

No 1000008184

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

APPROVED  
AND  
FILED

01 NOV 20 AM 8:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: FRIENDS OF FAMU LIBRARIES, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

01 NOV 20 AM 8:18

RECEIVED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

64.50

ADDITIONAL COPY REQUIRED

FROM: CLINTON F. BYRD  
Name (Printed or typed)

6496 S. WINDWOOD HILLS CIRCLE  
Address

TALLAHASSEE, FLORIDA 32311-9322  
City, State & Zip

(850) 487-7278  
Daytime Telephone number

400004688614--5  
-11/20/01--01021--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NOTE: Please provide the original and one copy of the articles.

EW  
11/20

# ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 NOV 20 AM 8:32

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AND  
FILED

## ARTICLE I

### NAME

The name of this corporation shall be Friends of FAMU Libraries, Inc., hereinafter referred to as "Friends".

## ARTICLE II

### MISSION

The mission of Friends is to assist the library in providing information and services to all library users by developing a strong support system, serve as a sounding board on library issues and serve as an advocacy group with the library/university administration.

The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be conducted by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

## ARTICLE III

### OFFICE

The principal office of Friends shall be, Coleman Library - Room 315, Florida A&M University, Tallahassee, Florida 32307.

## ARTICLE IV

### MEMBERS

1. Admission. Any contributor of money to the Friends in an amount of not less than \$5.00 (student membership) shall be admitted to membership unless the contribution shall be declined by the Board of Directors or Executive Committee and returned to the contributor within thirty (30) days after receipt. If a contribution in-kind of a value required for maintenance of membership is accepted by the Board of Directors or Executive Committee, the contributor shall be admitted to membership.
2. Term. Memberships, except life members as provided by policies adopted by the Executive Committee, shall be for the calendar year, and contributions shall be credited to memberships for the year in which the contribution is received unless otherwise stated. The rights of members are to attend the annual meeting, elect directors, and vote on all proposals presented at the annual meeting. The obligations of members are to pay annual dues, and assist in the member's area with fund raising for Friends and in carrying out the other programs of Friends.
3. Termination. A membership, except for a life membership, shall be terminated by failure of the member to make a contribution to Friends within a calendar year in an amount required for maintenance of membership. A member whose membership has been terminated in this manner will be readmitted to membership upon the making of a subsequent contribution in an amount required for maintenance of membership.
4. Removal. A member of Friends may be expelled at any time by concurrence of a majority of all directors of Friends; provided, that before his/her membership shall cease against his consent member shall be given an opportunity to be heard.

## ARTICLE V

### MEETINGS OF MEMBERS

1. Annual Meeting. There shall be an annual meeting of the members of Friends for the purpose of electing directors and transacting any other business of the members. The annual meeting shall be held during the months of June - August. The annual meeting shall be held at a time and place determined by the Chairman of the Board with the approval of the Executive Committee; if the Chairman of the board has not caused notice to be given prior to May 1 in any year of the annual meeting to be held in that year, the annual meeting may be called by the Executive Committee.

2. Special Meetings. Special meetings shall be held whenever called by the Chairman of the Board, or by one-third of the directors, or by the Executive Committee.
3. Notice. Notice of all members' meetings shall be mailed not less than fourteen (14) days prior to the date of the meeting to each member at member's usual place of business or residence. The notice shall indicate whether the meeting is the annual meeting or a special meeting, and notice of a special meeting shall state in general terms the nature of the business to be transacted. The notice may be included in a publication of Friends but must also be mailed to each member.
4. Quorum. A quorum shall be one-third of the active members. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting from time to time and place to place until a quorum is present.
5. Voting. Each member of Friends shall have the right to cast one vote upon each proposal presented at any meeting of the general membership. There shall be voting by proxy for election of the general membership. There shall be voting by proxy for constitutional amendments. A person designated in writing by the officers of the corporate member and filed with the Secretary of Friends shall cast the vote of a corporate member or entity other than a person.
6. Order of Business. The Executive Committee shall determine the order of business for the meetings of the membership.

