

# FRIENDS OF THE TOPSHAM PUBLIC LIBRARY CONSTITUTION AND BY-LAWS

**\*\*\*Amended March 5, 2020\*\*\***

## **Article 1 Name and Location**

Section 1 The name of this corporation shall be Friends of the Topsham Public Library. The principal office of the Friends will be at the Topsham Public Library.

## **Article 2 Purpose**

Section 1 The purpose of the organization shall be to support the Board of Trustees and the Staff of the Topsham Public Library on matters relating to the welfare of the institution and to support both financially and by advocacy the Library's services and resources.

## **Article 3 Membership**

Section 1 Membership in this organization shall be open to all individuals, businesses or organizations interested in its objectives. Only members may vote, serve as officers of the Friends, or serve as Chairs of standing committees.

Section 2 Dues are to be paid annually at the start of the fiscal year.

## **Article 4 Meetings**

Section 1 The annual meeting of the Friends of the Topsham Public Library shall be held in April. Notice of said meeting shall be posted at least one month prior to the meeting.

Section 2 Additional meetings may be held as necessary.

## **Article 5 Officers**

Section 1 Friends shall have the following officers: President, Vice President, Secretary, and Treasurer.

Section 2 The terms of office for all officers shall be two years. No officers shall serve more than three consecutive terms. Members having served six consecutive years may only be elected again to the same office with unanimous consent from the Board.

Section 3 In addition to candidates submitted by the Nominating Committee, nominations from the floor will be permitted.

Section 4 Officers shall be elected at the annual meeting by a majority vote of those present.

Section 5 Officers may appoint a new officer to fill a vacancy until the next annual meeting. At the annual meeting an election will be held to complete the remainder of the original term or to stand for a full term. Officers who serve for a partial term may then stand for election for three (3) full terms.

Section 6 The officers shall have the usual duties and powers exercised by the officers of a voluntary association or as defined by these By-laws. In an emergency situation, the officers shall have the power to take action outside of a meeting by a majority polled vote of the officers. This vote will be recorded in the minutes of the next Friends meeting.

Section 7 Officers who are unable or unwilling to fulfill their responsibilities may be removed by a 2/3 vote of members present at a meeting called in accordance with these By-laws.

#### **ARTICLE 6 Committees**

Section 1 There shall be the following standing committees:

- a. Nominating - Prepares a slate of candidates for office prior to the Annual Meeting. Outgoing officers will populate the committee.
- b. Book Sale - Organizes and runs annual book sale to raise funds for the library.
- c. "Joy of..." - Facilitates the signature Joy events, including Joy of the Pen, Joy of the Lens, and Joy of Art.

Section 2 Ad Hoc Committees shall be established by the President as deemed necessary.

Section 3 Committees are encouraged to include individuals who are not members of the Friends.

#### **Article 7 Officers Compensation**

Section 1 Officers Expenses: Officers shall not receive any compensation for their services, but may be reimbursed for reasonable "out of pocket" expenses incurred in the performance of their duties.

#### **Article 8 Fiscal Policies**

Section 1 The fiscal year of Friends shall be July 1st to June 30th. All funds shall be deposited to the account of Friends of Topsham Public Library, and shall be disbursed by the Treasurer as authorized by the members.

Section 2 In consultation with the Director of the library, the Treasurer will prepare a budget to be adopted by the members at a meeting in June.

Section 3 The Officers shall engage a qualified auditor, who is not an officer, to audit the Treasurer's books annually. The audited Treasurer's report will be presented no later than the Annual meeting.

Section 4 Upon dissolution of the organization, the entire net assets remaining after payment or satisfaction of any and all liabilities and obligations of Friends shall be distributed to Topsham Public Library, and which would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### **Article 9 Amendments**

Section 1 Amendments to this Constitution and By-laws may be proposed by advance notification to the membership one month before presentation at the Annual Meeting or at a special meeting called by the President with proper notification of no less than one month in advance. Adoption of any proposed amendments shall be by a majority vote of the members attending said meeting.

#### **Article 10 Exemption Activities**

Section 1 Notwithstanding any other provision of these By-laws, no officer, member or representative of the Friends shall take any action or carry on any activity by or on behalf of the Friends not permitted to be taken or carried on by an organization exempt under

Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

**Article 11 Parliamentary Procedure**

Section 1 Robert's Rules of Order, Revised, when not in conflict with these By-laws and Constitution, shall govern the proceedings of this organization.