

Friends of the Naples Library

Bylaws

July 19, 2023 Revision

Article I (Name)

The name of this organization shall be Friends of the Naples Library (Friends).

Article II (Purpose)

The purpose of the Friends of the Naples Library, Inc. shall be to maintain an organization of persons interested in libraries; to focus on the public's attention on the Naples Library; to stimulate the use of the Naples Library's resources; to receive and encourage gifts to support the Naples Library; to support and cooperate with the Naples Library; to support and cooperate with the Naples Library in developing library services and facilities for the community; to lend legislative support where needed; and to support the freedom to read as expressed in the American Library Association Bill of Rights.

Article III (Board Membership)

The Board is open to all persons who have indicated their willingness to be involved in the Friends organization and give of their time & resources to support the goals of the Friends of the Naples Library. The Library Director shall serve as ex-officio member of the Board. The Board shall consist of not less than three members and not more than fifteen members. Additional Board members can be added at any time to fill open positions or to increase the size of the Board by majority vote of the Board. A member may resign at any time by giving written or email notice to the President of the Board. Unless specified in the notice, the resignation will take effect upon receipt of said notice by the Board as reported by the President.

Article IV (Executive Board)

The Executive Board consists of the officers of this organization: President, Vice- President, Secretary, and Treasurer. Each is elected to a 2 year term. Terms are staggered so that there will never be 4 new Officers elected at the same time. Officers can serve for up to 3 terms.

Article V (Amendments)

Amendments to these Bylaws may be made at any meeting of the general membership by a two-thirds vote of those present, after notification via email to each member at least two weeks before the meeting at which the voting is to take place.

Article VI (Meetings)

There shall be bi-monthly meetings beginning with the annual meeting in July. Members should be notified by either public notice or in writing or email at least two weeks prior to the date of the meeting. A special meeting of this organization may be called at any time by the Executive Board. The presence at any meeting of a majority of members in good standing shall constitute a quorum and shall be necessary to conduct the business of the Friends of the Naples Library.

Article VII (Duties of Officers)

a. President: To preside at the Board meetings and general membership meetings and to be an ex-officio member of all committees.

b. Vice-President: To preside over the Board meetings and general membership meetings in the event the President is

unavailable.

c. Treasurer: To keep and maintain the financial records of the organization.

d. Secretary: To record attendance; to take the minutes of all meetings; to keep a roster of Board membership, together with their addresses; to conduct the correspondence of the organization with assistance as needed from other members, and to track Board Officer terms.

Article VIII (Executive Board)

The Executive Board shall see that the Friends Board fulfills all its obligations and shall have the power to act for the Friends Board between meetings in an emergency. Decisions needing approval between the bi-monthly Friends Board meetings can be voted upon via email to all members with a vote recorded at the next regularly scheduled meeting. Special meetings may be called by the President. A majority of the Board shall constitute a quorum.

Article IX (Finance)

The fiscal year will be the calendar year. No officer, board member, or committee shall incur any expenses on behalf of the Friends unless authorized by the Board of Directors or the Executive Committee. The Friends are subject to all New York State legal requirements and Federal 501 [c] 3 requirements. Records will be maintained electronically where permitted.

Article X (Nominations & Elections)

The nomination of officers and Board members shall be submitted to the Board membership with the consent of the nominee at least two weeks prior to the annual meeting. Additional nominations may be made from the floor with the consent of the nominee. Officers shall be elected by a majority vote of those present at the July meeting for the term of two years, but not more than three successive terms. Vacancies in the office shall be filled for the balance of the unexpired term by the President with the approval of the Board.

Article XI (Standing Committees) The Friends Board will designate particular committees as needed. Each such committee serves at the pleasure of the Board.

The Library Director shall be an ex-officio member of all standing committees.

Article XII (Parliamentary Procedure)

Roberts Rules of Order, Revised, when not in conflict with these Articles, shall govern the proceedings of this organization.

Article XIII (Relationship with the Library Board of Trustees)

The members of this Friends of the Naples Library organization are welcome and encouraged to submit ideas and requests to be acted upon by the Library Board of Trustees. A member of the Friends of the Naples Library will be in attendance at each Library Board of Trustees meeting. The Friends organization has no say in the operation or policy of the Library. These matters will be strictly up to the Library Board of Trustees. However, support of all Library Board of Trustees policy and decisions by this organization is expected.

Article XIV (Indemnification)

A. To the full extent authorized or permitted by law, other than by a Certificate of Incorporation or bylaws, provision, resolution, or agreement as provided in Section B below, the Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he, her or his testator or

intestate is or was a director or officer of the Corporation or serves or served in any capacity, any other corporation, partnership, joint venture, trust, or other enterprise at the request of the Corporation. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Certificate of Incorporation or bylaws (including without limitation Section B below) or any agreement or resolution providing for indemnification and permitted by law except as in Section B.

- B. To the full extent permitted by law and authorized or permitted by any provision of (i) the Corporation's Director or (ii) a resolution of Directors or (iii) an agreement providing for such indemnification, the Corporation shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason the fact that he or his testator or intestate is or was a director or officer of the Corporation of serves , in any capacity, any other corporation, partnership, joint venture, or other enterprise at the request of the Corporation. The Corporation's directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into such agreements regarding such indemnity and expenses.

Article XV

The Friends of the Naples Library wish to state that they have organized and are operating to provide funding for extra materials, building supplies and programming for the Naples Library not included in the Annual Budget. If, at any time, it is assumed that the Friends will take over the support of budgeted items that are the responsibility of the municipalities supporting the Library, the Friends will disband.