

FRIENDS OF RED JACKET COMMUNITY LIBRARY, INC.**SHORTSVILLE, NY 14548****ARTICLE I. NAME**

The name of this organization will be the FRIENDS OF THE RED JACKET COMMUNITY LIBRARY, INC.

ARTICLE II. PURPOSE

The purpose of this organization will be to provide the library with financial support and to advocate for the library in the community.

ARTICLE III. MEMBERSHIP

Section 1. Membership in this organization will be open to all individuals and entities in sympathy with its purposes without regard to race, color, sex, age, ethnicity, nationality, disability and sexual orientation.

Section 2. Each membership will be entitled to one vote at general meetings.

Section 3. Classes of Membership – The following are classes of membership:

1. Individual Member
2. Family Member
3. Student Member
4. Contributing Member
5. Sponsor Member
6. Patron Member
7. Lifetime Member
8. An honorary lifetime membership classification may be awarded to an individual or group in recognition of significant outstanding service to this organization or to the library. Candidates for this award may be submitted by any member and shall be subject to approval by the Board of directors of the Friends of the Red Jacket Community Library.
9. The Board of Directors will determine additional classes, dues and privileges of membership

ARTICLE IV. BOARD OF DIRECTORS

Section 1. All officers, directors and committee chairpersons will be members in good standing. There will be a minimum of 6 meetings per year.

Section 2. The Board of Directors will manage the organization. All affairs, property, business and policies of the Corporation will be under the charge, control, and direction of the Board of Directors. A majority of the Board of Directors will constitute a quorum. A quorum will be required to approve all financial and business transactions of the organization.

Section 3. The Board of Directors will consist of a President, Vice-president, Immediate Past President, Secretary, a Treasurer and three (3) Directors. The Library Director will serve or appoint a staff designee as an ex-officio member of the Executive Board without voting privileges.

Section 4. Three (3) Directors shall be elected by the membership. One (1) Director shall be elected at each annual meeting to serve a term of three (3) years.

Section 5. The Officers and their responsibilities are:

1. President
 - a. Will act as the Chief Executive Officer

- b. Will preside over all membership meetings and provide a written agenda for each meeting.
 - c. Will appoint committees and serve as an ex-officio member of each.
 - d. Will be the representative of the Friends to the Library Board of Trustees and the Library Director.
2. Vice-president
 - a. Perform the duties of the president in the absence of the president.
 - b. Preside at membership meetings in the absence of the president.
 3. Secretary
 - a. Send meeting notice.
 - b. Record attendance at meetings and record the minutes of the organization.
 - c. Maintain the minutes and financial statements in the corporate books.
 - d. Receive and send correspondence.
 4. Treasurer
 - a. Maintain the financial records of the organization, including but not limited to filing the 990 each year.
 - b. Pay all bills as approved by the Board of Directors.
 - c. Present a written report at each membership meeting.

Section 6 The elected officers will perform the duties pertaining to their respective offices and other duties applicable to the office as approved by the Board of Directors.

Section 7. The term of office for Officers.

1. Will be for three (3) years serving until their successor has been elected.
2. The term will begin at the close of the annual meeting at which they are elected.
3. No Officer may be eligible to serve for more than three (3) consecutive terms in the same office.

Section 8. Officers and Directors will be nominated by the Nominating Committee at least thirty (30) days prior the annual membership meeting at which elections shall be held. The nominations shall be submitted in writing to the membership at least two weeks prior to the annual meeting. Additional nominations shall be allowed from the floor.

Section 9. Special committees, as are necessary to achieve the work of the organization, may be appointed and terminated by the President, with the approval of the Board.

Section 10. All officers will maintain records of their position and turn these over to the successor within a month of the annual meeting.

Section 11. The Board, by a simple majority vote of those present at any meeting, may, at their option, terminate the unexpired term of any director or officer who has failed to attend three or more consecutive meetings of the board without just cause; only upon and after said board member receives notification from the president or the secretary.