## ARTICLE VI

### BOARD OF DIRECTORS: EXECUTIVE COMMITTEE

1. Membership. A board of not more than 21 directors, each of whom shall be a member of Friends at the time of taking office but who need not be a member at the time of election, shall manage the affairs of Friends.
2. Term. Each director shall hold office for the term for which he/she is elected or until he is removed in the manner elsewhere provided. Directors shall be elected at the annual meeting of members for a term, which shall expire at the annual meeting of members in the *third* year following election, or at the time his successor is elected and qualified. A director may be elected to succeed himself.
3. Election. Election of directors shall be conducted in the following manner:
  - 3.1 The election shall be held at the annual members' meeting.
  - 3.2 The Chairman of the Board shall appoint a Nominating Committee from among the Board of Directors of Friends, which shall nominate one person for each director to be elected. Such nominations shall be submitted to the members with the notice of the

- annual meeting. A nominating petition, signed by five members, to be filed with the Secretary not less than five days prior to the meeting, shall support each such nomination.
- 3.3 The election shall be by ballot (unless dispensed by unanimous consent) and by a plurality of the votes cast, each person voting being entitled to cast his vote for each of as many nominees as there are vacancies to be filled. There shall be no cumulative voting.
- 3.4 Vacancies on the Board of Directors may be filled for the unexpired terms by appointment by the Executive Committee or by election by the members at the annual meeting.
4. Resignation. The Executive Committee may accept the resignation of director.
5. Removal. A director may be removed for cause at any time by concurrence of a majority of all directors of Friends; provided, before he is removed against his consent he shall be given an opportunity to be heard.
6. Meetings.
- 6.1 Organization Meeting. Within 30 days after the annual membership meeting, the newly constituted Board of Directors shall convene for the purpose of electing officers and to act on any other business to come before the board.
- 6.2 Regular Meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Actions of the Board of Directors may be taken by the execution of a document describing the action by all members of the Board of Directors as permitted by law.
- 6.3 Special meetings of the directors may be called by the Chairman of the Board, by the Secretary at the written request of one-third of the directors or by a majority of the Executive Committee. The date of such meeting shall be no later than two weeks after the receipt of such request by the Secretary.
- 6.4 Notice. (a) Notice of regular meetings of the Board of Directors shall be given to each director personally or by mail, telephone or telegraph at least seven days prior to the day named for such meeting. (b) Notice of special meetings shall state the principal purpose of the meeting, but such notice shall not limit the nature of the business to be transacted. Any director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of the notice.
- 6.5 Quorum. A quorum at directors meeting shall consist of 1/3 or more members of the Board of Directors.
- 6.6 Adjourned Meetings. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place until a quorum is present.
- 6.7 Presiding Officer. The presiding officer of directors' meeting shall be the Chairman of the Board. In the absence of the Chairman of the Board, the Chair Elect shall preside. In

the absence of both of the above, the Board of Directors shall select the Secretary or Treasurer as the presiding officer.

7. Powers and Duties of the Board of Directors. All of the powers and duties of Friends existing under the statutes of the State of Florida, the Articles of Incorporation of Friends and these By-Laws shall be exercised by the Board of Directors.

## ARTICLE VII

### EXECUTIVE COMMITTEE

1. Membership. The Executive Committee shall consist of the following officers: President; Vice President; Secretary; Treasurer and Executive Director (non-voting).
2. Powers. The Executive Committee shall manage the affairs of Friends between meetings of the Board of Directors, subject to these By-Laws and the policies and direction of the board. The Executive Committee shall be responsible for the observance of policies and administration of programs approved by the Board of Directors.
3. Meetings.
  - 3.1 (a) Regular meeting of the Executive Committee may be held at such time and place as shall be determined from time to time by a majority of the committee.  
(b) Special meetings of the Executive Committee may be called by the Chairman of the Board. The Secretary, upon written request of a majority of the Executive Committee, shall notice a special meeting no later than five days after the receipt of such request unless a later date is stated in the request.
  - 3.2 (a) Notice of regular meetings of the Executive Committee shall be given to each member of the committee personally or by mail, telephone or telegraph at least three days prior to the day named for such meeting.  
(b) Notice of special meetings shall state the principal purpose of the meeting, but such notice shall not limit the nature of the business to be transacted. Any member of the Executive Committee may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.
  - 3.3 A quorum shall consist of a majority of the Executive Committee membership.
    - (a) An action of the Executive Committee may be taken by the execution of a document describing the action by all committee members as permitted by law.

