

FRIENDS OF THE VOORHEESVILLE PUBLIC LIBRARY BYLAWS

Article I: Name

The name of this organization shall be the Friends of the Voorheesville Public Library (FOL or Organization)

Article II: Purpose

The purpose of the FOL 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, cooperating and pursuing consensus 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, device, 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 goals and objectives of the Library.
- g. Doing 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, Board of Directors members or officers.

Article III: Membership

The members of the FOL shall be those persons 18 years or older or organizations who pay annual dues as established by the Board of Directors (Board).

Article IV: Meetings of the Membership

Section 1. Annual Meeting of the Membership. The annual meeting of the members of the FOL shall be held once annually at the Voorheesville Public Library, Voorheesville, New York, on a date to be determined by the Board of Directors, for the election of officers and other 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 Voorheesville Public 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 Board of Directors 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 bylaws.

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: Board of Directors and Committee Chairpersons

Section 1. Number. The Board of Directors (Board) of the Friends of the Voorheesville Public Library shall consist of no fewer than 7 and no more than 11 Board members. All Members of the Board shall be voting members. Board members shall include the President, Vice President, Secretary, Treasurer, Library Liaison, and at least 2 Members-at-Large. The Library Director or a designee may attend any meeting of the Board of Directors or any FOL Committee. The Board of Directors may name as many as six Members-at-Large. A person holding two or more positions shall have only one vote and shall count as a single member for purposes of this paragraph and for a quorum.

Section 2. Board of Directors Duties. The Board shall manage the general business of the FOL. The specific duties, powers and functions of each member of the Board are described in Article VII: Board of Directors Position Descriptions. The Board has the discretion to revise the "Board of Directors Position Descriptions" pursuant to Article X.

Section 3. Nominations and Election of Members of the Board of Directors. At each Annual Meeting of the membership, the members by majority vote shall elect 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 Members of the Board of Directors. All 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 Board of Directors.

Section 6. Removal and Resignation. Any Board of Directors member elected or appointed may be removed by the Board for 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 Board, the Board in its discretion may fill the unexpired term pursuant to Article V. Section 5. Vacancies.

Section 7. Committees. The following regular committees may be maintained: Membership, Hospitality, and Publicity. The Encore Books committee shall be maintained. The Board of Directors may designate other committees as needed.

Section 8. Meetings of the Board of Directors. The Board shall meet at least nine times per year, generally monthly, on dates to be determined by the Board.

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

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

Section 11. Action by Board of Directors without an In-Person Meeting. Whenever Board members are required or permitted to take any action by vote, such action may be taken without an in-person meeting if notification setting forth the action to be taken is sent to all Board members via electronic means and a majority of Board members cast votes. Any Board member 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 Board of Directors entitled to vote may authorize another Board member to act for them in proxy. Every proxy must be signed by the member or sent by electronic means and provided to the Secretary of the Board who shall note the proxy in the minutes. 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 Board of Directors. The Treasurer shall give an annual financial report at the Annual Meeting of the Membership. Purchases from the FOL's funds for the Library shall be made in accordance with the policies of the Library Board of Trustees. No member of the FOL 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 FOL 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: Position Descriptions

A. Board of Directors

President (Officer)

The President sets the agenda for meetings of the Board of Directors and any general membership meeting; calls to order and presides over the meetings of the membership and of the Board of Directors; requests and receives committee reports; will be signatory of the FOL bank account and may sign checks at the request of or in the absence of the Treasurer.

Vice-President (Officer)

The Vice President becomes the President if that office becomes vacant, assists the President in the performance of his/her responsibilities and acts for him/her in case of temporary unavailability.

Secretary (Officer)

The Secretary keeps official minutes of meetings of the Board of Directors and of general meetings of the membership and maintains the permanent file of FOL documents (bylaws, minutes, etc.)

Treasurer (Officer)

The Treasurer receives and deposits funds in the FOL bank account; draws checks, maintains the bank records, and keeps and reports to the Board and membership on all necessary financial records for the FOL.

