

# **Ingram Library's Penelope Melson Society, University of West Georgia**

## **BY-LAWS**

### **ARTICLE I – NAME**

The name of this organization shall be “Ingram Library’s Penelope Melson Society, University of West Georgia,” to be referred to below as the Society.

### **ARTICLE II – PURPOSE**

The purpose of this Organization shall be to:

1. encourage understanding and appreciation of the work of the Ingram Library by fostering closer relations between the Ingram Library and the students, faculty, staff and alumni of the University of West Georgia and between the Library and surrounding community.
2. build and develop a greater realization of the importance of the Ingram Library to the future development of the University and the surrounding community.
3. promote knowledge of the functions, resources, services and needs of the Ingram Library of the University of West Georgia.
4. assist in the development and improvement of Ingram Library services and resources.
5. encourage gifts or memorials of funds, books, art objects, and other appropriate items to the Ingram Library. All gifts in kind will be processed through the university, registered with the University of West Georgia Foundation and will remain in the possession of the Library who will act as fiduciary for the Society until the gifts can be disbursed.
6. sponsor programs designed to add to the cultural life of the community and fundraising activities to support the goals of the Ingram Library.

### **ARTICLE III – MEMBERS**

Section 1. Membership. Membership in the Society shall be open to all persons and to representatives of organizations, companies, and clubs who express a desire to join and subscribe to the purpose and by-laws of the Society, and who make payment of dues. Persons named in the Charter and those joining at the time of the first meeting of the Society shall become Charter Members.

Section 2. Dues. Membership dues shall be paid in accordance with regulations and schedules prescribed by the Board of Directors. Such regulations and schedules may be changed by the Board of Directors from time to time.

Section 3 Classification. The Board of Directors may classify membership in such forms as it may deem appropriate. Such classifications may be based on amount of dues paid, gifts made, or other contributions to other achievement of the purposes and objectives of the Society. There will be allowances for special or honorary members as approved by the Board of Directors.

## **ARTICLE IV- BOARD OF DIRECTORS AND OFFICERS**

### Section 1 Eligibility

All members of the Board of Directors shall be members of the Society in good standing.

### Section 2 Voting

Each member of the Board of Directors present at meetings will have one vote.

### Section 3 Composition of the Board of Directors

The officers of the Society will be President, Vice President, and Secretary/Treasurer. The Secretary Treasurer will be a library staff member designated by the Dean of Libraries. At-Large Members of the Board will include the Dean of University Libraries and one representative from each of the following groups: Community, Students, Faculty, and Alumni of the University of West Georgia. Voting members of the Board of Directors will also include a representative of the Office of Development and Alumni Relations at the University of West Georgia, a past president of the Society and/or Emeritus Members. Elections to the Board of Directors shall be made by the membership of the Society at the annual meeting to be held on a date determined by the Board of Directors.

### Section 4. Terms of Office

All terms of office shall be two years.

### Section 5. Meetings of the Board of Directors

The Board of Directors will meet at the call of the President. All meetings are open to the public. A majority of the Board shall constitute a quorum for a meeting of the Board of Directors.

### Section 6. Duties

The President shall (a) be the presiding officer of the annual meeting of the Society and of the meetings of the Board of Directors; (b) appoint members of all standing and special committees, except the Nominating Committee, with the approval of the Board of Directors; (c) fill a vacancy on the Board with the approval of the Board of Directors; (d) appoint chairpersons of standing committees and establish such other committees as are necessary to carry out the work of the Society; (e) prepare an agenda for the Board of Directors and general membership meetings; (f) be an ex-officio member of all standing and special committees except the Nominating Committee; (g) make and execute documents requiring a signature; (h) serve as liaison or coordinator in relations of the Society having a common interest with the Ingram Library of the University of West Georgia.

The Vice President shall perform all duties and functions of the President in the absence or disability of the president and other duties as assigned by the President.

The Secretary/Treasurer shall (a) keep the minutes of all meetings of the Society and the Board of Directors; (b) keep accurate records of the names and addresses of all members; (c) carry on the correspondence of the Society in consultation with the President and the Dean of Libraries; (d) have custody of the minutes and record books of the Society; (e) be official custodian of all monies of the Society; (f) receive all monies of the Society and deliver these for deposit to the Society's account in the University of West Georgia Foundation, [*The University of West Georgia Foundation, Inc.; is a tax-exempt 501 (c) (3) organization established in 1967 with the primary mission of raising private funds to meet the needs of the University of West Georgia which are not supported fully through state allocations*]; (g) send out membership renewal notices; (h) submit all books of account of the Society to an Auditing Committee before the transfer of the Treasurer's records to a new Treasurer; (i) authorize with the President all disbursements from the University of West Georgia Foundation Inc. account established for the Society. In the event of an absence in either office, the Vice President/President Elect shall be a signatory; (j) prepare and present a written summary report of the receipts and expenditures of the Society and a list of donations in property or money (not including dues to the organization) at the annual meeting of the Society; (k) perform such other duties as assigned by the President.

