

Amended: 1/9/2025

Confirmed Version

BYLAWS  
of the  
FRIENDS OF THE LIBRARY  
ALSO KNOWN AS  
FRIENDS OF THE NORTHUMBERLAND PUBLIC LIBRARY

Article I. NAME AND LOCATION

The name of this organization shall be Friends of the Library, also known as Friends of the Northumberland Public Library, (hereinafter referred to as the Friends). The post office address shall be the same as the headquarters office of the Northumberland Public Library, Inc. (hereinafter, the Library).

Article II. PURPOSE

Section 1. The Friends shall comprise an association of caring people who support, improve and promote the Library. The association's purposes shall include focusing public attention on the Library and stimulating use of its resources and services; encouraging financial support of the Library; and cooperating with the Library's Board of Trustees and staff in developing services and facilities for the community consistent with the policies of the Board. The Friends is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. No part of the net earnings of the organization shall be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 3. The Friends will act as an entity separate from the Board of the Northumberland Public Library, Inc. volunteering help as requested.

### Article III. MEMBERSHIP AND DUES

Section 1. Membership in the Friends shall be open to all interested persons, families, and organizations in sympathy with its purposes upon payment of the annual dues set by the Board and affirmed by membership vote.

Section 2. Each individual member shall be entitled to one vote; each organization has one vote; and family membership shall be entitled to two votes. A family is defined as two or more individuals with a common address.

### Article IV. MEETINGS

Section 1. Regular meetings of the Friends shall be held every other month on dates to be determined by the Board. The Annual Meeting shall be held in September, during the normally scheduled meeting.

Section 2. Special meetings of the Friends may be called at any time by the President upon notice to all members at least one week prior to the special meeting.

Section 3. Two thirds of the Board members shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present.

### Article V. EXECUTIVE BOARD

Section 1. The governing authority of the Friends shall be comprised of nine (9) and no more than fifteen (15) elected members, each elected for a three-year term. In case of a tie vote on any issue before the Board, the vote of the President shall prevail. New members shall be elected at each annual meeting for three-year terms. No Board member may serve more than six consecutive years, provided, however, that a majority of the board in their discretion, may vote to extend the term of service of a member beyond six years.

Any vacancies that occur will be filled at the recommendation of the Board.

New Board members shall be elected by a majority of the members present and in good standing, each member having one vote.

The Board shall elect annually four Officers as described in Article VI. OFFICERS.

Section 2. The Board shall have overall responsibility for policy development, governance, and the activities of the Friends in its internal operations and its relationships with the Library and the community. Two-Thirds (2/3rds) of the members of the Board present shall constitute a quorum for conducting the business of the Friends.

Section 3. Upon the dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

#### Article VI. OFFICERS

Section 1. At the annual meeting, the Board shall elect the following officers: President; Vice President; Secretary; and Treasurer whose duties are described below.

Section 2. A Nominating Committee, appointed by the Board at least a month prior to the Annual Meeting shall present a slate of candidates for elected office. Additional nominations may be made from the floor at the Annual Meeting. In all cases nominees shall consent to have their names placed in nomination.

Section 3. Vacancies occurring in the Officer positions may be filled by an appointment by the Board until the next scheduled election.

Section 4. The areas of responsibility for the elected Officers are described below.

The President is the chief executive officer of the Friends with primary responsibility for carrying out the decisions of the Board and for the policies and activities of the group, consistent with the rights of the members. The President shall

- Preside over and conduct meetings.
- Appoint standing and special committees or individuals for specific assignments.
- Serve as an ex officio committee member if he/she so desires.
- Prepare an annual budget in cooperation with the Treasurer for review and approval of the Board.

- Sign letters or documents necessary to carry out the business of the Friends.
- Report to the Board all matters which should be brought to its attention in the best interests of the group.
- Maintain coordination with the Library's Board of Trustees and staff and communicate with them as necessary.
- Attend Library Board of Trustees Meetings, ex officio, or send a representative.

The Vice President shall assume the duties of the President in his/her absence and become President if the latter becomes unable to perform the duties of that office for the remainder of the current term.

The Secretary shall maintain the minutes and official records of the Friends. The Secretary shall

- Record attendance at all meetings.
- Authenticate official documents of the Friends.
- Conduct the official correspondence of the Friends unless assigned to other officers or committees.

The Treasurer shall receive, account for, and retain custody of all funds and securities of the Friends. The Treasurer shall

- Disburse funds as authorized by the Board.
- Report regularly on the financial status of the Friends to the Board and the membership.
- Maintain the list of members in good standing and provide the information to other Officers and Committee Chairpersons as requested.
- File Federal and State required documents.

#### Article VII. COMMITTEES

Committees will be appointed by the Board as needed.

#### Article VIII. AMENDMENTS

Amendments to, additions to, or deletions from this document may be made at any meeting of the membership with the affirmative vote of two-thirds of those present and voting. Such modifications shall become effective immediately.

When any formality beyond the ordinary courtesies of joint action is required, The Modern Rules of Order, 3<sup>rd</sup> edition by Donald Tortorice, shall govern the proceedings. (addendum attached)

The Constitution and Bylaws were amended as of December 7, 1995, to comply with the Internal Revenue Service requirements for application for recognition for exemption under Section 509 (a)(2).

Amended with corrections as of June 20, 1996.

Amended on January 15, 2004 to change the method of electing officers and other items.

Amended January 23, 2013 to expand board membership from six to up to twelve members.

Amended January 10, 2017 to clarify meeting dates and duties of Vice President.

Amended September 7, 2021 to update Bylaws.

Amended March 8, 2022 to clarify when annual meetings will occur.

Amended November 3, 2022

Amended September 7, 2023

Amended January 9, 2025