall present to the board one or more names of current Friends to fill the unexpired term. Nominees must be a Friend for at least one year and must be current in dues. Vacancies shall then be filled by a majority vote of directors at any duly constituted meeting of the board.

Section 6. Removal Procedure. A board member may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least one week prior to the meeting.

ARTICLE V – OFFICERS

Section 1. The officers of the Association shall be a president, vice president, treasurer, secretary, and past president. All officers are members of the Board of Directors and comprise the Executive Committee.

Section 2. The term of all officers is two years, January through December; however, they may continue to serve if reelected.

Section 3. The president shall appoint a nominating committee from the general membership. The committee shall present a slate of nominees for election as officers and directors at the annual meeting of the Association. Nominees must be a Friend for at least one year and must be current in dues. Election requires a majority vote by those present.

Section 4. The executive committee shall meet at the discretion of the president between meetings of the membership. Meetings may be conducted via email. The president may invite committee chairpersons.

Section 5. When a vacancy occurs among the officers, the nominating committee shall present to the board one or more names of current Friends to fill the unexpired term. Nominees must be a Friend for at least one year and must be current in dues. Vacancies shall be filled by a majority vote of directors at any duly constituted meeting of the board.

Section 6. Removal Procedure. An officer may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least one week prior to the meeting.

ARTICLE VI – DUTIES OF THE OFFICERS

Section 1. The president shall preside at all meetings of the Association and of the board and shall appoint chairpersons of standing committees. The president is an ex officio member of all committees, except the nominating committee. The president is also responsible for the signing of checks in the event of the absence or disability of the treasurer. The president will attend monthly meetings of the Library Advisory Board as an ex-officio member.

Section 2. The vice president shall, in the absence or disability of the president, perform all the functions of the president, including the duty of signing checks during such absence or disability. The vice president shall serve as chairperson of book sales.

Section 3. The treasurer shall be responsible for handling all monies of the Association and shall keep appropriate and accurate records. The treasurer shall be responsible for signing checks. A financial report shall be presented at all meetings of the board and at all meetings of the membership. At the end of each quarter, the treasurer shall provide a complete set of the official financial records for long-term retention. The treasurer shall maintain all corporate records as listed in Article V, sections 2 and 3 of the Rules and Procedures.

Section 4. The secretary shall keep a record of all meetings of the board and of the Association. The secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance. At the end of each year, the secretary shall provide a complete set of the official minutes for long-term retention. The secretary shall maintain all corporate records as listed in Article V, sections 2 and 3 of the Rules and Procedures.

Section 5. The immediate past president shall serve as the chairperson of the nominating committee.

ARTICLE VII – MEETINGS

Section 1. The annual meeting of the Association shall be held once a year, at a time and place determined by the board. Ten (10) members shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent one week in advance of the date thereof.

Section 2. Special meetings of the association may be called by the president or the board or upon written request of five members. The notice shall be sent at least one week prior to the date of the meeting. The business to be discussed shall be stated in the notification to all Association members.

Section 3. Regular meetings of the board of directors shall take place at least two times a year. Five (5) board members shall constitute a quorum, and motions shall be carried by a vote of the majority. Notices shall be sent to board members at least one week before the meeting. Special board meetings may be called by the president with at least forty-eight hours notice to board members.

Section 4. Regular meetings of the membership shall take place once per month at a time and place determined by the board. Ten (10) members shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent one week in advance of the date thereof.

Section 5. The director of the library, president of the Bentonville Library Foundation, and/or other staff members may be invited to participate in any meetings on a non-voting basis.

ARTICLE VIII – FISCAL PERIOD

Section 1. The fiscal year of the association shall start on January 1 and end on December 31.

Section 2. The president shall appoint an auditor for an annual audit to take place in January.

Section 3. The board of directors shall draft a budget and present it to the members at the November meeting.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

furtherance of the purposes of the association. Where conflict of interest may be thought to exist for a board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

ARTICLE X – AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those present at a meeting of the Association provided that the meeting notice contains specific notice of intention and that a summary of any proposed change/changes is included.

ARTICLE XI – PARLIAMENTARY PROCEDURE

Section 1. When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order (most recent edition) shall govern the proceedings.

ARTICLE XII – DISSOLUTION

Section 1. Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Bentonville Public Library, Bentonville, AR.

ARTICLE XIII – INDEMNITY

Section 1. Every person who was, or is, a party or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of the Association shall be indemnified and held harmless to the fullest extent legally permissible under or pursuant to any procedure specific in the Arkansas Business Corporation Act of the State of Arkansas against all expenses, liability and losses (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement, reasonably incurred or suffered by him/her in connection therewith). Such right of indemnification shall not be exclusive of any other right which such director or officer may have or hereafter acquire and, without limiting the generality of such statement, he/she shall be entitled to his/her rights of indemnification under any agreement, provision of law, or otherwise, as well as his/her rights under this paragraph.

Section 2. The board of directors may cause the Association to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Association.

Section 3. Expenses incurred by a director or officer of the Association in defending a civil or criminal action, suit or proceeding by reason of the fact that he/she is, or was, a director or officer of the Association shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by, or on behalf of, such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by relevant provision of the Arkansas Business Corporation Act.

CERTIFICATE OF ADOPTION

The foregoing bylaws of the Association have been duly adopted this 1st day of December, 2025, by the action of the board of directors of the Association pursuant to the laws of this State.

In testimony whereof, witness the hand of the undersigned of the Association on such date.

Peggy Snyder, president

Jeanne Lombardo, secretary