

# **FRIENDS OF CONNECTICUT LIBRARIES, INC.**

## **BYLAWS**

### **ARTICLE 1**

#### NAME

The name of this organization shall be FRIENDS OF CONNECTICUT LIBRARIES, INCORPORATED.

### **ARTICLE 2**

#### PURPOSE

The Friends of Connecticut Libraries is a not-for-profit corporation whose purpose is to promote library enrichment for the State, the Community, and the Individual by supporting activities of local Friends groups and by providing liaison to individuals and organizations with a common interest in stimulating good library service.

### **ARTICLE 3**

#### AFFILIATION

Friends of Connecticut Libraries, Incorporated shall not be affiliated with any other organization. It shall be an independent, non-profit organization. It may cooperate with other organizations which promote library goals and objectives.

### **ARTICLE 4**

#### MEMBERSHIP

All local Friends groups, organizations, and individuals interested in the purpose of this organization shall be eligible for membership.

Classes of membership and the fee structure for the classes of membership shall be set at the discretion of the Board of Directors. The membership year shall be September 1 to August 31.

### **ARTICLE 5**

#### BOARD OF DIRECTORS AND OFFICERS

There shall be a Board of Directors of fifteen (15) – voting members including the immediate past president of the organization. In addition, the Board may include non-voting liaisons from the Connecticut Library Association, the Association of Connecticut Library Boards, the Connecticut State Library Board, the Connecticut State Library, and other groups as determined from time to time by the Board of Directors.

The Board shall direct the activities and set the policies of the organization. The Board shall meet a minimum of four times a year. The officers of this organization shall be President, Vice President, Secretary and Treasurer.

A vacancy on the Board shall be declared when a Board Member or Officer resigns, dies or fails to attend without due cause three (3) consecutive duly called meetings. The Board, upon recommendation of the nominating committee, shall fill any voting member vacancy on the Board for the remainder of the term through appointment,

One half of the current voting members of the Board shall constitute a quorum.

## **ARTICLE 6**

### ANNUAL MEETING/ELECTIONS

The Annual Meeting of the Friends of Connecticut Libraries, Incorporated shall be held each year in June and shall be open to the public.

The election of Board of Directors and Officers shall take place at the Annual Meeting by a simple majority vote of the membership in attendance. The term of Board of Directors and Officers shall begin July 1 following the Annual Meeting and continue for a period of two years or until their successors are chosen.

At the Annual Meeting a single slate of Board of Directors and Officers shall be presented by the Nominating Committee. Additional nominations may be made from the floor provided that prior consent of each nominee has been secured.

Directors and Officers shall be eligible for consecutive terms.

## **ARTICLE 7**

### DUTIES OF OFFICERS

The President shall preside at all meetings, appoint all committees as directed by the organization and carry on all other duties connected with the office.

The Vice President shall assist the President and shall serve as President in the absence of the President.

The Secretary shall record the proceedings of all meetings of the Board of Directors and the Executive Committee, conduct the correspondence of the organization, and shall perform other duties as assigned by the President or the Board of Directors.

The Treasurer shall collect all dues and administer the funds of the organization as directed by the Board of Directors, maintain records for each fiscal year reporting when required to the Board, and shall perform other duties as assigned by the President or the Board of Directors.. The fiscal year shall be July I to June 30.

## **ARTICLE 8**

### COMMITTEES

The President shall appoint chairpersons and members of standing and ad hoc committees.

Standing committees shall be Membership, Finance, Nominating, and Executive. Other committees will be formed as deemed necessary. The President may serve as an ex-officio member of all committees.

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, and other members that the committee may wish to add. The President of the organization shall serve as the chairman of the Executive Committee. The Executive Committee shall have the authority to transact the business of the organization. Any actions taken by the Executive Committee must be ratified by the full board at the next meeting of the Board. The Executive Committee shall meet as needed at the discretion of the President.

## **ARTICLE 9**

### FUNDS AND LIABILITY

No part of the funds of the organization shall inure to the benefit of or be distributable to its individual members, officers or other private persons, except that the organization shall be empowered and authorized to pay reasonable compensation for the services rendered, expenses incurred, and to make payments and distributions in furtherance of the purposes set forth in Article 2 above.

Notwithstanding any other provision of these articles of association, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2)

of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

On dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all assets of the organization according to the provisions of Article 11.

## **ARTICLE 10**

### AMENDMENTS

These By-Laws may be amended and/or revised at the annual meeting of this organization by a two thirds (2/3) majority of the attending members present, provided that advanced notice of such proposed amendments and/or revisions shall have made available to all members.

## **ARTICLE 11**

### DISSOLUTION

The Friends of Connecticut Libraries, Incorporated may be dissolved at any general or special membership meeting by a resolution adopted by an affirmative vote of two thirds (2/3) of the attending members. Notice requirements as provided for in Article 10 of these By-laws shall apply.

Upon dissolution of the corporation, the Board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or such organization or charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court in the County in which the principal office of the corporation is located, exclusively for such purposes.

## **ARTICLE 12**

### PARLIAMENTARY PROCEDURES

Robert's Rules of Order, Newly Revised, when not in conflict with these By-laws, shall govern the proceedings of this organization.

Approved November 6, 1980

Amended June 2, 1981; March 2, 1982; October 6, 1983

Revised and Amended October 2, 1984

Revised and Amended March 5, 1985

Revised and Amended January 1, 1990

Revised and Amended June 4, 1994

Revised and Amended June 12, 1999

Revised and Amended June 8, 2002

Revised and Amended June 9, 2007

Revised and Amended June 9, 2012