

# **Friends of the Beardsley and Memorial Library**

## **By-Laws**

Adopted February 17, 2004

### **Article I**

#### Name and Organization

##### Section 1

The name of this organization shall be the Friends of the Beardsley and Memorial Library.

##### Section 2

The Friends of the Beardsley and Memorial Library is a non-profit, non-sectarian, non-political, organization.

### **Article II**

#### Purpose

##### Section 1

The purpose of the Friends shall be to develop and maintain an association of Library supporters, to heighten awareness of Library services and facilities, to promote public support for the enhancement of Library resources, to develop supplemental funding for the Library and to provide, sponsor or support programs that further Library objectives.

##### Section 2

It is recognized that the administration of the Beardsley and Memorial Library is vested in the Library Board of Trustees, and the Library Director.

### **Article III**

#### Membership

##### Section 1

Membership in this organization shall be open to individuals, organizations and businesses that are in sympathy with the purpose of the Friends.

##### Section 2

One or more membership categories shall be determined by the Board of Directors. Dues shall be set by the Board of Directors. The membership year shall be set by the Board of Directors.

### Section 3

Each member whose dues are current shall be entitled to one vote.

## **Article IV**

### Officers

#### Section 1

The officers of the Friends organization shall be a President, a Vice-President, a Secretary and a Treasurer and such other officers as the Board of Directors may appoint.

#### Section 2

Officers shall be nominated at the annual meeting and elected to a one year term by majority vote of those Friends members present at the annual meeting. The President may serve for not more than four consecutive one year terms.

#### Section 3

The duties of the officers shall be:

- a) The President shall preside at all meetings, including annual meetings and Board of Directors meetings. The President shall be the Chief Executive of the organization and shall direct the administration of business of the organization with the advice of the Library Director and the Library Board of Trustees.
- b) The Vice-President shall preside in the absence of the President and shall perform such duties as requested by the President. In the event of the resignation, incapacitation or death of the President, the Vice-President shall then become President for the remainder of that term of office.
- c) The Secretary shall be responsible for keeping all non-financial records of the organization and shall keep a correct record of meetings of the organization and conduct correspondence as required.
- d) The Treasurer shall be responsible for maintaining financial records of the organization including an accurate record of all funds received, disbursed and on hand, and shall submit a current, audited financial statement at the annual meeting and at other times with a frequency determined by the Board of Directors.

## **Article V**

## Board of Directors

### Section 1

The officers of the Friends organization, along with at least two other individuals to be known as Friends Trustees, along with committee chairpersons shall constitute the Board of Directors. The Library director shall be an ex-officio member of the Board of Directors. The Board of Directors shall be the governing body of this organization and shall manage the general business of the Friends organization, with the President acting as chairperson.

### Section 2

The Friends Trustees shall be nominated at the annual meeting and elected to a one year term by majority vote of those Friends members present at the annual meeting.

### Section 3

The Board of Directors shall meet at the call of the President. Four members of the Board of Directors shall constitute a quorum. Each Director shall have one vote and all questions before the Board of Directors shall be decided by a majority vote of all Directors present at a meeting for which there is a quorum.

### Section 4

Vacancies arising on the Board of Directors shall be filled by simple majority vote of the remaining Board of Directors. Nominations for such vacancies may be made from the general membership.

Interim Board members shall serve until the next election.

## **Article VI**

### Committees

#### Section 1

The Board of Directors shall have the authority to establish and dissolve committees to conduct activities consistent with the purpose of the organization. The President shall have the authority to appoint and remove chairpersons of standing and ad-hoc committees.

#### Section 2

The President is an ex-officio member of all committees with the exception of any Nominating Committee.

## **Article VII**

## Meetings

### Section 1

The Friends organization shall meet annually on a date determined by the Board of Directors, for the purpose of election of officers and Friends Trustees, and for the transaction of such other business as may properly come before the meeting. Public notice shall be made prior to the meeting.

### Section 2

Nominations for officers and Friends Trustees may be made from the general membership. No one shall be nominated without his/her consent.

### Section 3

Additional general membership meetings shall be scheduled as recommended by either special committees or the Board of Directors.

### Section 4

Ten members present and voting shall constitute a quorum for transaction of business of the organization at all general membership meetings.

### Section 5

Each member shall have one vote and all elections and questions shall be decided by a majority vote of all members present at a meeting for which there is a quorum, unless otherwise specified in these by-laws.

### Section 6

The rules contained in Robert's Rules of Order, Revised shall govern all proceedings of the organization, the Board of Directors and committees.

## **Article VIII**

## Funds

### Section 1

Adequate books of account shall be maintained by the Treasurer who shall be responsible thereof. The disbursement of funds from Friends accounts must be authorized by signature of the Treasurer and one other officer.

### Section 2

The Board of Directors shall appoint an auditor, who is not an officer, to audit the Treasurer's books prior to the annual meeting. The audited Treasurer's report will be presented at the annual meeting.

### Section 3

No member of the Friends organization shall be liable except for unpaid dues; and no personal liability shall in any event be attached to any member in connection with any of its undertakings.

### Section 4

The fiscal year of this organization shall be from July 1 to June 30.

## **Article IX**

### Amendments

These By-Laws may be amended at any general membership meeting having a quorum, by a two-thirds vote of the members present, provided that prior public notice of the proposed change was provided.

## **Article X**

### Activities and Dissolution

#### Section 1

Notwithstanding any other provisions of these by-laws, the Friends are organized exclusively for one or more of the following purposes: charitable, literary, or educational pursuits within the meaning of

Section 501 (c) (3) of the Internal Revenue Code of 1954.

#### Section 2

No substantial part of the activities of the Friends organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue code Section 501 (h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

#### Section 3

No part of net earnings of the Friends organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member,

trustee, director or other officer shall be entitled to share in the distribution of any of the assets upon dissolution of the Friends organization.

#### Section 4

In the event of dissolution of the organization, the assets of the organization shall be distributed to the Beardsley and Memorial Library if it is then an exempt organization under the provision of Section 501(c) (3) of the Internal Revenue Code. If the Library is unable, or unwilling, or ineligible to receive the assets, they will be distributed to one or more of the towns of Barkhamsted, Colebrook and Winchester in the State of Connecticut, or for a public purpose or an organization exempt under Section

501 (c) ( 3 ) of the Internal Revenue Code.