

Constitution

Manhattan Library Association

Article 1 - Name

The name of this organization shall be Manhattan Library Association.

Article II - Offices

Section 1. Principal Office: The principal office for the transaction of business of Manhattan Library Association (MLA) is located at Juliette and Poyntz Avenue (629 Poyntz Avenue), Manhattan, Riley County, Kansas.

Section 2. Registered Office: MLA by resolution of its board ~~of directors~~, may change the location of the registered office as designated in the Articles of Incorporation to any other place in Kansas.

Article III - Purpose

The purpose of Manhattan Library Association shall include the following:

1. Encourage gifts, endowments, bequests, and memorials to Manhattan Public Library.
2. Enrich the resources and facilities of Manhattan Public Library beyond the responsibilities and normal, reasonable fiscal contributions of the city and state.
3. Build support in the community for expansion of the library's collections and physical structure.
4. Undertake specific projects, e.g., facility enhancement, purchase of special collections, and gifts of furnishings and/or equipment.
5. Build community support for the library and advocate for library services

MLA may, as it grows in age and membership, pursue goals and purposes not specifically designated above. All activities, endowments, solicited gifts, or established policies shall be accepted as appropriate by the board of trustees of Manhattan Public Library.

Article IV - Membership

Membership in Manhattan Library Association shall be open to anyone interested in supporting MLA's purposes, and who meets the requirements for membership as set forth in Article IV of the Bylaws. Representatives of organizations, clubs, and businesses may become members. Each membership shall be entitled to one vote in election of officers and at call for amendment(s) to the constitution.

Article V - Governance and Officers

Manhattan Library Association shall be guided ~~by a board of directors~~ **an elected board** by the members **at the Annual Membership Meeting (See Constitution, Article VI)**. There will be fifteen members of this board unless changed by amendment to this Constitution and Bylaws.

1. Terms of office for members of the board shall be two years, except for those appointed or elected to fill un-expired terms or balance the sequence of elections to board membership. Board members will serve until their respective successors are elected. All board members may be reelected for subsequent terms up to four in succession.
2. ~~The board will elect its own officers each year at a business meeting following the Annual~~

~~Membership Meeting.~~ The board shall include officers and committee chairs. The ~~officers of the board~~ officers shall be MLA's president, vice president, secretary, and treasurer. In addition to these four officers, eight additional ~~directors~~ board members shall be designated as the respective chairpersons and co-chairpersons for each of the following five committees: Membership and Nominating Committee, Rosie's Corner Committee (Chair and Co-Chair), Book Sale Committee (Chair and Co-Chair), Book Sale Publicity Chair, Library Ambassador Committee (Chair and Co-Chair). Three ~~directors~~ board members shall be members-at-large. The immediate past president shall serve as a member-at-large. Joining the board as ex-officio members without voting privileges will be the library's director, a library staff member acting as liaison to MLA, and a chosen representative from Manhattan Public Library's board of trustees.

3. If an elected officer also holds a designated committee chair position, this dual role does not require an additional board member to maintain the set number of board members.
4. Officers and committee chairs are elected by the MLA membership at the Annual Membership Meeting. Following this meeting, the newly elected board shall hold their monthly meeting..
5. Responsibilities of the board and methods for its election are specified in Bylaws Article I; in addition, the board is entrusted with the general corporate powers not otherwise delegated to officers and/or committee chairpersons.
6. Responsibilities of MLA's officers, beyond their service on the board, are specified in Bylaws Article II.

Article VI - Meetings

There shall be an annual business meeting of the MLA membership to be held within the first five months of the calendar year. At this meeting, MLA members shall elect new board members. The time and place of the annual meeting shall be determined by the president. Members shall be notified in writing (mail, e-mail, or other.) of this meeting at least two weeks in advance. For the conduct of official business (i.e., election of board members, amending of the constitution, etc.), fifteen members shall constitute a quorum. Other business meetings shall be called when deemed necessary by the president, with the membership given two weeks' advance notice.

Article VII - Bylaws

The operating procedures of this organization are set forth in the bylaws of this constitution.

Article VIII – Amendments

The constitution may be amended at any Manhattan Library Association business meeting, if said amendment is passed by a two-thirds vote of the membership present, and provided that written notice of the proposed change has been given at least two weeks before said meeting. (compare to Article V, Section 1.a of the bylaws.)

Article IX - Incorporation

Manhattan Library Association shall be incorporated as a nonprofit organization devoted to charitable service for Manhattan Public Library. No part of the net earnings of MLA shall inure to the benefit of any member, trustee, official, or individual. MLA shall not engage in propaganda nor intervene in any political campaign on behalf of any candidate for public office.

