

**BY-LAWS**  
**of**  
**THE FRIENDS OF THE JAMES BLACKSTONE MEMORIAL LIBRARY, INC.**

**ARTICLE I: Name**

The name of this association shall be THE FRIENDS OF THE JAMES BLACKSTONE MEMORIAL LIBRARY, Inc (Friends).

**ARTICLE II: Purpose**

Section 1. The purpose of this corporation shall be to focus public attention on the Library, stimulate use of the Library's resources, receive and encourage gifts, endowments and bequests to the Library, support and cooperate with the Library in developing Library services and facilities to benefit the community, lend legislative support where needed; support the freedom to read as expressed in the American Library Association Bill of Rights, and perform other services as requested by the Library Director and/or the James Blackstone Memorial Association (Trustees) to the extent those services are consistent with the association's purposes.

Section 2. It is recognized that the responsibility of the Library's finances and for the establishment of Library policy and objectives is vested in the Trustees.

Section 3. The Friends is a nonsectarian, non-political, and nonprofit organization.

**ARTICLE III: Membership**

Membership shall be open to all individuals, families, businesses, and organizations who agree with the purposes of the Friends. Members shall be admitted upon payment of annual dues. The annual dues rate will be set by the Board of Directors. The membership year will run from July 1 to June 30. Each paid individual membership shall be entitled to one vote at the annual meeting. There shall be several classes of membership. Membership other than individual shall be entitled to two votes at the annual meeting if more than one representative is present. Honorary membership may be bestowed by the Board of Directors for outstanding support or service.

**ARTICLE IV: Officers**

Section 1. The officers shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. Officers shall be directors in good standing. Officers who do not attend three meetings, with no valid excuse within a 12-month period, may be asked to resign by the President.

Section 3. A Nominating Committee composed of the Chairperson and two directors, none of whom is an Officer, shall be appointed by the Board at the start of each fiscal year. The Nominating Committee shall announce the slate of Officers to the Board by May 1st. The Nominating Committee shall announce the slate of directors by June 1st to the membership to ratify appointed interim directors or fill any upcoming vacancies.

Section 4. Officers shall be elected annually from the slate presented by the Nominating Committee and any nominations from the floor by majority vote of the Board at the May Board meeting. President can serve no more than four 1-year terms.

Section 5. Vacancies in any office, except President, shall be filled by the Board for the remainder of the term. In the event of the resignation, incapacitation or death of the President, the Vice-President shall become the President for the remainder of the term. In the event that the Vice-President is unable to serve, the Board shall appoint a successor for the remainder of the term.

## Section 6. Duties of the Officers:

The President shall be responsible for the agenda and preside at all meetings of the Board; represent the Friends when appropriate; serve as ex-officio member of all committees except Nominating; appoint chairs for both standing and special committees with consideration and input from the Board.

The Vice-President shall preside in the absence of the President and shall perform such duties as requested by the President.

The Secretary shall keep and distribute as necessary all records, minutes, and correspondence of the Friends, except for financial records.

The Treasurer shall receive all dues collected by the Membership Chair. The Treasurer shall receive all assessments and other receipts; make legitimate disbursements and maintain accurate and timely financial records. The Treasurer shall give a monthly report to the Board. The accounts of the Treasurer shall be subject to a peer review annually as prescribed by the Board.

At the Annual Meeting of the membership, each officer shall present a report summarizing the activities of that office for the year. At the conclusion of a term of office, the outgoing officer shall provide all official records and files to the new office holder within two weeks after the annual meeting.

## **ARTICLE V: Board of Directors**

Section 1. The Board of Directors shall be comprised of the Library Director, Officers and members who have been ratified or elected to the Board at the annual meeting. The Director of the Library shall serve ex-officio as a Director on the Board of Directors and as the liaison between the Friends and the Trustees. Within 24 months from adopting these By-Laws the number of Board members (not counting the Library Director) shall not exceed 12. Staggered terms for all Board Members shall be four years, with a maximum of two terms. A vacated board position that is filled during the year shall be approved by the Board to be ratified at the next Annual Meeting. The partial time served does not count against term limits.

Section 2. A Director can be removed from the Board by a two-thirds vote of the Board. A Director removed is not eligible to return to the Board.

Section 3. Each Director will complete the "Conflict of Interest Disclosure Form" on an annual basis (Exhibit A).

Section 4. The Board shall adopt and follow relevant Policies and Procedures as needed to confirm and clarify operational practices. These Policies and Procedures shall be subject to reviews and updates by a majority vote of the board as appropriate.

## **ARTICLE VI: Meetings**

Section 1. The Annual Meeting of the membership shall be held in June. The purpose of this meeting shall be to present the annual report, elect board members, ratify interim board members, ratify officers elected by the Board and conduct any other business before the general membership. A simple majority of those present shall be required to approve any motion.

Section 2. The Board of Directors shall meet as determined by the Board to conduct the business of the Friends. One half of the filled membership of the Board shall constitute a quorum. A simple majority of those present shall be required to pass a motion. These meetings shall be open to all members.

Section 3. Special meetings of either the Board or the general membership may be called at any time by the President and shall be called by the President upon request of a majority of the Board or upon written petition of ten percent of the membership.

#### **ARTICLE VII: Committees**

The standing committees shall be Finance, Nominating, Communication, Membership, Book Sale Fundraising, Investment, and Alternate Fund Raising; as well as other committees as shall be deemed appropriate by the Board of Directors. Chairs shall be appointed or reconfirmed on an annual basis by the President.

Investment committee consists of the President, Treasurer, a member of the Finance Committee and two other Board Members appointed by the President. The Investment committee will adhere to the investment policy statement and will meet no less than twice a year.

The Membership Chair shall send all dues notifications, record dues payments, and forward payments to the Treasurer. The Membership Chair shall maintain an accurate updated list of members. The list will include members interested in volunteering and assisting the Friends.

#### **Article VIII Amendments**

These By-Laws may be amended at any meeting of the Board of Directors by a two-thirds majority vote of those present, provided the proposed amendment has been submitted in writing two weeks prior to adoption.

#### **ARTICLE IX: Compensation, Liability and Dissolution**

Section 1. Directors and Officers of the Friends shall receive no compensation for their services. As this association is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1954, no part of any resources or activities shall inure to the benefit of its members.

Section 2. Upon dissolution, assets will be distributed to the James Blackstone Memorial Library. If the Library is unable, unwilling, or ineligible to receive the assets, they will be distributed to the Town of Branford.

#### **ARTICLE X: Miscellaneous**

The rules contained in Robert's Rules of Order, Revised, and the current Memorandum of Understanding between Friends and the James Blackstone Memorial Library, shall govern all proceedings of Friends.

Approved May 16, 2023