

FRIENDS OF THE WETHERSFIELD PUBLIC LIBRARY, INC.

BY-LAWS

**ARTICLE 1**

**Name/Principal Office**

The name of this corporation shall be FRIENDS OF THE WETHERSFIELD PUBLIC LIBRARY, Inc. The principal office shall be at 515 Silas Deane Highway, Wethersfield, Connecticut.

**ARTICLE 2**

**PURPOSE**

The corporation shall provide appropriate support of The Wethersfield Public Library in the accomplishment of its designated goals and activities and operate in accordance with Section 501©3 of the Internal Revenue Service (IRS) Code.

**ARTICLE 3**

**MEMBERSHIP**

A. Membership Rights and Limitations

Section 1. Membership in the corporation (a.k.a.) Friends of The Wethersfield Public Library, Inc. shall be open to individuals, organizations and businesses in agreement with its stated purpose.

Section 2. Members may serve on the Friends of The Wethersfield Public Library, Inc. board of directors and committees.

Section 3. Each member who is in good standing shall be entitled to one vote at any meeting of the membership.

Section 4. Each business, organization or household member shall appoint one (1) representative, and may appoint one (1) alternate, to vote at meetings of the membership. All questions put to a vote shall be decided by a simple majority vote of those members present.

Section 5. Proxy and absentee voting shall not be permitted by the corporation.

B. Categories of Membership

Section 1. The Board will determine membership categories as needed.

C. Dues

Section 1. Membership dues are payable the first day of October and renewed annually to remain a member in good standing.

Section 2. Dues **for** each **category** shall be determined annually by the board of directors prior to the annual meeting. Members in arrears one (1) month after payment is due may be dropped from the membership list.

#### **ARTICLE 4 BOARD OF DIRECTORS**

Section 1. The board of directors shall manage the activities, property and affairs of the corporation as subject to the provisions of these bylaws, any organizational documents, and applicable state and federal laws.

Section 2. The number of directors shall be no fewer than five (5) and not more than fifteen (15).

Section 3. Directors shall be elected at the annual meeting by a majority vote of members present. The Board Development Committee shall assemble a slate of nominees that is mailed, or sent electronically, to the membership no fewer than fifteen (15) days before the annual meeting.

Section 4. Directors shall be elected to serve a term of two years. Directors shall have term limits of three consecutive terms, but may return after being off the board for one term.

Section 5. Directors shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties.

Section 6. The Library Director and one Library board director shall be ex-officio members of the corporation's board.

#### **ARTICLE 5 OFFICERS & DUTIES**

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

Section 2. Officers shall be elected by the board of directors and shall serve without compensation.

Section 3. Offices shall be elected at the next regularly scheduled board meeting following the annual meeting. The Board Development Committee shall present the names of nominees to the board in writing, through mail or electronic distribution, no fewer than fifteen (15) days prior to the meeting. Officers shall assume their position immediately. Directors shall serve for a term of two years, or until his or her successor is duly qualified and chosen.

Section 4. The President shall preside over all meetings of the board of directors and shall perform all duties as prescribed by the board. The President shall execute any written instrument on behalf of the corporation, except in cases where the execution thereof shall be expressly

delegated by the board of directors, these bylaws or by statute, or some other officer or agent of the corporation.

Section 5. In the absence or disability of the President, the Vice President shall perform the duties of the President and shall assume all the powers of the President including, but not limited to, the power to execute any written instrument on behalf of the corporation. The Vice President shall perform other duties as may be assigned by the President or the board of directors.

Section 6. The Secretary shall keep the minutes of all membership and board of directors meetings. The Secretary shall be custodian of the corporate records, ensure that all notices are provided in accordance with these bylaws or as required by law, keep a list of the names and mailing addresses of each member and perform any other duties as may be assigned by the board of directors.

Section 7. The Treasurer shall supervise the administration of the finances of the Corporation. The Treasurer shall issue financial statements as directed by the board of directors, arrange for an annual financial review or audit be conducted and perform any other duties as may be assigned by the President or board of directors.

## **ARTICLE 6 REMOVAL & VACANCIES**

Section 1. A director or officer may resign at any time by filing a written resignation with the President or Secretary.

Section 2. Any director or officer may be removed with or without cause by a simple majority vote of the board. Three (3) unexcused meeting absences within a 12-month period may be grounds for removal.

Section 3. Vacancies shall be filled by a majority vote of the board for the remainder of the unexpired term.

## **ARTICLE 7 MEETINGS**

Section 1. The board of directors shall yearly hold a minimum of three (3) regular meetings, in addition to the annual meeting, to discharge their responsibilities as given in these bylaws.

Section 2. Special meetings may be called by the President, by a majority vote of the board of directors, or by written petition to the board of directors signed by five (5%) of the members.

