

FRIENDS OF THE VOORHEESVILLE PUBLIC LIBRARY BY-LAWS

Article I: Name

The name of this organization shall be the Friends of the Voorheesville Public Library (Friends).

Article II: Purpose

The purpose of the Friends shall be to establish and promote a closer relationship between the Voorheesville Public Library and the general public by:

- a. Maintaining a voluntary non-profit association of persons interested in a vital library system.
- b. Supporting and cooperating with the Library Board of Trustees and the Library Director.
- c. Promoting the use of the Library and increasing its services to all members of the communities it serves.
- d. Organizing and implementing special projects for the Library.
- e. Contributing to the cultural and educational opportunities of the communities it serves.
- f. Receiving and administering funds in furtherance of the Library's purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and invest, reinvest, or deal with the principal or the income thereof in such a manner as will further the goals and objectives of the Library.

To do any other thing or act incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, executive board members or officers.

Article III: Membership

The members of the Friends shall be those persons 18 years or older or organizations who pay annual dues as established by the Executive Board.

Article IV: Meetings of the Membership

Section 1. Annual Meeting of the Membership. The annual meeting of the Friends shall be held once annually at the Voorheesville Public Library, Voorheesville, New York, on a date to be determined by the Executive Board, for the election of officers and other Executive Board members and for the transaction of such other business as may properly come before the meeting.

Section 2. Special Meetings of the Membership. Special meetings of the membership may be called at any time by the Secretary on behalf of the President or may be called on the written request of five members when and if found to be necessary.

Section 3. Notice of Meetings of the Membership. Notice of the time and purposes of meetings shall be communicated to the membership by a written notice posted in the Library as well as at least one of the following: newspaper, a library publication, community postings, and/or electronic means not less than seven days before the meeting.

Section 4. Quorum of the Membership. At any meeting of the members, the presence of at least ten members shall be necessary to constitute a quorum.

Section 5. Voting of the Membership. Each member shall have one vote and all elections and questions shall be decided by a majority vote of all members present. Election of officers and other Executive Board members shall be by ballot, provided that when there is but one nominee for each office, the secretary may be instructed to cast the ballot for the slate as presented.

Section 6. Procedure of Meetings of the Membership. All meetings will be conducted in accordance with Roberts Rules of Order, as revised, and these by-laws.

Section 7. Membership roll. A membership roll showing the list of members as of ten days prior to any membership meeting will be made available at any such meeting. The Membership chair will produce this membership roll. All persons 18 years of age and older appearing on such membership roll shall be entitled to vote at the meeting.

Article V: Executive Board and Committee Chairpersons

Section 1. Number. The officers of the Executive Board of the Friends of the Voorheesville Public Library shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Board will also include the chairs of committees, volunteer coordinator, Library Director (non-voting member), Library Board of Trustees Liaison, and such other members as determined by the Executive Board. Any two or more positions may be held by the same person, except the offices of President and Secretary. The Executive Board may designate other board positions at its discretion.

Section 2. Executive Board Duties. The Executive Board shall manage the general business of the Friends. The specific duties, powers and functions of each member of the Executive Board are described in the document entitled: "Friends of the Voorheesville Public Library: Executive Board Position Descriptions". The "Executive Board Position Descriptions" document may be revised at the discretion of the Executive Board.

Section 3. Nominations and Election of Executive Board. At each annual meeting, the members by majority vote shall elect Executive Board members. Nominations may be made from the floor by any member provided the consent of the nominee has been secured.

Section 4. Term of Executive Board Members. All Executive Board members shall serve for a term of two years. Consecutive terms may be served by the same individual, until their successors are elected or appointed.

Section 5. Vacancies. All vacancies shall be filled for the remainder of any unexpired term by majority vote of the Executive Board.

Section 6. Removal and Resignation. Any Executive Board member elected or appointed may be removed by the Executive Board with cause. Cause shall include failure to attend three consecutive meetings without notification. In the event of death, resignation, or removal of a member of the Executive Board, the Board in its discretion may appoint a successor to fill the unexpired term.

Section 7. Committees. The following regular committees shall be maintained: Membership, Hospitality, Fund-raising. The Executive Board may designate other committees as needed.

Section 8. Meetings of the Executive Board. The meetings of the Executive Board generally are held monthly, except for the month of August, on a date to be determined by the Executive Board.

Section 9. Quorum. Unless otherwise provided for in the Certificate of Incorporation, a majority of the voting members of the Executive Board shall constitute a quorum for the transaction of business or of any specified items of business.

