

**BY-LAWS OF THE**  
**FRIENDS OF THE WILLIAM K. SANFORD TOWN LIBRARY, INC.**

**ARTICLE I: NAME, PLACE, AUTHORITY, AND PURPOSE**

**Section 1: Name and Location**

The name of the organization shall be the Friends of William K. Sanford Town Library, Inc., hereinafter referred to as the Friends. Its principal office shall be located in the Town of Colonie, Albany County, New York.

**Section 2: Authority**

The Friends is a not-for-profit corporation organized under and pursuant to the laws of the state of New York. The Friends is a 501(c)(3) tax-exempt organization under the Internal Revenue Code and donations are tax deductible as provided by the Federal Tax Code.

**Section 3: Mission**

The mission of the Friends shall be to act as a bridge to the community by increasing public awareness of the library, promoting and encouraging cultural activities, and raising funds to enhance library activities. The Friends work cooperatively with the Director of the Library and the Library's Board of Trustees to support library services.

**ARTICLE II: MEMBERSHIP**

**Section 1: Membership Requirements and Dues**

Any person or entity committed to supporting the mission of the Friends may become a member by paying the appropriate annual dues. The membership year shall run from January 1 to December 31. Any renewals or new memberships from September 1 to December 31 shall be applied to the next year's membership. A dues schedule shall be reviewed and established annually at a general meeting of the Friends.

**Section 2: Privileges**

Members are entitled to one (1) vote on matters that are presented at the annual meeting and any regularly scheduled meeting of the Friends.

**ARTICLE III: ORGANIZATION**

**Section 1: Officers**

- (a) The officers of the Friends shall be a President, a Vice-President, a Secretary, and a Treasurer. No member of the Library Board of Trustees may serve concurrently as an officer of the Friends.
- (b) The President shall appoint an ad-hoc nominating committee to recommend a slate of officers for election at the annual meeting.
- (c) The officers shall be elected by the membership of the Friends at the annual meeting.
- (d) The term of all offices shall be two (2) years. No officer shall serve more than two (2) consecutive terms in the same office.

(e) In the event of a vacancy occurring between annual meetings, the President, with the approval of the Governing Council, shall fill the vacancy by appointment until the next annual meeting when voting for that position must take place.

### **Section 2: Governing Council**

(a) The Governing Council shall consist of the Officers of The Friends and chairs of standing committees.

(b) If any governing council member fails to attend three (3) consecutive meetings without excuse considered satisfactory by the Governing Council, he or she shall be deemed to have resigned.

(c) The immediate past president of the Friends and the Library Director or his or her designee shall be invited to serve as ex-officio members of the Governing Council.

### **Section 3: Standing Committees**

The President may appoint standing committees, subject to the approval of the Governing Council, to carry out and fulfill the mission of the Friends. Each committee shall be responsible for developing its own operating guidelines. The chair of each standing committee shall report at a regular meeting, either verbally or in writing, on the activities of such committees. The President shall be an ex-officio member on all committees.

### **Section 4: Special Committees**

The President shall appoint special committees as the need arises. Any member of the Friends may suggest such committees. A special committee shall serve until its purpose has been fulfilled or it is discharged by the President.

### **Section 5: Removal**

Any officer may be removed for cause upon the affirmative vote of a majority of the remaining non-interested officers. Such vote shall not occur until the person shall be notified of the reason or reasons in writing at the last address on file with the Friends and given an opportunity to be heard at a regular meeting of the Friends.

## **ARTICLE IV: DUTIES**

### **Section 1: Duties of Officers**

The officers of the Friends and their duties shall be as follows:

1) President: The President shall preside at all meetings, appoint committees, and serve as the liaison between the Director of the Library and the Board of Trustees. The President shall be an ex-officio member of all committees. The President shall be a signatory for checks issued by the Friends.

