



Bylaws of the Friends of LRW Library, Inc.

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Proposed additions in bold, proposed deletions in italics

2003 Bylaw Committee

Julie Bergman, Chair

Patty Foley

Kay Reiss

Rudolph Remigino

Laurel Scialabba

2020 Bylaw Committee

Julie Bergman, Chair

Natalie Harbeson

Deborah Hebert

Helen Kummer

Kim Radda

Sheila Rowell

Brian Wood

**BYLAWS OF THE FRIENDS OF THE LUCY ROBBINS
WELLES LIBRARY, INC.**

ARTICLE I. NAME

Section 1. The name of the organization shall be Friends of the Lucy Robbins Welles Library, Inc. (hereinafter referred to as “the Friends”).

ARTICLE II. PURPOSE

Section 1. The Friends is formed exclusively for charitable, literary, and educational purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended. These purposes are:

- a.) to maintain a membership of persons [*and businesses*] (hereinafter referred to as “Members”) supportive of the Lucy Robbins Welles Library of Newington, Connecticut (hereinafter referred to as “the Library”);
- b.) to support and cooperate with the Library in developing, maintaining, and enhancing facilities, resources, and services for the public;
- c.) to stimulate the use of the Library’s facilities, resources, and services;
- d.) to encourage gifts, endowments, and bequests for the benefit of the Library;
- e.) to focus public attention on the Library; and
- f.) to support the freedom to read as expressed in the American Library Association Bill of Rights.

ARTICLE III. MEMBERSHIP AND DUES

Section 1. Membership in the Friends shall be open to all **adult** individuals without regard to race, gender, age, national origin, religion, political affiliation, sexual orientation, disability, or residency. **Hereinafter, an adult shall be defined as an individual who is eighteen years of age or older.**

[Businesses are also encouraged to seek membership in the Friends.]

Section 2. The payment of dues shall entitle an individual [*or business*] to membership in the Friends which shall be for a twelve month period. Membership shall commence on the first day of the month immediately following the month in which the payment of dues is made. It shall extend through the last day of the twelfth month, calculated from the day on which membership is deemed to have commenced. Membership may be renewed thereafter upon payment of dues, in accordance with the fee structure then in effect.

Section 3. Membership categories and fees corresponding to each such category shall be determined, and may be amended, by a majority vote of the Advisory Board of the Friends.

Section 4. The term “General Membership” as used hereinafter shall refer to all persons [*and businesses that*] **who** are current in their payment of dues to the Friends.

ARTICLE IV. VOTING PRIVILEGES

Section 1. In all matters wherein a vote of the General Membership is called, each current [*Member*] **membership** shall be entitled to one vote.

Section 2. Members of the Friends who attend Advisory Board meetings may be heard on any business that comes before the Advisory Board, and will be recognized for that purpose. However, only members of the Advisory Board may vote in any Advisory Board matter.

[*Section 2. In all matters wherein a vote of the General Membership is called, a family or business membership shall entitle the holders of each such membership to one collective vote, and shall not grant a separate vote to each individual family member or business.*]

ARTICLE V. EXECUTIVE BOARD

Section 1. Any individual holding a current membership in the Friends shall be eligible to be elected an Officer of the Friends. However, no individual shall be eligible to hold more than one office at any given time. Further, no Member shall be eligible to hold any office while an employee of the Library, or while a member or officer of the Library Board **of Trustees**.

Section 2. The Executive Board of the Friends shall consist of four elected Officers who shall hold the respective offices of President, Vice-President, Secretary, and Treasurer. The current Library Director or his or her designee shall serve as an ex-officio member of the Executive Board, but may not vote in matters wherein an Executive Board vote is called.

Section 3. The Executive Board shall have the authority to appoint committees consistent with the purposes of the Friends as articulated in Article II. hereof. Committee members may be drawn from the General Membership of the Friends, and need not be restricted to Advisory Board Members. [*The Executive Board shall have authority to call special meetings as the need arises.*]

Section 4. The Executive Board shall have authority to call special meetings as the need arises.

Section 5. In any matter wherein a vote of the Executive Board is called, [*no less than three (3) voting Executive Board Members must first be present. In turn, a majority vote of that quorum shall be required for the passage of any motion before the Executive Board.*] a majority vote shall be required for the passage of any motion before the Executive Board.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. The President shall:

- a.) preside at all meetings;
- b.) with the consent of the Executive Board appoint all committee chairpersons [*and coordinate their activities*] **as needed**;

- c.) represent the Friends, or designate a representative to appear before any group requesting the presence of the Friends;
- d.) be an ex-officio member of Friends' committees, but may not vote in committee matters. However, with respect to the Nominating Committee, the President shall not be an ex-officio member of the Nominating Committee, shall not vote in Nominating Committee matters, and shall not attend meetings of the Nominating Committee;
- e.) prepare an Annual Report of the Friends for the fiscal year during which he or she has served as President; and
- f.) perform such other duties as the Executive Board may from time to time prescribe.

