

Friends of the Derby Public Library Bylaws and Constitution

3/2021

Article 1: Name

The name of this organization shall be Friends of the Derby Public Library (FDPL).

Article 2: Purpose

The purposes of this organization shall be:

To work in cooperation with both the Library Director and the library trustees in support of the library.

To maintain an association of persons interested in good library service.

To assist in the development, promotion, and completion of library services, facilities and programs.

To encourage gifts, endowments, bequests and memorials to the library.

To increase public awareness and stimulate the use of the library's resources.

Article 3: Membership

Section 1. Membership in the FDPL is open to all individuals, organizations or clubs in agreement with the purposes of the FDPL organization.

Section 2. Annual dues and lifetime memberships for the FDPL shall be determined by a majority of the members present and voting at an annual meeting.

Section 3. Each paid membership shall be entitled to one vote.

Section 4. Library trustees and library staff are welcome to become members and participate in all meetings and activities. Trustees and library staff are not eligible to be Board Members of the organization.

Article 4: Nominating Committee

Section 1. The nominating committee shall consist of three (3) Board members appointed by the Board no later than two (2) months prior to the annual meeting.

Section 2. The nominating committee shall present their nominations to the Board, and the Board shall, at least two (2) weeks prior to the next annual meeting, communicate the nominations to the membership of the FDPL by methods the Board deems appropriate. Such nominations for Board members shall also be posted in the Library for at least two (2) weeks prior to the next annual meeting.

Section 3. The nominating committee shall obtain any potential nominee's consent to serve before nominating said person.

Section 4. Additional nominations for Board members may be made from the floor at the annual membership meeting if the slate is incomplete, with the consent of those nominees.

Article 5: Board of Directors and Officers

Section 1. The Board of Directors shall be the governing body of the FDPL organization.

Section 2. Board Member positions shall be elected by majority vote of the membership present at the annual meeting for the term of three years.

Section 3. The elected Board Members shall begin their terms the next meeting following the annual meeting and shall continue until their successors are elected.

Section 4. Officers shall be elected at the next scheduled Board of Directors meeting following the annual meeting.

Section 5. Any interim vacancy on the Board of Directors shall be filled for the remainder of the term through a vote by a majority the remaining Board members.

Section 6. The officers of the FDPL shall be:

Chair

Vice Chair

Secretary

Treasurer

Communications

Section 7. The Library Director shall be an ex-officio member of the Board of Directors.

Article 6: Duties of Officers

Chair. The Chair shall:

Facilitate all meetings for the membership.

Serve as the primary channel of communication with the Library Director and the library trustees.

Facilitate the appointment of committees and ensure that the goals and purposes of the membership are realized.

Have the power to procure resources pending ratification by membership.

Vice Chair. The Vice Chair shall:

Act in the capacity of the Chair in the event of the Chair's absence.

Assist the Chair with the leadership responsibilities of the FDPL.

Secretary. The Secretary shall:

Record attendance, take the minutes of all meetings and maintain a file of meeting minutes for reference at future meetings.

Be responsible to see that welcome notes to new dues paying members to the FDPL and thank you notes to renewing dues paying members are completed.

Treasurer. The Treasurer shall:

Be responsible for the collection, safekeeping and disbursement of all FDPL funds and assets.

Keep and maintain financial records of all FDPL financial transactions of the FDPL.

Submit a monthly financial report each meeting of the Board of Directors.

Submit a financial report at the annual general membership meeting.

Communications. The Communication officer shall:

Notify the FDPL general membership of volunteer activities and programs at the Derby Public Library.

Maintain files which will include press releases, flyers, newsletters, announcements of programs and activities, and any other pertinent information relative to the FDPL.

Keep a list of the membership together with addresses, phone numbers and email addresses and shall notify the members of the time and place of meetings.

Article 7: Meetings

Section 1. A quorum of the Board shall be defined as having at least four (4) of the seven (7) members of the Board in attendance at a meeting.

Section 2. Meetings of the Board of Directors shall be held monthly unless otherwise determined by the Board.

Section 3. The annual meeting of the FDPL shall be held in January.

Section 4. Special meetings of the Board of Directors may be called at any time by the Chair or two members of the Board with proper notification to the remaining Board members.

Article 8: Amendments

The Constitution and Bylaws may be amended at any annual meeting or special meeting of the FDPL membership called by the Board of Directors by a majority vote of the members present at the meeting.

Article 9: Finances

Section 1. Monies may be received from membership dues, endowments, projects, gifts and memorials and shall be used to further the purposes of the FDPL.

Section 2. All funds shall be deposited to the credit of the FDPL in such financial institutions as designated by the Board of Directors. Membership dues shall be deposited in the Derby Community Foundation Friends of the Library Expendable Fund. All other funds shall be deposited in the FDPL checking account.

Section 3. The fiscal year shall be from January 1 to December 31 of each year.

Section 4. No funds of the FDPL shall be used for the benefit of, nor be distributed to its members, directors or officers, except that the organization shall be empowered to pay reasonable compensation for services rendered when authorized in advance by the Board of Directors.

Section 5. The FDPL shall also be empowered to reimburse necessary expenses incurred on behalf of the FDPL.

Section 6. The FDPL shall not intervene in any political campaign on behalf of any candidate for public office or any political issue. The FDPL shall not be involved in any attempts to influence legislation.

Article 10: Parliamentary Procedure

Section 1. Robert's Rules of Order shall govern the proceedings of the FDPL.

Article 11: Dissolution

Section 1. Upon dissolution of the FDPL, the Board of Directors, after paying or making provisions for the payment of all liabilities and obligations of the organization, shall transfer all remaining assets of the organization to the Derby Public Library.

Section 2. If the Derby Public Library no longer exists or is unable or unwilling to receive the assets, the remaining assets shall be distributed to an organization which, at the time, qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit for a public purpose.

Article 12: Liability of Board Members

Section 1. No personal liability shall in any event be attached to any member of the FDPL in connection with any of its undertakings, but all liabilities shall be limited to its common funds and assets. The Board shall have no authority to borrow money in the name of or on behalf of the FDPL. No member of the Board shall act as – or be deemed as – an agent of the FDPL, or have authority to incur any obligation in excess of the amounts allotted through a majority vote of either the Board for a specific purpose. No contract shall, in any event, be entered into, and no obligation shall be incurred beyond the amount on hand, or in the bank after deducting there from, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.

Section 2. All contracts for the FDPL must be signed by the Chair and the Treasurer, or their designees.