

BYLAWS OF THE FRIENDS OF THE SCHENECTADY COUNTY PUBLIC LIBRARY

ARTICLE I: NAME

The name of this organization shall be The Friends of the Schenectady County Public Library and subsequently referred to as The Friends.

ARTICLE II: PURPOSE

The purpose of this organization shall be:

- to maintain a voluntary non-profit association of persons interested in a vital, modern library system;
- to advocate for the library as an institution providing for the cultural and intellectual needs of the community;
- to develop an informed interest in library services, facilities, and needs of the Schenectady County Public Library;
- to promote the widest use of library services at all ages and interest levels;
- to initiate new and experimental services and to provide support for special projects not funded by the County;
- to contribute to the cultural opportunities of Schenectady County;
- to encourage and support professional education within the library staff;
- to stimulate, receive and administer gifts, memorials, endowments and bequests of funds.

The Friends do not underwrite for extended periods any undertakings which are the County's responsibility.

ARTICLE III: MEMBERSHIP

Section 1: Any individual, family or organization interested in the objectives of this organization may become a member upon payment of an annual contribution.

Section 2: Holders of a membership are entitled to all the privileges of membership.

Section 3: The fiscal year shall run from January 1 to December 31.

Section 4: Membership contributions shall be payable upon renewal request.

Section 5: Any member who has not renewed in two renewal years shall have their name removed as a Friend of the Schenectady County Public Library.

ARTICLE IV: Officers

The elected officers of this organization shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer, and such other elected officers as the Board of Directors may from time to time deem necessary as elected by the membership. All officers must be elected members of the Board of Directors by a vote of the general membership.

ARTICLE V: DUTIES OF OFFICERS

The elected officers shall have the usual duties and powers exercised by officers of all voluntary, non-profit organizations.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: General management of The Friends of the Schenectady County Public Library shall be vested in a Board of Directors of normally not fewer than 17 members, excepting ex officio members. All members of the Board of Directors shall be members of The Friends.

Section 2: The Director of the Library, the President of the Schenectady County Public Library Board of Trustees, or his or her designee, and a designated staff liaison, shall be ex officio members of the Board of Directors, having voice but no vote.

Section 3: The Director of the Schenectady County Public Library shall act as advisor to the Board of Directors.

Section 4: One more than half of the current Directors shall constitute a quorum of the Board of Directors.

Section 5: The Board of Directors shall meet at least six times a year, upon the call of the President or any five members of the Board of Directors. Notice of the time and place of regular Board of Directors meetings shall be communicated at least two weeks before the meeting. Notice of a special Board meeting shall be communicated at least one week before the meeting.

Section 6: Officers and members of the Board of Directors shall serve without remuneration except for expenses duly authorized by the Board of Directors.

Section 7: Any Board member who fails to attend three consecutive regular meetings without excuse shall be deemed to have resigned. The Board shall instruct the Secretary to inform the member in writing that his or her resignation has been accepted according to the Bylaws, Article VI, Section 7.

Section 8: If an officer or Board member believes he or she has or may have a conflict of interest on an issue before the Board, it shall be made known to the Board. Once disclosed, it shall not necessarily preclude the officer or Board member from participating in any discussion or vote on the issue.

ARTICLE VII: ELECTIONS

Section 1: Officers shall be elected at each annual meeting. A majority of those members present and voting shall be necessary for election. Members in good standing shall be entitled to one vote.

Section 2: Brief biographies of the proposed candidates will be published in the newsletter prior to the annual meeting.

Section 3: A single slate of nominations of officers and other directors shall be proposed by the Nominating Committee at the annual meeting. Nominations may be made from the floor provided the consent of the nominee has been secured.

Section 4: The term of elected officers shall be one year. Officers, other than the Treasurer, may be elected to not more than two successive terms. An officer may serve more than two terms if a successor is not found. The terms of the officers shall run from annual meeting to annual meeting.

Section 5: At each annual meeting, directors shall be elected to vacancies for terms of three years. Directors may not serve for more than two full terms consecutively.

