

FRIENDS OF THE SULLIVAN COUNTY LIBRARY BY-LAWS

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MISSION STATEMENT

Friends of the Sullivan County Library is a volunteer, 501(c)(3) charitable organization dedicated and committed to provide community support to the Sullivan County Library.

ARTICLE I **Name:**

Section 1: This organization shall be the "Friends of the Sullivan County Library", hereafter referred to as the "Friends"

ARTICLE II **Purpose:**

The purpose of the Friends shall be:

Section 1: To foster closer relations between the Library and the community.

Section 2: To enhance the Library's functions, resources, and services.

Section 3: To encourage charitable donations, gifts, endowments, appropriate fundraising, and bequests to the Sullivan County Library.

ARTICLE III **Membership and Dues:**

Section 1: Membership shall be open to all individuals, associations/clubs, and companies interested in the Library.

Section 2: Membership shall be without regard to sex, color, creed, national origin or disability.

Section 3: There shall be one (1) type of Membership: Individual - open to all individuals, associations/clubs, and companies.

Section 4: Each member in good standing shall have one (1) vote, except individuals who have not yet attained age 21.

Section 5: Annual dues shall be determined by the Executive Board.

Section 6: Initial Membership shall begin upon payment of the annual dues.

Section 7: Initial Memberships paid in November or December shall be recognized as Membership for the following year.

Section 8: Membership shall run from January 1 to December 31 upon payment of the annual dues.

ARTICLE IV **Governance:**

Section 1: The Friends shall have as its Executive Board, the following elected officers: President, Vice President, Secretary and Treasurer; and the Past President and Chairperson of each Standing Committee. Each member of the Executive Board has one (1) vote.

Section 2: All officers and Standing Committee Chairpersons of this organization must be a member in good standing of the Friends.

Section 3: President and Secretary shall be elected in odd numbered years and Vice President and Treasurer in even numbered years.

Section 4: Advisory Board Liaison and Library Director, or designee, shall be ex-officio, non-voting members of the Executive Board.

Section 5: The terms of office for all elected officials shall be two (2) years.

Section 6: Standing Committees are as follows:

- **Membership**
- **Ways and Means**
- **Public Relations/Publicity**
- **Finance & Budget**

Section 7: Standing Committee Chairpersons are appointed and can be removed by the President.

Section 8: Standing Committee Chairpersons shall assume their duties immediately upon appointment.

ARTICLE V

Nominations/Elections:

- Section 1:** Officers shall be nominated by an ad hoc Nominating Committee consisting of either three (3) or five (5) persons. The chair of the Nominating Committee shall be from the Friends. The balance of the committee shall be made up of persons selected from the Executive Board and the Friends' membership-at-large. The three (3) person Committee shall consist of the chair and two (2) members chosen from the Friends' membership - at - large. The five (5) person Committee shall consist of the chair and one (1) additional person from the Friends' Executive Board and three (3) persons chosen from the Friends' membership-at-large.
- Section 2:** Only those who have consented to serve as officers if elected shall be eligible for nomination either by the Board or from the floor.
- Section 3:** The Nominating Committee shall present its report to the Executive Board no later than one (1) month prior to the Annual Membership Meeting. A final slate shall be posted at the Library at least two (2) weeks before the Annual Membership Meeting.
- Section 4:** Additional nominations may be made from the floor at the Annual Membership Meeting.
- Section 5:** A majority vote of those present and voting at the Annual Membership Meeting shall elect officers by voice vote. Officers shall be installed at the Annual Membership Meeting and shall immediately assume their duties at the conclusion of the Annual Membership Meeting.
- Section 6:** The privilege of holding office, introducing motions, debating and voting shall be limited to members of the Friends in good standing.
- Section 7:** Vacancies, except in the office of the President, shall be appointed by the Executive Board for the remainder of the term.
- Section 8:** In the event of a vacancy in the office of the President, the Vice President shall assume the office until a new President can be elected at the next Annual Membership Meeting.

