

Friends of Willimantic Public Library

Bylaws

Adopted September 2019

Article I Name

The name of the Organization shall be Friends of the Willimantic Public Library, Inc.

Article II Purpose

Section 1. Library

It is recognized that the administration of the Willimantic Public Library is vested in the town of Willimantic through the Town Council, the Library Board and the Library Director.

Section 2. Purpose

The purpose of the Friends shall be:

- a. To promote knowledge of functions, resources, services and needs of the Library.
- b. To foster public support for the necessary development, to increase the facilities and service of Willimantic Public Library; and thus to enrich the cultural opportunities available to the citizens of Willimantic.
- c. To provide programs and events for the community that are compatible with the Library's policies and objectives.
- d. To raise funds for programs, books, equipment, and assistance as needed to support the Library's future needs in facilities.

Section 3. Activities

The activities of the Friends of the Library shall include sponsoring special projects; informing the public of the resources and services of the Library;

securing materials that are beyond the command of the ordinary library budget, and performing other services deemed helpful in consultation with the library staff and Board of Directors.

Article III Membership

Section 1. Eligibility

Membership in this organization shall be open to individuals, organizations, and businesses in agreement with its purpose.

Section 2. Membership Year

Membership is yearly dependent upon payment of dues. The Membership year will be from September 1 to August 31.

Section 3. Dues

The annual dues shall be recommended by the officers and approved by the membership at the annual meeting.

Section 4. Right to vote

Each member who has paid dues shall be entitled to one vote at any general membership meeting.

Article IV Directors

Section 1. Role of Board of Directors

The Board of Directors shall set policies for the organization and shall provide guidance to the Executive Committee regarding priorities and tasks to be undertaken each year.

Section 2. Number and method of election.

The Board of Directors of the Friends shall consist of no fewer than 6 persons, and, subject to such limitation, the number of members of the Board of Directors may be designated by the Board of Directors. The Board of Directors shall be elected by the members at the annual membership meeting. The annual

membership meeting must have at least 8 people in attendance for valid elections. When the first Board of Directors is elected, half shall be elected for 1-year terms and half for 2-year terms. The Board of Directors shall meet at least once a year before the annual membership meeting. The Library Director, or their designee, shall be an ex-officio member of the Board.

Section 3. Terms

Each director of the Friends shall be elected to serve for a term of two years, with the exception of the first Board of Directors. Subject to the provisions of Sections IV.1 and IV.3, each subsequent director's term of office shall begin at the conclusion of the meeting at which director was elected and shall continue until the conclusion of the annual meeting of the Board of Directors in the second year of the director's term, and, unless the Board of Directors has determined that a successor will not be elected, until his or her successor has assumed office; or until the director's prior death, resignation or removal. The members of the Board of Directors shall be divided into two classes as nearly equal in number as possible, so that the terms of office of approximately one-half of the members of the Board of Directors expire each year.

Section 4 Removal; resignation; vacancies.

Any director may, at any time, be removed with or without cause by vote of the majority of members present at a general membership meeting, a minimum of 8 members required for a valid meeting. Any director may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or Secretary, unless a later date is specified in the notice. Any vacancy due to the death, removal, or resignation of a director may be filled by a person elected by the Board of Directors for the unexpired term of such director. Any vacancy resulting from an increase of the number of Board of Directors may be filled by a person elected at the next annual meeting for a full term of office.

Article V. Executive Committee

Section 1. Constitution of Executive Committee

The officers of the Organization, along with at least one other at-large individual, shall constitute the Executive Committee. The Executive Committee will consist of at least 4 members.

Section 2. Meetings

The Executive Committee shall meet at the call of the President. A majority of the Board shall constitute a quorum.

Section 3. Authority

The direction of affairs of this Organization shall rest with the Executive Committee, the President acting as Chairman.

Section 4. Committees

Committees shall be formed as deemed necessary, with the approval of the Executive Committee. The President may appoint chairpersons of committees with the approval of the Executive Committee.

Section 5. President and Committees

The President is an ex-officio member of all committees with the exception of the Nominating Committee.

Section 6. Nominations

Nominations for officers and the Executive Committee shall be presented at the Annual meeting by a Nominating Committee of at least two members to be appointed by the Board of Directors.

Section 7. Election

The officers of the Executive Board shall be elected at the annual meeting.