Section 3. The annual meeting shall be held within the corporation's second fiscal quarter (September – November) at such time, date, and place as determined by the board of directors. The purpose shall be to elect directors and transact such other business as may properly be brought before the meeting.

Section 4. Meetings will be held within Connecticut, at a location determined by the board of directors.

Section 5. All meetings of the corporation shall be governed by Robert's Rules of Order unless otherwise dictated by a resolution of the board of directors.

## **ARTICLE 8 NOTIFICATION**

Section 1. The membership and/or board of directors shall be notified of each annual and regular no less than fifteen (15) or more than sixty (60) days before the meeting date.

Section 2. Special meetings shall require a minimum of ten (10) days' notice. Notice of special meetings shall include a description of the purpose or purposes for which the meeting is called.

Section 3. Written notice shall be mailed, delivered or sent electronically.

## **ARTICLE 9 QUORUM**

Section 1. Fifty-one percent (51%) of the board of directors shall constitute a quorum for the transaction of business at any meeting. Board members may participate in meetings electronically and will be considered in attendance for the purposes of determining quorum. If less than 51% of the directors are present at such meeting, a majority of the directors present may adjourn the meeting without further notice.

## **ARTICLE 10 ACTION WITHOUT MEETING**

Section 1. Action may be taken by the board of directors without a meeting if the action is taken by all members of the board. The action shall be prepared by the Secretary for signature by each director and shall be included in the minutes reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

## **ARTICLE 11 COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the corporation. The powers of the Executive Committee shall be determined by the board.

Section 2. Other Committees. Standing or ad-hoc committees may be formed at the president's discretion. A committee shall be composed of a chairperson and at least two (2) other committee members. The chairperson of each committee shall be a member of the board of directors and shall be appointed by the president of the board.

**ARTICLE 12  
FUNDS**

Section 1. The fiscal year of the Corporation shall begin on June 1 and end May 31.

Section 2. All funds shall be deposited to the credit of the corporation in such banks or other depositories as designated by the board of directors. All funds shall be deposited to the account of Friends of The Wethersfield Library, Inc and shall be disbursed by the Treasurer of the Friends as authorized by the board of directors. Any expense in excess of \$250.00 must have prior Board approval before payment

Section 3. The board of directors may authorize any officer or agent of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.

Section 4. All checks, drafts or orders for payment of funds shall be signed by such persons as the board of directors shall designate.

Section 5. The corporation shall keep correct and complete books and records of accounts, a list of names and addresses of the membership, and maintain minutes of all corporate related proceedings. All books and records of the corporation may be inspected by any member or his/her agent or attorney or the general public for any proper purpose at any reasonable time.

**ARTICLE 13  
CONFIDENTIALITY & CONFLICT OF INTEREST**

Section 1. A director should treat as confidential all matters involving the corporation until there has been general public disclosure or unless the information is a matter of public record or common knowledge. No board member shall use his or her position, or the knowledge gained, in such a manner that a conflict between the interest of the organization or any of its affiliates and his or her personal interests arises. Each board member has a duty to place the interest of the organization foremost in any dealings with the organization and has a responsibility to notify the board when a conflict arises.

**ARTICLE VI 14  
AMENDMENTS**

Section 1. These bylaws may be amended or repealed at the annual meeting or a duly called special meeting, by a two-thirds vote of members' present, provided notice, and the proposed amendments, are submitted in writing to the membership at least 30 days in advance of the meeting.

**ARTICLE 15  
LIABILITY AND INDEMNIFICATION**

Section 1. The corporation shall have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, employee or other agent of the corporation. The corporation shall have the power to purchase or procure insurance for such purposes. Cases involving gross negligence or willful misconduct are excluded from indemnification.

Section 2. In accordance with Nonprofit Corporate Law of Connecticut, no member of the corporation shall be personally liable for any debts or obligations of the corporation by virtue of their being members of the corporation.

**ARTICLE 16  
CORPORATE SEAL**

Section 1. The Seal shall have inscribed thereon the name of the corporation, the word “Seal” and the word “Connecticut” and shall be in the custody of the Secretary.

**ARTICLE 17  
DISSOLUTION**

Section 1. Upon the dissolution of the corporation and after payment or the provision for payment of all the liabilities of the corporation, the board of directors, or remaining members, shall transfer all remaining assets to the Wethersfield Library board to be used for library needs, or to other organizations that are qualified as tax-exempt under section 501©3 of the Internal Revenue Code (IRS). Any assets not so disposed of shall be disposed of by a court of proper jurisdiction in the county in which the principal office of the corporation is located.

Amended 3/18/03

Revised 10/10/07

Revised 10/11/2011