

The Friends of The Lancaster Public Library, Inc.

By-Laws

Article I - The Name of the Organization

Section 1. This organization shall be named **The Friends of the Lancaster Public Library, Inc.**

Article II- Purpose

Section 1. The purpose of the organization is to solicit funds from the community to be used for cultural and literary programs at the Lancaster Public Library for the benefit of the residents of the Lancaster, NY area and to promote the availability and enrichment of the resources and facilities of the Lancaster Public Library.

Section 2. Notwithstanding any other provision herein, this corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income tax under the Internal Revenue Code Section 501 (c) (3) or any corresponding provisions of any subsequent Federal or new York State tax law.

Article III – Membership

Section 1. Any person, family or sponsoring organization shall be eligible for membership upon payment of the yearly dues or sponsor fees as set by the organization on or before March 1 of each year.

Section 2. Membership categories

(A) Individual

(B) Family

(C) Sponsor

Section 3. Duties of Members

1) All members shall take part in programs to the extent they are able.

- 2) All members are subject to the rules, regulations and decisions of the Corporation and the Board of Directors.
- 3) All members agree to support these By-Laws.

Article IV-The Board of Directors and Officers

Section 1. The Board of Directors shall consist of a minimum of 9 members and no more than 15 members. Their terms shall be for two years.

Section 2. The Board of Directors shall be initially elected at the initial organizational meeting for terms of two years and thereafter at Annual corporate meetings .

Section 3. The Officers shall consist of a President, a Vice-President, a Treasurer, a Corresponding Secretary, and a Recording Secretary and their terms shall be for two years.

Section 4. All Past Presidents shall become honorary members of the Board of Directors .

Section 5. The Director of the Lancaster Public Library shall be an ex-officio member of the Board of Directors with full voting rights.

Section 6. Any Officer or Director proving unsatisfactory may be replaced by a two-thirds vote of the Board of Directors at a regular or special meeting, but not before an opportunity to be heard however, and, any Officer or Director having missed three non-excused consecutive Board meetings shall automatically be removed from their position and a vacancy will thereupon exist for that position.

Article V-Duties and Powers of the Officers and Directors

Section 1. Duties of Officers

A) President- The President shall preside at all meetings of the Board of Directors and shall appoint all committee chairs.

B) Vice-President- The Vice-President shall assume the duties of the President in case of absence or inability to perform, and shall assist the President as directed by the Board of Directors.

C) Treasurer- The Treasurer shall deposit all funds into such bank accounts as authorized by the Board of Directors in the name of the corporation. The Treasurer shall also collect and account for all monies received and/or expended by the

corporation. The Treasurer will disburse these funds only upon the approval of the Board of Directors, and all accounts shall be subject to an annual audit.

D) Corresponding Secretary-The Corresponding Secretary shall give notice of all meetings, keep an accurate record of member's names and addresses, and be responsible for such correspondence as directed by the Board of Directors.

E) Recording Secretary- The recording Secretary shall keep an accurate record of all meetings of the Board of Directors and the Corporation.

Section 2. Duties of Directors

A)The Board of Directors shall be responsible for the operation of the Corporation and for complying with the purposes as enumerated in the Certificate of Incorporation and these By-Laws. They shall have such authority and powers as allowed pursuant to the Laws of the State of New York.

B)All authority for decisions shall rest with the Board of Directors unless otherwise specifically delegated.

C)Serve on such committees and assist in such duties as the President or the Board of Directors shall assign.

Section 3. Committees

A)The Board of Directors shall determine any standing or ad hoc committees to create, their membership, duties and functions.

B)A chairperson shall be appointed for each committee by the President and shall be responsible for calling committee meetings and reporting activities at such meetings as directed by the President.

Article VI-Meetings

Section 1. The Annual Meeting of the members of this Corporation shall be held in the month of January of each year at which time an annual report will be presented to the membership present. A Special meeting of the Corporation can be called either at the direction of the President or upon the written request of ten percent of the members of the Corporation to the Secretary. Upon filing such a request, the President shall call a

Special meeting within two weeks of receipt. The Secretary shall send appropriate notice to the members giving notice of at least one week.

Section 2. Meetings of the Board of Directors shall be as determined by that body. The President may call an emergency meeting upon three days notice to Officers and Directors.

Article VII-Quorums

Section 1. The number of members necessary to constitute a quorum at any meeting of The Friends of the Lancaster Public Library, Inc., will be Six (6) voting officers/ Directors/ or members as appropriate for the meeting that has been called.

Article VIII-Amendments

Section 1. Procedure

- 1) Amendments to these By-Laws can be made at regular or special meetings of the Corporation.
- 2) Amendments must be submitted in writing to the Secretary at least two weeks prior to the meeting.
- 3) The Secretary shall notify members of the proposed amendment at least 10 (ten) prior to the meeting.
- 4) A three-fourths (3/4) vote of voting members present, in favor of the proposed amendment, will be necessary for passage. The amendment will be in effect immediately upon such passage unless the motion contains language to delay.
- 5) A quorum must be present for voting.
- 6) Voting by proxy or through any means substituting for personal appearance will not be permitted unless authorized by a three-fourths (3/4) vote of the Board of Directors.

Article IX-Indemnification

Each Officer and member of the Board of Directors of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred in connection with any action, suit or proceeding to which he or she may be made a party by reason of being or having been such Officer or Director, unless the conduct of such Officer or Director with respect to the party

asserting liability constituted gross negligence or was intended to cause the resulting harm to the person asserting such liability. The right of indemnification provided by this Article shall not be exclusive of the other rights and remedies which may be available to such Officer and/or Director

Article X-Non-Inurement Clause

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers of the Corporation, or other private individuals, except that the organization shall be empowered to pay reasonable compensation for services rendered to or for the corporation, and no member, director officer of the corporation or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the corporation.

Article IX-Dissolution Clause

In the event **THE FRIENDS OF THE LANCASTER PUBLIC LIBRARY, INC.** is dissolved or terminated, after paying all outstanding liabilities, all remaining assets will be turned over to the **LANCASTER BRANCH of the BUFFALO & ERIE COUNTY PUBLIC LIBRARY** to use as it may deem appropriate with the request that they be used to promote the purposes for which this corporation was created.. The distribution of these remaining assets should be subject to the approval of a Justice of the NYS Supreme Court and should be consistent with any requirements under the Internal Revenue Code of 1954, any amendments thereto and the laws of the State of New York.

These By-Laws are duly approved and adopted by the undersigned, incorporators initial directors and initial members at a duly called Organizational meeting of **THE FRIENDS OF THE LANCASTER PUBLIC LIBRARY, INC.**, held at the Lancaster Public Library, 5466 Broadway, Lancaster, NY 14086, on January 9, 2012.

Shirley W. Martin-Incorporator

Norma Patterson- Incorporator

Jan Yarborough-Member

Carol Welker- Member

Sheila Gibbs-Member

Barbara Cardwell-Member

Kenneth E. Graber, Esq.-Member

Gary J. Howell-Member

William Litz-Member

Jim Stelzle-Director of Library

Carleen Ryan-Member