Section 12. Vacancies among the Officers or Directors will be filled by the Board for the remainder of the unexpired term.

Section 13. The Vice-President will assume the Presidency if a vacancy occurs in the President's position and then assume a full term as President. Other vacancies in the Board of Directors may be filled after a recommendation by the President and approval by the Board of Directors for the remainder of that year. The position(s) will be filled by election at the regular election to complete the term(s).

ARTICLE V. MEETINGS

Section 1. The general membership will meet at the annual meeting, which will be held during the month of November at a time and place specified by the officers.

Section 2. Notice of the time and place of each annual meeting will be sent not less than fourteen (14) days or more than twenty-eight (28) days prior to the meeting.

- a. This may be emailed or by USPS mail.
- b. The notice will include any agenda items that will need a vote.

Section 3. Special meetings of the membership may be held at the call of the President, a majority of the Board or by a petition signed by twelve (12) of the members of the Friends and given to the secretary. The purpose of the meetings shall be stated in the call. At least seven (7) days' notice shall be given.

Section 4. Executive Committee voting may be conducted by telephone when necessary upon call by the President. A majority of the committee must vote affirmatively for passage of any issue.

Section 5. The Board of Directors may also conduct business by electronic communication provided at least 24 hours' notice is given. Motions made by email must be voted upon and accepted unanimously by all members of the Board of Directors within the time limitation of the initial motion. Actions taken by electronic communication will be verified and included in the minutes of the next membership meeting.

ARTICLE VI. FINANCE

Section 1. Dues and Delinquencies: Dues will be paid annually, billed by the membership committee and become due Jan. 1st.

Section 2. The fiscal year of this organization shall be from January 1st to December 31st.

Section 3. No Officer, committee or individual member will have authority to make any contract, or to incur any contract, or to incur any indebtedness, obligation or liability in the name of, or in behalf of the corporation without the approval of the Board of Directors.

Section 4. All accounts are subject to a demand audit if requested by five (5) or more members in writing.

Section 5. The records will be audited in January for the previous year. There will be at least three (3) members doing the audit.

ARTICLE IX. QUORUMS AND PROXIES

A simple majority of members present will be considered a quorum.

ARTICLE X. AMENDMENTS

Amendments to these by-laws may be initiated by the Executive Committee or by a petition from ten (10) members. The Executive Committee is required to submit all proposed amendments with recommendation for ratification by members voting at the annual meeting, a copy of all proposed amendments must be provided to all members at least fourteen (14) days in advance of the vote. A two-thirds majority of the members participating is required for passage.

Article XI. INDEMNIFICATION

The corporation shall indemnify its Officers, Directors, and volunteers against judgements, fines, amounts paid in settlements and reasonable expenses and costs, including attorney's fees in connection with any claim asserted against the Officer, Director, or volunteer of the corporation by court action or otherwise by reason of the fact that such person was an Officer, Director or volunteer of the corporation and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the corporation and was not unlawful unethical or immoral. In order to assure adequate indemnification, the corporation will be required to purchase and maintain appropriate directors and officers ("D & O) liability insurance coverage.

ARTICLE XIII. PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Newly Revised, when not in conflict with these By-laws, shall govern the proceedings of this organization.

ARTICLE XIV. DISSOLUTION

In the event of a dissolution of the Friends, after paying or adequately providing for the debts and obligations of the organization, the remaining assets will be distributed to The Red Jacket Community Library or, if at the time of dissolution, the Red Jacket Community Library is no longer in existence, then said assets will be distributed to an organization exempt under section 501(c)3 of the Internal Revenue Code upon majority vote of members of the Board of Directors present at the last meeting of the Friends. Further, no member of the Friends shall be entitled to share in any assets upon dissolution of the organization.

Adopted 9/6/1999

Revised 11/20/2002

Revised 4/16/2009

Revised 11/19/ 2016