

**THE FRIENDS OF THE FLETCHER FREE LIBRARY, INC.
BYLAWS**

**ARTICLE I
NAME**

The name of the corporation is **The Friends of the Fletcher Free Library, Inc.**, hereinafter referred to as **THE CORPORATION**.

**ARTICLE II
PURPOSE**

The purpose of **THE CORPORATION** is to support the mission and the work of the Fletcher Free Library in whatever way is deemed appropriate, including raising money for special projects, acting as advocates for the Library, and promoting the Library as a literary and cultural center.

**ARTICLE III
MEMBERSHIP**

Individual Members: Individual membership shall be open to all persons who support the purpose of **THE CORPORATION** and who contribute financially or in kind.

Other categories of membership may be established by a vote of the Board as it deems necessary or desirable.

**ARTICLE IV
MEMBERSHIP MEETINGS**

Section 1:

Annual Meeting: There shall be an annual meeting of the members each calendar year. Each annual meeting will include a report on the state of **THE CORPORATION**, including financial data. Public notice of the date, time and place of the annual meeting shall be given no less than ten (10) days, not more than thirty (30) days before the date of the meeting. Displaying such notice on or near the Library's circulation desk shall be deemed sufficient public notice.

Section 2:

Regular Meetings: Regular meetings shall be held whenever scheduled by the President or other duly constituted authority of **THE CORPORATION**.

Section 3:

Special Meetings: A special meeting may be called at any time by the President or, if the President is not available, by the Vice President and the Past President

ARTICLE V
OFFICERS, BOARD OF DIRECTORS, ELECTION AND DUTIES

Section 1: Officers

The officers of **THE CORPORATION** shall be a President, a Vice-President, a Secretary, a Treasurer and the immediate Past President.

Section 2: Board of Directors

The officers of **THE CORPORATION**, along with at three other Members-at-Large shall be known as the Board of Directors, and shall be the governing body of **THE CORPORATION**. The Director of the Library, or designee shall be an ex-officio member of the Board of Directors.

Section 3: Election

Officers shall be elected for a one-year term by a majority vote of those present at the annual meeting. Both the President and Vice-President, if re-elected, may serve a total of three consecutive terms. Only the Secretary and the Treasurer may serve for more than three consecutive one-year terms.

At least three Members-at-Large shall be proposed by the President for election at the annual meeting, to serve a term of two years. Members-at-Large shall be elected by a majority vote of those present at the annual meeting and may serve for two consecutive terms.

In order to align office terms with the fiscal year, in 2019, all elected terms that would otherwise expire prior to the Annual Meeting will be extended until the Annual Meeting, which will be held no later than the 30th of June 2019. These Officers' terms shall still be considered one-year terms, and Members-at-Large terms shall still be considered two-year terms.

Section 4: Duties

President: The President shall be in charge of the general management of the affairs of **THE CORPORATION**, including the power to implement and enforce all orders, resolutions and other decisions agreed upon by the Board of Directors. S/he shall perform or delegate all duties as required by law, and such other duties as are delegated by the Board of Directors. S/he shall preside at all meetings at the Board of Directors. S/he shall also be an ex-officio member of all committees of **THE CORPORATION**.

Vice President: The Vice-President shall perform the duties of the office of the President when the President is unable to perform such duties. S/he shall preside at meetings in the absence of the President. S/he shall succeed to the office of the President should vacancy in that office occur until a new President is elected.

Secretary: The Secretary shall serve as recorder of the meetings of **THE CORPORATION** and shall ensure that the minutes of all such meetings are distributed to all Board members. The Secretary shall be responsible for maintaining all documents and non-financial records of **THE CORPORATION**. The Secretary shall perform all other duties incident to that office, whether delegated to her by the President, or required by law.

Treasurer: Except as the Board may otherwise direct, the Treasurer or her/his designee shall ensure that all funds of THE CORPORATION are deposited in a financial institution. The Treasurer, or his/her designee, shall sign all checks and notes except as the Board otherwise directs. The Treasurer shall keep full and accurate accounts of receipts and disbursements; provide periodic reports of the financial status of **THE CORPORATION**, coordinate the financial affairs of THE CORPORATION and perform such other duties as are directed by Board of Directors, or required by law.

Past President: The Past President shall serve a one-year term to assist the new President in the affairs of **THE CORPORATION**, and shall have duties as assigned by the President.

Section 5: Replacement of Vacancies on the Board

Vacancies on the Board of Directors, however resulting, shall be filled through nomination by the President and approval by a quorum of the Board of Directors, at any regular or special meeting of the Board.

ARTICLE VI BOARD BUSINESS, VOTING AND QUORUM

Section 1:

Voting: At the pleasure of the President, any order of business may, *and in instances requiring disbursement of funds, shall*, be subjected to a vote of the Board. Votes shall be taken in person during scheduled meetings on matters that require immediate action, *provided that a quorum is present*. If a quorum is not present, votes of absentee members may be taken by phone, email or by regular mail.

Section 2:

Quorum: A quorum shall consist of at least four members of the Board, and must include at least one officer of THE CORPORATION

ARTICLE VII RESIGNATION OR REMOVAL OF OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Section 1

Resignation: A member of the Board may resign prior to the expiration of his or her term, by tendering a letter of resignation to the President of the Board.

Section 2:

Removal: Any officer or member of the Board of Directors may be removed from office by a two-thirds vote of the Board of Directors. Any person so removed shall be given the opportunity to make an oral or written response to the Board of Directors within thirty (30) days of notification of removal. In addition, any officer or member who misses three consecutive, unexcused, regular meetings is deemed removed from the Board of Directors.

Section 3:

Replacement: Vacancies on the Board resulting from either resignation or removal may be filled by the Board of Directors as authorized in Article V, Section 5 of these by-laws.

**ARTICLE VIII
WAIVER OF NOTICE**

Any director or member of the Board of **THE CORPORATION**., if required by provision of law or these By-Laws, to be given any notice, may waive said notice in writing. Such waiver signed by said director or member, shall be deemed equivalent to the timely giving of said notice.

**ARTICLE IX
AMENDMENT OF BY-LAWS AND ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation and/or these By-Laws may be made at any meeting of the membership by a majority vote of those present, provided that there has been a public notification of at least two weeks prior to the meeting at which voting on the amendment(s) shall take place. Copies of the proposed amendment(s) shall be available to members and the public upon request.

APPROVED MARCH 12 2019