

Friends of the New Brunswick Free Public Library

By-laws

As revised and adopted June 3, 2015

Article I – NAME

The name of the organization is “The Friends of the New Brunswick Free Public Library” (“Friends”).

Article II – PURPOSES

The purposes of the Friends are to:

- A. Focus attention on the activities and functions of the New Brunswick Free Public Library (“Library”) and promote relations with the community;
- B. Assist the Library in its activities and functions; and,
- C. Raise funds to promote the activities and purposes of the Friends and the Library.

Article III – MEMBERSHIP

- A. Membership is open to all persons and entities (organizations, corporations, etc.) that provide a cash donation to the Friends and complete a membership application.
- B. Based on the amount of donation, donors are placed in a membership category. The amount of donation for each membership category and the membership rights are at the discretion of the Board.
- C. The membership categories are:
 - Individual
 - Contributing
 - Supporting
 - Patron
 - Sponsor
- D. Each member is allowed one vote.

- E. Annual donations are payable by January 1st of each year. All membership rights terminate if a cash donation is not given within 15 months after the end of the last-paid, calendar year of membership.

Article IV – BOARD OF DIRECTORS

- A. The twelve (12) member Board of Directors (“Board”) is composed of ten (10) Directors elected by the membership (or Board appointed on vacancy) and two (2) ex officio Directors (the Library Director [or designee] and a designee of the Library Board of Trustees).
- B. Elected Directors must be a member of the Friends.
- C. Elected Directors serve a five (5) year term, with terms staggered to provide for the election of two (2) Directors at each annual meeting. Ex officio Directors serve for the duration of their respective positions at the Library Director (or designee) or Trustee designee.
- D. Inconsistencies in the staggering of Directors’ terms that impede the election of two Directors at each annual meeting may be resolved by the Board, subject to override by the membership at the next annual meeting.
- E. Nominations for Directors are made by a nominating committee appointed by the President at least 30 days prior to the annual membership meeting. Additional nominations may be made and seconded from the floor by members of the Friends.
- F. Vacancies may occur on the death or resignation of a Director, or upon the declaration of the Board that a Director apparently lacks the intent or ability to fulfill her or his duties as a Director or if a Director misses three (3) consecutive meetings. Before declaring such a vacancy, the Board must first notify the Director in question and give him or her an opportunity to be heard.

Vacancies may be filled by the Board to serve until the next, annual membership meeting. At that time, an election will be held to fill any then remaining term of the vacated Director.

- G. Honorary Directors may be elected by the Board, or by the membership at annual meeting. Honorary Directors may attend Board meeting and participate in discussions, but may neither propose action nor vote.

Article V – OFFICERS

- A. Offices: The officers of the Friends are President, Vice President, Secretary, and Treasurer.

- B. Qualification: Officers must be members of the Board of Directors.
- C. Nominations are made by a nominating committee appointed by the President at least 15 days prior to the election of officers. Additional nominations may be made by any Director.
- D. Officers are elected yearly by the Directors during the next Board meeting following the annual membership meeting.
- E. Officers serve a term of one year and hold office until their successors have been duly elected.
- F. The duties of the officers are to follow job descriptions approved by the Board and as follows:

- President: Preside at all membership, director, and special meetings; appoint committee chairpersons; and, serve ex officio on all standing committees except the nominating and financial review committees.
- Vice President: Perform all duties and functions of the President in the absence of the President.
- Secretary: Keep minutes of all Board, annual membership, and special meetings; maintain current copies of job descriptions approved by the Board; and, conduct business correspondences.
- Treasurer: Keep and maintain the financial records of the Friends; present monthly and annual statements and reports to the Board; and, prepare and file all required local, state, and federal tax returns and reports.

- G. Vacancies of unexpired terms of Officers are filled by the Board.

Article VI – MEETINGS

- A. In June of each year, or such other date as the Board may determine, a general, annual membership meeting will be held to elect Directors, receive annual committee reports, and transact such other business as may come before the meeting.
- B. A special meeting may be called at any time by the Board.

- C. A special meeting may be called by the petition of at least ten (10) members containing a proper motion and agenda, whereupon the Board must schedule a special membership meeting date within 60 days of receipt of the petition.
- D. Notice of annual and special membership meetings must be sent to all members of record at least fifteen (15) days prior to the scheduled meeting date.

Article VII – FINANCES & IMMUNITY

- A. The Friends’ fiscal year is the January 1st to December 31st calendar year.
- B. Funds of the Friends will be deposited in such banks or financial institutions as the Board may direct and disbursed as the Board directs. The treasurer is authorized to disburse up to \$100.00 for normal, day-to-day operations: disbursements over \$100.00 must be co-signed by the president and the treasurer.
- C. The financial review committee will review all financial accounts of the Friends at the end of each fiscal year and report its findings to the Board as soon as practicable, but no later than the date of the annual membership meeting.
- D. To the extent permitted by New Jersey laws, directors and officers of the Friends are immune from liability and responsibility, and held harmless and indemnified by the Friends, for his or her proper actions, or failures to act, in the capacity of director or officer, or both.

Articles VIII – COMMITTEES

- A. The standing committees of the Friends are:
 - Membership
 - Nominating
 - Financial review (note: neither officers or ex-officio directors may serve as financial review committee members)
- B. The Board may, from time to time, establish additional committees.
- C. The president appoints a director to chair each committee. The chair of each committee, in consultation with the president, appoints additional directors and/or members of the Friends to serve as committee members.

Article IX – AMENDMENTS

These by-laws may be amended by a majority of those members attending a general membership or special meeting, provided that Notice of the meeting date and all proposed amendments are sent to the membership at least fifteen (15) days prior to the meeting.

Article X – PARLIMENTARY AUTHORITY

These by-laws govern all proceedings of the Friends. Where these by-laws are ambiguous or silent, the then current edition of “Roberts Rule of Order” will govern, or otherwise resolve disputes.

Article XI – DISSOLUTION

In the event of the dissolution of the Friends, all net assets are to be added to any then existing endowment or annuity of the Friends provided that its income is to be used, in the discretion of the Library’s Board of Trustees, to further the purposes of the Friends. If no such endowment or annuity exists at the time of the dissolution, then an endowment or annuity meeting these criteria is to be created.