

Revised October 2016

**CONSTITUTION AND BYLAWS OF THE FRIENDS OF THE
SCARBOROUGH LIBRARY**

Article 1. Name

Sec. 1 The name of this organization shall be The Friends of the Scarborough Library.

Article 2. Purpose

Sec. 1 The purpose of this organization shall be to support, aid, assist and render useful service to the Scarborough Public Library in developing services and facilities for the community, to provide fellowship and to raise funds to carry on the above.

All original documents pertaining to the legal status of the Friends will be kept in the Scarborough Public Library Safe Deposit Box.

Copies of these documents shall be kept on file by the Treasurer, the Library Director, in the Friends file cabinet and by the clerk.

Article 3. Membership

Sec. 1 The membership year shall be September 1 through August 31.

Sec. 2 Membership in this organization shall be open to all individuals and organizations interested in its purpose.

Sec. 3 Each member shall be entitled to one vote.

Article 4. Board of Directors

Sec. 1 The Board of Directors shall consist of ten (10) members. No person shall serve more than two consecutive three-year terms. Any person shall become eligible to serve additional terms after an absence from the Board of not less than one year. The Library Director or designee shall be an ex-officio member of the Board.

Sec. 2 The Board of Directors shall manage the affairs of the organization and shall exercise on its behalf all the rights, powers and duties of the organization other than the power to amend these By-laws and the power to dissolve the organization.

Sec. 3 No committee, officer or member of the organization shall have any authority to make any contract, or incur any indebtedness, obligation or liability in the name of, or on behalf of, the organization without the authority and approval of the Board of Directors.

Sec. 4 Vacancies on the Board of Directors shall be filled by an affirmative vote of the majority of the remaining Directors. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor, which shall be considered a full term if more than two years remain.

Sec. 5 Any Director who misses three consecutive meetings, without reasonable cause, may be removed by a two-thirds vote of the Board.

Sec. 6 Any Director may resign by writing to the President or Secretary. The resignation shall be effective upon receipt unless another date is given.

Article 5. Officers

Sec. 1 The Officers shall consist of a President, Vice President, Treasurer and Secretary, each of whom shall be elected by a majority of the Board of Directors.

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- Sec. 2 All Officers shall serve two year terms. Officers may serve two consecutive terms.
- Sec. 3 Any Officer shall be eligible to serve an additional term after an absence of no less than one year.
- Sec. 4 If an Office becomes vacant, the Board may appoint a member to fill the remaining term.

Article 6. Duties of Officers

- Sec. 1 President: Shall preside over and conduct all meetings and appoint all committee chairpersons and be an ex-officio member of all committees.
- Sec. 2 Vice President: Shall perform the duties of the President in the absence of the President and also serve as President-elect.
- Sec. 3 Treasurer: Shall keep and maintain the financial records of the organization and report the balance of funds on hand at each meeting. The treasurer shall make a full report of the financial activity of the past year at the annual meeting.

The Treasurer shall provide the clerk with an updated list of Board members and Officers following the annual meeting.

The Treasurer shall file the appropriate tax returns.

- Sec. 4 Secretary: Shall keep the minutes of all meetings and perform such other duties as may be delegated to the office by the President.

Article 7. Committees

- Sec. 1 The President shall appoint standing committee chairpersons from the Board of Directors. Other persons from the membership at large may be appointed to serve on the committees.
- Sec. 2 The chairperson of each committee shall submit all projects and proposed actions to the Board of Directors for approval prior to carrying out such projects or actions.

Article 8. Meetings

- Sec. 1 An annual meeting shall be held in the month of October. The membership shall be notified by mail or email at least twenty-one days in advance of the meeting.
- Sec. 2 There shall be at least four meetings of the Board of Directors annually.
- Sec. 3 Special meetings of the Board of Directors may be called by the president or any three Board members provided that at least 24 hours notice is given.
- Sec. 4 A majority of the Directors, one of whom must be an officer, shall constitute a quorum for the purpose of transacting business at all meetings.
- Sec. 5 Voting by email between meetings is authorized. It may be used only to expedite time sensitive decisions. It may only be used if all Directors have an email account. Email votes will be validated at the next meeting of the Board of Directors and shall be reflected in the minutes of the meeting.

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Article 9. Nominations and Elections of Directors

- Sec. 1 The Nominating Committee shall consist of a minimum of two members appointed by the President.
- Sec. 2 The report of the Nominating Committee including the names of the Board members to be elected, shall be submitted in writing, which shall include email, to the membership twenty-one days before the annual meeting.
- Sec. 3 Nominations must have the approval of the nominee.
- Sec. 4 Nominations may be made from the floor during the Annual Meeting, with the approval of the nominee.
- Sec. 5 Election shall be by the majority vote of members present and voting at the annual meeting.

Article 10. Membership Dues

- Sec. 1 Membership dues shall be payable annually and shall become due September 1. The Board of Directors shall determine the amount of dues.
- Sec. 2 The fiscal year shall run from June 1st to May 31st each year.

Article 11. Amendments

- Sec. 1 Amendments to this Constitution and Bylaws may be proposed by advance written notification, which shall include email, at least 21 days before presentation to the membership at the annual meeting or at a special meeting called by the President with proper notification. A two-thirds vote of the members present and voting is required for adoption at the meeting.

Article 12. Parliamentary Procedure

- Sec. 1 Roberts Rules of Order, Newly Revised, when not in conflict with the Constitution and Bylaws shall govern the proceedings of this organization.

Article 13. Liquidation of Assets

- Sec. 1 Should the Friends of the Scarborough Library cease to exist, then any and all assets of the organization (including books, useable items or proceeds from these assets) shall be liquidated and given to the Scarborough Public Library Corporation and shall be used in the support of the collection and programming at the discretion of the Scarborough Public Library's Board of Trustees.

The dissolution shall be authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by a vote of the majority of the Directors.

Revised and Adopted, October 2016