ARTICLE 1. NAME

The name of this organization shall be “THE FRIENDS OF THE SEATTLE PUBLIC LIBRARY.”

ARTICLE 2. PURPOSES AND ACTIVITIES

The purposes of the Friends of The Seattle Public Library (the “Friends”) shall be to maintain the association of persons interested in books; to increase the facilities and services of The Seattle Public Library; and thus to enrich the cultural opportunities available to the citizens of Seattle, and help promote equity and reduce disparities within the community.

The activities of the Friends shall include advocating for and/or facilitating resources which are beyond the command of the ordinary library budget, and the sponsoring of projects, that would be of special service to library users.

ARTICLE 3. MEMBERSHIP

3.1 Eligibility. Any person or entity resident in Seattle or the greater metropolitan area of Seattle is eligible for voting membership in the Friends upon completion of an application form and payment of the requisite dues.

3.2 Types of Membership. The types of membership in the Friends and the dues shall be as set by the Board of Trustees from time to time.

3.3 Membership Terms. Membership terms shall ordinarily last for one year, but the Board of Trustees may stagger terms and may offer shorter terms and lifetime memberships at its discretion.

3.4 Neighborhood Chapter Affiliation with the Friends. Neighborhood Chapters may be recognized by the Friends Board of Trustees, and such chapters shall acquire the privileges and obligations assigned by the Friends Board of Trustees from time to time.

ARTICLE 4. OFFICERS

4.1 Officers. The officers of the Friends shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall have served on the Board for at least one year within the preceding four
years. These officers shall constitute the Executive Committee of the Board of Trustees along with the immediate past board president. The Executive Committee of the Board of Trustees shall have such powers as delegated to it from time to time by the Board.

4.2 Duties of Officers

4.2.1 President. The President shall be responsible for carrying out the purposes of the Friends, shall preside at all meetings of the membership and of the Board of Trustees, and shall perform other duties pertaining to this office, as well as such duties as assigned by the membership or by the Board of Trustees. The President shall prepare a report of the activities of the Friends for submission to the annual meeting of the membership of the Friends. Once the President’s term has been served, that trustee will become a member of the Executive Committee of the Board of Trustees until the end of the term of the President succeeding him/her. If the immediate past president reaches his/her maximum time on the board at the end of his/her term as President, an additional year may be granted by a vote of the board.

4.2.2 Vice President. The Vice President shall perform such duties as may be assigned by the President, by the membership, or by the Board of Trustees. During any period in which the President is unable or refuses to act, the Vice President shall perform the duties of the President.

4.2.3 Secretary. The Secretary shall ensure that notices of all meetings of the membership and of the Board of Trustees are issued and that records of the proceedings thereof are kept.

4.2.4 Treasurer. The Treasurer shall be responsible for all moneys, securities, and tangible and intangible assets of the Friends; shall fulfill all government requirements including, but not limited to, filing taxes, licenses, renewals, and insurance policies; shall maintain books of accounts, which shall be available for inspection at any time by the Board of Trustees. The Treasurer shall make regular financial reports to the Board of Trustees including an annual financial report to the Board of Trustees and to the membership at the annual meeting.

4.3 Terms. The Officers shall serve for a term of one year beginning with the adjournment of the annual meeting of the membership at which they are elected and ending with the adjournment of the next annual meeting of the membership or thereafter until their successors shall have been duly elected. An officer shall be limited to two consecutive terms in the same position except for the treasurer, who may serve as long as he or she is on the board.

ARTICLE 5. BOARD OF TRUSTEES

5.1 Eligibility. Trustees must be voting members of the Friends.

5.2 Functions. The Board of Trustees shall establish such policies of the Friends as it may determine which are not inconsistent with the policy as set forth in the Articles of Incorporation and these bylaws. It shall hear reports of the Officers and Committees of the Friends; and it shall hear, consider, and act upon such matters presented to it as pertain to the activities of the Friends.

5.3 Composition. The Board of Trustees shall be composed of thirteen to twenty-two trustees,
including the officers.

5.4 Terms. Trustees shall serve for a term beginning with the adjournment of the annual meeting of the membership at which they are elected and ending with the adjournment of the annual meeting three years thereafter. Terms of the officers and trustees will be limited to a maximum of nine consecutive years with the privilege of returning to the Board after an absence of three consecutive years.

5.5 Removal. Members of the Board of Trustees may be removed from the Friends Board upon recommendation of the Board of Trustees by a majority vote of those present at any meeting of the membership, or could be removed by a written two thirds supermajority vote of Trustees present at a Board meeting in which there is a quorum. Any trustee who has three consecutive unreasonable absences from board meetings will automatically be dropped from the Board.

ARTICLE 6. ELECTION OF OFFICERS AND TRUSTEES: VACANCIES

6.1 The officers and Trustees shall be elected by a majority vote of the members present at each annual meeting of the membership. The President shall appoint a nominating committee which shall submit the names of nominees for each position to be filled, provided additional nominations for any position may be made from the floor at the annual meeting.

The unexpired terms of trustees occurring by reason of the incumbents’ death, disability, resignation, or removal between annual meetings may be filled by appointment by the President with the approval of the Executive Committee. Trustees so appointed shall serve out the balance of the term vacated. Unexpired terms of officers similarly may be filled by appointment of the President; officers so appointed shall serve only until the next annual meeting after appointment.

ARTICLE 7. MEETINGS

7.1 Membership. An annual meeting of the membership shall be held each year during the month of October or the first two weeks of November on a date to be determined by the Board of Trustees. Special meetings of the membership may be called by the Board of Trustees or by the President or may be called upon the written request of twenty-five members of the Friends setting forth the reasons for calling such a meeting.

7.2 Meetings of the Board of Trustees. The Board of Trustees shall hold at least six meetings during each year following the annual meeting of the Friends.

7.3 Quorum. Twenty-five members shall constitute a quorum for the transaction of business at any meeting of the membership. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.


7.5 Notice. Written notice of any annual or special meeting of the membership shall be delivered by
postal mail or by electronic mail to each member entitled to vote at such a meeting, and posted on the Friends website, no fewer than ten nor more than thirty calendar days prior to the meeting. The meeting notice must state the date, hour and place of the meeting, as well as the purpose and agenda of the meeting. If action items are contemplated, they must be included in the agenda. The Board of Trustees shall establish policies to ensure that notice of any meeting is given in a timely and reasonable manner.

ARTICLE 8. COMMITTEES

The President, with the advice and consent of the Board of Trustees, shall designate the committees, their duties, and their size deemed necessary to carry out the purposes of the Friends.

All committee chairs and committee members shall be appointed by the President for terms coincident with that of the President.

ARTICLE 9. ADVISORS

The President may request that one or more Library administrators including the City Librarian, attend all regular meetings of the Board of Trustees as advisors.

ARTICLE 10. AMENDMENTS

The bylaws may be amended at any meeting of the membership of the Friends by a majority vote of those eligible present. Proposed bylaws must accompany notification of the meeting.

REVISED February 17, 1977 • November 7, 1993 • November 19, 2005 • November 21, 1978 • November 6, 1994 • October 29, 2006 • February 17, 1981 • November 5, 1995 • October 24, 2010 • April 24, 1983 • November 23, 1997 • October 7, 2012 • November 1, 1992 • November 14, 1999 • October 6, 2015 • October 24, 2020