Library Liaison

The Library Liaison shall be the representative of the Library Administration and the Library Board of Trustees on the FOL Board, as well as the representative of the FOL at the Trustees' meetings. The Library Liaison shall be responsible for scheduling the use of library facilities for the FOL's meetings, book sales, and other events and activities, and otherwise facilitating cooperation and coordination of the FOL's activities with those of the library administration and staff and the Board of Trustees.

Members-at-Large

The Members-at-Large keep the President informed on issues affecting the Voorheesville Public Library and the FOL.

B. Committee Chairs

Encore Books Chairperson

The Encore Books Chairperson shall oversee the operation of Encore Books and other FOL book sales and shall report regularly to the Board on Encore Books operations. The Board may designate an Encore Books Coordinator who shall manage the operation of Encore Books and other book sales, including the acceptance and sale and/or distribution of donated books and other materials, in cooperation with the Encore Books Chairperson and the Library Liaison. The Board may designate the same individual as Encore Chairperson and Encore Coordinator. The Board may also designate an Encore Books Assistant Coordinator.

Hospitality Chairperson

The Hospitality Chairperson arranges for suitable refreshments and cleanup to be provided at public library events.

Membership Chairperson

The Membership Chairperson works with the Board of Directors to organize an annual campaign for acquiring new members and for notifying existing members to renew their membership. The Membership Chairperson also maintains the official list of names and addresses of membership.

Publicity Chairperson

The Publicity Chairperson collaborates with the Board of Directors and Library Liaison in bringing notice of library events, especially those sponsored by the FOL, to the attention of library patrons and the community at large.

Article VIII. Indemnification / Governance

To the fullest extent permitted by law:

(a) The organization, Friends of the Voorheesville Public Library, will indemnify any person (and that person's heirs, executors, guardians, administrators, assigns and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of the Organization or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the person is or was a director or officer of the Organization. Such indemnification shall be for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or that person's heirs, executors, guardians, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Organization will indemnify any person seeking indemnification in connection with an action,

suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was appropriate to the duties of such director or officer of the Organization.

(b) No indemnification will be made to or on behalf of a director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

(c) Any indemnification made pursuant to this Article will be authorized according to the procedures set forth in Section 723 of the NPCL.

(d) The Organization will pay expenses as incurred by any person described in subsection (a) of this Article in connection with any action, suit, proceeding, or inquiry described in subsection (a) of this Article; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Organization of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

(e) The Organization may purchase and maintain insurance on behalf of any person described in subsection (a) of this Article against any liability asserted against that person, whether or not the Organization would have the power to indemnify the person against that liability under the provisions of this Article or otherwise.

(f) The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article will be deemed to be a contract between the Organization and each director or officer who serves in such capacity at any time while this Article and the relevant provisions of the laws of the State of New York and other applicable law, if any, are in effect, and any repeal or modification of this Article will not adversely affect any right or protection of any person described in subsection (a) in respect of any act or omission occurring prior to the time of the repeal or modification.

(g) If any provisions of this Article will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) of this Article may otherwise be entitled or permitted by contract, the Certificate or Incorporation, vote of the Board, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding such office, it being the policy of the Organization that indemnification of any person described in subsection (a) of this Article will be made to the fullest extent permitted by law.

(h) The Organization may, by vote of the Board, provide indemnification and advancement of expenses to current or former employees and agents of the Organization.

Article IX: Construction


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

Article X: Amendment

The bylaws may be amended, altered, or repealed at any meeting of the Board of Directors by a two-thirds vote of the 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 notice of the motion and availability of the proposed revised bylaws must be published in the library newsletter.

CERTIFICATION

I, Julie Ruhren, the President of the Friends of the Voorheesville Public Library, Inc., do hereby certify that the foregoing bylaws constitute a true and correct copy of the amended bylaws of the Organization duly adopted at a meeting of the Board of Directors on April 7, 2025 and the same have not been rescinded or modified.


Julie Ruhren
April 7, 2025
(Date)