

Friends of the DeWitt Community Library, Inc.

BY-LAWS

November 1999

Article I - Name

Section 1. The name of the organization shall be Friends of the DeWitt Community Library, Incorporated.

Article II - Purpose

Section 1. The purpose of the organization shall be to maintain an association of persons interested in the DeWitt Community Library; to focus public attention on its resources and services; to receive and encourage gifts, endowments and bequests to the Library; to support and cooperate with the Library in developing library services and facilities for the community; and to support the freedom to read as expressed in the American Library Association Bill of Rights.

Section 2. No part of the net earnings of the organization shall inure to the benefit of any member, trustee, official or individual. The organization shall not engage in propaganda or intervention in any political campaign on behalf of any candidate for public office. No substantial part of the activities of the organization shall involve attempts to influence legislation.

Article III - Membership

Section 1. Membership in the organization shall be open to any individual, association, organization or corporation interested in the purpose of the organization. Membership is active upon payment of annual dues fixed by the Board of Directors.

Section 2. Membership dues and classifications shall be reviewed and revised, as needed, by the Board of Directors.

Section 3. Each individual member, and up to two representatives of each family, association, organization and corporate member, in good standing, shall be entitled to one vote on each matter submitted to a vote at any meeting of the members.

Article IV - Meetings

Section 1. An annual meeting of the members shall be called each year by the Board of Directors for the purpose of reporting on the previous year's activities and plans for the current year and electing of Board members.

- Section 2. Written notice of the annual meeting and the business to be transacted thereat, stating the time and place of the meeting, shall be sent to each member, at least 14 days in advance of the meeting.
- Section 3. A minimum of three members present at any regularly scheduled meeting shall constitute a quorum for the transaction of any business, which may properly come before the meeting. The acts of a majority of the members present shall be the acts of all members.

Article V - Board of Directors

- Section 1. The Board of Directors shall have full power to conduct, manage and direct the business and affairs of the organization.
- Section 2. The Board of Directors shall consist of at least 5 but not more than 25 directors elected by a majority vote of members present at the annual meeting. Each director shall be elected for a three-year term. Directors may not serve more than two full consecutive terms in the same position.
- Section 3. The President may appoint a nominating committee composed of a minimum of three voting members of the organization, two of whom shall be members of the Board of Directors. The committee shall present nominations to the Board at the Board meeting prior to the annual meeting. The names of those nominated to fill expired terms shall be sent to the general membership with the notice of the annual meeting. Elections shall be held at the annual meeting and the new Board members shall assume their duties at the close of the annual meeting.
- Section 4. The Board of Directors shall have the discretion to fill vacancies on the Board by a majority vote of the remaining members of the Board. A Board member so elected shall serve for the remainder of the unexpired term and be eligible to serve for two additional three-year consecutive terms.
- Section 5. Board meetings shall be held on a regular schedule as determined by the Board. Special meetings of the Board may be called at the discretion of the President. Notice of the time and place of the Board Meetings shall be given to each Board member not less than seven days before the time of such meeting.
- Section 6. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of any business which may properly come before the meeting. A minimum of three members of the Board of Directors shall be required to conduct a meeting. The acts of a majority at such a Board meeting shall be the acts of the Board.

Section 7. The duties of each member of the Board of Directors include, but are not limited to, attendance at meetings, participation in programs and projects, and service on a committee. Each member of the Board of Directors who is not serving in the position of an officer shall serve on a special or standing committee of the organization.

Section 8. A member of the DeWitt Community Library Board of Trustees shall serve on the Board of the organization, with voice but no vote. That person shall be assigned by the President of the Library Board of Trustees and shall report back to the Board of Trustees of the work of the organization.

Article VI - Officers

The officers of the organization shall be a president, a vice president, a secretary, a treasurer, and such other officers as the Board of Directors may appoint, all of whom shall be members of the Board. All officers shall be elected by the Board from its members at the first meeting of the Board after the Annual Meeting. A majority vote of the Board members present is required. In addition to the powers and duties set forth in these by-laws, each officer shall have such additional powers and duties as the Board may determine.

Article VII - Duties of Officers

Section 1. The President shall be the chief executive officer of the organization and shall preside over and conduct meetings of the members and of the Board of Directors; shall appoint committee chairmen and be an ex-officio member of all committees except the nominating committee.

Section 2. The Vice President shall perform the duties of the president in the absence of the president and assist the president as requested.

Section 3. The Secretary shall take attendance and minutes at all meetings of the members and the Board of Directors; and shall send meeting notices and other correspondence of the organization.

Section 4. The Treasurer shall keep and maintain a permanent record of the funds of the organization and all transactions involving money of the organization.

Article VIII - Executive Committee

Section 1. The executive committee shall consist of the officers of the organization. The Director of the DeWitt Community Library shall serve, without voting privileges, as an ex-officio member of the executive committee.

- Section 2. The President of the Board of Directors shall serve as chairperson of the executive committee. The executive committee may meet as determined by the President. A majority of the members of the executive committee shall constitute a quorum.
- Section 3. The executive committee shall have the power of the governing board between meetings of the Board of Directors, and actions of the executive committee shall be reported to the Board of Directors for ratification at the next meeting.
- Section 4. In addition to the above duties and other duties provided in these by-laws, the officers shall have such authority and perform such duties in the management of the Friends as may be provided by the Board.

Article IX - Committees

The Board of Directors may, by resolution adopted by a majority of the Board members, establish standing or ad hoc committees. Each committee shall serve at the pleasure of the Board.

Article X - General Funds and Liability

- Section 1. General funds shall be deposited to the master account of the Friends of the DeWitt Community Library and shall be disbursed by the treasurer upon the authorization of the Board of Directors.
- Section 2. The fiscal year shall be the calendar year. The treasurer, in consultation with the Executive Committee, shall prepare an annual budget during the last quarter of the year to reflect the best estimate of the expenses and income of the organization for the next year. This proposed budget shall be presented to the Board for approval or revision. The approved budget shall be submitted for adoption by the organization at the annual meeting along with a report of the prior year's financial statements.
- Section 3. To the fullest extent that the laws of New York permit elimination or limitation of the liability of members of the Board of Directors, no Board member or officer shall be personally liable for monetary damages as such for any action taken or any failure to take action as a Board member.
- Section 4. Neither the Board of Directors nor the officers shall have any authority to borrow money or incur any indebtedness or liability, other than current expenses, in the name of or on behalf of the organization.

Article XI - Amendments

These by-laws may be amended, upon recommendation of the Board of Directors, at any meeting of the members, after notification in writing to each member at least 14 days before the meeting at which the voting is to take place. A committee shall be formed at least every three years to review the by-laws.

Article XII - Dissolution

In the event of dissolution of the Friends of DeWitt Community Library, Inc., and after payment of all the liabilities of the Corporation, all real and personal property then owned by the Corporation shall be conveyed, transferred and paid over to such charitable corporations or purposes in such shares, amounts and proportions as the governing board shall select and determine as being most in furtherance of the Corporation's purposes, as stated in Article II. In no event shall any of the assets of the Corporation accrue to the individual benefit of any member of the governing board, officer, member, or any other private individual except that the governing board may, in their discretion, may reimburse members of the governing board and officers for reasonable out-of-pocket expenses.

Revised and approved June 2000
Revised and approved January 2005
Revised and approved December 2008
Revised and approved August 2012