

**FRIENDS OF THE LONGWOOD PUBLIC LIBRARY, INC.  
MIDDLE ISLAND, NEW YORK 11953  
BYLAWS**

**PREAMBLE**

These Bylaws are promulgated by the Board ~~of Directors~~ Trustees under the authority conferred by the Board of Regents of the State of New York in the Resolution incorporating the FRIENDS OF THE LONGWOOD PUBLIC LIBRARY, INC. adopted on September 20, ~~1985~~ 1985, at Albany, New York.

**ARTICLE I – NAME**

The FRIENDS OF THE LONGWOOD PUBLIC LIBRARY, INC., (hereinafter referred to as the "FRIENDS") incorporated under Section 216 of the Education Law of the State of New York, September 20, 1985, is the continuation with enlargement of its scope of the unincorporated Association formed on July 2, 1984, under the name of Friends of the Middle Island Public Library.

**ARTICLE II – PURPOSE**

As stated in the Certificate of Incorporation, the aims of the FRIENDS are as follows: "To maintain an association of persons interested in libraries; to focus public attention on the library; to stimulate the use of the library's resources and services; to receive and encourage gifts, endowments and bequests to the Library; to support and cooperate with the Library in developing Library services and facilities for the community; and to support the freedom to read as expressed in the American Library Association Bill of Rights."

**ARTICLE III – MEMBERSHIP**

Section 1. Any person or organization who supports the purposes of the Association may become a member of the Association by the payment of annual dues in effect at the time. Members are known as Friends.

Section 2. The dues schedule shall be approved by majority vote of the Friends ~~Board~~ of Directors.

Section 3. Each member and organizational representative shall be entitled to cast one vote on all matters which come before a meeting of the Association. Only one member of a family membership may vote.

**ARTICLE IV – BOARD OF DIRECTORS**

Section 1. The management of the Friends shall be vested in a ~~Board~~ of Directors ("the ~~Board~~ Board") consisting of 5 members including the ~~Officers~~ Officers.

Section 2. Officers shall serve for a period of two (2) years and shall serve until their successors are elected and qualify. Elections of Officers shall be held every two (2) years after a Nominating Committee submits a slate of officers for the new term.

Section 3. The Officers of the FRIENDS shall serve without compensation except that they shall be entitled to reimbursement for all expenses reasonably incurred in the discharge of their duties as Officers of the FRIENDS. The Officers of the Friends Board shall hold meetings in alternate months to conduct business. A Library Liaison shall be present at these meetings.

Section 4. The Officers of the Association shall be a ~~P~~resident, ~~V~~ice ~~p~~President, ~~T~~reasurer, ~~C~~orresponding ~~S~~ecretary, and a ~~R~~ecording ~~S~~ecretary each being a board member.

Section 5. When a vacancy occurs among the officers, the ~~Board by a majority vote may appoint a member to fill the unexpired term.~~ Vacancies shall be filled by a majority vote of ~~the Board~~directors at any duly constituted meeting of the board.

Section 6. Vacancies among the ~~Board~~directors may be left open until the next annual ~~meeting, or meeting or~~ may be filled at any regular board meeting by a vote of the majority. Directors so elected serve until the next annual meeting ~~where that office would normally be elected, at which time~~ they could stand for election to a full term as outlined in Article V, Section 2 below.

Section 7. Removal Procedure. A board member or officer may be removed for cause by vote of two-thirds of the ~~B~~oard members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least two weeks prior to the meeting. A cause for removal shall include but ~~not be not~~ limited to an officer not attending two (2) consecutive meetings or a total of three (3) during a fiscal year. The ~~P~~resident may excuse an ~~absence~~absence if notified in advance. In the case of the president's absence, the Vice-~~P~~resident may grant an ~~excuse~~excuse.

#### ARTICLE V - NOMINATING COMMITTEE AND ELECTIONS

Section 1. Every August beginning in 2023 the ~~B~~oard ~~Members~~ shall appoint a ~~N~~ominating ~~C~~ommittee and ~~C~~hairperson who shall be either a ~~Board Member~~ director or a Friend from the general membership. A total of ~~three~~ 5 (~~three~~ five) members in good standing shall serve on this committee. Included in the committee must be a member from the preceding year, if none is available then the committee shall be constituted without a former member. The committee shall present a slate of nominees for election to the Board at the October Board Meeting. The Corresponding Secretary shall then notify the membership of the nominees and that the election shall take place at the annual meeting of the Association. Election requires a majority vote by those present. Any member in good standing may run ~~against a proposed candidate on the slate~~ by presenting a petition signed by fifteen (15) members in good standing and delivered to the Board ~~14 days~~ prior to the ~~Decem~~October Board meeting.

