

FRIENDS OF THE DANBURY LIBRARY BYLAWS

ARTICLE I: MISSION STATEMENT

The Friends of the Danbury Library is an independent non-profit volunteer organization working to further the educational and informational needs of the community through its support of the Danbury Public Library.

ARTICLE II: NAME

The organization shall be called: The Friends of the Danbury Library, Inc., hereafter called "Friends."

ARTICLE III: PURPOSE

Section 1. The Friends are committed to:

- Assisting the library as it works to fulfill the community's informational needs
- Contributing to library-wide projects and goals through careful administration of vested funds
- Supporting the creative efforts of the library staff to enrich the lives of the community
- Focusing attention on the resources and services that the library offers
- Continuing the growth of the Friends by cultivating an active membership
- Advocating for the library and its interests

Section 2. It is the responsibility of the Friends to administer and invest funds raised, donated, granted or endowed for the benefit of the library and the public interest.

Section 3. Friends funding is supplementary in nature. Friends funds should not be used to supplant or replace expenses that are the responsibility of the city.

ARTICLE IV: MEMBERSHIP

All members of the general public, regardless of residence, are welcome as members of the Friends upon payment of annual membership dues.

ARTICLE V: DUES AND CONTRIBUTIONS

Section 1. Dues are payable on or before December 31 of each year. The membership year is from January 1 to December 31.

Section 2. The Friends Board of Trustees shall set dues for each of the various classes of membership.

Section 3. All dues and contributions shall be made payable to the Friends of the Danbury Library.

ARTICLE VI: THE BOARD OF TRUSTEES

Section 1. The executive authority of the Friends shall be vested in a Board of Trustees (hereafter called “Friends Board”), the responsibilities and duties of which shall include, but not be limited to:

- Reviewing the activities and direction of the organization,
- Raising funds by any means not expressly prohibited by these bylaws or by any law or statute,
- Allocating and expending such funds in furtherance of the purposes of the Friends and within Connecticut and Federal guidelines,
- Recommending a schedule of dues and establishing benefits for each of the membership categories, and
- Planning events and meetings of the membership.

Section 2. The Friends Board shall consist of the Officers of the Friends (see Article VII: Officers); the Past President; up to ten (10) additional Trustees elected by the membership; and one (1) ex officio, non-voting member as follows: The Director of the Danbury Library or his/her designee. Each elected trustee must be a member of Friends at the time of election and shall serve a term of two (2) years except as described in Article VI Section 4 and Article VII Section 7 below. Elections are to be held at the Annual Meeting in June.

Section 3. A quorum for conducting business shall be defined as fifty percent (50%) of the eligible voting members of the Board, at least one of whom must be an officer of the Friends.

Section 4. To provide continuity, the terms of one-half of the elected Trustees shall expire each year. If necessary because of vacancies resulting from resignation, incapacity, or removal, Trustees will randomly determine who shall serve one (1) year terms, and who shall serve two (2) year terms. To facilitate an orderly transition, the President shall serve as Past President for at least one and no more than two years.

Section 5. Trustees may seek reelection at the expiration of their terms. No Trustee may serve more than ten consecutive years.

Section 6. All Trustees shall serve until the expiration of their terms except in cases of resignation, incapacity, or removal from the Friends Board. The Board shall have the authority to appoint a person to fill any vacancy occurring through resignation, incapacity, or removal from the Board, and the appointed Trustee shall serve on an interim basis until the next Annual Meeting.

Section 7. A Trustee may be removed from the Friends Board based on neglect of duty, inattendance at Board meetings, or conduct tending to injure the good name of the Friends, disturb its organizational well being, or hamper its work. An affirmative vote of

a majority of all current voting members of the Board shall be required to remove a Trustee from the Board.

Section 8. The President, with the concurrence of the Trustees, shall appoint the Chairs of Standing Committees and the Chairs of any ad hoc or special committees as may seem appropriate. The Standing Committees of the Friends Board shall be:

- Board Development
- Finance
- Membership
- Nominations and Elections
- Fundraising

The Chair or other designated member of each committee will deliver a report of the committee's activities as requested by the Board. Each committee will have at least one Trustee as a member for liaison with the Board. Committee Chairs may appoint their own committee members. Committee Chairs and members need not be members of the Board of Trustees.

Section 9. All Trustees shall be elected at large by a majority of those present at the Friends Annual Meeting. The Nominations and Elections Committee shall propose a list of candidates for expiring terms. Additional nominations may be accepted from the membership provided that nominees consent and have submitted a completed candidate information sheet prior to the meeting. Members shall be notified of this requirement as part of the Annual Meeting notification.

Section 10. For the purpose of liaison, it is encouraged that a member from the City Board of Directors attend Friends Board meetings as a non-voting member, and a member of the Friends Board attend City Board meetings as a non-voting member.

Section 11. No member of the City Board of Directors, and no library employee, will be eligible for election to the Friends Board.

Section 12. An annual budget for Friends funds, submitted by the Director of the Danbury Library, shall be approved by the Friends Board for the following fiscal year, and monthly expenditures in this budget shall be reviewed by the Board.

Section 13. Checks issued on behalf of the Friends shall be signed by any two of three Board-designated Officers. (See Article VII: Officers.)

Section 14. All members of the Friends Board are expected to support Friends official functions.

ARTICLE VII: OFFICERS

Section 1. The officers of the Friends Board of Trustees shall be President, Vice-President, Secretary, and Treasurer. Each officer shall serve a term of two (2) years. Responsibilities of officers may be shared between two Trustees.

