



# Friends of the Youngstown Free Library

## **BYLAWS OF THE FRIENDS OF THE YOUNGSTOWN FREE LIBRARY, INC.**

### ARTICLE I – Name

The name of this Corporation shall be The Friends of the Youngstown Free Library, Inc., hereinafter referred to as “Friends.”

### ARTICLE II – Purposes of Corporation

1. To maintain an organization of persons interested in the collections, facilities, and needs of the Youngstown Free Library.
2. To stimulate gifts, contributions and community-based financial support of the Youngstown Free Library.
3. To provide and enrich the cultural advantages for the citizens of the Village of Youngstown, New York and the Town of Porter, New York.
4. To publicize the activities and resources of the Youngstown Free Library for the citizens of the Village of Youngstown and the Town of Porter.

### ARTICLE III – Members

Section 1 – Any individual, business firm or other group that subscribes to the purposes of the Corporation may become a member of the Friends, upon acceptance by the Board of Directors or its designee and subject to compliance with the bylaws. The Board shall designate from time to time the procedure for application, acceptance of members, and annual dues or other requirements for membership. The Board shall accept members without regard to age, race, color, creed, religion, gender, sexual preference, or national origin.

Section 2 – The Friends shall conduct an annual enrollment and renewal of memberships, but persons, business firms and other groups may be admitted to membership at any time. The Board shall accept eligible members within 30 days of application and shall keep a record of members.

Section 3 – Members shall be eligible to vote at membership meetings and to serve as Directors, Officers, and on committees formed by the Board of Directors.



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Section 4 – Each member shall pay annual dues, as determined by the Board of Directors.

ARTICLE IV – The Board of Directors, Officers, Executive Committee – their election and terms

Section 1 – The governing body of the Friends shall be the Board of Directors.

Section 2 – Board of Directors

There shall be no fewer than 10 and no more than 15 Directors. New Directors shall be elected at the Annual Meeting or at other intervals by a majority vote of the Board of Directors. The Directors shall follow a staggered-term system wherein each Director shall serve a three-year term. As nearly as possible, each year, the Board shall be divided into three classes in which one class has three years to serve, one, two years, and one, one year. No Director shall be eligible for election for more than three consecutive three-year terms except when automatically extended until the end of his/her term as an Officer. If a Director shall miss two consecutive meetings of the Board of Directors, without excuse, the Secretary shall inform that Director by written notice that failure to attend the next regularly scheduled meeting of the Board, without excuse, will result in termination from the Board. A member of the Library Trustees and the Library Director shall serve as members ex officio with no voting powers. Only members of the Friends shall serve as Directors.

Section 3 – Nominations

Nomination of Directors and Officers shall be made at the Annual Meeting or at other intervals by a majority vote of the Board of Directors by a Nominating Committee. The Nominating Committee shall consist of a chairman and two members appointed by the President at least four months before the Annual Meeting and have a term of 1 year. At least one of the three members of the Nominating Committee shall be a nonmember of the Board of Directors. The Nominating Committee will present the proposed nominee(s) to the Board at each November meeting. A majority vote is required to approve the nominee(s). With permission of the nominee, who must be present or submit written consent, nominations by members may be made from the floor. All nominees shall be members in good standing.

Section 4 – Officers

The Officers of the Friends shall be President, Vice President, Secretary, and Treasurer. All Officers must be current members of the Board of Directors. Terms of office shall begin when elected at an Annual Meeting and shall continue for two years for the



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President, Vice President, and Secretary, and for three years for the Treasurer. No Officer shall be eligible for election to the same office for more than two consecutive terms. Every effort shall be made to ensure that terms of all Officers do not expire at the same time. Membership on the Board of Directors shall be automatically extended until the end of an Officer's term of office.

## Section 5 – Executive Committee

The Officers shall constitute the Executive Committee.

## Section 6 – Vacancies

In case by reason of death, resignation or any other reason, a vacancy shall occur during the term of an Officer or a Director, the vacancy shall be filled for the remainder of the term by resolution accepted by the majority of the Board of Directors.

## ARTICLE V – Duties of the Board of Directors, Executive Committee and Officers

Section 1 – The Board of Directors shall have full power to implement all regular business and to set policies and procedures between Annual Meetings.

Section 2 – The Executive Committee shall have the power, when necessary and at the call of the President, to act for the Board of Directors between regular meetings. Any action taken shall be reported to the Board at its next meeting.

## Section 3 – Duties of the officers

3.1 – President: The President shall preside at all meetings and shall perform such other duties as the Board of Directors shall assign and shall have general oversight over business and affairs of the Corporation. The President, subject to the authority of the Board, shall have the power to bind the Corporation to contracts. The President shall be an ex officio member of all committees and shall see that all bylaws are followed.

3.2 – Vice President: The Vice President shall assist the President and perform the duties of the President in his/her absence or inability to serve and shall have such powers and perform such duties as may be assigned by a majority vote of the Directors.

3.3 – Secretary: The Secretary shall keep a record showing the names and addresses of Directors and members of the Friends; shall give notice of meetings to members and Directors; shall keep a record of all meetings and shall do all other necessary correspondence of the Corporation.