No substantial part of the activities of MLA shall involve attempts to influence legislation.

Article X - Dissolution

Upon dissolution of Manhattan Library Association, the governing body shall, after paying or making provision for the payment of all liabilities of MLA, transfer all remaining assets to Manhattan Public Library. If the library no longer exists or is unable to receive assets, remaining assets shall be distributed to Manhattan Library Foundation.

BYLAWS

Article 1 - Board

Section 1. Powers. All corporate powers shall be exercised under the authority of the MLA board. The board shall have the following powers:

- (a) To alter, amend and repeal bylaws of MLA.
- (b) To select and remove all officers, agents and employees of MLA.
- (c) To conduct, manage and control the affairs and business of MLA if it makes its rules and regulations consistent with the Articles of Incorporation and the bylaws.
- (d) To designate any place within the state of Kansas for the holding of members' meetings, except the annual meeting.
- (e) To borrow money and incur indebtedness for purposes of MLA and cause to be executed and delivered in the corporate name promissory notes, bonds, debentures, deeds in trust, mortgages, pledges or other evidence of debt and securities.

Section 2. Number and Qualification of the Board of Directors

The authorized number of officers and ~~directors~~ **board members** of MLA shall be **as established by Article V of the MLA Constitution**. Board members must be members of MLA.

Section 3. Election and Term of Office. Board members shall be elected at the annual meeting of members. Terms of board members shall be staggered. All members of the board will be elected to two-year terms unless a specific exception is made in a particular year for a one-year term to balance the sequence of elections to board membership or for those elected or appointed to fill unexpired terms. **In the event a board member resigns before the completion of his/her term, a replacement board member shall be elected to fill the remainder of that unexpired term.** All board members may be reelected for subsequent terms up to four in succession. **The completion of an unexpired term does not count towards the four, two-year term limit. All board members must maintain an active membership by paying the required dues. Upon election, board members are required to read and familiarize themselves with the constitution and bylaws.**

Section 4. Vacancies. Vacancies on the board may be filled by vote of the majority of the remaining board members, although less than a quorum, or by the sole remaining board member.

A vacancy or vacancies on the board shall be deemed to exist in the case of death, resignation, or removal of any board member.

Section 5. Place of Meetings. Special and regular meetings of the board shall be held within the state of Kansas at a place designated by written consent of all members of the board. **Meetings within the City of Manhattan do not require written consent.**

Section 6: **Organizational Meeting and Election of Board Officers**. The Board must elect its officers at the annual meeting. If not determined at that time, the election must take place at the first board meeting in September. The first board meeting after the MLA annual meeting must include board organization, officer elections as outlined in Article V of the MLA Constitution, and other necessary business. The Board will decide in advance whether voting will be by voice or paper ballot. Nominations may be made by any Board member, including self-nominations. Officers are elected by majority vote; in case of a tie, the current President will contact absent members for their vote. The sequence of the April meeting, the annual meeting occurs first, followed by the regularly scheduled monthly meeting. However, in the event the monthly meeting must occur first, this order may be adjusted.

Section 7. Other Regular Meetings. **Board members are expected to attend at least six of the eight regularly scheduled meetings held between September and April. If a board member is unable to meet this commitment, they should communicate with the president to discuss their circumstances and ensure continued engagement.** Other regular meetings of the board shall be held without call at such time as the board may designate.

Section 8. Special Meetings. Special meetings of the board for any purpose may be called at any time by the president or, if the president is absent, unable or refuses to act, by the **vice president** or by any other board member. Notice of the special meeting, unless waived by attendance thereat or by written consent, shall be given by written notice and mailed at least five days before the date of the meeting.

Section 9. Waiver of Notice. The transaction of any meeting of the board, however called and noticed, or wherever held, shall be valid as though a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the **board members** ~~directors~~ not present signs a written waiver of notice or consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or remain a part of the minutes of the meeting.

Section 10. Quorum. A majority (8) of the total number of board members shall be necessary to constitute a quorum for the transaction of business. Every act done by a majority of the board members present at a meeting duly held shall be regarded as the act of the board unless a greater number be required by law or by the Articles of Incorporation.

Section 11. Meetings by electronic communication. Members of the board may participate in a meeting of the board by means of conference telephone, e-mail, or similar communication equipment **or methods**.

Section 12. Fiscal Year. The fiscal year of Manhattan Library Association shall correspond with the calendar year, i.e. January 1 through December 31.