Section 8. Vacancies

Vacancies arising on the Executive Committee shall be filled by appointment, made by the remaining Executive Committee Members, of a member of the Board of Directors.

Article VI. Officers

Section 1. Designation and Term

The officers of this corporation shall include a President, a Secretary, and a Treasurer. This corporation may also have one or more Vice Presidents and such other officers as the Board of Directors may from time to time determine. Officers shall be elected by the voting members at its annual meeting to serve for terms of one year and until their respective successors are elected and have qualified, and may at any time be removed by the Board of Directors with or without cause. Any officer may resign at any time by giving written notice to the President or the Secretary. The resignation shall be effective without acceptance when the notice is received by the President or the Secretary, unless a later effective date is specified in the notice. The same person may hold more than one office at the same time, except the offices of (a) President and Vice President and (b) President and Secretary. Officers shall be selected from among the directors of this corporation and two or more members of the same immediate family members may not hold officer positions simultaneously. Library employees or Library Board members may not hold officer positions. The Library Director, or their designee, shall be an ex-officio member of the Board.

Section 2 President

The President shall be the chief executive officer of The Friends of the Willimantic Public Library, shall preside at all meetings of the members of the Board of Directors and the Executive Committee, and shall implement policy as established by the Board of Directors.

Section 3 Treasurer

The Treasurer shall be the custodian of all Friends' funds. At the Friends' expense he/she shall be bonded each year. He/she shall deposit all receipts in a bank or banks designated by the Board of Directors and shall disburse Friends'

funds only by checks or other orders for the payment of money.

Section 4 Secretary

The Secretary shall record and keep minutes of the meetings.

Section 5 Other Officers

The Vice Presidents and such other officers as the Board of Directors may from time to time elect shall have such powers and perform such duties as the Board of Directors may determine.

Article VII. Meetings

Section 1. Frequency

Regular quarterly meetings will be held by the Executive Committee at a date and time to be set by the Committee. Other committees will meet whenever necessary to fulfill their work and they will report to the Executive Committee at the quarterly meetings of the Executive Committee.

Section 2. General Membership Meeting

The Friends of the Library will hold at least one general membership meeting once a year (the annual membership meeting) to allow input from members and the citizens of Willimantic and to elect officers, receive various reports, and to enact other business. Eight members are required for a quorum at any general membership meeting. Public notice shall be made two weeks prior to the meeting.

Section 3. Format of Meetings

Robert's Rules of Order Revised shall be used as a guide for all proceedings of the organization, the Executive Committee and other committees.

Article VIII Funds

Section 1. Use of Funds

Activities of the Friends shall be self-supporting. All funds accrued by Friends organization shall be deposited to the account of the Friends of the Willimantic Public Library and shall be disbursed by the Treasurer of the Friends as authorized by the Executive Committee of the Friends, to be used for the purposes of the Library. Disbursement of all sums over \$100 shall be subject to the approval of the Executive Committee.

Section 2. Books of Accounts

Adequate books of accounts will be maintained by the Treasurer who will provide a report of finances at each executive committee and annual meeting.

Section 3. Check Signing

All checks shall be signed by the Treasurer or President.

Section 4. Audit

The Executive Board shall appoint an auditor, not an Executive Committee Member, to review the Treasurer's books prior to the annual meeting.

Section 5. Liability

No member of this Association shall be liable except for unpaid dues; and no personal liability shall in any event be attached to any member in connection with any of its undertakings.

Section 6. Fiscal Year

The fiscal year of this Organization shall be from Sept. 1 to August 31.

Article IX. Amendments

Section 1. Proposal of Amendments

Any board member at any Board of Directors or Executive Committee meeting may propose amendments to these by-laws.

Section 2. Amendment Process

Amendments shall become effective after discussion and a majority vote at a subsequent general membership meeting; eight members required for a quorum.

The agenda of that subsequent meeting shall contain a statement of the proposed addition, revision, or deletion.

Article X. Dissolution

Section 1: Method of Dissolution

The Friends of the Willimantic Public Library may be dissolved at any general or special membership meeting by a resolution adopted by affirmative vote of two-thirds of the attending members. Written notice of the meeting shall be given not less than two weeks before the meeting.

Section 2: Disbursement of Funds

In the event of the dissolution of the Friends, all funds shall be disbursed to the Willimantic Public Library.