Section 2. The Vice-President shall:

- a.) preside at any meeting at which the President would otherwise preside, in the absence of the President;
- b.) perform the duties of the President in the absence of the President;
- c.) assume the office of President should the President resign or become incapacitated;
- d.) serve as Liaison Officer between the Friends and the Library Board **of Trustees** as needed; and
- e.) perform such other duties as the Executive Board may from time to time prescribe.

Section 3. The Secretary shall:

- a.) take, **and transcribe**, the minutes of all meetings of the Executive Board, all meetings of the Advisory Board of the Friends, and all meetings of the General Membership;
- b.) notify all members of the time and place of all meetings;
- c.) [*handle the correspondence of the Friends as necessary*] initiate correspondence on behalf of the Friends; and respond to correspondence received by the Friends, as deemed appropriate; and
- d.) perform such other duties as the Executive Board may from time to time prescribe.

Section 4. The Treasurer shall:

- a.) be the custodian of all funds of the Friends;
- b.) make regular financial reports to the Executive and Advisory Boards;
- c.) maintain an accounting of all money received by the Friends and deposit the same in one or more banks, the selection of which shall be approved by the Executive Board;
- d.) disburse funds only by check or other orders for payment of expenses, which shall be signed by the Treasurer or by the President; [*and*]

e.) **have the power to appoint an assistant for no longer than his or her term to perform such tasks as would otherwise be performed by the Treasurer, subject to a majority vote of the Executive Board approving the appointment of that individual.**

Any assistant appointed by the Treasurer may not vote in Executive Board matters by virtue of this appointment.

f.) Perform such other duties as the Executive Board may from time to time prescribe.

ARTICLE VII. ADVISORY BOARD

Section 1. Any **adult** individual holding a current membership in the Friends is eligible to be elected a Member of the Advisory Board. No Member shall be eligible to serve as an Advisory Board Member while an employee of the Library, or while a member or officer of the Library Board **of Trustees**.

Section 2. The Advisory Board shall consist of the Immediate Past President, the Executive Board, and not fewer than three (3) or more than fifteen (15) Advisory Board Members who are elected by the General Membership of the Friends at its Annual Meeting, pursuant to a majority vote of those current Members in attendance.

Section 3. The current Library Director or his or her designee shall serve as an ex-officio member of the Advisory Board, but may not vote in matters wherein an Advisory Board vote is called.

Section 4. **Advisory Board members shall be elected for a period of one (1) fiscal year, and may be reelected without limitation on the number of terms served.** [*Election to the Advisory Board shall be for a period of one (1) fiscal year, which shall extend from September 1st through and including the following August 31st.*]

Section 5. The Executive Board shall fill Advisory Board Member positions that become vacant after the election [*by the General Membership*] **at the Annual Meeting** for the remainder of that fiscal year.

[*Section 6. An individual whose membership is current may be elected and reelected to serve as an Advisory Board Member without limit upon the number of years served.*]

Section 6. The Advisory Board shall meet a minimum of six (6) times within each fiscal year.

Section 7. The Advisory Board shall:

- a.) vote on any matter presented to it for approval **by any member of** the Executive Board;
- b.) fill vacancies for any Officer of the Friends for the remainder of any unexpired term; and
- c.) perform such other duties as the Executive Board may from time to time prescribe.

Section 8. In any matter wherein a vote of the Advisory Board is called, no [*less*] **fewer** than one third (1/3) of all voting Advisory Board Members shall constitute a quorum. In turn, a majority vote of that quorum shall be required for the passage of any motion before the Advisory Board.

ARTICLE VIII. NOMINATIONS & ELECTIONS

Section 1. A Committee on Nominations consisting of three (3) current Advisory Board Members shall be elected by a vote of the General Membership at its Annual Meeting. Membership on the Committee shall be for a term of three (3) years. The chairperson shall serve in this capacity for only one (1) year, the third year of his or her term.

Section 2. Nominations of all Officers and Advisory Board Members to be elected for the coming fiscal year shall be presented for consideration to the [*Executive Board*] **Advisory Board** by the Nominating Committee, **via in-person meeting or by email**, at least thirty (30) days prior to the Annual Meeting of the General Membership. Additional nominations for any office, or for a position on the Advisory Board, may be made from the floor by any current Member at the Annual Meeting.

[Section 3. Officers shall be elected by a majority vote of those current Members who are present at the Annual Meeting of the General Membership. Officers shall be elected for a period of one (1) fiscal year, but may not be elected to any office for more than three (3) successive years. The Officers shall assume the duties of their respective offices at the beginning of the fiscal year, September first.]

