

## **BY-LAWS**

### **THE FRIENDS OF SUMMIT FREE PUBLIC LIBRARY, INC.**

#### **ARTICLE I**

**Friends of the Library Membership Meeting – Wednesday, November 20<sup>th</sup> at 7:30 pm**

**The newly formed Friends of the Library will meet to elect officers, review the bylaws, form committees and make plans for the future. If you are already a member, come have your voice heard. If you are not yet a member, come, join and be part of this exciting new group. There will be a door prize for one lucky attendee!**

#### **Name**

The name of this organization shall be The Friends of Summit Free Public Library, Incorporated, hereinafter referred to as “FOL”.

#### **ARTICLE II**

##### **Purpose**

Said corporation is organized exclusively for charitable, educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

#### **ARTICLE III**

##### **Mission**

The mission of the “FOL” is to provide volunteer services to the library and to the community through the library, to promote public understanding and appreciation of the role of the library in the community, to act as advocates and to raise funds for the library.

## **ARTICLE IV Membership**

Any person or organization interested in promoting the good of the “FOL” shall be eligible for membership.

Section 1. Any individual or organization interested in the object of this organization shall be eligible for membership upon application and receipt of dues for the following categories.

Individual - Adult, senior (65+), young adult (13-17), or junior (12 & under)  
Business/Organization

Section 2. The designated representative of an organization or business has one vote. Children and teens are non-voting members.

Section 3. Annual dues are to be determined by the Board of Trustees yearly. Dues are payable by December 31<sup>st</sup> of each year during the annual membership drive. Dues for new members are accepted throughout the year.

## **ARTICLE V Officers**

Section 1. The officers of this organization shall be a President, Vice President, Secretary, Treasurer and Assistant Treasurer.

Section 2. All officers shall be elected at the fall membership meeting for a term of two years, each term beginning the January 1<sup>st</sup> following the election. Officers shall serve no more than two consecutive terms in a given position. Officers shall be elected by a simple majority of voting members present at the fall meeting. Elections shall be by ballot if necessary.

Section 3. The President shall preside over and conduct all meetings, appoint all chairpersons and be *ex-officio* member of all committees, except the nominating committee. This officer shall perform such duties as usually pertains to that office.

Section 4. The Vice President shall perform the duties of the President upon the absence or request of the President. This officer will serve as membership chairman, as a member of the Finance Committee and will assume the office of President, if that office becomes vacant.

Section 5. The Secretary shall keep the minutes of the organization and the Board of Trustees meetings, keep a file of all records, reports and memoranda of non-business or

special meetings; shall conduct all correspondence as directed by the President, Board of Trustees, or by order of the organization and shall also send notices of meetings.

Section 6. The Treasurer shall have custody of all funds; deposit all money in such bank as designated by the organization; pay by check all accounts payable as approved by the Board of Trustees; make a report at Board and membership meetings; and submit an audited report at the annual meeting.

Section 7. The Assistant Treasurer will assist the Treasurer in all aspects of the position and shall fill in, in the absence of the Treasurer. This officer shall keep a correct membership roll.

Section 8. If a vacancy occurs among the elected officers except the President, the Board may appoint a member of the “FOL” to fill the unexpired term of office.

## **ARTICLE VI Board of Trustees**

Section 1. The Board of Trustees shall consist of the officers of the organization, the immediate past President of the “FOL”, four elected members as set forth below and the Library Director or his/her representative.

Section 2. The elected members shall serve two year terms and shall be elected at the fall membership meeting. If a vacancy occurs among the elected members, the Board may appoint a member of “FOL” to fill the unexpired term of office.

Section 3. The Board of Trustees shall have general supervision of the affairs of the organization, the authority to appoint committees consistent with the purposes of this organization and shall fix the time and place of meetings.

Section 4. Meetings of the Board of Trustees shall be held quarterly. Special meetings may be called by the President or a majority of the Board of Trustees.

Section 5. A majority of the Board of Trustees shall constitute a quorum.

Section 6. No member of the Library Board of Trustees may serve as an Officer of the “FOL”.

## **ARTICLE VII Membership Meetings**

Section 1. There shall be a minimum of two general membership meetings per year to be scheduled in April and November.

Section 2. A special meeting of this organization may be called by the President, or by a majority of the Board of Trustees, or at the written request of ten active members,

provided notice, with statement of purpose, be given at least five days previous to the date of such meeting.

Section 3. A quorum at any meeting shall consist of fifteen active members, two of whom shall be Officers. The lack of a quorum shall not prevent the members from proceeding with the scheduled program.

## **ARTICLE VIII Committees**

Section 1. The committees shall be nominating, membership, finance and such other committees as the organization deems necessary. All committees or chairpersons of committees shall be appointed by the President. Appointments to the nominating and finance committees must be approved by the Board of Trustees. If a vacancy should occur, the President shall make an appointment with approval of the Board of Trustees.

Section 2. The nominating committee, consisting of three members, shall be formed each election year for the purpose of recommending candidates for election to the Board of Trustees and for identifying members willing to serve as Officers or as members of the Board. The President shall appoint a nominating committee, with the approval of the Board, at the spring membership meeting of the election year. The committee shall be composed of one member of the current Board and two members from the general membership. No Board member who is seeking re-election is permitted to serve on the nominating committee.

Section 3. The finance committee shall consist of at least three members, including the Vice President, the Treasurer and one other member. The Treasurer shall not be the Committee Chair. The finance committee responsibilities shall include making a regular report to the Board on the financial status; including any financial irregularities, concerns, and opportunities; recommending financial guidelines to the Board, developing budgets in relation to the "FOL" plans. The finance committee shall also develop appropriate procedures for budget preparations, recommend selection of the auditor and work with the auditor.

## **ARTICLE IX Funds**

Section 1. The Treasurer shall maintain usual and customary books of accounts.

Section 2. The "FOL" will establish a bank account with four authorizing signatures. The expenditure of funds shall be authorized by two of the authorized officers, one of whom must be the President or the Treasurer. Expenditures shall only be made for the support of the Summit Free Public Library, or to cover the expenses of the "FOL" incurred in its role of support of the library.

Section 3. The fiscal year shall begin on the first day of January in each year.

Section 4. The Board of Trustees shall appoint an auditor, not an officer, to audit the Treasurer's books prior to the spring membership meeting.

## **ARTICLE X Amendments**

These by-laws may be amended by a two-thirds vote of the members present at any annual meeting or at a special meeting called for such purpose, provided that any proposed Amendment has been submitted in writing to each member at least ten days before the meeting.

## **ARTICLE XI Indemnification**

Section 1. The "FOL" shall indemnify any "corporate agent" as defined in N.J.S.A. 15A:3-4 to the full extent permitted by that statute and as otherwise permitted by law against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a corporate agent of the "FOL".

Section 2. The officers shall also authorize the purchase of insurance on behalf of any officer or other corporate agent against any liability which arises out of such person's status as an officer or corporate agent, whether or not the "FOL" would have the power to indemnify the person against that liability under law.

## **ARTICLE XII Conflict of Interest**

Any conflict of interest of a Trustee shall be disclosed to the other members of the Board of Trustees and made a matter of the record as soon as a Trustee is aware of the conflict. Any Trustee having a conflict of interest (actual or possible), shall not vote or use his or her influence on the matter and shall not be counted in determining the quorum for the meeting in regard to any action by the Board or a committee of the Board on any such a matter.

## **ARTICLE XIII Parliamentary Authority**

The parliamentary authority shall be Robert's Rules of Order for all matters not covered in these by-laws.

## **ARTICLE XIV**

## **Dissolution**

In the event of the dissolution of this organization, its total assets remaining after all debts have been paid shall be given to the Summit Free Public Library Board of Trustees or distributed for one of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code 1954, as from time to time amended.