BYLAWS
OF THE
FRIENDS OF THE ANDERSEN HORTICULTURAL LIBRARY
(Organized 1988; revised 1995, 2010)

Article I. Name
The name of this organization shall be the Friends of the Andersen Horticultural Library (“Friends”).

Article II. Mission
The mission of the Friends shall be to maintain an association of persons interested in supporting the Andersen Horticultural Library (“Library”) by:

1. Stimulating public awareness of the Library and encouraging the use of its collections and services.
2. Sponsoring lectures and informational programs in conjunction with the Minnesota Landscape Arboretum (“Arboretum”) and the Library.
3. Encouraging the publication of information and research from the Arboretum and the Library that supports the mission of each.
4. Helping develop the collections and services of the Library by encouraging gifts, endowments and memorials.

Article III. Membership

Section 1. Membership is open to any individual currently a member of the Minnesota Landscape Arboretum.

Section 2. A fee and contribution structure shall be determined from time to time by the Board of Directors and approved by the membership at a business meeting scheduled in accordance with Article V of these Bylaws.

Article IV. Directors and Officers of the Board of Directors
The Board of Directors (“Board”) is responsible for managing the affairs of the Friends in accordance with the Mission set out in Article II. Decisions of the Board shall be by majority preference of the voting Directors designated in Section 1 below, except as specified in Section 5.1.

Section 1. Five (5) voting Directors shall constitute the governing body of this organization, four (4) of whom shall be elected by the membership to serve as officers. The officers shall be president, vice-president, secretary and treasurer. The non-elected voting Director shall be the Library’s Head Librarian (“Librarian”). The chairpersons of each standing committee set out in Article VI will serve as non-voting ex-officio members of the Board unless they are a voting Director by virtue of holding office as specified in this Section.

The officers shall perform the duties prescribed by these Bylaws. Responsibilities of each office will include:
Section 1.1. The president presides over general business meetings; calls and presides over meetings of the Board of Directors; sees to the appointment of the Nominating Committee; acts as official representative of the Friends to other organizations.

Section 1.2. The vice-president performs the duties in Section 1.1 as needed in the absence of the president; co-chairs the Program Committee.

Section 1.3. The secretary documents business and Board meetings in written form for distribution and archive; performs duties in Section 1.1 as needed in the absence of both president and vice-president.

Section 1.4. The treasurer monitors the financial condition of the Friends and reports status to the members at general business meetings; presents the proposed budget of the Board of Directors to members at the Annual Meeting; performs duties in Section 1.1 as needed in the absence of other officers.

The Librarian acts as liaison between the Friends and the University Libraries; co-chairs the Program Committee; proposes projects and budget items in support of the Library to the Board for consideration; updates the members at general business meetings as to recent and upcoming Library activities; publishes a newsletter for distribution to members at least annually.

Section 2. The president shall ensure that a Nominating Committee is selected not less than two months prior to the Annual Meeting for the purpose of identifying a slate of willing candidates for offices and terms set out in Section 3 below. The Nominating Committee shall consist of three (3) members, at least one (1) of whom is not a member of the Board of Directors. The nominations will be available for review by the membership in the Library two weeks prior to the Annual Meeting. The Nominating Committee will present the slate of candidates to the membership for vote at the Annual Meeting; additional nomination(s) may be made from the floor with the consent of the nominee(s).

Section 3. The officers shall be elected by majority vote of the members present at the Annual Meeting to serve a two (2) year term, and their term of office shall begin at the close of the Annual Meeting at which they are elected.

Section 3.1. The president and secretary will be elected in odd-numbered calendar years.

Section 3.2. The vice-president and treasurer will be elected in even-numbered calendar years.

Section 4. The Board of Directors may appoint a member to fill any vacancy of elected officers for the unexpired term.
Article IV (cont.)

Section 5. The Board of Directors will develop and propose an annual budget for approval by the membership at the Annual Meeting.

Section 5.1. The proposed budget will include a line item specifying an amount to be held in reserve for unforeseen contingencies. The reserve amount may be depleted only with advance unanimous approval by all voting Directors and such depletion will be reported to the members at the next scheduled business meeting.

Section 5.2. The Board of Directors may also identify expenditures during the year in support of the mission set out in Article II that are not included in the current budget providing the Friends’ treasury has adequate funds to cover such expense. Such unbudgeted expenditures must be proposed to the membership for approval at a business meeting scheduled in accordance with Article V prior to the allocation of any funds.

Section 5.3. All voting Directors currently in office must be given the opportunity to vote on all proposed budgeted and unbudgeted expenditure items prior to their submission to the full membership for approval.

Article V. Meetings

The Board of Directors shall call a minimum of four (4) general business meetings per year to conduct the business of the organization and to provide programs of interest to the membership. Timely notice of date, time, and location of all meetings shall be sent to all members by Library staff.

Section 1. The first business meeting after the start of the fiscal year shall be designated as the Annual Meeting for purposes set out in Articles IV and VI.

Section 2. The president shall call a meeting of the Board of Directors annually and as otherwise deemed necessary to manage the affairs of the organization.

Section 3. At the written request of nine (9) members, or by vote of the Board of Directors, the president shall call a special meeting of the membership.

Section 4. The members present shall constitute a quorum at any general business or special meeting scheduled in accordance with this Article.

Article VI. Committees

Section 1. Three (3) permanent standing committees are defined: Program Committee, Membership Committee, and Book Sale Committee.
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Article VI (cont.)

Section 1.1. The Program Committee shall be responsible for providing and publicizing programs of interest to members at business meetings and at other occasions in support of the Friends’ mission. The vice-president and the Librarian will co-chair the Committee and may recruit other members to serve on the Committee or to help with Committee activities.

Section 1.2. The Membership Committee shall be responsible for monitoring the number and dues payment status of Friends members, reporting such status to the membership at each business meeting, distributing notices to members, and coordinating efforts to increase membership. The Committee chairperson will be appointed by the Board and may recruit other members to serve on the Committee or to help with Committee activities.

Section 1.3. The Book Sale Committee shall be responsible for organizing the annual procurement and sale of books and other items to raise operating funds for the Friends, including coordination of volunteers to organize sale items prior to the sale and to work at the sale. The Committee chairperson will be appointed by the Board and may recruit other members to serve on the Committee, and member or non-member volunteers/staff to help with Committee activities.

Section 2. The chairpersons of all committees, standing or special, shall be appointed or reappointed annually by the Board of Directors. Individuals may serve multiple consecutive terms as committee chair. The chairpersons of all committees for the upcoming year will be announced to the membership at the Annual Meeting.

Section 3. The president shall be ex-officio member of all committees except the Nominating Committee and shall be informed of all committee meetings, if the president so desires.

Section 4. The chairpersons of the Membership Committee and Book Sale Committee will serve as ex-officio non-voting members of the Board of Directors and will be informed in advance of all Board meetings.

Article VII. Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Article VIII. Amendment of Bylaws

These Bylaws may be amended by a two-thirds vote of members present at any general business meeting scheduled in accordance with Article V of these Bylaws, provided the amendment has been submitted in writing to the membership at least thirty (30) days prior to the meeting.