

**THE FRIENDS
OF THE
POUGHKEEPSIE PUBLIC LIBRARY DISTRICT

BYLAWS**

*Approved by Board of Directors – June, 2018; Approved at Annual Meeting December 2018
Bylaws Committee: Margaret Britton, Patricia Breen, Liz Murphy, Terry Novicki (Chair)*

ARTICLE I. NAME

The name of this organization shall be The Friends of the Poughkeepsie Public Library District, Inc.

ARTICLE II. PURPOSES

The purposes for which the corporation is formed are as follows:

- a. To provide an association for persons interested in the Poughkeepsie Public Library District; to build a greater realization of the importance of the library as an informational and cultural force in the community; to develop a thorough understanding of the library's responsibilities, limitations, and difficulties; to make the public aware of the library's facilities and to stimulate use of the library's services and resources; to encourage support of the library through gifts and volunteer services.
- b. to solicit funds for the benefit of the Poughkeepsie Public Library District.

ARTICLE III. MEMBERSHIP

Section 1. Membership shall be open to all individuals in accordance with the Friends' purposes.

Section 2. Dues shall be payable by March 31st of the fiscal year.

Section 3. The amount of dues to be paid annually shall be established by the Board of Directors.

Section 4. Dues-paying members are entitled to one vote at the Annual Meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The property and business of the organization shall be vested in its Board of Directors.

Section 2. The Board of Directors shall consist of a range of (17) seventeen to (21) twenty-one members, including the officers. The Executive Director of the Poughkeepsie Public Library District and a representative of its Board of Trustees shall serve as ex-officio members of the Board of Directors.

Section 3. Directors shall be elected at the Annual Meeting for terms of two years and may be re-elected. Vacancies occurring during the year may be filled at the recommendation of the president and by approval of the Board of Directors.

Section 4. All FPPLD Board Members must sign a Conflict of Interest Statement each year. The Conflict of Interest Statement will be provided by the President and retained by the Secretary.

Section 5. Meetings of the Board of Directors shall be held monthly. Special meetings may be called by the president. The December meeting will be designated the Annual Meeting and will include the election of new board members and officers and all other items to be voted on by the full membership.

Section 6. Regular attendance at meetings is expected. A director who fails to attend three consecutive board meetings without a reasonable excuse accepted as satisfactory, shall, before the next regular meeting following the third absence, be reviewed by the executive committee.

Section 7. A quorum shall consist of a majority of the members of the Board of Directors.

Section 8. Directors must notify the president in advance if they cannot attend a meeting.

ARTICLE V. OFFICERS

Section 1. The officers shall be a president, a first vice-president, a second vice president, a secretary, and a treasurer.

Section 2. Nominating Committee shall present the slate of officers and new candidates for approval at the November Board meeting.

Section 3. Officers shall be elected by a majority vote of Friends' members present at the Annual Meeting; their term of office will be two years.

Section 4. If an officer resigns before the end of his or her term, a successor may be elected by the Board of Directors for the remaining portion of the term.

Section 5. The officers shall have the usual duties and authority exercised by officers of not-for-profit organizations.

ARTICLE VI. COMMITTEES

Section 1. The Executive Committee shall be composed of the officers and shall transact such business as may be necessary between Meetings of the Board of Directors. Meetings of the Executive Committee may be called at the discretion of the president.

Section 2. The Nominating Committee shall be members of the Board of Directors appointed by the president with the approval of the Board of Directors. The committee shall present the slate of officers and new candidates for approval at the November Board meeting and then to the membership at the Annual Meeting to be elected. The slate shall be distributed electronically with the call for the meeting.

Section 3. The Audit Committee shall be composed of any three (3) members of the Board of Directors, except those who served as treasurer during the fiscal year to be audited and during the prior year, appointed by the president with the approval of the Board of Directors. The committee shall conduct an internal audit annually.

Section 4. The Book Store shall be maintained under the direction of the Book Store Committee. Daily operations will be directed by the manager of the day. A monthly report will be given by the chair of the Book Store Committee, or designee, to the Board of Directors. (FPPLD).

- a. Non-Board Committee members must sign a Conflict of Interest Statement each year.
- b. Financial issues should be decided by the committee and included in the Treasurer's report to the Board each month. Purchases other than those necessary for daily operational matters must be approved by the Board of Directors.
- c. Sub-committees formed if necessary should report to both the Book Store Committee and Board of Directors.

Section 5. Other Committees necessary for conducting the business of the organization shall be appointed by the president.

ARTICLE VII. MEETINGS

Section 1. An Annual Meeting shall be held in December on a date to be determined by the Board of Directors. Members shall be notified in writing prior to the meeting.

Section 2. A special meeting may be called at any time by the majority of the Board of Directors. Members shall be notified thirty days prior to the meeting.

ARTICLE VIII. FISCAL YEAR

The fiscal year shall be from January 1 through December 31.

ARTICLE IX. RECORDS

A copy of the official records of the Friends of the Poughkeepsie Public Library District (bylaws, minutes, financial reports, correspondence, etc.) shall be stored permanently at the Boardman Road Branch Library Book Store Office.

ARTICLE X. PARLIAMENTARY PROCEDURE

Robert's Rules of Order, latest revised edition, when not in conflict with these bylaws, shall govern the proceedings of the organization.

ARTICLE XI. AMENDMENTS

Following approval by the Board of Directors, amendments to these by-laws may be made at any meeting of the general membership by a two-thirds (2/3) vote of those present after notification of the exact changes proposed has been distributed to each member prior to the meeting at which the voting is to take place.