ARTICLE VI

Duties of the Officers:

- Section 1:** The **President** shall preside at all meetings of the Friends and shall direct and administer the affairs of the organization as its executive head and supervise all phases of its work, subject to the approval of the Executive Board. The President, or her/his designee, shall be an ex-officio member of all Standing Committees or Ad Hoc Committees; except the ad hoc Nominating Committee. The President shall liaise with the Library Director and the Library's Advisory Board.
- Section 2:** The **Vice President** shall assist the President in carrying out the latter's duties, preside at all meetings in the absence of the President, and perform such other duties as the President may direct. The Vice President shall also serve as chair for the Annual Membership Appeal campaign and solicitation of volunteers to support both Friends' and community programs.
- Section 3:** The **Secretary** shall keep accurate Minutes of the meetings of the membership and the Executive Board and provide draft copies no later than 30 days after a meeting; maintain custody of all official records; receive a complete list of members from the Friends' Treasurer; send out notices of meetings; and have charge of correspondence generally.
- Section 4:** The **Treasurer** shall receive monies of the Friends and keep an accurate record of receipts and expenditures, including the names and addresses associated therewith. Semi-monthly shall provide a copy of the membership list to the Secretary and the Membership Chair. The Treasurer shall present a financial statement at every meeting of the Friends, and at other times when requested by the Executive Board; and make a full report at the Annual Membership Meeting.

ARTICLE VII

Financial Matters:

- Section 1:** All contracts for the organization must be signed by the President and the Treasurer, after approval by a majority of the Executive Board.
- Section 2:** No personal liability shall in any event attach to any member of this organization, the Friends of the Sullivan County Library, in connection with any of its undertakings, but all liabilities shall be limited to its common funds and assets. Neither the Executive Board nor the officers shall have any

authority to borrow money in the name, or on behalf of this organization. No member of the Executive Board, and no officer of this organization shall act as – or be deemed to be – an agent of the members of this organization, or have authority to incur any obligation in excess of the amounts allotted by the Executive Board for the specific purpose. No contract shall, in any event, be entered into, and no obligation shall be incurred beyond the amount on hand, or in the bank after deducting there from, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities, or providing for the total of all unpaid accounts and unpaid obligations and liabilities.

Section 3: Any anticipated expenditure (budgeted or unbudgeted) exceeding \$500 must receive prior approval by 2/3 of the Executive Board present and voting. If spending approval is required prior to the next Executive Board Meeting, electronic approval can be obtained. For the request to be approved, a quorum of the Executive Board must respond and 2/3 of those responding must vote for the request. The request will also be noted at the next scheduled Executive Board Meeting.

Section 4: The Treasurer's accounts shall be examined annually by an ad hoc auditing committee.

ARTICLE VIII Documents:

Section 1: Establish a "cloud based" storage facility to maintain an historical record of Friends' activities.

Section 2: All Executive Board members shall have access to any read-only PDF documents stored virtually.

Section 3: The chair of the Finance & Budget committee shall serve as administrator of the file. Access to the file shall only be granted to current members of the Executive Board. Access shall be rescinded upon their resignation from the Board.

Section 4: Meeting minutes, including selected financial data consistent with the following format, will be posted on the Library's website.

Financial Data as of April 13, 2021			
	Year to Date		
	Two Months	Actual	Budget
Income	4,628.22	15,617.27	8,737.66
Expense	9,555.89	1,365.89	2,222.50
Net Income	3,672.99	14,617.27	6,515.16
Cash/CD	32,874.18	32,874.18	

Section 5: The Secretary shall upload the Meeting Minutes as a PDF upon their approval by the Executive Board.

Section 6: All Reports provided to and approved by the Executive Board shall be uploaded as a PDF by the person issuing such reports.

Section 7: Other documents shall be uploaded as a PDF to the account upon approval by the Executive Board.

ARTICLE IX Meetings:

Section 1: Meeting dates shall be posted at the Library at least one (1) week prior to the meeting date. Additionally, meeting notices shall appear in two (2) issues of the Sullivan Review immediately prior to the meeting date. When a regularly scheduled meeting needs to be rescheduled for any reason, that meeting can be held without notice to the public.

Section 2: At the meetings, an order of business shall be presented to the members in accordance with Robert's Rules of Order Newly Revised.

Section 3: Meetings will typically be in-person, but virtual meetings can be held under certain conditions with the prior agreement of the Executive Board.

General Membership:

- Section 4:** This organization shall have one (1) full membership meeting each year, called the Annual Membership Meeting.
- Section 5:** Other full membership meetings may be scheduled as needed to address matters other than those conducted at the Annual Membership Meeting.
- Section 6:** Ten (10) members in good standing shall constitute a quorum and the vote of the majority shall be necessary to approve any action taken unless otherwise noted in these by-laws.

Executive Board:

- Section 7:** The Executive Board meetings will be held at least quarterly.
- Section 8:** Four (4) voting members of the Executive Board shall constitute a quorum. The vote of the majority shall be necessary to approve any action taken unless otherwise noted in these by-laws.
- Section 9:** Special meetings of the Executive Board may be held at the discretion of the President or called by three (3) members of the Board. Prior notification to the general public as stated in Article IX, Section 1 (above) is not required.