Section 2. All officers shall serve ~~two-year~~two-year terms with the following ~~one-time~~one-time exceptions due to the resignation of several former officers in 2022. In even numbered years beginning in 2024 the following officers shall be up for election: President and Corresponding Secretary. Beginning in 2025 and in all ensuing odd numbered years the following officers shall be up for election: Vice-President, Treasurer and Recording Secretary.

#### ARTICLE VI – DUTIES OF THE OFFICERS

a. President

The President shall be the executive officer of the FRIENDS and shall preside at all meetings of the members of the FRIENDS. The President shall have the general powers and duties ~~usually~~ ~~vested~~usually vested in the Office of the President of an association, including but not limited to,

the power to appoint committees and the Chairperson thereof. The President shall be an ex-officio member of all committees. He/she may assign or reassign other duties to or among the Officers. The President sets meeting agendas. The President shall also, in February of the election year, appoint a Nominating Committee consisting of three (3) members in good standing.

b. Vice-President

The Vice-President shall assist the President, and in his/her absence or disability, shall have all the President's powers and duties. In the event the President is absent or incapacitated, his/her duties shall be assumed by the Vice-President, who shall be responsible for programs for FRIENDS meetings. The Vice-President shall oversee committees fundraising for the Friends.

The Vice-President shall be responsible for functions of the FRIENDS, such as book sales, etc.

c. Recording Secretary

The Recording Secretary shall attend all meetings of the members of the FRIENDS and record all votes and minutes of these meetings and proceedings, including resolutions, in a minute book to be kept for that purpose and shall perform other duties as required by the President. All minutes are to be permanently kept in a binder on the library premises as a non-circulated item.

d. Corresponding Secretary

The Corresponding Secretary shall be responsible for maintaining and updating membership lists and for the mailing of correspondence to the membership. The Corresponding Secretary shall maintain files of all incoming communications and copies of responses to such communications for a period of three (3) years and shall perform other duties as required by the President. The Corresponding Secretary shall maintain a complete membership list with name, addresses and telephone numbers.

e. Treasurer

The Treasurer shall receive all monies, securities and other valuable effects of the FRIENDS, deposit same in the name of the FRIENDS in such bank or banks as shall be designated by the Board Trustees, and pay by check all orders approved by the President. The Treasurer shall have authority to make payments of up to \$200.00 at any time with appropriate documents. All checks or demands for money or notes of the FRIENDS shall be signed by such officer or officers as designated by the Board Trustees. All checks shall bear two (2) signatures. The Treasurer is to prepare the annual budget and the annual budget and Treasurer's Reports of the finances of the organization which are to be kept with the Minutes and Agendas. The Treasurer shall prepare the financial records to be audited annually by an Auditing Committee appointed by the Board.

## ARTICLE VII – MEETINGS

### Section 1. General Meetings

General meetings of the FRIENDS will be held on either a Saturday or Sunday in June and December, unless canceled or postponed by the membership or Officers of the Board, of which due notice will be sent to all members. The time and place of such meetings will be announced in the FRIENDS Newsletter or the monthly Library Newsletter. A quorum shall consist of five (5) members in good standing. In the absence of a quorum, no meeting will be held, but the presiding officer shall establish a date for a new meeting. Due notice of such meeting shall be sent to all members at least ten (10) days prior to such date.

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Section 2. Special Meetings

Special meetings of the members may be called from time to time by the President of the Board with due notice to all members at least ten (10) days prior to such date.

~~Section 3. Quorum~~

~~A quorum shall consist of five (5) members in good standing. In the absence of a quorum, no meeting will be held, but the presiding officer shall establish a date for a new meeting. Due notice of such meeting shall be sent to all members at least ten (10) days prior to such date.~~

Section 34. Board Meetings

A quorum shall consist of 3 (three) members which include either the President or Vice-President.

**ARTICLE VIII – FISCAL PERIOD**

Section 1. The budgeted fiscal year of the association shall start on July 1 and end on June 30. The fiscal year for IRS Tax Filing purposes is July 1 and ends on June 30, to be filed by November 15<sup>th</sup>, annually.

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**ARTICLE IX – CONFLICT OF INTEREST**

~~Section 1.4. No trustee or employee of the Longwood Public Library may hold office in the Friends organization.~~

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Section 2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the association.

