

Friends of the Naples Library

Bylaws

Article I (Name)

The name of this organization shall be Friends of the Naples Library (Friends).

Article II (Purpose)

The purpose of the Friends of the Naples Library, Inc. shall be to maintain an organization of persons interested in libraries; to focus on the public's attention on the Naples Library; to stimulate the use of the Naples Library's resources; to receive and encourage gifts to support the Naples Library; to support and cooperate with the Naples Library; to support and cooperate with the Naples Library in developing library services and facilities for the community; to lend legislative support where needed; and to support the freedom to read as expressed in the American Library Association Bill of Rights.

Article III (Membership)

Membership is open to all persons who have indicated their willingness to be involved in the Friends program by paying their membership dues.

Article IV (Officers)

The officers of this organization shall be the President, Vice- President, Secretary, and Treasurer, assisted by all committee heads.

Article V (Board of Directors)

The Board shall consist of the officers of the organization and the chairpersons of all the standing committees. The Library Director shall serve as ex-officio member of this Board. The Board shall consist of not less than 3 Board members and not more than 15. Additional board members can be added between annual meetings to fill unexpired terms or to increase the size of the Board. Terms will be staggered so that half the Board terms are renewed at alternating annual meetings.

Article VI (Amendments)

Amendments to this constitution may be made at any meeting of the general membership by a two-thirds vote of those present, after notification in writing to each member at least two weeks before the meeting at which the voting is to take place.

Article VII (Meetings)

There shall be at least one meeting a year which shall be the annual meeting determined by the Board. Members should be notified by either public notice or in writing at least two weeks prior to the date of the meeting. A special meeting of this organization may be called at any time by the Executive Board. The presence at any annual meeting of not less than 5 members in good standing shall constitute a quorum and shall be necessary to conduct the business of the Friends Members attending the annual meeting will be confirmed as paid members in good standing by the Treasurer or Membership Chair or whoever is responsible for maintaining the membership rolls for the Friends.'

Article VIII (Duties of Officers)

- a. **President:** To preside at the Board meetings and general membership meetings and to be an ex-officio member of all committees.

- b. **Vice-President:** To preside over the Board meeting and general membership meeting in the event the President is unavailable.
- c. **Treasurer:** To keep and maintain the financial records of the organization.
- d. **Secretary:** To record attendance; to take the minutes of all executive meetings; to keep a roster of Board membership, together with their addresses; to notify the members of the time and place of meetings and to conduct the correspondence of the organization, and to track Board terms.

Article IX (Board)

The Board shall see that the Friends fulfill all its obligations; shall aid and assist the President as requested; and shall have the power to act for the Friends between meetings in an emergency. Meetings of the Board shall be held as necessary. Special meetings may be called by the President. A majority of the Board shall constitute a quorum. A member of the Board may resign at any time by giving written notice to the President of the Board. Unless specified in the notice, the resignation will take effect upon receipt of said notice by the Board as reported by the President. Absence of a Board member from three (3) consecutive Board meetings without notice to the President shall be considered a resignation.

Article X (Dues)

Dues shall be payable annually and shall become due one year after a member joins the Friends. There shall be a membership fee amount to be decided by the Board and will cover the fiscal year.

Article XI (Finance)

The fiscal year will be the calendar year. No officer, board member, or committee shall incur any expenses on behalf of the Friends unless authorized by the Board of Directors or the Executive Committee. The official records of the Friends shall be maintained in the offices of the Naples Library. The Friends are subject to all New York State legal requirements and Federal 501 [c] 3 requirements. Records will be maintained electronically where permitted.

Article XII (Nomination and Elections)

The nomination of officers and Board members shall be submitted to the membership with the consent of the nominee at least two weeks prior to the annual meeting. Additional nominations may be made from the floor with the consent of the nominee. Officers shall be elected by a majority vote of those present at the annual meeting for the term of two years, but not more than three successive terms. Vacancies in the office shall be filled for the balance of the unexpired term by the President with the approval of the Board.

Article XII (Standing Committees) The Board may designate an Executive Committee of Friends Board officers empowered to act between meetings and other committees as needed. Each such committee serves at the pleasure of the Board.

The Library Director shall be an ex-officio member of all standing committees.

Article XIV (Parliamentary Procedure)

Roberts Rules of Order, Revised, when not in conflict with these Articles, shall govern the proceedings of this organization.

Article XV (Relationship with the Library Board of Directors)

The members of this organization are welcome and encouraged to submit ideas and requests to be acted upon by the Library Board of Directors. The organization has no say in the operation or policy of the Library. These matters will be strictly up to the Library Board. However, support of all Library Board policy and decisions by this organization is desirable.

Article XVI (Indemnification)

- A. To the full extent authorized or permitted by law, other than by a Certificate of Incorporation or bylaws, provision, resolution, or agreement as provided in Section B below, the Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he, her or his testator or intestate is or was a director or officer of the Corporation or serves or served in any capacity, any other corporation, partnership, joint venture, trust, or other enterprise at the request of the Corporation. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Certificate of Incorporation or bylaws (including without limitation Section B below) or any agreement or resolution providing for indemnification and permitted by law except as in Section B.
- B. To the full extent permitted by law and authorized or permitted by any provision of (i) the Corporation's Director or (ii) a resolution of Directors or (iii) an agreement providing for such indemnification, the Corporation shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason the fact that he or his testator or intestate is or was a director or officer of the Corporation of serves , in any capacity, any other corporation, partnership, joint venture, or other enterprise at the request of the Corporation. The Corporation's directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into such agreements regarding such indemnity and expenses.

Article XVII

The Friends of the Naples Library wish to state that they have organized and are operating to provide extra materials and programming for the Naples Library. If, at any time, it is assumed that the Friends will take over the support of budgeted items that are the responsibility of the municipalities supporting the Library, the Friends will disband.