#### BOARD MEMBER POWERS AND DUTIES.

The Board of Directors shall (a) direct and supervise the business and affairs of the Society; (b) hold such interim meetings during the year as may be called by the President; (c) adopt regulations for the receipt and disbursal of funds of the Society, for the custody of its property, and for protection of its interests; (d) establish a dues schedule for the membership; (e) publish or authorize publication of promotional and other types of literature to be used in performance of the functions of the Society. Board members are expected to attend meetings regularly, encourage membership, and support the goals and purposes of the Society, as well as participate in other duties as assigned by the President.

Special Meetings of the Board of Directors may be called by the President or upon the request of any three members of the Board of Directors. The President or the members of the Board of Directors desiring to call a special meeting shall make application to the Secretary/Treasurer, and the Secretary/Treasurer shall give at least one week's notice of said meeting in writing to the members of the Board of Directors.

### **ARTICLE V- MEETINGS OF THE MEMBERSHIP**

#### Section 1. Annual Meeting

An annual meeting of the Society will be held at such time and place as may be determined by the Board of Directors. This meeting will be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. All meetings are open to the public.

#### Section 2. Special Meetings.

Special meetings of the membership may be held on call of the President, majority of the Board of Directors, or by the written request of ten members in good standing. The time, place and purpose of the meeting shall be stated in the call.

Section 3. Notices.

Notices of annual or special meetings will be mailed to each member at least 14 days prior to the date of the meeting. These notices will include an announcement of the purpose of said meeting.

Section 4. Quorum.

A quorum at an annual or special meeting of the membership shall consist of 50 percent plus one of the members in good standing who are present.

Section 5. Voting.

Each member in good standing of the Society present at the annual meeting or a special meeting of the membership will have one vote.

**ARTICLE VI – NOMINATIONS AND ELECTIONS**

The Board of Directors shall establish a Nominating Committee in sufficient time to conduct elections at the annual meeting of the membership of the Society. At least one of the three members of the Nominating Committee shall be from the Board of Directors. It shall be the duty of this committee to nominate a candidate for each office to be filled at the annual meeting. Additional nominations may be made from the floor. No one shall be nominated without his/her consent.

Board members shall be elected to serve until their successors are elected. Their term of office shall begin at the close of the annual meeting. If there is only one slate of candidates, the President may declare the election by acclamation or general consent.

**MISCELLANEOUS PROVISIONS**

Fiscal Year. The fiscal year of the Society shall be from January 1 to, and including, December 31 of each year.

Financial Responsibility. All funds and properties coming into possession of the University of West Georgia Foundation Inc., for the Society through dues, gifts, or otherwise shall be used to carry out the intent and purposes of the Society as expressed in its by-laws.

Records Responsibility. All officers and committee chairpersons shall deliver to their successors, immediately upon relinquishing office, all records, correspondence and other properties belonging to the Society. Accumulated records will be delivered to the Ingram Library of the University of West Georgia for archival purposes.

Indebtedness. No member of this Society shall incur any indebtedness on behalf of the Society except for those short-term expenses involved in purchases and contracts previously approved by the Board of Directors.

Dissolution. In the event of the dissolution of this Society, its assets shall be assigned to the Dean of Libraries for appropriate legal use. No member of the Society as such shall receive any of its earnings or profits or be paid a salary, except reasonable compensation for services in

effecting one or more of its purposes, and no person shall be entitled to share in the distribution of any of its assets upon dissolution.

Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Society may adopt.

Amendment of By-laws. The Board of Directors may propose amendments to these by-laws and Articles of this Society by a two-thirds vote of those present at any regular meeting of the Board of Directors. The proposed amendments must be ratified by a two-thirds vote at a regular meeting of the membership, written notice of such proposed amendment having been given at least ten days prior to the meeting. Amendment of these by-laws may be made at any annual meeting of the membership or at any special meeting called for that purpose. The notice of any meeting at which consideration of such amendment is to be given shall contain a statement identifying the section to be amended, with a transcript of the provision proposed to be amended and the language proposed for the suggested amendment.

Non-profit Character. The Society at all times will operate on a non-profit basis. All funds and properties coming into the University of West Georgia Foundation Inc. for the Society through dues, gifts, or otherwise shall be used to carry out the intent and purposes of the Society as expressed in its by-laws. No assets or net earnings shall ever inure to the benefit of any member or other person. This Society shall operate in all respects subject to and in accordance with the terms of the Internal Revenue Code of the United States, and particularly Section 501(c) 3 of the Internal Revenue Code. All checks should be made payable to the University of West Georgia Foundation, Inc. in care of the Penelope Melson Society.

*By-Laws, Ingram Library's Penelope Melson Society, University of West Georgia  
As amended by the Members of the Melson Society at the Annual Meeting 9 March 2014*