Section 4. *Advisory Board Members shall be elected by a majority vote of those current Members who are present at the Annual Meeting of the General Membership. Advisory Board Members shall be elected for a period of one (1) fiscal year, and may be reelected without limitation on the numbers of terms served.*

Section 5. *Service of six (6) months or more as an Officer in any given year by an interim or acting Officer shall be deemed one year of service in the calculation of years served in that respective office.]*

Section 3. **Adult individuals seeking election or reelection to the Executive Board of the Friends, or to the Advisory Board of the Friends, must be current in the payment of their Friends' membership dues, both at the time of nomination, and at the time of the Annual Meeting of the General Membership of the Friends.**

Section 4. **Officers shall be elected for a term, which shall be defined as a period of two (2) years. An individual may be reelected to hold the same officer position for two (2) consecutive terms. However, in no event shall an individual be permitted to serve more than two (2) consecutive terms in that particular office.**

Section 5. **Service of a half term or more in any given term by an interim or acting Officer of the Friends shall be deemed a full term of service in the calculation of terms served in that particular office.**

Section 6. **Advisory Board Members shall be elected by a majority vote of those current Members who are present at the Annual Meeting of the General Membership.**

Section 7. **Nothing shall prevent the Executive Board, the Advisory Board, or the General Membership, individually or collectively, from holding a Special Meeting of the General Membership, to vote to remove an officer for failure to perform his or her duties, or for misfeasance or malfeasance in the performance of those duties.**

ARTICLE IX. MEETINGS

Section 1. An Annual Meeting shall be held [*in June of*] each year on a date to be determined by the Executive Board, **as close to a June date as possible.** Members shall be notified of the date, time, location, and specific agenda of the Annual Meeting, and shall be given all names provided by the Nominating Committee for Officer and Advisory Board Member positions, no less than two (2) weeks prior to the scheduled date of the Annual Meeting.

[**Section 2.** *The Advisory Board shall meet at least six (6) times within each fiscal year.*]

Section 2. A special meeting of the Friends may be called at any time by the Executive Board. Members shall be notified of the date, time, location, and specific agenda of a special meeting no less than two (2) weeks prior to the scheduled date of the meeting.

Section 3. **Members of the public who are not Friends may attend General Membership meetings, special meetings called for the General Membership, and Advisory Board meetings. While they will be recognized should they choose to speak, members of the public who are not Friends may not vote in any matter.**

Section 4. The Executive Board may determine if, and when, a virtual meeting should be held online, and whether individuals may vote by email.

Section 5. Roberts Rules of Order shall govern the conduct of the Annual Meeting of the Friends, all meetings of the General Membership of the Friends, all Advisory Board meetings of the Friends, and all meetings of the Friends' Executive Board.

ARTICLE X. FISCAL YEAR

Section 1. The fiscal year of the Friends shall extend from September 1st, through and including, August 31st of the following calendar year.

ARTICLE XI. STATUS AS TAX EXEMPT ORGANIZATION

Section 1. The Friends is organized and operated exclusively for charitable, literary, and educational purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

Section 2. No part of the net earnings of the Friends shall inure to the benefit of its Executive Board, Officers, Advisory Board, Members, or other individuals.

Section 3. No [*substantial*] part of the activities of the Friends shall consist of [*carrying on propaganda, or otherwise*] attempting to influence legislation.

Section 4. The Friends shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office. Furthermore, the Friends shall not participate in the publication or distribution of statements in furtherance of any political campaign on behalf of, or in opposition to, any such candidate.

ARTICLE XII: AMENDMENTS

Section 1. Amendments to these Bylaws may be made at any meeting of the General Membership by a vote of two-thirds (2/3) of those current Members present. Notice of the date, time, location, and purpose of the meeting, as well as a copy of all proposed amendments, shall be provided to the General Membership no less than two (2) weeks prior to the scheduled date of the meeting.

ARTICLE XIII. EFFECT OF UNEXPECTED AND/OR UNFORESEEN CIRCUMSTANCES, WHETHER GLOBAL, NATIONAL, OR REGIONAL IN SCOPE, ON COMPLIANCE WITH THE BYLAWS SET FORTH IN THIS DOCUMENT

Section 1. Circumstances, such as the worldwide COVID-19 pandemic of 2019-2020, and the inevitable disruption resulting from such a crisis, shall not prevent the membership of the Friends, under the governance of its Executive Board and Advisory Board, from continuing, to the best of its ability, to function in furtherance of the stated purpose of the Friends, as articulated in Article II of this document. However, that is providing that no member of the Friends shall jeopardize his or her personal safety or health, or that of any other individual, in the process of doing so.

ARTICLE XIV. DISSOLUTION

Section 1. In the event of dissolution of the Friends, all of the assets and property of the Friends that remain after payment of the necessary expenses of its dissolution, shall be distributed to the Lucy Robbins Welles Library of Newington, Connecticut. In the event the Library is unable, unwilling, or ineligible to receive all or any portion of the remaining assets and property, such assets and property that cannot be accepted will be distributed by the Advisory Board to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

[ARTICLE XIII. AMENDMENTS]

[Section 1. Amendments to these Bylaws may be made at any meeting of the General Membership by a vote of two-thirds (2/3) of those current Members present. Notice of the date, time, location, and purpose of the meetings, as well as a copy of all proposed amendments, shall be provided to the General Membership no less than two (2) weeks prior to the scheduled date of the meeting.]