

BY LAWS OF THE FRIENDS OF THE OLD- LYME PHOEBE GRIFFIN NOYES LIBRARY

ARTICLE I: Name

The name of this association shall be The Friends of the Old Lyme - Phoebe Griffin Noyes Library, hereinafter called The Friends.

ARTICLE II: PURPOSE

~~The purpose of The Friends shall be to improve and enrich the contribution of the OL-PGN Library to the communities it serves by fostering a program of volunteer services (including fundraising as appropriate) and activities in support of the Library's mission.~~

The mission of The Friends is to strengthen the partnership between the Library and our community through support, volunteerism, and advocacy.

The Friends shall ~~not~~ **only** engage in activities ~~not~~ permitted ~~tax-exempt organizations~~ under Section 501 (c) (3) of the Internal Revenue Code. (See note)

ARTICLE III: MEMBERSHIP

~~All OL-PGN volunteers are considered Friends.~~ **Membership in the Friends shall be open to all individuals in sympathy with its purposes. Membership can be attained by completion and submission of the Friends membership form. Each member shall be entitled to one vote at the Annual Meeting, to potential appointment to committees and to stand for election to office.** Members of the Board of Trustees and paid members of the staff may not hold office. ~~Each member shall be entitled to one vote at any regular or special meeting of The Friends.~~ Dues shall be determined annually by the Council.

ARTICLE IV: OFFICERS **(Becomes Article V)**

The officers shall be chair**person**, vice-chair**person**, secretary, and treasurer- ~~each of whose terms shall be for two years.~~ All officers **are elected for a term of two years and** may be reelected to more than one term. The officers' duties shall be those normally associated with their respective titles. Each shall assume office at the close of the meeting, at which he/she is elected. In ~~case of illness or~~ **the** absence of the chair**person**, his/her duties shall fall successively upon the vice-chair**person**, the secretary, or the treasurer. A special meeting will be called to fill the chair**person**'s vacancy. Any other officer or Council vacancies will be filled by the Council until elections at the next annual meeting. The Chair**person or designee** shall be invited to attend meetings of the Board of Trustees of the OL-PGN Library.

Note: The general exemptions from income tax, under Sec. 501 (c) (3) and ...along with the proper forms for application for recognition of exempt status are: corporation... fund or foundation, organized and operated exclusively for... educational purposes..., no part of the net earnings of which inures to the benefit of any private shareholder, individual, no substantial part of the activities of which is carrying on propaganda,.... and which does not attempt to participate or intervene in any political campaign.

ARTICLE V: COUNCIL (Becomes Article IV)

The governance of The Friends shall rest with ~~a~~ **the** Council, which shall consist of the officers, at least three persons elected at large, plus one co-chair from the BookCellar committee ~~and one representative from the Bookworm's Ball committee~~. Members shall be elected for a term of two years and may be reelected. ~~The chairman of The Friends shall serve as chairman of the Council~~. A member of the Library's Board of Trustees designated by the President of the Library, shall be invited to attend Council meetings as a nonvoting member.

ARTICLE VI: NOMINATIONS

Nominations for officers and for the council members shall be presented at the annual meeting by a nominating committee of at least three members, whose chair**person** shall be appointed by the chair**person** of The Friends.

ARTICLE VII: COMMITTEES

Standing and ad hoc committees shall be established by the Council from time to time as the need arises. The chair**person** shall appoint all **committee chairpersons** and be an ex officio member of each committee, except for the Nominating Committee.

ARTICLE VIII: MEETINGS

The Friends shall hold an annual meeting in ~~the same month and prior to the Annual Meeting of the OL-PGN Board of trustees~~ **June**, such time and place to be set by the Council and for which each member shall receive written **or electronic** notice at least two weeks in advance. At this time annual reports shall be submitted.

Additional meetings of the membership may be called by the chairman or whenever requested in writing by at least ten members ~~in good standing~~. Council meetings shall be called by the chair**person** or vice chair**person**.

ARTICLE IX: FUNDS

An accounting record ~~A set of books~~ and a bank account shall be maintained by the Treasurer. The Treasurer is authorized to pay all obligations less than five hundred dollars. **Non-budgeted** disbursements above that amount must be cosigned by the Chair**person** or other officer. Projects and dispersal of funds to support them must be approved by the Council

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ARTICLE II:
Purpose*

The financial records of The Friends shall be ~~subject to an~~ **included in the** annual independent audit **of the Library**, ~~a copy of which shall be deposited with the treasurer of the OL PGN Board of Trustees.~~ To avoid conflict and duplication of effort, The Friends shall consult with the Director of the Library and the Board of Trustees, where approval must be obtained before undertaking projects, especially those involving the raising of funds

~~The guidelines for transfer of funds to the Library are:~~

- ~~a. The Friends will request the Director's "Wish List" at its annual meeting. The "Wish List" is recognized as a plan/proposal but is not considered all inclusive. Additions/deletions may occur as circumstances require during the year, with the possible inclusion of additional funds if the Director has requested these and the Council has approved the request.~~
- ~~b. The Friends' Council will authorize quarterly payments to the Library. At the end of each quarter, the Library will submit an itemized list~~ **a summary** ~~of expenditures before the next quarterly increment is paid. Suggestions on expenditures will be considered jointly.~~
- ~~c. All items requested or purchased by the Library with The Friends' funds must be in accordance with The Friends Bylaws.~~

ARTICLE X: PARLIMENTARY AUTHORITY AND QUORUM

All meetings shall be conducted according to Robert's Rules of Order, Revised, except when in conflict with these bylaws or the laws of the State of Connecticut. ~~At the meetings of the Council, or at committee meetings a quorum shall consist of those present;~~ **All Council meetings shall require a quorum which consists of a minimum of five Council members in attendance**, provided that notice of the meeting shall have been given at least 48 hours in advance.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended at any regular or special meeting of The Friends by affirmative vote of two-thirds of the members present, provided that notice of the proposed amendment shall have been provided **to all members** by mail, **electronically, or by other reasonable means of communication,** ~~mailed~~ at least two weeks prior to the meeting.

ARTICLE XII:

Should The Friends disband for any reason, all assets in their possession at that time shall be turned over to the OL-PGN Library.

(Bylaws of The Friends of the OL-PGN Library-Approved 6/12/03)