2) Vice-President: The Vice-President shall perform the duties of the President in the absence of the President or in the event of the President's inability to act. Should the office of President become vacant other than by expiration of term, the Vice-President shall succeed to the office of President for the remainder of the original term.

3) Secretary: The Secretary shall record the attendance, take or cause to be taken the minutes of all meetings, present them at the next meeting, and maintain a record of meeting minutes.

4) Treasurer: The Treasurer shall receive, keep safe, and disburse Friends' funds. The Treasurer shall present financial reports to Friends meetings and at the annual meeting. The Treasurer shall keep a file of these reports for auditing purposes. The Treasurer shall prepare all documents necessary for compliance with government regulations and requirements. All original reports and documents shall be kept at the Library. The Treasurer shall be a signatory for checks issued by the Friends. The Board may also designate additional signatories.

## **ARTICLE V: FUNDS**

### **Section 1: Maintenance and Disbursement**

All funds accrued by the Friends shall be deposited into the accounts of the Friends of William K. Sanford Town Library, Inc., and shall be disbursed by the Treasurer of the Friends as authorized. These funds should not replace monies that are normally provided for Library operations.

### **Section 2: Fiscal Year**

The fiscal year for the Friends shall be January 1 to December 31.

### **Section 3: Dissolution**

In the event of the dissolution of the Friends, and after all obligations have been satisfied, no remaining funds or property of the Friends shall accrue to the benefit of any individual, officer, or member of the Friends, but shall revert to and be used solely for the benefit of the William K. Sanford Town Library.

## **ARTICLE VI: MEETINGS**

### **Section 1: Annual Meeting**

The annual meeting of the Friends shall be held during the last quarter of the calendar year to hear and receive the annual reports of the officers and chairs of the committees, to elect officers, and to handle any other business brought before the membership. Announcement of the meeting shall be made at least two (2) weeks in advance of the meeting. The announcement of the meeting will be posted on the Friends' website and sent to members by email.

### **Section 2: General Meetings**

General meetings of the membership shall be held at least four (4) times a year. Announcement of any general meeting shall be made at least two (2) days in advance of the meeting.

### **Section 3: Quorum**

The business of the Friends may be conducted at any meeting if a quorum is present. A quorum shall be defined as the members present, if at least one-half of the Governing Council is present.

### **Section 4: Rules of Order**

Robert's Rules of Order shall govern the proceedings of the Friends.

## **ARTICLE VII: INDEMNIFICATION OF OFFICERS**

### **Section 1: Indemnification of Officers**

Since the members of the Friends are volunteers, when they are working for the Library they are covered by the umbrella policy that covers all Library employees and volunteers.

## **ARTICLE VIII: CONFLICT OF INTEREST**

### **Section 1: Conflict of Interest**

The Friends is not formed for pecuniary profit or other financial gain and no part of its assets, income or profit shall be distributed or inure to the benefit of any private individual. Reasonable compensation may be paid for services rendered to, or for, the Friends in furtherance of one or more of its purposes. Where conflict of interest may be thought to exist for a member, the member shall inform the Governing Council and abstain from any inappropriate participation in the matter.

## **ARTICLE IX: AMENDMENT PROCEDURE**

### **Section 1: Proposing Amendments**

(a) Amendments to these by-laws may be proposed by members or by the Governing Council of the Friends. Amendments proposed by members must be mailed to the Governing Council of the Friends of William K. Sanford Town Library, Inc., P.O. Box 14104, Loudonville, NY 12211 at least ten (10) days prior to the annual meeting or a regularly scheduled meeting in order to be included on the agenda for that meeting.

(b) A notice that a by-laws change will be considered must, at a minimum, be posted on the Friends' website at least seven (7) days before such a vote is to occur.

### **Section 2: Amendment Approval**

Proposed amendments shall become effective when approved by two-thirds of the members present and voting at the meeting in which the amendment is addressed. .

Adopted: November 2008

Revised: November 19, 2009

Draft Revision: August 2018