

THE FRIENDS OF THE HAMBURG PUBLIC LIBRARY BYLAWS

ARTICLE I – NAME

Section 1. The name of this corporation shall be The Friends of the Hamburg Public Library, hereinafter referred to as the Association (“Association”).

Section 2. The headquarters of this Association is located at the Hamburg Public Library, 102 Buffalo Street, Hamburg, NY 14075.

ARTICLE II – PURPOSE

Section 1. The purpose of this Association shall be to maintain a nonprofit organization of interested persons to advance and encourage appreciation, understanding, enjoyment, and public use of the educational and cultural facilities at the library; to stimulate the use of the library’s resources and services; to cooperate, when appropriate, with other groups to improve the cultural activities of 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 Association inure to the benefit of any member, trustee, official, or individual.

Section 3. This Association shall work in conjunction with the officers and staff of the library to achieve these ends, to acquaint the community with the needs of the library, and to help improve their facilities.

Section 4. The Association shall operate in full compliance with IRS Code Section 501(c)(3) and NY Consolidated Laws, Not for Profit Corporation Law (NPCL 201) NYS.

ARTICLE III – MEMBERSHIP

Section 1. Any person or organization who supports the purposes of the Association may become a member of the Association by the payment of annual dues in effect at the time. Members are also known as Friends.

Section 2. The dues schedule shall be approved by vote of the Association at its annual meeting.

Section 3. Each member shall be entitled to cast one vote on all matters which come before an annual meeting of the Association.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The management of the Association shall be vested in a board of directors (“Board”) consisting of at least 5 but not more than 10 directors, including the officers. An immediate past president, if her or his term expires, may continue to serve on the Board as an ex officio, non-voting member one additional year.

Section 2. Candidates for the positions of officers and directors shall be nominated by a nominating committee appointed by the Board at least one (1) month before the annual meeting. Additional nominations may be made from the floor with the consent of the nominee.

Section 3. The officers of the Association, as determined by a vote of the members at the annual meeting, shall be a president, vice president, treasurer, secretary, and historian, each being a member of the Board.

Section 4. The term of the president, vice president and other officers is one (1) year; however, they may continue to serve, if reelected, for one additional term.

Section 5. One half of the directors, based upon the rounding of numbers as appropriate, shall be elected by a vote of the members of the Association at the annual meeting to replace those directors whose terms are expiring in that year.¹

Section 6. The term of directors is two (2) consecutive years. A director may serve for two consecutive terms. A past director may be reappointed to the Board following an absence of at least one year.

Section 7. If a vacancy occurs among the directors, a nominating committee appointed by the directors may present for nomination one or more names of current members to fill the unexpired term to the Board. Vacancies shall be filled by a majority vote of directors at any duly constituted meeting of the Board. Vacancies among the directors may be left open until the next annual meeting.

Section 8. Removal Procedure. A director or officer may be removed for cause by vote of at least two-thirds of the directors, based upon the rounding of numbers as appropriate, attending a properly scheduled meeting where the item had been placed on the written agenda and distributed at least two weeks prior to the meeting. The directors are the sole arbiters of determining "for cause" for removing a director.

ARTICLE V – DUTIES OF THE OFFICERS

Section 1. The president shall preside at all meetings of the Association and of the Board and appoint standing committees (membership, program, public relations, etc.) and the chairpersons thereof. The president is an ex-officio member of all committees, except the nominating committee. The president is also responsible for the signing of checks, together with the treasurer

Section 2. The vice president shall, in the absence or disability of the president, perform all the functions of the president with the exception of the duty of signing checks during such absence or disability unless specifically authorized by the Board.

¹ In the first year of the Association or the first year of the Association's reorganization, one half of the directors will be nominated for a one-year term and one half of the directors will be nominated for a two-year term. The persons nominated for a one-year term may be reappointed at the end of that term for one additional two-year term. The persons nominated for a two-year term may be reappointed at the end of that term for one additional two-year term.

Section 3. The treasurer shall be responsible for handling all monies of the Association and shall keep appropriate and accurate records. A financial report shall be presented at all meetings of the Board and at the annual meeting of the Association. The treasurer is also responsible for the signing of checks together with the president of the Board.

Section 4. The secretary shall keep a record of all meetings of the Board and of the Association. The secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance. At the end of each year, the secretary shall provide a complete set of the official minutes to the Friends Office for long-term retention.

Section 5. The historian shall keep an accurate record of all current and former members and keep a record of all initiatives supported by the Association. The historian shall be responsible for the public dissemination of initiatives (via photos, videos, and other publications) of the Association.

ARTICLE VI – MEETINGS

Section 1. The annual meeting of the Association shall be held once a year, at a time and place determined by the Board. Two-thirds of the membership shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent at least two weeks in advance of the date thereof. Notices may be sent via phone, text, email, or U.S. Mail as specified by the Board.

Section 2. Special meetings of the Association may be called by the president or the Board or upon written request to the Board by at least five members. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all Association members. Notices may be sent via phone, text, email, or U.S. Mail as specified by the president or Board.

Section 3. Regular meetings of the Board shall take place at least four times a year. A majority of directors shall constitute a quorum, and motions shall be carried by a vote of the majority of directors present. It is expected that the Board will develop programs and projects that will increase fundraising as well as the visibility of the library and the Association. The Board may determine and assign task forces to implement these programs and projects and oversee their accomplishment. Notices shall be sent to directors at least one week before the meeting. Notices may be sent via phone, text, email, or U.S. Mail as specified by the president or Board.

Section 4. Special Board meetings may be called by the president with at least forty-eight hours notice to directors. Notices may be sent via phone, text, or email as specified by the president or Board.

Section 5. The director of the library, president of the Board, and/or other staff members will be invited to attend Board meetings and participate on a non-voting basis, as requested and permitted by the president or Board.

ARTICLE VII – DUES

Section 1. Dues shall be payable annually.

Section 2. The rate of dues shall be set by the Board and approved by at least two-thirds (2/3) of those present at the annual membership meeting, providing each member shall receive notification as provided in Article VII, Section 1.

Section 3. Current dues are:

Student	\$5.00
Individual	\$10.00
Family	\$20.00
Organization	\$100.00

ARTICLE VIII – FISCAL PERIOD

Section 1. The fiscal year of the Association shall start on July 1 and end on June 30.

ARTICLE IX – CONFLICT OF INTEREST

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. Where conflict of interest may be thought to exist for a director, the director shall inform the Board and abstain from any inappropriate participation in the matter.

ARTICLE X – AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those present at the annual meeting of the Association provided that the meeting notice contains specific proclamation of intention and that a summary of proposed change/changes is included.

ARTICLE XI – PARLIMENTARY PROCEDURE

When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order (most recent edition) shall govern the proceedings.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Hamburg Public Library, 102 Buffalo Street, Hamburg, NY 14075.