## ARTICLE VIII

### OFFICERS

1. Officers. The officers of Friends shall be a Chairman of the Board; Vice Chairman; Secretary; Treasurer; if elected, President; and other officers that may be deemed appropriate by the Board of Directories. The officers, except the President, shall serve for an annual term beginning after their election by the Board of Directors at the annual meeting.
2. Chairman of the Board. The Chairman of the Board shall serve as Chairman of the Executive Committee and shall have other powers and duties appropriate to the office. The Chairman of the Board shall appoint chairs of standing committees and may also appoint the appropriate chair of such special committees as deemed necessary to assist in the conduct of affairs of Friends.
3. Vice Chair. The Vice Chair in the absence of the Chairman of the Board shall exercise the powers and duties of the Chairman. The Vice Chair shall assist the Chairman generally and shall exercise other duties as prescribed by the Board of Directors. The Vice Chair shall assume the chairmanship upon the resignation or removal from office of the Chairman.
4. Executive Director. The Executive Director shall serve as the chief executive officer of Friends and is responsible to the Executive Committee for all Friends programs, as well as policies, procedures and mandates adopted by the Board of Directors. The Ex-Director and Treasurer of Friends have custody of all assets of Friends including monies, bank accounts, stocks, bonds, titles, deeds and evidences of indebtedness. The Executive Director or the Treasurer is authorized to execute on behalf of Friends checks, deposits, stocks, bonds and titles. The execution of a deed or issuance of a mortgage requires a special resolution of the Executive Committee. The Executive Director shall make such reports on the management of Friends business and financial affairs as the Board of Directors or Executive Committee direct and he shall dispense funds in accordance with rules adopted by the Board of Directors.
5. Secretary. A Secretary shall perform any and all duties normally accorded to a secretary including the taking of minutes and notice of meetings.
6. Treasurer. The Treasurer shall be the chief financial officer of Friends and shall be Chairman of the Finance and Investment Committee.
7. Compensation. All officers and employees of Friends are intended to be unpaid volunteers; however, any compensation if determined appropriate, shall be determined by and fixed by the

Executive Committee with board approval. A Personnel Committee shall on an annual basis review the performance of the Executive Director and other paid officers and shall report the findings and make recommendations to the Executive Committee with regard to compensation.

## ARTICLE IX

### FINANCES

1. Depositories. The Monies of Friends shall be deposited in the name of Friends in such banks, trust companies and savings and loan associations whose deposits or share accounts are insured by a corporation created by the federal government or by an instrumentality of the federal government, which depositories shall be designated from time to time by the Executive Committee. Withdrawal of monies from such accounts shall be only by checks signed by such persons as are authorized by the Board of Directors and limited to at least two (2) members of the Executive Committee with the Executive Director always being one such member.
2. Safekeeping. The investment of Friends, including but not limited to stocks, bonds and evidences of indebtedness, shall be kept in safekeeping by the Treasurer only in such places and under such security as shall be approved by the Board of Directors or Executive Committee.
3. Audit. An audit of the accounts and funds of Friends shall be made annually by a certified public accountant as needed. A copy of each audit report shall be furnished to each director.
4. Fidelity Bonds. Fidelity bonds shall be required for all persons handling or responsible for Friends funds or investments. The Executive Committee shall approve the amount and form of such bonds and the companies issuing such bonds, and the premiums shall be an expense of Friends.
5. Budgetary Control. All expenditures of funds shall be in accordance with sound business practices and provide for funds contributed for designated purposes to be expended for such purposes upon approval of the Executive Committee.



## **ARTICLE X**

### **INVESTMENTS**

The Treasurer, when directed by the Executive Committee, shall sell securities owned by Friends. The Treasurer as directed by the Executive Committee shall invest available amounts in the checking and savings accounts from time to time.

## **ARTICLE XI**

### **BOOKS AND RECORDS**

1. The books, accounts and records of Friends except as may be otherwise required by the Laws of the State of Florida, shall be kept at Friends headquarters in Florida, or at such places as the Executive Committee may from time to time designate; they shall be open to inspection by the regular members of Friends at all time unless the Executive Committee, by resolution, designates particular times for such inspection. The Executive Director shall keep such books, accounts, and records.
2. The fiscal year of Friends shall end on December 31 of each year.

