

*Friends of the Kinderhook Memorial Library Proposed Bylaws with Draft*

*Amendments as of 8/7/21*

*Old Language to be eliminated ~~crossed out~~ - revised language is in italics*

**Article I: *Name***

**sec.1. The name of the organization shall be Friends of the Kinderhook Memorial Library.**

**sec.2 The organization is a non-profit corporation intended to comply with Federal Code 501(c)(3). A not-for-profit membership organization established pursuant to applicable laws and regulations. The organization shall conduct its business so as to maintain its not-for-profit status under applicable laws and regulations.**

**Article II: *Purpose***

**sec.1 The purpose of the organization shall be to maintain an association of persons interested in the Kinderhook Memorial Library; to focus attention on resources and services of the Library; to encourage gifts, endowments and bequests to the Library; to support and cooperate with the Library Board of Trustees and the Director in developing library services and facilities for the community; *to advocate for the library with local, state and national government entities;* and to support the freedom to read as expressed in the American Library Association Bill of Rights.**

## **Article III *Membership***

**sec.1 Membership in the organization shall be open to any person interested in supporting the ~~(purposes of the organization)~~ mission and purpose of the Kinderhook Memorial Library. Membership is active upon payment of annual dues.**

**sec.2 Each membership in good standing shall be entitled to one vote in all matters submitted to a vote at any *general membership meeting* ~~(of the membership).~~**

**sec.3 Dues shall be set by the Executive Council ~~(at the annual meeting).~~**

## **Article IV: *Meetings***

~~(sec.1 Regular Meetings: Regular meetings shall be held three (3) times annually one of which may be the Annual Meeting.)~~

**sec.(2) 1 Executive Council meetings shall typically be held monthly, ~~(on the last Monday of each month on a date determined by the Chair)~~ or as needed to conduct business. They may be either in person or remote.**

**Sec.(3) 2 Annual Meeting: The Annual Meeting shall be held ~~(in September of each year)~~ prior to the start of the new fiscal year. It shall be either in-person or remote as necessary.**

**Sec.(4) 3 Special Meetings: Special meetings may be called upon the request of ~~(ten (10) or more members,)~~ of the Chair, or of a majority of the Executive Council.**

**Sec.(5) 4 Notice: ~~(Written notice of meetings and an agenda of business~~**

~~to be transacted shall be mailed and/or submitted through electronic transmission to each member of the Executive Council and shall be posted at the library at least one week prior to each regular meeting.)~~ Notice and agenda of special meetings shall be posted at the library one week prior to each meeting. Notice and agenda of the Annual Meeting shall be mailed and/or submitted through electronic transmission to each member *and posted at the Library* at least two weeks prior to the Annual Meeting.

**Sec.(6) 5 Quorum:** The members present at any meeting, *in person or electronic*, shall constitute a quorum providing at least one-half of the Executive Council members are present.

## **Article V Governance**

**sec.1 Executive Council:** The organization shall be governed by an Executive Council consisting of the officers of the organization ~~(the Director of the Library)~~ and ~~two~~ *at least three* at-large representatives of the general membership. *The Director of the Library shall be an ex-officio member.*

**sec.2 Officers:** The officers of the organization shall consist of a Chair, Vice-chair, Membership Chair, Secretary, Treasurer and Corresponding Secretary elected by the general membership. *Officers shall be a Friends member in good standing.*

**sec.3 Authority:** The Executive Council shall have full power to conduct, manage and direct the business and affairs of the organization in accordance with the approved budget and these by-laws.

**sec.4 Committees:** Standing and/or ad-hoc committees may be established from the general membership.

**sec.5 No member of the Library Board of Trustees shall serve on the Executive Council of the Friends.**

**sec.6 The Library Trustees shall appoint a non-voting liaison who shall attend Executive Council and regular meetings of the Friends.**

## **Article VI. *Officers***

**sec.1 Duties: Officers shall serve for a term of one year and shall have the following duties.**

**a. The Chair shall preside at all meetings and have the power to appoint committees and chairpersons.**

**b. The Vice-chair shall assume to duties of the chair in his or her absence.**

**c. The Membership Chair shall receive and acknowledge all membership applications and dues, and shall maintain a membership list.**

**d. The Recording Secretary shall keep minutes of all meetings.**

**e. The Treasurer shall, at the direction of the Executive Council, maintain a record of all financial transactions, submit all taxes, provide assistance in completion of any financial statements and payments required by state and federal governments, report the financial status at regular meetings, prepare a draft budget for presentation to the membership for a vote at the annual meeting, ~~and shall present the records for an independent audit annually periodic financial review~~.**

**f. The Corresponding Secretary shall be responsible for sending, receiving and maintaining a file of (all) correspondence ~~(at the request of the Chair or the Executive Council)~~ related to membership. This includes assisting with membership renewals, acknowledging donations, and creating and sending general mailings, in paper and electronic formats.**

**g. At the request of the Chair the duties of any officer may be performed by another member of the Council.**

**sec.2 Elections:**

**a. A nominating committee will shall be appointed by the Chair ~~(at least two months)~~ prior to the Annual Meeting and shall be charged with presenting a slate of officers and *at least two* at-large members at the Annual Meeting.**

**b. Nominations shall be taken from the floor at the annual meeting and balloting shall take place. In the event there are no nominations other than the slate presented by the nominating committee, a motion may be made for the Recording Secretary to cast one vote on behalf of the membership.**

**c. The Executive Council is empowered to fill any vacancy which may occur for the remainder of the term of that office, except in the case of vacancy of the Chair. The Vice-chair shall assume the duties of the Chair and a new Vice-chair shall be appointed.**

**Article VII. *Finances***

**sec.1 The fiscal year of the Friends organization shall be from October 1 to September 30**

**sec.2 Funds received by the Friends organization shall be deposited in such demand accounts or other insured investments as the Executive Council may direct.**

**sec.3 No disbursement from these funds shall be made without the signature of ~~(one of the officers)~~ *the Treasurer or the Chair.***

**sec.4 All funds received or disbursed by the Friends organization shall be done so in accordance with the ~~(non-profit)~~ not-for-profit status of the organization.**

**sec.5 All net assets of the organization shall be for the sole benefit and promotion of the services, programs, facilities, and endowments of the Kinderhook Memorial Library and shall be dispersed with the approval of the Executive Council.**

**Article VIII Amendments**

**These by-laws may be amended at any regular meeting of the membership by a 2/3 vote of those members present, providing that ~~(the proposed amendment shall have been presented at a previous meeting)~~ members have been notified in advance.**

**Article IX. Parliamentary Procedure**

**When not in conflict with these by-laws, Robert's Rules of Order ~~(current edition)~~ shall govern the proceedings of the organization.**

**Article X. Dissolution**

**sec.1 Approval of dissolution of the Friends of the Kinderhook Memorial Library organization shall require at least a 2/3 vote of the membership at a regular meeting, providing such notice ~~(of intent)~~ to dissolve has been presented ~~(at a previous meeting)~~ to the membership in advance.**

**sec.2 Should the organization *dissolve or* become inactive for a period of 6 months, all assets, funds and records shall be remanded to the Board of Trustees of the Library in compliance with the requirements of Federal Code 501(C)(3).**

**Adopted by the Steering Committee on August 30, 2005**

**Amended to add Corresponding Secretary January 30, 2011**

***folbylawsedit.doc (drafted 2/9/2013)***

***draft revised 2/15/2013)***

***(draft revised 3/13/13)***

***Accepted by the Executive Board for presentation to the membership***

**3/15/13.**

***Accepted by the membership 9/22/14.***