ARTICLE I - PURPOSE
This organization shall be known as the Friends of the Pan American Library (FPAL) functioning as a branch group under the parent organization of the Friends of San Antonio Public Library (FOSAPL). The mission of FOSAPL is to promote public use of the San Antonio Library and appreciation of its value as a cultural and educational asset to the community. The mission of Friends of the Pan American Library is to encourage the extension of this work to our branch. We will show appreciation and build support for the Pan American Library through fundraising and activities that promote our mission.

These bylaws shall provide direction for the Friends of the Pan American Library. They are superseded by the bylaws set forth by FOSAPL. In the event of a conflict between these bylaws and those of FOSAPL, the bylaws of the parent organization will prevail.

ARTICLE II - MEMBERSHIP
Membership in FPAL is open to any individual or family by submitting a request and appropriate fee to FOSAPL. Members are asked to indicate their desire to be affiliated with the Friends of the Pan American Library. The Board of Directors of FOSAPL establishes the membership year and annual fee for all categories of membership.

ARTICLE III - MEETINGS
Meetings will be held a minimum of four times a year and are anticipated to be quarterly. These will be considered regular meetings with date, time, and location posted in the library a minimum of ten days prior. These will be open to all who wish to attend but only FPAL members will be counted toward a quorum and have voting privileges.

Meetings will be conducted in accordance with parliamentary procedure under guidance from the most recent edition of Robert's Rules of Order. A quorum shall consist of a simple majority of the total membership including at least one elected officer. A majority vote of members present at the meeting shall be required to constitute action by the FPAL group.

Special meetings may be called by the president or three members. Location and time will be coordinated with library staff and there is no posting requirement. Members will be notified of special meetings by e-mail or telephone.
ARTICLE IV-OFFICERS
The officers of the FPAL shall consist of the President, Vice-President, Secretary, and Treasurer (also referred to as the Executive Board). They shall be elected by a vote of the membership at the Annual meeting held in October to serve in the upcoming year. Officers are elected for a term of one calendar year and may be re-elected without term restrictions.

ARTICLE V-DUTIES OF OFFICERS
The President shall preside at meetings and act as liaison to the Parent Organization (FOSAPL). The President may also appoint alternate(s) to represent FPAL to the Parent Organization to ensure coordination is maintained between these entities.

The Vice-President shall preside in the absence of the President.

The Secretary records the minutes of all meetings of members and Board of Directors, and maintains a file of all reports. The Secretary is also responsible for general correspondence and maintains an accurate contact list of all members to include e-mail addresses.

The Treasurer shall deposit all monies in the account of the Friends of the San Antonio Public Library using the appropriate form authorized by FOSAPL. One copy of this form shall be retained for FPAL files. The Treasurer shall keep a full and accurate account of all monies and provide such account information when requested by appropriate parties. Included in the accounting are shares of dues paid to the FOSAPL and monies from fund-raisers.

Any elected officer may be removed from office with good cause by a simple majority of the membership in attendance at a regular or special meeting. Causes for such action may include but are not limited to the following: lack of participation and/or failure to carry out the responsibilities of office, abuse of authority, unethical or legally questionable personal, professional, or organizational activities.

Any board member resigning for personal reasons must submit their resignation in writing to the President.

In the event of a vacancy in any office except President, FPAL will hold a special election to fill the vacancy. The Vice-President shall fill a vacancy of the President and a new Vice-President shall be elected in a special election. Vacancies in any office shall be filled at the next scheduled meeting.
ARTICLE VI-BOARD OF DIRECTORS
The FPAL Board of Directors shall consist of the officers and all standing committee chairs.

The Board of Directors shall coordinate agendas, conduct FPAL business between regular meetings, review and provide guidance on the need for special meetings, and determine what *ad hoc* committees may be needed to carry out our informational and community service projects.

ARTICLE VII- COMMITTEES
Standing Committees are determined by the Board of Directors and include nominating, membership, fundraising and publicity. The President shall appoint, subject to the approval of the Executive Board, chairpersons for the Standing Committees.

ARTICLE VIII-FINANCIAL
The business year shall begin January 1<sup>st</sup> and end December 31<sup>st</sup>.

The Board of Directors shall prepare and present annually a budget for the next year's business at its Annual Meeting in October.

In the event of the dissolution of FPAL, all assets of this group will be donated to the San Antonio Public Library to be used solely for the Pan American Library at the discretion of the Pan American Library Manager.

ARTICLE IX-AMENDMENT OF BYLAWS
These bylaws will be reviewed at each Annual Meeting of the FPAL in October for accuracy and appropriateness. They may be amended at any regular meeting of the Friends of the Pan American Library by majority vote provided that the amendment was submitted in writing at the previous regular meeting.

Submitted for Approval at the FOSAPL Board Meeting scheduled January 19, 2014.