Article II - Officer and Director Duties

Section 1. The president shall:

- (a) Preside at all meetings of Manhattan Library Association's general membership and also at all meetings of the board.
- (b) Issue notices of meetings.
- (c) Appoint **one member to the Membership and Nominating Committee** to assist and complete responsibilities of the Membership and Nominating Committee Chair and serve as an ex-officio member of this committee.
- (d) Appoint chairpersons of ad hoc committees created with the approval of the other officers.
- (e) Act as liaison for Manhattan Library Association to the director of the library and the library's administrative staff.
- (f) Act as liaison for Manhattan Library Association to Manhattan Library Foundation, or appoint another member of the board to do so.

Section 2. The vice president shall:

- (a) **Preside over meetings in the absence of the president**
- (b) **Conduct other activities that are normally that of the president in the absence of the president.**

Section 3. The secretary shall:

- (a) Record the proceedings of each business meeting and distribute the minutes of these proceedings for approval by the membership at the next called meeting.
- (b) Assist the president in conducting MLA's correspondence, both with members and nonmembers, thus serving as MLA's corresponding secretary as well as recording secretary.
- (c) Work closely with the library's administrative staff, keeping records of Manhattan Library Association activities and maintaining MLA's minutes and historical files.

Section 4. The treasurer shall:

- (a) Report at the annual meeting on the financial condition of MLA, and provide written reports at all board meetings.
- (b) Work with Manhattan Public Library staff on the financial accounting of all Manhattan Library Association projects that involve collecting and/or disbursement of monies.
- (c) Work with Manhattan Public Library staff to ensure that appropriate tax paperwork is filed as required.
- (d) **Each year, at the regular November meeting, propose an annual lump sum gift to the library. The gift shall be a percentage of MLA's annual revenue (January-December). The actual dollar amount of the gift is determined at the end of the year when the year-end financial report is prepared.**

Section 5. The eight committee chairpersons and co-chairs shall each:

- (a) Serve as chairs and co-chairs of the standing committees implied by their respective titles—i.e., **Membership and Nominating Committee, Rosie’s Corner Committee (Chair and Co-Chair), Book Sale Committee (Chair and Co-Chair), Book Sale Publicity (Chair), Library Ambassador Committee (Chair and Co-Chair).**
- (b) Serve on the board.
- (c) Be ready to perform the duties of the president in the event of presidential and **vice-presidential absence** and/or temporary incapacity, in which event one of the chairpersons will be designated as acting president during the period of absence/incapacity.

Section 6. Members-at-large shall each:

- (a) Have no specific office, but serve with the understanding that this position will be considered a training and informational function.
- (a) Have no specific office but serve in a training and informational capacity, with the opportunity to gain experience and prepare for future leadership roles. Members-at-large are encouraged to actively seek volunteer opportunities and participate in board activities to learn the functions and duties of MLA board members.**
- (b) Be among the first for consideration in filling officer or committee chair/co-chair vacancies on the board. The board may fill a vacated position by a majority vote of the board.
- (c) Serve on ad hoc committees when appointed by the president.**

Section 7. Vacancies. The board shall appoint a Manhattan Library Association member to fill a vacancy whenever it occurs among the officers, committee chairs or co-chairs, or one of the members-at-large. The appointed person shall serve until the next annual meeting.

Article III - Standing Committees

Section 1. Composition of Committees. There shall be five standing committees, chaired in each instance by a chairperson(s) elected by a chairperson(s) elected **as outlined in Article V.** Ad hoc committees shall be approved by the board. The president will appoint a chairperson with the approval of the board. All committee chairs, whether of standing committees or ad hoc, will select additional members to serve on their respective committees, subject to suggestion and approval by the board. The term of service for standing committee members shall be one year, with renewal possible upon re-appointment by the president.

Section 2. Membership and Nominating Committee.

- (a) This committee shall cooperate with the board in extending membership opportunities to all interested persons and organizations.
- (b) This committee will reevaluate criteria for membership and each year will recommend continuity or changes in dues as circumstances warrant.
- (c) Coordinate with an appropriate Manhattan Public Library staff member to maintain membership lists.

- (d) The committee will conduct membership drives every year in January, and at other times when directed by the board to proceed with such.
- (e) In its nominating role, the committee shall select a slate of officers and ~~directors~~ **board members** to be elected at the annual meeting. The names of persons nominated shall then be included in the notice of the annual meeting, with the proviso that other nominations can be accepted from the floor.
- (f) This committee shall be composed of at least two members in addition to its chairperson. The Manhattan Library Association president will attend meetings as an ex-officio, nonvoting member.

Section 3. Book Sale Committee.