Section 6: In the event of a vacancy in any elected position, the Board of Directors may elect a member to fill the position for the unexpired term.

ARTICLE VIII: COMMITTEES

Section 1: The standing committees shall include Executive, Membership, Program, Public Relations, Finance, Gifts and Endowment, Nominating, Bookstore, Newsletter, Online Sales, Book Sales, and Archives and other standing or ad hoc committees as deemed necessary from time to time by the Board of Directors. The duties of the committees are described in the committee guidelines.

Section 2: Chairpersons of standing and ad hoc committees, with the exception of the Nominating Committee, shall be appointed ex officio members by the President, having a voice but no vote. Chairpersons of standing committees need not be selected from among current members of the Board of Directors, but shall be appointed to the Board, provided that the membership of the Board including chairpersons shall not exceed 25 total members.

Section 3: Committee chairpersons, with the exception of the chairperson of the Nominating Committee, shall appoint their own committee members.

Section 4: The Nominating Committee, an elected standing committee, consists of five members, three of whom are members of the Board of Directors. The three Board members of the Nominating Committee are elected by the Board. Two non-Board members of the Nominating Committee are elected at the annual meeting and serve until the next annual election. The Membership Chairperson shall be an ex officio member of the Nominating

Committee. Only two Board members of the Nominating Committee may serve for two consecutive terms.

Section 5: The Chairperson of the Nominating Committee is chosen by the Nominating Committee from its elected members. Vacancies in the Nominating Committee occurring in the interim between annual elections shall be filled by the Committee.

Section 6: The Executive Committee shall consist of the elected officers of the organization, Past President, and two other Directors elected annually by the Board of Directors.

Section 7: No committee chairperson or member of a committee shall have any authority to make any contract, or to incur any indebtedness, obligation, or liability in the name of, or on behalf of The Friends without the authority and approval of the Board of Directors.

ARTICLE IX: FUNDS

Section 1: All funds shall be deposited to the account of, or invested in the name of The Friends of the Schenectady County Public Library and shall be disbursed by the Treasurer or President or Assistant Treasurer(s) as authorized by the Board of Directors.

Section 2: The Treasurer's accounts shall be audited annually by an agent who is not a member of the Board of Directors. The Treasurer shall present a written financial report at the annual meeting of The Friends.

Section 3: No personal liability shall attach to any member of The Friends in connection with any of the undertakings of this organization. Any and all liability of The Friends shall be limited to its deposited funds.

Section 4: In case of dissolution of The Friends of the Schenectady County Public Library, after all outstanding debts have been paid, the remaining assets shall be assigned to the Board of Trustees of the Schenectady County Public Library for the purposes of the library.

ARTICLE X: MEETINGS

Section 1: The annual meeting of The Friends shall be held each Spring, at a time to be determined by the Board of Directors, for the election of officers and directors, and for the transaction of other business.

Section 2: A special meeting of The Friends may be called at any time by the President, by seven members of the Board of Directors, or by twenty members of the organization. The purpose of the special meeting shall be specified in the notice to the membership. At least seven days' notice shall be given.

Section 3: Twenty-five members shall constitute a quorum at any annual or special meeting of The Friends.

Section 4: Notice of the time and place of any official meeting of The Friends shall be communicated not less than one week before the meeting.

Article XI: AMENDMENTS

These bylaws may be amended at any regular or special meeting by a two-thirds vote of the members present and voting, a quorum being present. Notice, including the proposed amendment, shall be communicated to members at least two weeks before the meeting at which the vote is to take place.

ARTICLE XII: PARLIAMENTARY PROCEDURES

The most current edition of Robert's Rules of Order shall govern the proceedings of this organization.

Adopted	April 21, 1966
Amended	April 22, 1968
	June 30, 1969
	April 21, 1983
	April 17, 1988
	May 04, 1995
	April 15, 1997
	April 20, 2004
	October 20, 2015
	April 06, 2017
	April 10, 2018