## **ARTICLE XII**

### **NOTICES**

1. Whenever the provisions of the statutes, Friends Charter or these By-Laws require notice to be given to any director, officer or member, such notice may be given in writing by depositing the same in a Post Office or letter box in a postpaid sealed envelope, addressed to such director, officer or member at his or her address as the same appears in the records of Friends publishing such notice in an official publication of Friends.
2. A written waiver of any notice, signed by a director, officer or member, whether before or after the time stated in said waiver for holding a meeting, shall be deemed equivalent to a notice required to be given to such director, officer or member.

### **ARTICLE XIII**

#### **ASSETS OF FRIENDS AND NET PROFITS USED SOLELY FOR CHARITABLE PURPOSES**

The assets (which term includes its property, franchises, rights, interests, and privileges of every kind and nature) and net profits of Friends shall be used solely and only for the charitable, scientific, literary and educational purposes set forth in its charter, and no part of its assets or net profits shall ever inure to the benefit or become the property of any of its incorporators, officers and members, except that its incorporators, officers and members may be reimbursed for any advances made by them for the benefit of Friends, and an officer may receive a reasonable salary for services actually rendered to Friends, but then only after such salary is authorized by the Executive Committee. Upon the dissolution of Friends, all assets and net profits of Friends shall be paid out and distributed for the charitable, scientific, literary and educational purposes set forth in its charter, and no part of the assets or net profits shall be distributed to or become the property of any incorporator, officer, or member of Friends. All contributions made to and received by Friends shall be upon the terms and conditions set out in this By-Law.

### **ARTICLES XIV**

#### **ROBERT'S RULES OF ORDER**

On all questions of parliamentary law, the current edition of "Robert's Rules of Order" shall be the authority.

### **ARTICLE XV**

#### **AMENDMENTS TO ARTICLES OF INCORPORATION AND BY LAWS**

The Articles of Incorporation may be amended by a resolution adopted by a two-thirds majority vote of a quorum of the directors of Friends at any regular or special meeting of the Board, and filing of the resolution and other required documents with the Secretary of the State. The By-Laws of Friends may be amended by a majority vote of the directors of Friends at any regular or special meeting of the Board, PROVIDED that a copy of the proposed amendment shall have

been mailed to each director at least twenty (20) days before such amendment of the Articles of Incorporation and By-Laws is voted upon.

The Executive Director of Friends shall at all times keep in the office of Friends a true and correct copy of the By-Laws.

## **ARTICLE XVI**

### **INDEMNIFICATION**

Friends shall indemnify its officers and directors and any former officers and directors who were or are parties, or are threatened by any suit, action, or proceeding to which they are made parties by reason of being or having been directors or officers, against all expensed (including attorney's fees), judgments, fines and amounts actually and reasonably incurred by them in connection with such proceeding, including any appeal, if they acted in good faith, with the care an ordinary prudent person in like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interest of Friends. However, no such indemnification shall be made with respect to any claim, issue or action if a judgment or final adjudication establishes that their actions, or omissions to act, were material to the cause of action and constitute a fact or circumstance which would negate the director's immunity from civil liability and under Section 617.0834, Florida Statutes.

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## **ARTICLE XVII**

### **INCORPORATING OFFICERS**

President	Margaret B. Jones 273 Martin Road Monticello, Florida 32344
Vice President	Clinton F. Byrd 6496 s. Windwood Hills Circle Tallahassee, Florida 32311-9322
Secretary	Eva Manning 606 FAMCEE Tallahassee, Florida 32310
Treasurer	Priscilla Henry Route 3, Box 141-B1 Monticello, Florida 32344

## **ARTICLE XVIII**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Margaret B. Jones  
273 Martin Road  
Monticello, Florida 32344

## **ARTICLE XIX**

The name and address of the Incorporator is:

Clinton F. Byrd  
6496 S. Windwood Hills Circle  
Tallahassee, Florida 32311-9322

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Margaret B. Jones

Margaret B. Jones

Signature/Registered Agent

11/19/01

Date

Clinton F. Byrd

Clinton F. Byrd

Signature/Incorporator

11/19/01

Date

APPROVED  
AND  
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01 NOV 20 AM 8:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA