

# Friends of the Tompkins County Public Library (“Friends”) Bylaws

approved 11/15/2015

(supersedes Bylaws approved 11/18/2012)

## Article I: Membership and Dues

I Section 1: The Friends of the Tompkins County Public Library (the “Friends”) is a Corporation created by grant of an Absolute Charter (the “Charter”) by the Board of Regents on behalf of the Education Department of the State of New York on September 27, 1968.

I Section 2: Membership in the Friends shall be open to individuals in sympathy with the Mission of the Friends upon (a) paying the prescribed Annual Dues, or (b) application after having volunteered the minimum total number of hours specified in the Policies & Guidelines to the Book Sale and/or to the Friends in the twelve months before the month in which Annual Meeting is held, or (c) being made an honorary life member by the Board of Trustees.

I Section 3: Each adult member age 18 and over is entitled to one vote at the Annual Meeting.

I Section 4: The fiscal year shall be the calendar year.

## Article II: Officers

II Section 1: The officers of the Friends shall be a President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. They shall be elected by the membership and shall constitute the Executive Committee.

II Section 2: Officers shall be elected at the Annual Meeting. A majority of members present and voting shall be necessary for election in each instance.

### II Section 3: Terms and Positions

- A. Terms of office for the President, 1st Vice President, Treasurer, and Secretary shall be from January 1 to December 31. The President, 1st Vice President, and Secretary shall be eligible for election to the same office for up to two consecutive one-year terms. The 2nd Vice President and the Treasurer shall not be subject to such limits. No person may hold more than one executive office at a time, except for the newly-elected 2nd Vice President(s) who may hold another executive office for the interval from his or her election at the Annual Meeting until the end of that calendar year in order to complete a full elected term. No person on the Friends Executive Committee may serve simultaneously on the Executive Committee of the Tompkins County Public Library or the Tompkins County Public Library Foundation.
- B. The 1st Vice President shall be Membership Chair.
- C. The 2nd Vice President shall be Book Sale Coordinator. The office of 2nd Vice President/Book Sale Coordinator may be filled by up to four people. The Book Sale Coordinator(s) shall assume office immediately following the Annual Meeting. Each Coordinator has one vote on the Board of Trustees. In the case of multiple Coordinators, one of the Coordinators will serve on the Executive Committee at a time as determined by their mutual agreement.

# **Friends of the Tompkins County Public Library (“Friends”) Bylaws**

**approved 11/15/2015**

(supersedes Bylaws approved 11/18/2012)

II Section 4: The officers shall have all the usual powers and duties of a voluntary association.

II Section 5: Any vacancy which occurs in an office shall be filled for the remainder of the term by Executive Committee appointment. Such appointments shall not affect the eligibility of the officer under any term limit provisions elsewhere in these Bylaws.

## **Article III: Friends Board of Trustees and Executive Committee**

III Section 1: : The Friends Trustees shall comprise the elected officers, Appointed Board Positions as defined in Article V, and the immediate past President. All Trustees shall be Trustees of the Friends, and shall be entitled to one vote at any meeting of the Board of Trustees. No Member of the Friends Board of Trustees shall hold more than one Board position without approval of the majority of the Board except where otherwise specified in the Bylaws. A member holding more than one Board position has only one vote.

III Section 2: The Library and Foundation Directors and/or Directors’ designees, a representative of the Tompkins County Library Board of Trustees, and a representative of Finger Lakes Library System shall be non-voting, ex-officio Members.

III Section 3: The Friends Board of Trustees shall be the governing body of this organization, having full power to implement all regular business, and to adopt or amend Policies & Guidelines between Annual Meetings.

III Section 4: The Executive Committee, composed of the elected officers, shall have the power when necessary, and at the call of the President, to act for the Friends Board of Trustees between regular meetings of the Board. All Executive Committee meetings and actions taken at them shall be reported to the Friends Board of Trustees at its next meeting.

III Section 5: The Executive Committee will set the agenda for all Board of Trustees meetings.

## **Article IV: Meetings**

### IV Section 1: Annual Meeting

A. An Annual Meeting of the Friends shall be held, the date and place to be determined by the Friends Board of Trustees.

B. Published notification as required in these Bylaws shall be made two or more weeks prior to the Annual Meeting and shall consist of a notice posted in the Library, posted at the Book Sale Site, posted on the Friends’ web site, and mailed or e-mailed to all members in good standing.

C. A summary of the year's activities shall be presented at that time. Annual reports of officers and committees shall be submitted in writing to the Friends Board of Trustees and filed with the minutes.

# **Friends of the Tompkins County Public Library (“Friends”) Bylaws**

**approved 11/15/2015**

(supersedes Bylaws approved 11/18/2012)

D. At all meetings of the Members, ten percent (10%) of the Members eligible to vote (or 100 Members eligible to vote, whichever is less), present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

E. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another voting Member or Members to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member’s duly authorized officer, Trustee, employee or agent. No proxy shall be valid after the expiration of eleven months from the date thereof. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary or, upon the absence of the Secretary, the presiding Member appointed to act as secretary of the meeting. No voting Member may act by proxy for more than one Member at any meeting of Members.

## IV Section 2: Special Meetings of the Organization

- A. Special Meetings may be called by a resolution of two-thirds of the members of the Board of Trustees.
- B. Notice must be mailed or e-mailed to all members in good standing at least seven days before the meeting, specifying the purpose of the Special Meeting.

## IV Section 3: Board of Trustees Meetings

- A. Business meetings of the Friends Board of Trustees shall be held at a time and place designated by the President.
- B. A quorum shall be a majority of the voting members of the Board.
- C. Any member of the Friends may suggest an agenda item for a scheduled meeting by informing the Secretary, in writing, at least seven days prior to the meeting.
- D. A serious attempt shall be made to pre-notify the Friends’ membership of the agenda items. Minutes and agendas shall be available at the Book Sale site.
- E. Special Meetings may be called, as needed, by the President or by written request of any four Board members.

# Friends of the Tompkins County Public Library (“Friends”) Bylaws

approved 11/15/2015

(supersedes Bylaws approved 11/18/2012)

## Article V: Committees and Board Positions

V Section 1: As stated in the Charter, the Board has the power to change the number of trustees to be not more than 25 or fewer than 5, by vote of two-thirds of all members of the Board.

V Section 2: Appointed Board Positions shall include Assistant Book Sale Coordinators, Assistant Treasurers, chairs of such committees as are deemed necessary by the Executive Committee, and such other persons whose advice and service the Executive Committee shall judge to be valuable to the Board. Persons holding these Appointed Board Positions shall become voting members of the Friends Board of Trustees, subject to the requirements of Article V, Section 1.

V Section 3: All Appointed Board Positions except Assistant Book Sale Coordinators and Assistant Treasurers shall be filled by appointment by the President with the approval of the Executive Committee.

V Section 4: A maximum of three Assistant Book Sale Coordinators may be appointed annually by the 2nd Vice President with the approval of the Executive Committee and the Board of Trustees. In no event shall the total number of Coordinators and Assistant Coordinators on the Board exceed five. Each has one vote on the Board of Trustees.

V Section 5: A maximum of three Assistant Treasurers may be appointed annually by the Treasurer with the approval of the Executive Committee and the Board of Trustees. Each has one vote on the Board of Trustees.

V Section 6: Committee members shall be appointed by the committee chairs, unless otherwise directed in the Bylaws.

V Section 7: Committee chairs and persons appointed to additional Board positions shall be appointed for one year and may be reappointed annually.

V Section 8: An individual shall serve on the Board no more than six consecutive years except as noted below. After serving for six consecutive years, an individual may serve again after an interval of one year. Persons who have served on the Board for six consecutive years shall still be eligible for further consecutive service as 2nd Vice President, Assistant Book Sale Coordinator, Treasurer, or Assistant Treasurer, but upon conclusion of their consecutive service in one or more of these positions, they shall not be eligible for service on the Board for an interval of one year.

V Section 9: The Finance Committee shall be composed of the Treasurer, as chair, the President, and at least five other members, at least one of whom is not a member of the Board.

V Section 10: Nominating Committee

A. The Nominating Committee shall be composed of five persons appointed by the Executive Committee in the spring. At least one member must not be a member of the Friends Board of

# **Friends of the Tompkins County Public Library (“Friends”) Bylaws**

**approved 11/15/2015**

(supersedes Bylaws approved 11/18/2012)

Trustees. No current member of the Executive Committee may serve on the Nominating Committee.

B. The committee shall elect its chair at its first meeting.

C. It shall be the duty of this committee to nominate candidates for all Executive Committee positions.

D. The Nominating Committee shall actively solicit suggestions from the membership and Book Sale volunteers.

E. The committee will report its proposed slate for approval at a Board meeting prior to the Annual Meeting. The Friends’ Board of Trustees will approve that slate or name other member(s).

F. At the Annual Meeting, additional nominations may be made from the floor, with permission of the nominee, or written consent if the nominee is not present.

## V Section 11: Fund Distribution

A. All committees that deal with the distribution of funds, such as the grants committees, shall consist of a chair and at least four other members, appointed by the chair, at least one of whom is not a member of the Board. Their joint recommendations for distribution of funds shall be reported to the Friends Board of Trustees. Any changes in committee policies or procedures shall be brought to the Board for approval.

