

# **FRIENDS OF ABBOTT LIBRARY**

## **BYLAWS**

### ***Article I: Name***

The name of this organization (“Organization”) is Friends of Abbott Library.

### ***Article II: Purposes***

**Section 1.** The Friends of Abbott Library is a non profit organization whose purpose shall be to:

- A. Support, coordinate, and enhance the mission of Abbott Library (“the Library”), and to stimulate and promote good library service in the community by doing the following:
  - 1. Working in cooperation with the librarians and the library trustees in support of the Library;
  - 2. Maintaining an association of persons interested in good library service;
  - 3. Assisting in development, promotion, and completion of library services;
  - 4. Soliciting gifts, bequests, endowments and other financial contributions above and beyond the Library’s annual budget;
  - 5. Acting as liaison between the community and the Library; and increasing public awareness in, and stimulating the use of the Library’s resources.
- B. It shall be organized and operated to include exclusively purposes for which an organization may be exempt from federal taxation under section 501c(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

### **Article III: Membership**

**Section 1.** Membership in the Organization is open to all individuals and families interested in the purposes of the Organization and who make a financial contribution to the Friends of Abbott Library.

**Section 2.** The Library Director or his/her designee and the President of the Library Trustees or his/her designee shall be considered non-voting members and are welcome to participate in all meetings and activities.

### **Article IV: Board of Directors**

**Section 1.** The Board of Directors of the Organization (“the Board”) shall consist of 7 directors. In addition, the Board may appoint up to 2 alternate Board Members to serve when elected members are unable to attend a meeting. The alternates are appointed for a two-year term and have voting rights only when filling in for an absent board member.

**Section 2.** The Board shall govern the affairs of the Organization.

**Section 3.** The directors shall be elected by a majority of the members present and voting at the annual meeting and those directors shall serve for a term of two years and may be reelected for up to three additional terms.

**Section 4.** At all meetings of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of directors present at the meeting at which a quorum is present shall be the acts of the Board.

**Section 5.** Vacancies on the Board shall be filled by vote of the majority of the remaining directors, even though they may constitute less than a quorum, and each person so elected shall be a director until a successor is elected at the next annual meeting of the Organization.

### **Article V: Officers**

**Section 1.** The officers of the Organization shall be President, Treasurer and Secretary.

**Section 2.** A vacancy in any office shall be filled by a majority vote of the Board.

**Section 3.** There shall be no compensation paid to officers and directors for their services.

## ***Article VI: Duties of Officers and Directors***

### **Section 1.** The President shall do the following:

- A. Preside at all meetings of the membership.
- B. Serve as the principal liaison between the Organization and the librarians and the library trustees.
- C. Facilitate the appointment of committees and ensure that the goals and purposes of the membership are realized.
- D. Serve as ex-officio member of all committees.
- E. Oversee the annual membership campaign.
- F. Be responsible for publicizing the events and activities of the Organization.
- G. Partner with the secretary to ensure that all donor acknowledgements and receipts are mailed in a timely fashion.

### **Section 2.** The Treasurer shall do the following:

- A. Be responsible for the collection, safekeeping and disbursement of all funds and assets.
- B. Keep and maintain financial records of all financial transactions of the Organization.
- C. Submit financial accountings of the Organization's transactions and financial status at the annual meeting, and at other times when so requested by the Board.
- D. Prepare all necessary documents for the IRS and the New Hampshire Attorney General related to the finances of the Organization, as required by law.
- E. Once a year submit for Board approval, a formal review of investments and recommendations on the investment approach of the Organizations portfolio.

### **Section 3.** The Secretary shall do the following:

- A. Record attendance and take the minutes of all meetings of the membership and of the Board, and maintain a file of meeting minutes for inspection by interested persons.

- B. Maintain files, which will include all press releases, flyers, newsletters, announcements and any other pertinent information about the Organization and its activities.
- C. Maintain, along with the Library Director, the official Friends of the Library mailing list and membership database, including names, addresses and telephone numbers.
- D. Oversee the notification to members of the annual meeting and other general meetings of the membership.

**Section 4.** The Program Chairman shall:

- A. Arrange programs of enrichment and/or entertainment for the general meetings.

## **Article VII: Meetings**

**Section 1.** The Board shall meet at least 4 times per year to advance the purposes of the Organization and to ensure that the Organization is properly governed.

**Section 2.** The membership shall have an annual meeting.

**Section 3.** Special meetings of the membership may be called by a majority vote of the Board, or by petition to the Board.

## **Article VIII: Funds and Liability**

**Section 1.** All funds shall be deposited to the account of Friends of Abbott Library and shall be disbursed only by checks signed by two of the three following: the Treasurer, The President of the Organization, the Librarian except that checks for less than \$1000 require only the Treasurer's signature.

**Section 2.** The Treasurer shall maintain adequate records including receipts for every transaction to the maximum extent practicable.

**Section 3.** To the extent permissible by law, no member of the Organization shall be liable to the Organization, except for unpaid dues, and no personal or financial liability shall be attached to any member in connection with the Organization's undertakings.

**Section 4.** To the extent that NH RSA 292 dictates, the Directors and Officers of the Organization shall not be held liable to the Organization or to its members for monetary damages for breach of their fiduciary duties.

**Section 5.** No part of the funds of the Organization shall benefit any members of the Organization, except that the Organization may pay reasonable compensation for services rendered, other than services as Directors and Officers, and make payments and distribution in furtherance of purposes of the Organization.

**Section 6.** Upon the dissolution of the Organization, after all liabilities of the Organization are paid, or due provision is made for them, all remaining assets shall be distributed exclusively for educational purposes under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

**Section 7.** The fiscal year shall be January 1 through December 31.

### ***Article IX: Amendments***

These bylaws may be amended, with thirty (30) days' prior notice to the membership, at any meeting of the Organization by a majority of the members present.

### ***Article X: Parliamentary Procedure***

Roberts Rules of Order shall govern the proceedings of the Organization.

### ***Article XI: Adoption of Bylaws***

We hereby attest that the foregoing bylaws were adopted by a majority of the Board of Directors and a majority of the membership present at the meeting of November 16, 2016

Executed on 11/16/16

Caitlin G Clapp  
President

Karen Atwood  
Treasurer

Carly J. Degen  
Secretary