

TENNESSEE TECHNOLOGICAL UNIVERSITY

**FRIENDS OF THE ANGELO AND JENNETTE VOLPE LIBRARY
AND MEDIA CENTER**

An Affiliate of the Tennessee Technological University Foundation

BYLAWS

Approved April 12, 2005

- I. Name: The name of the organization is the Tennessee Technological University Friends of the Angelo and Jennette Volpe Library and Media Center. It was chartered on March 28, 1980 in the State of Tennessee as a not-for-profit corporation. It was dissolved as an independent foundation in August, 2004, and subsumed by the Tennessee Technological University Foundation.
- II. Objective: The objective of the organization is to support the Angelo and Jennette Volpe Library and Media Center in ways approved by the Board of Directors to improve the human and informational resources, the physical facilities, and patron services of the Library, in a manner consistent with the policies, procedures, and guidelines of the Tennessee Technological University and The Tennessee Board of Regents.
- III. Members: Membership, in addition to Board members, in the organization is allowed. Such members have no governing authority concerning Board activity.
- IV. Board of Directors
 - A. The organization shall be managed by a Board of Directors. Each Director shall be at least 18 years of age.
 - B. The Board of Directors shall consist of at least three Directors but not more than fifty persons. Subject to the foregoing, the number may be fixed from time to time by action of the Board. The number of Directors may be increased or decreased by action of the Board, provided that any such action shall require the vote of a majority of a quorum, at a regular or called meeting.
 - C. The term of a Director is three years.
 - D. Board members are elected at the August meeting or as deemed necessary by the Board. A majority of the quorum is required for election.
 - E. The Board shall include ex officio members.
 1. They are:
 - a. the Chief Fiscal Officer, or surrogate, of Tennessee Technological University
 - b. the Head of the University Development Office, or surrogate, of Tennessee Technological University
 - c. the Director of the Angelo and Jennette Volpe Library and Media Center

- d. the Chair of the University Library Committee
 - e. a member of the Angelo and Jennette Volpe Library and Media Center faculty
2. The ex officio members of the Board of Directors shall not be counted in determining a quorum and shall not vote except in the event of a tie vote.
- F. No Director on the Board, as such, shall have any individual liability for the corporation's debts or liabilities.

G. Resignations of Directors

A Director may resign at any time by giving written notice to the Board through its Chair or Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. Acceptance of such resignation shall not be necessary to make it effective.

- H. The Chair shall preside at all meetings of the Board. If there is no Chair or if the Chair is absent, the Vice Chair shall preside; and in the absence of the Vice Chair, any other director chosen by the Board shall preside.
- I. The Board shall designate standing and ad hoc committees, which shall have such authority as the Board may delegate.

J. Executive Committee of the Board of Directors:

- 1. It shall consist of the Chair, Vice Chair, Secretary, and the Executive Director.
- 2. It shall have the authority to act for the Board when Board action is not possible.
- 3. The Executive Director shall serve as Chair of the Executive Committee.
- 4. A quorum for said Executive Committee shall consist of three members, including the Executive Director.
- 5. A simple majority vote with a quorum present is required for any action by the Executive Committee.

V. Officers:

- A. The officers of the Board shall consist of a Chair, a Vice Chair, a Secretary, and an Executive Director. The Executive Director is the Director of the

Angelo and Jennette Volpe Library and Media Center or the designated interim director in the absence of a permanent director. The other officers shall be elected by the Board.

B. Elected officers

1. Regularly elected officers hold office for two years.
2. Officers elected to fill a vacancy serve the remainder of the term of the officer being replaced.
3. There is no limit on the number of terms.

C. Elections

1. Regular elections are held at the August Board Meeting.
2. A special election may be held when deemed necessary by the Board to fill any vacancy of the elected officers.
3. The Chair may appoint someone to fill the office until an election can be held.

D. Term of Office

1. New terms of office begin and completed terms end with the first meeting following the August election.
2. Terms to fill vacancies begin when the election or appointment is completed.
3. The Board may remove any officer with or without cause at any time with a majority vote of the quorum at a regular or called meeting.

E. Chair

The Chair shall be the Chief Executive Officer of the Board, shall have the responsibility of the general management of the affairs of the Board, shall carry out the resolutions of the Board, and shall appoint members of standing and ad hoc committees.

F. Vice Chair

1. The Vice Chair shall perform such duties as may be prescribed by the Board from time to time.

2. The Vice Chair shall serve as Chair should the position become vacant until a permanent Chair can be elected in a regular or special election.

G. Secretary

The Secretary shall keep the minutes of the meetings of the Board.

H. Executive Director

1. The Executive Director shall serve as a liaison between the Board and Tennessee Technological University and shall have such authority and duties as delegated to him by the Board.
2. The Executive Director executes the financial business of the organization through the Business Office of Tennessee Technological University.

VI. Meetings

A. Regular Meetings

The Board shall hold two regular business meetings yearly. These shall be held in:

1. March or April
2. August

B. Special Meetings

Special meetings may be called by or at the direction of the Chair of the Board, or by a majority of the directors then in office. Such notice shall be mailed or emailed to each director at least fifteen (15) days in advance of the meeting. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.

C. Quorum

One-third of the entire members of the Board shall constitute a quorum. Actions of the Board are approved by a simple majority of a quorum. Any action taken by a simple majority of a quorum shall have the same force as if taken by all members of the Board. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Surrogates are allowed. The Chair shall be informed of a surrogate before the meeting.

D. Voting

1. In the meetings, voice and paper balloting shall be possible.
2. Proxy votes shall be allowed. A verbal statement of such is permissible.
3. Voting may occur by mail, email, or telephone when deemed necessary by the Executive Committee.

VII. Committees

A. Library Grants Committee:

1. approves proposals from the Director of the Angelo and Jennette Volpe Library and Media Center for staff development grants
2. recommends changes in grant program to the Board

B. Nominating Committee nominates persons for election to Board offices

C. Membership Committee:

1. reviews recommendations for Board membership
2. informs prospective Board members of their responsibilities as Board members

VIII. Miscellaneous

A. All bylaws of the Friends of the Library shall be subject to amendment, alteration, or repeal; and new bylaws may be made by a majority vote of a quorum at a regular or called meeting of the Board.

B. Robert's Rules of Order, Revised shall be used to resolve any procedural disputes which may arise.

C. The year for Board fiscal and business affairs shall be the TTU fiscal year - July 1 to June 30.