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Section 3. Where conflict of interest may be thought to exist for a Board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

**ARTICLE X – ADMINISTRATIVE CODE**

Anything not specifically governed in these BYLAWs shall be governed by an Administrative Code. The Administrative Code may be amended by the Board by a simple majority of Board members present and voting when a quorum is present.

**ARTICLE XI – AMENDMENTS TO BYLAWS**

Section 1. Amendments to these BYLAWS may be enacted by concurrence of two-thirds of the membership present and voting at the meeting on which such vote is to be taken, provided a quorum is present. Notice of intention to amend these BYLAWS must be given in writing to all members not less than ten (10) days prior to the date of the meeting at which such action is to be taken.

**ARTICLE XII – PARLIMENTARY PROCEDURE**

When any formality beyond the ordinary courtesies of joint action is required, The American Institute of Parliamentarians "Standard Code of Parliamentary ~~Prdedure~~Procedure" (Latest edition) shall govern ~~proceedings~~proceedings.

**ARTICLE XIII -- INDEMNIFICATION**

~~Each member of the Board, officer or committee member of the FRIENDS shall be held harmless and indemnified by the FRIENDS against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon him/her in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which he/she may be made a party by reason of any action taken or omitted to be taken by him/her as a member of the Board, officer or committee member of the FRIENDS. This right of indemnification shall inure to such person whether or not he/she is a member of the Board, officer or committee member at the time such liabilities, costs or expenses are imposed or incurred, and, in the event of his/her deal, shall extend to his/her legal representatives. The FRIENDS shall indemnify each member of the Board, officer or committee member of the FRIENDS to the full extent permissible by law.~~

~~Each member of the Board, officer, or committee member of the Friends shall be held harmless and indemnified by the Society against all claims and liabilities and all costs and expenses, including attorney's fees, reasonably incurred or imposed upon him/her in connection with or resulting from any action, suit or proceeding, or the settlement or compromise thereof, to which he/she may be made a party by reason of any action taken or omitted to be taken by him/her as a member of the Board, officer or committee member of the Friends. This right of indemnification shall inure to such person whether or not he/she is a member of the Board, officer or committee member at the time such liabilities, costs or expenses are imposed or incurred, and, in the event of his/her death, shall extend to his/her legal representatives. The Friends shall indemnify each member of the Board, officer or committee member of the Friends to the full extent permissible by law.~~

**ARTICLE XIV – DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Longwood Public Library, Middle Island, NY.

**FRIENDS OF THE LONGWOOD PUBLIC LIBRARY, INC.  
MIDDLE ISLAND, NEW YORK 11953  
ADMINISTRATIVE CODE**

**SECTION I - PURPOSE**

The purpose of this document is to establish the **Administrative Code**, herein referred to as the Code, which governs those functions not specifically governed by the ~~BYLAWSy-laws~~. This Code is provided for in Article ~~IX~~X of the said ~~BYLAWSy-Laws~~.

The establishment of the Administrative Code as a separate document rather than detailing such matters in the Friends ~~BYLAWSy-laws~~, allows for maximum efficiency and flexibility in the governance and functioning of the Friends. Amendments to the Code by the Board ~~providesprovide~~, a mechanism whereby the Friends will be equipped to respond to the ongoing changes within the organization in a timely and more efficient manner.

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The Code may be amended by a majority affirmative vote of the Board provided that the proposed amendment has been presented in writing or disseminated electronically to the Board members 10 days in advance. The Board members shall be empowered to edit a proposed amendment without changing the meaning. Amendments ~~will becomewill become~~ effective immediately upon adoption, unless otherwise specified.

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## SECTION II – CLASSES OF MEMBERSHIP

1. INDIVIDUAL - Membership in the Friends shall be open to all individuals who are in sympathy with its purposes. ~~Section 2. Types of Membership~~
2. FAMILY - ~~Adults~~Husband, wife and children ~~and relatives~~ living in the same household.
3. LIFE – Any individual otherwise eligible for membership may join as a life member.

## SECTION III – MEMBERSHIP DUES

1. Individual dues shall be \$15.00 per fiscal year.
2. Family dues shall be \$25.00 per fiscal year.
3. Life dues shall be \$150.00

## SECTION IV – AGENDA

1. Call to order
2. Reading, correction, approval, or disposition of minutes of previous meeting(s).
3. Reports of officers
4. Reports of Board
5. Reports of Committees
6. Report of Library Liaison
7. Unfinished business
8. New business
9. Good and welfare. (Announcements from members in attendance. No motions permitted)
10. Adjournment

BYLAWS and Administrative Code: Approved at membership meeting by ~~unanimous~~ vote December ~~940~~, 2023