ARTICLE X **Committees:**

- Section 1:** The Executive Board shall establish standing committees to promote the objectives and purposes of the Friends.
- Section 2:** The Executive Board and the membership, at a regular meeting, may call for ad hoc committees to take on specific tasks for the benefit of the Library.
- Section 3:** **Standing Committees:**
- Membership** – The Membership Committee shall be responsible for recruiting new members, sending annual renewal notices to current members and maintaining a current membership list including addresses, telephone numbers and e-mail addresses in cooperation with the Friends' Treasurer. This committee is headed by the Vice President.
- Public Relations/Publicity** - The Public Relations/Publicity Committee shall be responsible for press releases and contacts with other media as needed and be available for speaking engagements to promote library needs in the community in cooperation with the Sullivan County Library. The committee shall also be responsible for producing the Friends' Quarterly Newsletter and acknowledging memorials and honorariums received by the Friends.
- Ways and Means** – The Ways and Means Committee shall be responsible for developing and overseeing fund raising projects and programs.
- Finance & Budget** – Committee shall develop and implement the criteria and procedures for the administration of funds. The committee will provide support to the Executive Board of the Friends and the appointed auditors on ongoing oversight and governance to ensure funding objectives are achieved. The committee shall develop an Annual Budget for the Friends that is presented for review and approval by 2/3 of the Executive Board present and voting at the December meeting of the Executive Board.

Ad Hoc Committees:

Such committees shall be appointed by the President as a specific need is identified. The committee shall dissolve once their purpose has been met. Some examples of such committees are as follows:

Nominating - The Nominating Committee consisting of either three (3) or five (5) persons shall be appointed at a Friends' Executive Board Meeting several months before the proposed Annual Membership Meeting. See Article V, Section 1 for how this committee shall be constituted. The Nominating Committee shall present a slate of officers at the Annual Membership Meeting. The General Membership may make additional nominations from the floor, providing the candidate is qualified and consenting.

By-Laws – The By-Laws Committee chair and two additional members of the Executive Board shall be appointed by the President. The committee shall annually review the By-Laws and present their proposed changes to the Executive Board for review and approval at the Executive Board

meeting prior to the Annual Membership Meeting. The committee shall present the Board approved By-Laws to members present at the Annual Membership Meeting. Upon approval, the committee shall distribute the By-Laws to the Board.

Audit Committee – Annually an Audit Committee shall be established to review the prior year receipts and disbursements. This committee of not less than three (3) members, of which only one (1) can be from the Executive Board. The committee is appointed by the Executive Board before the end of the present fiscal year and have the audit completed no more than sixty (60) days past closure of the fiscal year. The audit committee shall report on their findings at the next scheduled meeting of the Board.

Other – The Board shall establish ad hoc committees as needed.

ARTICLE XI **Amendments:**

Section 1: Amendments to these by-laws may be made at the Annual Membership Meeting by a 2/3 vote of those present and voting. Proposed amendments shall be posted at the Library at least two (2) weeks prior to the meeting.

ARTICLE XII **Dissolution:**

Section 1: Upon dissolution or abandonment, the assets of the organization remaining after payment of, provisions for all debts and liabilities of this organization shall be donated to the Sullivan County Library. If for any reason such a donation is not possible, the remaining assets shall be donated to a non-profit designated by the Friends of the Sullivan County Library.

ARTICLE XIII **Historical By-Laws Approval:**

PRESENTED TO MEMBERSHIP: July 29, 2014

ADOPTED BY MEMBERSHIP: July 29, 2014

REVISION: ADOPTED BY MEMBERSHIP

- #1 July 25, 2015**
- #2 July 30, 2016**
- #3 July 27, 2017**
- #4 Sept. 25, 2018**
- #5 July 16, 2019**
- #6 July 23, 2021**

The Friends shall be a charitable organization as defined by Section 501 (c) (3) of the Internal Revenue Code through Pennsylvania Citizens for Better Libraries and adopts the following language:

This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not

permitted to be carried on (a) by a corporation exempt from Federal Income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to the Sullivan County Library or if such a donation is not possible the remaining assets shall be made to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and

which has established its tax-exempt status under section 501 (c) (3) of the Internal Revenue Code.

These By-Laws were accepted by a majority of the members present and voting at the Annual Membership Meeting of the Friends of the Sullivan County Library.

President: _____ Date: _____

Secretary: _____ Date: _____