Section 10. Action by the Executive Board. The Executive Board is responsible for the general oversight and management of the Corporation and for the maintenance of its purposes and objectives. Unless otherwise required by law, the vote of the majority of the voting members of the Executive Board present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each voting member of the Executive Board present shall have one vote.

Section 11. Action by Executive Board Members without a Meeting. Whenever Executive Board members are required or permitted to take any action by vote, such action may be taken without a meeting if notification setting forth the action to be taken is sent to all Executive Board members via electronic means and a majority of Executive Board members cast votes. Any Board members who does not have access to electronic mail will be contacted by telephone and the President or Secretary may take the Board member's vote by phone.

Section 12. Proxies. Every member of the Executive Board entitled to vote may authorize another person or persons to act for them by proxy. Every proxy must be signed by the member or sent by electronic means. No proxy shall be valid after the expiration of one month from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Article VI: Funds and Compensation

All funds shall be deposited to the account of the Friends of the Voorheesville Public Library and shall be disbursed by the President, Treasurer, or other Board member as authorized by the Executive Board. The Treasurer shall give an annual financial report at the annual meeting. Purchases from the Friends' funds for the Library shall be made in accordance with the policies of the Library Board of Trustees. No member of the Friends as such shall receive any of its earnings or profits or be paid a salary, except reasonable compensation for expenses personally incurred. No person shall be entitled to share in the distribution of any corporate assets upon dissolution. Upon dissolution, the surplus assets of the Friends shall be distributed to the Library Board of Trustees of the Voorheesville Public Library. If unable to dispose of the funds to the Voorheesville Public Library, then they will be disbursed to a similar charitable organization, as directed by the Certificate of Incorporation.

Article VII: Indemnification / Governance

The Corporation shall, as expenses are incurred, indemnify any and all of its officers, Executive Board members, committee members, agents, administrators or any other person made a party to an action or proceeding, whether civil or criminal, either instituted or threatened, in which they or any of them are made parties or a party by reason of being or having been officers, Executive Board members, committee members, agents, or administrators of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in any capacity at the request of this Corporation, except in relation to matters as to which such officer, Executive Board member, committee member, agent, administrator or other person shall be adjudged in such action or proceeding of misconduct in the performance of duty. The indemnification provided for herein shall be against judgments, fines, amounts paid in settlement, and all reasonable expenses including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeals therein, and the word "expenses" contained in the first sentence of this Bylaw shall be construed to include all the same.

Nevertheless, such indemnification shall be made if a majority of the disinterested Executive Board members of the Corporation, upon a review of the circumstances, finds that such officer, Executive Board member, committee member, agent, administrator or other person either severally or jointly acted in the opinion of such disinterested Executive Board members, in good faith for the Corporation or for a purpose which he or she or they reasonably believed to be in the best interest of the Corporation, and in the case of criminal actions or proceedings had, in addition, no reasonable cause in the opinion of said disinterested Executive Board members, to believe that his or her or their conduct was unlawful. Such indemnification shall include judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys, fees actually and necessarily incurred as a result of any action or proceeding or any appeal therein, and on the case of officers and Executive Board members of the Corporation, to the extent and in the manner authorized by Article 7 of the Not-for-Profit Corporation Law of the State of New York. Such indemnification shall not be deemed exclusive of, but shall be in addition to, any other rights to which those indemnified may be entitled under any law, Bylaws, agreement, vote of the Corporation's Executive Board, or otherwise, and shall inure to the benefit of their heirs, executors, and administrators.

Article VIII: Construction

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions in the Certificate of Incorporation shall govern.

Article IX: Amendment

The By-laws may be amended, altered, or repealed at any meeting of the Executive Board by a two-thirds vote of the voting members present given that the following requirements have been met. Notification of all changes to the bylaws must be available in the library at least thirty days prior to any meeting to change the bylaws. In addition, members must be notified of the meeting date at least thirty days prior to such meeting, and a copy of the motion must be put in the library newsletter.

CERTIFICATION

I, Michele Reilly, the President of the Friends of the Voorheesville Public Library, Inc., do hereby certify that the foregoing By-Laws constitute a true and correct copy of the By-Laws of the Corporation duly adopted at a meeting of the Executive Board on February 23, 2009 and the same have not been rescinded or modified.

Michele Reilly

ADAPTED FROM: Friends of the Voorheesville School District Library By-Laws, 1998, and Friends of the Willoughby Wallace Memorial Library, Inc., [www. Cslib.org/focl/wallace.html](http://www.Cslib.org/focl/wallace.html)

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Kristen King, Legal Counsel to the Friends, 765-3029, Kaking@capital.net