

Bylaws
Friends of the Groton Public Library
Bylaws created April, 2014 and amended June 2019

Article I
Name

The name of this Association shall be the Friends of the Groton Public Library (FOGPL). It shall be a non-profit, non-sectarian, non-political organization.

Article II
Purpose

Section 1.

The purpose of the FOGPL shall be as follows:

The Friends of the Groton Public Library is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

Furthermore, FOGPL is an organization of volunteers dedicated to support the Groton Public Library through fundraising and outreach for the purpose of inspiring learning, enriching lives and connecting our community.

Section 2.

It is recognized that the responsibility for the administration of the Groton Public Library's finances and for the establishment of Library policy and objectives is vested in the Board of Trustees of the Groton Public Library, through its charter as a school district public library.

Article III
Membership

Section 1.

Membership in this organization shall be open to individuals, families, organizations, and businesses in agreement with its purposes.

Section 2.

Library trustees and director of the Groton Public Library shall be non-voting members of the FOGPL, and are welcome to participate in all meetings and activities.

Section 3.

The Executive Board may establish various categories of membership. Dues of each category shall be determined by the Executive Board prior to the annual meeting.

Section 4.

Each paid membership shall be entitled to one vote at the annual meeting.

Article IV
Executive Board

Section 1.

The Executive Board shall be the governing body of this organization consisting of up to seven voting members. Board officers shall include a President, **Vice President/Secretary**, and a Treasurer. The Library Executive and/or a Library Trustee shall be an ex-officio member.

Section 2.

Board members shall be a resident of the Groton Central School District for not less than 60 days, shall not be less than 18 years of age, and shall be a voting member in good standing of the FOGPL.

Section 3.

A member of the Executive Board may be removed by a vote of the majority of the Executive Board.

Section 4.

Any Executive Board Member may resign his/her position on the Board by submitting in writing his/her resignation to the President of the Board.

Section 5.

If an Executive Board Member's seat becomes vacant, the Board may appoint a person to fill the vacancy by a vote of the majority of the Executive Board.

Section 6.

Executive Board Members shall not receive any stated salary for their services as Board Members.

Section 7

In order for a quorum to be present, a majority of the total voting members must be present.

Section 8

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Telephone/Electronic conferencing may be utilized as long as

all members may hear the conferenced member and the conferenced member can hear the members who are present.

Article V Finances & Activities

Section 1.

The fiscal year of this organization shall begin on January 1 and end on December 31.

Section 2.

FOGPL shall keep correct and complete books and records of all business transactions, minutes of the proceedings of the Executive Board, and minutes from any Committee meetings.

Section 3.

All funds accrued by the FOGPL organization shall be deposited to the account of the Friends of the Groton Public Library at the First National Bank of Groton, and shall be disbursed by the Treasurer of the FOGPL as authorized by the Executive Board of the FOGPL. **No Loans** shall be contracted on behalf of FOGPL, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the **Executive Board**. Such authority may be general or confined to specific instances. FOGPL shall make no loans to its Members, Executive Board Members, or Employees. All checks, drafts, or others for the payment of money, notes, **and** evidences of indebtedness issued in the name of FOGPL shall be assigned by the Executive Board Members of FOGPL, and in such a manner as shall be determined from time to time by resolution of the Executive Board Members.

Section 4.

The Executive Committee shall have a fiscal review of all accounts conducted annually, by a non-Board member, prior to the Annual Meeting.

Section 5.

FOGPL funds supplement the Library's operating budget to provide materials and programs that enhance the library's service. FOGPL funds shall not replace money that is provided by the taxpayers or by grantors for Library materials or operations.

Article VI Meetings

Section 1.

A general membership meeting will be held annually in April on a date set by the Executive Board for election of Executive Board members and transaction of other business.

Section 2.

Regular meetings of the Executive Board shall be held whenever scheduled by a **simple majority** of its members.

Section 3.

Issues before the Executive Board shall be decided by majority vote of a quorum of members present, except where otherwise mandated by state or federal laws.

Section 4.

Members may vote by electronic mail on all issues before the Executive Board, except in the case of changes to these Bylaws. A record of the motions passed or denied by electronic vote will be included in the organization minutes. Pursuant to New York State Not-for-profit Law, any vote by electronic mail on any issue before the Executive Board may only pass through unanimous written consent of all Executive Board Members.

Section 5.

At least 20 days prior to the general membership meeting, a notice shall be prominently posted at the Groton Public Library and on the Groton Public Library web site.

Section 6.

A written record of the annual meeting shall be maintained by the Executive Board and a copy available at the library within 30 days of the meeting.

Article VII Election and Duties of Officers

Section 1.

All Executive Board members shall be nominated and elected at the annual meeting from a slate of **FOGPL** members presented by the Nominating Committee and shall serve without compensation. The term of Executive Board members so elected shall begin with the annual meeting and continue for a period of three years.

Section 2.

The officers shall be determined annually by members of the Executive Board.

Section 3.

A vacancy in any office shall be filled for the remainder of the term through appointment by the Executive Board.

Section 4.

The duties of the officers shall be:

- a. The President (or designee) shall preside at all meetings of the FOGPL and of the Executive Board. This person shall be the Chief Executive of the FOGPL and shall

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direct the administration of the business of the FOGPL. The President shall be an ex-officio member of all committees.

- b. A **Vice President**/Secretary shall be responsible for keeping all records, minutes, and correspondence of the FOGPL, except financial records, **and shall assume President's duties as needed.**
- c. The Treasurer shall, as required by the Executive Board, collect all dues, assessments, and other receipts, make disbursements and keep such records as are ordinarily required by that office.

Section 5.

All Officers and Committee Chairs shall deliver to their successors, immediately upon relinquishing office, all records, correspondence, and other properties belonging to the FOGPL.

Article VIII Committees

Section 1.

The Executive Board may appoint committees consistent with the purposes and resources of the FOGPL.

Article IX Amendments

Section 1.

Amendments to the bylaws may be made at any meeting of the FOGPL Executive Board by an affirmative majority vote of the Board members.

Article X Compensation, Dissolution and Liability

Section 1.

No member of the FOGPL organization as such shall receive any of its earnings or profits, or be paid a salary, except reasonable compensation for services in effecting one or more of its purposes.

Section 2.

No person shall be entitled to share in the distribution of any of the assets upon dissolution of the FOGPL organization.

Section 3.

Upon the dissolution of this organization, assets shall be distributed to the Groton Public Library (an organization which is exempt under section 501(c)(3), or shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to a state or local government for a public purpose.