

## **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 ("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 Schenectady County Public Library (the "Library") as an essential institution providing for the literacy, technology, cultural and intellectual needs of the community;
- to develop an informed interest in the services, facilities, and needs of the Library;
- to promote the widest use of Library services at all ages and interest levels;
- to provide support for special projects not funded by Schenectady County ("the County");
- to contribute to the cultural opportunities of the County;
- to encourage and support professional education within the Library staff; and
- to stimulate, receive and administer gifts, memorials, endowments and bequests of funds.

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

### **ARTICLE III: MEMBERSHIP; MEETINGS OF THE 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: Membership contributions shall be payable upon renewal request.

Section 4: Any member who has not renewed in two renewal years shall cease to be a member and shall have their name removed as a Friend of the Schenectady County Public Library.

Section 5: The annual meeting of membership shall be held each Spring, at a time and place to be determined by the Board of Directors, for the election of officers and directors, and for the transaction of other business.

Section 6: A special meeting of the membership may be called at any time by the President, by seven members of the Board of Directors, or by twenty members of The Friends. The purpose of the special meeting shall be specified in the notice to the membership.

Section 7: One hundred members or ten percent of the membership, whichever is less, shall constitute a quorum at any annual or special meeting of the membership. Any action by the membership shall require the vote of a majority of those members present at a meeting at which a quorum is present. Members in good standing shall be entitled to one vote.

Section 8: Notice of the time and place of any annual or special meeting of the membership shall be communicated to the membership not less than one week before the meeting.

#### ARTICLE IV: OFFICERS

Section 1: The Officers of The Friends shall be a President, Vice President, Secretary, and Treasurer, and such other Officers as the Board of Directors may from time to time deem necessary. All Officers must be elected by the membership and must be elected members of the Board of Directors by a vote of the membership.

Section 2: The Officers shall have the usual duties and powers exercised by officers of all voluntary, non-profit organizations.

#### ARTICLE V: BOARD OF DIRECTORS

Section 1: General management of The Friends shall be vested in a Board of Directors consisting of normally not fewer than 17 persons, excepting ex officio Directors. All voting Directors must be members of The Friends.

Section 2: The Director of the Library, the President of the Library's Board of Trustees, or his or her designee, a designated Library staff liaison and the immediate past President of The Friends, shall be ex officio members of the Board of Directors, having voice but no vote. If the Library has Co-Directors, the Co-Directors shall designate which of them shall serve on the Board of Directors of The Friends.

Section 3: The Director (or designated Co-Director) of the Library shall act as an advisor to the Board of Directors.

Section 4: A majority of the entire Board shall constitute a quorum of the Board of Directors. As used in these Bylaws, "entire Board" means the total number of Directors entitled to vote who

were elected at the most recently held election of Directors as well as any Directors whose terms have not yet expired.

Section 5: The Board of Directors shall meet at least five 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 reimbursement of expenses duly authorized by the Board of Directors.

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

Section 8: If a Director believes he or she has or may have a conflict of interest on a matter before the Board, the Director shall disclose it to the Board and the matter shall be addressed in accordance with the procedures set forth in The Friends' Conflict of Interest Policy.

#### ARTICLE VI: ELECTIONS

Section 1: Officers shall be elected every two years at an annual meeting of the membership.

Section 2: Brief biographies of the proposed candidates for Officers and Directors shall be published in The Friends' newsletter prior to the annual meeting.

Section 3: A single slate of nominations of Officers and elected 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 two years, commencing at the annual meeting at which they are elected. Officers, other than the Treasurer, may be elected to not more than two full terms consecutively in the same office. However, an Officer may serve more than two consecutive terms if a successor nominee is not found.

Section 5: At each annual meeting of the membership, Directors shall be elected to fill vacancies for terms of three years. Directors may not serve for more than two full terms consecutively; provided, however, that if an Officer's term as an Officer extends beyond such Officer's term as a Director, such Officer's term as a Director shall be automatically extended for the length of the term as an Officer.

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

#### ARTICLE VII: COMMITTEES

Section 1: The standing committees of The Friends shall include Executive, Membership, Program, Publicity, Finance, Gifts and Endowment, Nominating, Newsletter, Book Sales and other standing 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 by the President. Chairpersons of standing committees need not be selected from among current members of the Board of Directors, but shall upon appointment become ex officio members of the Board.

Section 3: Committee chairpersons, with the exception of the chairperson of the Nominating Committee, shall appoint their own committee members, who need not be members of the Board but must be members of The Friends.

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 from among the members of the Friends at the annual meeting of the membership and serve until the next annual meeting. The chairperson of the Membership Committee shall be an ex officio member of the Nominating Committee, with vote. Not more than two Directors serving on the Nominating Committee may serve for two consecutive terms on the Nominating Committee.

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

Section 6: The Executive Committee shall consist of the Officers of The Friends, the immediate past President of The Friends, and two other voting 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 VIII: FISCAL YEAR; FUNDS

Section 1: The Friends fiscal year shall be the calendar year.

Section 2: 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 3: The Treasurer's accounts shall be reviewed annually by a person 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 4: 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 5: In case of dissolution of The Friends, after all outstanding debts have been paid, The Friends' remaining assets shall be distributed to the Board of Trustees of the Schenectady County Public Library to be used for the programs of the Library.

#### Article IX: AMENDMENTS

These bylaws may be amended at any regular or special meeting of the membership 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 X: PARLIAMENTARY PROCEDURES

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

Adopted Amended

April 21, 1966 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 May 4, 2023