

**BYLAWS of the
FRIENDS OF THE MIDDLETOWN PUBLIC LIBRARY, INC.**
Proposed revision

ARTICLE ONE – NAME

This Organization shall be called the Friends of the Middletown Public Library, Inc., and shall be established as a nonprofit Corporation under the Laws of the State of Rhode Island.

ARTICLE TWO – PURPOSE

The purpose of this Organization shall be to maintain an association of persons interested in literature and libraries; to focus public attention on library services, facilities and needs; to promote projects of the library; to encourage gifts of desirable collections, endowments and bequests; and to foster community support for the public library.

ARTICLE THREE – MEMBERSHIP

Any individual who shall subscribe to the purposes of the Organization may be admitted into membership upon the payment of annual dues. Dues shall be due and payable annually for the period January 1 through December 31. The cost of dues shall be determined by the Executive Board. Each membership shall be entitled to one vote, but the Board shall have the power to establish membership, based on the following categories: Single; Family; Patron; Business; *Honorary*, and Life.

ARTICLE FOUR – MEETINGS

Section 1. General Meetings of this Organization shall be held at the call of the Executive Board, provided that a meeting shall be called at least once a year. Notice of meetings shall be given by the *President or* Secretary of the Organization at least eight (8) days prior to each meeting. The President may designate any member to act in the absence or inability of the *President or* Secretary to proceed. The Annual Meeting for the purpose of electing officers shall be held in March of each year.

Section 2. A special meeting of the Organization may be called by the President or any ten (10) members, provided the notice required by Section 1 of this Article is furnished to the membership.

Section 3. The presence of not less than ten (10) members of the Organization shall constitute a quorum for the business transactions at the General meetings.

Section 4. Executive Board Meetings will normally be held on dates selected and approved by the Board. Notices of these meetings shall be given by the President **or** Secretary at least eight (8) days prior to each meeting. The President may designate any member of the Board to act in the absence or inability of the Secretary to proceed.

ARTICLE FIVE – OFFICERS AND EXECUTIVE BOARD

Section 1. The Officers of the Organization shall consist of the President; the 1st Vice-President; the 2nd Vice President; the Secretary; the Treasurer; the Membership Chairperson, and **four (4)** Directors. All officers shall be elected at the Annual Meeting. Officers and Directors shall serve two-year terms.

a. The President shall preside at all meetings, and, with the approval of the Executive Board, appoint chairmen; serve as an ex-officio member of all committees and appoint new committees as needed. The President shall have the authority to approve operating expenditures of no more than **\$200.00** per expenditure.

b. The First (1st) Vice President shall assume the duties of the President as necessary and shall be responsible for Programs. At a minimum, the programs shall consist of the Annual Meeting.

c. The Second (2nd) Vice President shall be responsible for Ways and Means, and in the event that neither the President nor the 1st Vice President is available, shall act for the President. The 2nd Vice President shall organize major fund-raising events each year, and other such events that promote the purposes of the Organization.

d. The Secretary shall record the proceedings of the meetings, both General and Executive Board and send out all required meeting notices and minutes.

e. The Treasurer shall receive all monies due to the Organization and pay all accounts for operating expenses of the Organization as approved by the President (see item “a” above) or the Executive Board. The Treasurer shall, at the end of the fiscal year, make an Annual Report to the Organization embodying all receipts and disbursements.

f. The Membership Chairperson shall direct the activities of the Membership Committee, which has the responsibility of seeking out and encouraging new members to join the Organization. The Chairperson may nominate members of the Committee, who are then approved by the Executive Board. The Chairperson shall recommend appropriate programs to stimulate membership growth, and work with the First Vice President (Programs) in this effort.

g. The Directors shall be appointed by the President to chair one or more of the Standing Committees and/or other Committees, as the President deems necessary. One of the Directors shall chair the Nominating Committee.

Section 2. All officers must be members of the Organization. Each Officer shall have one vote at Executive Board meetings.

Section 3. Members **who are** in good standing may serve as the Alternate Board members who assist the Board members as needed and be available to assume an office, if necessary, as outlined in Section 4.