3.4 – Treasurer:



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3.4.1 - The Treasurer shall be responsible for safekeeping money, securities and properties of the Corporation, for depositing money and securities received into a bank or banks designated by the Board and for maintaining required financial records. The Treasurer and/or other Officers designated by the Board shall sign checks or other orders for the payment of money or delivery of securities as the Board may direct. The Treasurer shall collect membership dues.

3.4.2 - The Treasurer, in consultation with the Finance Committee, shall prepare a proposed annual budget.

3.4.3 - The Treasurer shall render to the Board at its meetings, or as otherwise required, an account of money and properties received, paid out and remaining.

3.4.4 - Prior to the Annual Meeting, the Treasurer shall prepare the annual financial statement showing the details and other information required by law or as otherwise required by the Board.

## ARTICLE VI – Meetings

Section 1 – The Board of Directors shall meet every month except July and August, or at the discretion of the Board of Directors.

Section 2 – At Board of Directors meetings, at least half the Board shall constitute a quorum; a majority of those present shall decide any question brought before the meeting.

Section 3 – The Annual membership Meeting shall be held in January.

Section 4 – Special General Membership Meetings may be called by the President, the Board of Directors, or by written application by at least 10% of the general members. Notice of special meetings shall be posted in the library at least two weeks prior to the meeting. At these meetings, the lesser of 10% of the membership or 15 members shall constitute a quorum; a majority of those present shall decide any question brought before the meeting.

## ARTICLE VII – Committees

Section 1 – Standing committees shall be composed of Board members and other members of the Friends. The President shall appoint a chairman for each of the following standing committees as appropriate: Membership, Public Relations, Finance, Program,



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Book Sale, New Projects, History, and Nominating. Additional committees may be created from time to time by majority vote of the Board.

Section 2 – Duties of these committees shall include:

## 2.1 – Membership

- 2.1.1 – Solicit members for annual membership renewal and recruit new members.
- 2.1.2 – Maintain membership lists and records for the Membership Drive.
- 2.1.3 – Maintain records for the Library Fund Drive.

## 2.2 – Public Relations

- 2.2.1 – Perform such public relations activities as publishing a newsletter, releasing news items about Friends and committee activities to local publications.
- 2.2.2 – Develop items to publicize the library.
- 2.2.3 – Assist Membership Committee in publicizing membership campaigns.
- 2.2.4 – Assist Trustees in publicizing the Library Fund Drive.

## 2.3 – Finance

- 2.3.1 – Audit the Treasurer’s annual financial statement.
- 2.3.2 – Oversee funding for Friends’ projects.
- 2.3.3 – Assist Treasurer with creation of an annual budget.

## 2.4 – Program

Organize programs for membership meetings to enrich the cultural life of the membership and the community as a whole.

## 2.5 – Book Sale

Gather books, recruit volunteers, organize book sales.

## 2.6 – New Projects

- 2.6.1 – Develop new ideas and activities that will enhance usefulness of the library and community involvement in the library.
- 2.6.2 – When necessary, recommend to the Board of Directors a committee size and structure for implementing the new project.



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## 2.7 – History

Maintain copies of each year's activities including: (1) annual committee reports, (2) annual Treasurer's reports, (3) publicity releases and photos, (4) an on-going record of Board members and Officers, and (5) other pertinent history.

## 2.8 – Nominating

Provide a slate of nominees for Board of Director and Officer positions.

Section 3 – Each committee shall make an annual report with a copy provided to the Historian and to the succeeding committee chairperson.

## ARTICLE VIII – Management of Finances and Purchases

Section 1 – The funds accumulated during the year shall, after expenses, be made available to be spent on products and services that benefit: (1) the Youngstown Free Library and/or (2) the members and/or (3) the community as they pertain to the policies in Article II.

Section 2 – A Board Director or the Library Director may make a monetary request to the Board at any time. In addition, the Library Director shall present a "wish list" to the Board no later than the October meeting. A majority vote is required to approve any request and/or item. Any approved request shall be managed by the Board in accordance with sound business practices.

Section 3 – At the end of the fiscal year, the Board shall make every effort to maintain a cash balance of \$2,500 for the start of the next year. It is expected that any excess cash will be spent as per Section 2 above, or set aside in a reserve account or accounts for identified future projects. When determining where the excess funds will be spent, the governing factors will be the policies in Article II.

Section 4 – Purchases for the library shall be made with the knowledge of the Library Director and Board of Trustees.

## ARTICLE IX – Personal Liability and Indemnification

Section 1 – The Board of Directors shall have no power to bind the members of the Corporation personally to any payments of money or assessments except for annual dues.



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Section 2 – The Directors of the Corporation are protected against damage claims by the insurance coverage of the library under the Addition Insured Rider ML 315A which provides the same protection as provided for the library, its Officers, and Trustees.

Section 3 – The Board of Directors may obtain other insurance coverage as it deems necessary subject to approval by the Board.

## ARTICLE X – Parliamentary Authority

Robert's Rules of Order shall govern procedures of meetings.

## ARTICLE XI – Fiscal Year

The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board of Directors.

## ARTICLE XII – Bylaw Review and Amendments

Section 1 – These bylaws shall be reviewed by the Board of Directors every 3 years or as needed.

Section 2 - These bylaws may be amended by a two-thirds vote of the Directors present at a Board of Directors meeting or by two-thirds of the members present at a Special General Membership meeting, provided, in either case, there is a quorum and that notice of the proposed amendment is posted in the library at least two weeks before the meeting.