- (a) This committee shall organize and carry out the annual book sale.
- (b) This committee shall work with the library's administrative staff to set dates and reserve space within the library facility for the annual book sale.
- (c) The committee shall recruit and organize volunteers to assist with the book sale, including setup and cleanup.
- (d) The chair and co-chair of this committee shall maintain a manual to outline the details of planning and organizing the book sale.
- (e) The chair and co-chair of this committee shall work with the chair and co-chair of Rosie's Corner to organize book donations. They shall also, with the approval of the board, set pricing for the materials sold in the book sale.
- (f) The chair and co-chair will work with all board members to schedule at least one shift at the annual book sale. All board members are required to work at least one shift at the annual book sale. If a board member is unable to fulfill this commitment, they must communicate with the chair and co-chair about an alternative way to contribute to the book sale.
- (g) The chair and co-chair must ensure that at least one book sale committee member is present at all times during the sale's open hours.

Section 4. Book Sale Publicity Committee.

- (a) This committee shall work with the Book Sale Committee, library staff, to utilize such media as are appropriate in publicizing the functions of the annual book sale.
- (b) Shall make an annual request to the board for funds for the purpose of publicizing the book sale.
- (c) The committee is responsible for distributing posters, flyers, ad copy, and other material prepared by the library's Public Relations Department for publicizing the annual book sale.

Section 5. Rosie's Corner Committee.

- (a) This committee is responsible for choosing and pricing books to be sold in Rosie's Corner and for stocking the shelves.
- (b) The committee shall devise a system for periodically reviewing books stocked in Rosie's Corner and removing those books that have not sold within a designated time period.
- (c) The committee will work with MLA's Publicity Committee and library administration to develop appropriate signage, posters, media advertising and other means for publicizing the operation of Rosie's Corner.
- (d) The committee chair shall arrange with MLA's treasurer for payment of appropriate costs incurred on behalf of Rosie's Corner.

Section 6. Library Ambassador Committee.

- (a) Work with designated library staff (usually the Public Relations and/or the Programming Manager) to recruit volunteers to assist with library events and programs. Some events and programs take place in the library, others may take place within the City of Manhattan or the State of Kansas.
- (b) Coordinate scheduling volunteers for events and programs.

Ad Hoc Committees for Special Projects and Policy Adjustment.

- (a) Ad hoc committees will be appointed whenever the president and board deem it necessary.
- (b) Fundraising projects may require formation of an ad hoc committee for their conception, execution, and distribution of moneys accumulated.

Article IV - Membership

Section 1. Members.

- (a) Term of membership will be the calendar year—January 1 to December 31—in which membership dues were paid.

Section 3. Honorary Members.

- a) Benefactors of Manhattan Public Library may be designated as honorary members upon approval by the board.
- b) Honorary members will not be current members of the MLA board. Honorees will have made significant contributions to Manhattan Public Library by their time, advocacy, or financial support.
- c) Honorees will be nominated by an ad hoc committee appointed by the president of the MLA board.
- d) Honorary members shall have all the privileges of membership without further payment of dues.

Section 4. Dues.

- (a) The board shall determine at what level dues shall be set, and at what value gifts qualify persons for membership.

- (b) (b) Dues paid at any time during the calendar year will entitle the member to membership for that calendar year. The board may elect to make memberships valid through the following calendar year. **Memberships received in October, November, and December will be applied to the following year's membership.**
- (c) Dues shall not be considered a fund-raising device; rather, they should be established at a level which: (1) covers organizational expenses—i.e., the holding of programs, annual meetings, publicity and hospitality events; and (2) maintains a minimal operating treasury. Manhattan Library Association should be open to as large a segment of the Manhattan public as expresses interest voluntarily or can be encouraged into interest by MLA initiatives; thus, the dues should be token in nature, so that potential members are not discouraged by financial reasons from joining MLA.

Article V - Amendments and Parliamentary Authority

Section 1. Amendment.

- (a) New bylaws may be adopted, or these bylaws may be amended or replaced, by a vote of the board at any regular business meeting of the board if the proposed change is passed with a majority vote of the members present, provided written notice of the proposed change has been given at least two (2) weeks before said meeting.
- (b) The president may appoint an ad hoc committee to review the structure of MLA and suggest amendments.

Section 2. Parliamentary Authority. In all matters not inconsistent with the Constitution or Bylaws, this organization shall be governed by Robert's Rules of Order Newly Revised.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

- (1) That I am the duly elected and acting secretary of Manhattan Library Association, a Kansas not-for-profit corporation, and;
- (2) That the foregoing constitution and bylaws constitute the revised constitution and bylaws of said corporation, as duly adopted at the annual meeting of Manhattan Library Association thereof, duly held on the **April 9th, 2025.**

Secretary