Section 2. The President shall be the chief officer of the Friends, fulfilling all of the normal duties of that office including, but not limited to, presiding at all the meetings of the Friends Board and of the membership, conducting the business of the organization and all official correspondence with the concurrence of the Friends Board, affixing an official signature to organization documents, and representing the Friends in an official capacity. At the completion of his/her final term of office, the President shall serve as Past President for at least one but not more than two years to facilitate an orderly transition.

Section 3. The duties of the Vice-President shall be to assist the President in the fulfillment of the latter's duties and to act on behalf of the President in the event of the latter's absence. The Vice-President shall succeed the President in cases of resignation, incapacity, or removal from office.

Section 4. The Secretary shall be responsible for maintaining the Friends records, Trustee and Officer eligibility data, and the minutes of all Board and membership meetings.

Section 5. The duties of the Treasurer shall include maintaining financial records, certifying the accuracy of all requests for expenditure of funds, preparing necessary reports of income and expenses, and maintaining insurance as needed. Customary annual financial forms required by the government shall be filed by the Treasurer. The Treasurer shall serve on the Finance Committee.

The responsibilities of the Treasurer are: making timely deposits and disbursements, reporting revenues and expenditures from Friends funds at each regular Board meeting, and delivering a complete annual report at the Annual Meeting of the Friends.

Section 6. Officers from the existing Friends Board shall be elected at the Annual Meeting of the Friends by a majority of those present. The Nominations and Elections Committee shall present a list of one (1) nominated candidate for each office. Nominations may be accepted from the membership during the meeting.

Section 7. Staggered two-year terms of office shall be maintained for Officers by random assignment, if necessary, in order to insure continuity.

Section 8. All officers shall serve until the expiration of their terms except in cases of resignation, incapacity, or removal from office. An affirmative vote of two-thirds of all current voting members of the Board shall be required to remove an officer. The remaining Board officers shall have the authority to appoint a person to fill any officer

vacancy occurring through the resignation, incapacity, or removal from office on an interim basis until the next Annual Meeting.

Article VIII: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the officers of the Board. The President of the organization shall serve as the Chair of the Executive Committee, and the Executive Committee shall meet as needed at the discretion of the President. Any actions taken by the Executive Committee will be reported to the full Board at the next meeting.

ARTICLE IX: MEETINGS

Section 1. The annual election of Trustees, annual election of Officers, and business meeting of the membership will be held on a date to be determined by the Board of Trustees.

Section 2. A quorum for conducting business at the Annual Meeting shall be a quorum of the Board as defined in Article VI: The Board of Trustees, Section 3.

Section 3. The Board of Trustees shall meet at least six (6) times each year, and at other times as called by the President or by any three (3) Trustees, one of whom must be an Officer of the Friends, or by petition of 10% of the general membership.

Section 4. Special Meetings. The President or any three Trustees may call special meetings. Written or electronic notice of the time and place of the meeting shall be given at least two (2) days prior to the meeting and must specify the purpose of the meeting. Actions decided at a special meeting must be submitted for a vote at the following regular business meeting.

Section 5. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall guide the Friends in cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Friends may adopt.

Section 6. Voting at regular and special meetings shall be by individuals present, or, in the case of votes by mail, of all eligible members. In the case of family memberships, two adult members shall be eligible to vote.

Section 7. Email, proxy and absentee voting shall not be permitted.

ARTICLE X: AMENDMENTS TO THESE BYLAWS

These Bylaws may be amended and/or revised at the annual membership meeting by a two-thirds (2/3) majority of the attending members present, provided that notice of such proposed amendments and/or revisions shall have been made to members prior to the vote.

ARTICLE XI: CONFLICT OF INTEREST

The standard of behavior at the Friends of the Danbury Library is that all Board members scrupulously avoid conflicts of interest between the interests of the Friends on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. The purposes of the Friends conflict of interest policy are to protect the integrity of the Friends organization's decision-making process, to enable its constituencies to have confidence in its integrity, and to protect the integrity and reputations of volunteers and Board members. The policy is meant to supplement good judgment, and members are expected to respect its spirit as well as its wording. When elected, Trustees shall sign a Statement of Agreement to comply with these Bylaws.

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 and his or her 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.

In the course of meetings or activities, Board members shall disclose any interests in a transaction or decision where the member, his/her business or other nonprofit affiliations, family, employer, or close associates will receive a benefit or gain. After disclosure, the member may be asked to leave the room for the discussion and may not be permitted to vote on the question. The minutes at which such votes are taken shall record the disclosure, abstention, and rationale for approval.

ARTICLE XII: FUNDS AND LIABILITY

No part of the funds of the organization shall inure to the benefit of or be distributable to its individual members, officers or other private persons, except that the organization shall be empowered and authorized to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III: Purpose.

No substantial part of the activities of the organization shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

This organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

On dissolution of the organization, the Friends Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all assets of the organization according to the provisions of Article XIII: Dissolution.

ARTICLE XIII: DISSOLUTION

In the event of dissolution of the organization all assets will be turned over to another non-profit, cultural or educational organization in the greater Danbury area to be selected by a majority of the Trustees at the time of dissolution.

This document has amended the Friends of the Danbury Library Bylaws of 2013.

Approved by the Friends Board of Trustees January 23, 2017.

Ratified at the Friends Annual Meeting June 19, 2017.