B. Recipients of funds distributed by the Friends shall submit a report to the granting committee chair. The report's format and level of detail shall be specified by the granting committee.

## **Article VI: Funds of the Organization**

VI Section 1: All dues, contributions, or other monies of this organization shall be deposited to the account of the Friends of the Tompkins County Public Library, and shall be disbursed only as authorized by the Friends Board of Trustees, or as specified by the terms of the gift.

VI Section 2: No disbursements shall be made which exceed an authorized appropriation by 10% or an amount stated in the Policies & Guidelines, whichever is larger, until the Treasurer has received re-authorization from the Executive Committee.

VI Section 3: No purchases shall be made for the Library except with the approval of the Library Director and in accordance with the policies of the Tompkins County Public Library Board of Trustees.

VI Section 4: There shall be an external annual audit of the Friends’ financial records.

VI Section 5: Special funds received shall be administered by the Treasurer according to procedures set up by the Endowment Guidelines.

# **Friends of the Tompkins County Public Library (“Friends”) Bylaws**

**approved 11/15/2015**

(supersedes Bylaws approved 11/18/2012)

## **Article VII: Liability**

VII Section 1: No personal liability shall in any event attach to any member or officer of the Friends in connection with any of its undertakings. All of its liabilities shall be limited to the common funds and assets.

VII Section 2: Neither the Friends Board of Trustees nor the officers shall have any authority to borrow money or to incur any indebtedness or liability for the Friends, except with the approval of two-thirds (2/3) of the entire Friends Board of Trustees.

VII Section 3: No member of the Friends Board of Trustees nor the officers, shall act as, or be deemed to be an agent of the members the Friends, or any of them have authority to incur any obligations whatsoever, except with the approval of two-thirds (2/3) of the entire Friends Board of Trustees. Maintenance, insurance, and other routine contracts, not to exceed one year, may be signed by an officer of the Friends.

## **Article VIII: Indemnification and Insurance**

VIII Section 1: The Friends shall purchase and maintain insurance to indemnify its trustees in instances in which New York state law requires the Friends to indemnify them. Further insurance coverage in excess of these minima may be carried if deemed beneficial.

VIII Section 2: The Friends may to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Trustee, officer, employee or agent of the Friends, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys’ fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

VIII Section 3: The Friends shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Friends, including insurance to indemnify the Friends for any obligation which it incurs as a result of its indemnification of Trustees, officers, and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

# **Friends of the Tompkins County Public Library (“Friends”) Bylaws**

**approved 11/15/2015**

(supersedes Bylaws approved 11/18/2012)

## **Article IX: Corporate Purpose and Tax Exempt Status**

IX Section 1: The Friends is organized and is to be operated exclusively for the purposes stated in the Charter, 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.

IX Section 2: Nothing herein contained shall be deemed to authorize the Friends to establish or maintain in the State of New York any institution or agency which has, or itself have, a purpose mentioned in Section 404 (a) through (c) or Section 404 (e) through (v) of the Not-for-Profit Corporation Law. The Friends shall not furnish or perform any medical or health services directly to any person, or engage in any of the activities mentioned in Section 460-a of the Social Services Law.

IX Section 3: No part of the net earnings of the Friends shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Friends 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 the Charter. No substantial part of the activities of the Friends shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501 (h) of the Internal Revenue Code, or the corresponding section of any future federal tax code), and the Friends 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 Bylaws, the Friends 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.

IX Section 4: Upon the dissolution of the Friends, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public educational purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Friends is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

## **Article X: Parliamentary Authority**

The rules contained in the most current edition of Robert's Rules of Order shall serve as parliamentary authority in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Friends may adopt.

# **Friends of the Tompkins County Public Library (“Friends”) Bylaws**

**approved 11/15/2015**

(supersedes Bylaws approved 11/18/2012)

## **Article XI: Amendments**

XI Section 1: The President may, with the approval of the Executive Committee, appoint a committee to review the Bylaws and present proposed changes to the full membership.

XI Section 2: These Bylaws may be amended at any meeting of this organization by a two-thirds (2/3) vote of the members present and voting, provided that notice of such proposed amendment shall have been posted in the Library, at the Book Sale Site, and on the Friends’ web site at least two weeks before said meeting.

## **Article XII: Nondiscrimination**

In all of its dealings, neither the Friends nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference/orientation, mental or physical disability, or any category protected by law.

## **Article XIII: Reference to Charter**

References in these Bylaws to the Charter shall include all amendments thereto or changes thereof unless specifically excepted in these Bylaws. In the event of a conflict between the Charter and these Bylaws, the Charter shall govern.