Section 4. The Executive Board shall consist of the immediate Past President of the Organization, the officers, the Alternates, the Library Director or her/his designate, and a representative of the Library Board of Trustees. The non-voting members of the Executive Board consists of the Library Director or her/his designate, the representative of the Library Board of Trustees and the Alternate.

Section 5. Any vacancy occurring in an office of the Organization by reason of death, resignation, or disqualification of an officer shall be filled by the remaining members of the Executive Board.

Section 6. To sustain the full functioning capacity of the Executive Board, it is incumbent upon all members to attend the monthly business meetings. If a Board member has three (3) unexcused absences during the March through February fiscal year, the member is automatically designated an Emeritus, Non-Voting Member.

ARTICLE SIX – RESTRICTION OF ASSETS FOR NONPROFIT PURPOSES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, and other private people, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, and intervene in (including the publishing or distribution of statements) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 C 3 of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code of Law) or (b) by a corporation, contributions to which are deductible under Section 170 C 2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE SEVEN – NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee shall consist of three (3) members, two (2) of whom must be members of the Executive Board, and shall be appointed by the President, with the approval of the Executive Board. The members shall be appointed no later than October 31st of each year and shall serve for one (1) term.

Section 2. The report of the Nominating Committee on its nominations for officers shall be published in the call for the March Annual Meeting. Immediately following the presentation of this report, nominations may be made from the floor by any voting member provided the consent of the nominee shall have been secured.

Section 3. The election of officers shall be held at the March meeting. The election shall be by ballot, except where there is but one nominee for an office, the Secretary may instead, be instructed to cast one (1) ballot for the election of that nominee. A majority vote of those qualified to vote and voting shall constitute an election. Absentee and proxy balloting shall not be permitted.

ARTICLE EIGHT – COMMITTEES

Section 1. There shall be five (5) standing committees whose duties shall be as follows:

PROGRAMS: This committee shall be directed by the First Vice President and shall be responsible for programs for the Annual Meeting and other programs, as may be directed by the Executive Board.

WAYS & MEANS: This Committee shall be directed by the Second Vice President and shall be responsible for organizing at least one major fund raiser each year, and other events that promote the purposes of the Organization with the approval of the Executive Board.

MEMBERSHIP: The Membership Committee shall be directed by the Membership Chairperson and shall be responsible for the growth of the Organization. This Committee is also responsible for maintaining and updating the Organization's membership list and for providing mailing labels for items mailed by the Organization.

PUBLICITY: This Committee shall be directed by one of the appointed Directors and shall be responsible for making press and radio/TV releases, posters and other means to promote the purposes of the Organization and the Library.

NOMINATIONS: This Committee shall be directed by one of the appointed Directors, and shall propose a slate of candidates for election at the Annual Meeting. The committee shall operate within the requirements of Article Seven of these Bylaws.

Section 1. The President shall be responsible for appointing special committees from time to time as the need arises.

Section 2. All committees shall make a progress report at each meeting of the Executive Board of the Organization.

Section 3. No Committee shall have other than advisory powers unless, by action of the Organization at a regular or special meeting, it is granted specific power to act.

ARTICLE NINE – AMENDMENTS

These Bylaws may be amended by a vote of two-thirds of **the Board** members present at a general Organization meeting provided the **Board** members had been notified by **United States Postal Service** mail **or by email** at least eight (8) days **prior** to the meeting of the nature and contents of the proposed amendment.

ARTICLE TEN – CONDUCT OF MEETINGS

Proceedings of the meetings of the Organization, shall be by ROBERTS RULES OF ORDER, NEWLY REVISED

ARTICLE ELEVEN - DISSOLUTION

Upon the dissolution of the Corporation, the Executive Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organization under Section 501 C 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code of Law) as the Executive Board shall determine. Any such assets not so disposed of shall be disposed by the Superior Court of Newport County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved 02/06/83

Revised 03/20/88

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Revised 04/09/97 – Article 5, Section 4

Revised 03/13/05 – Article 3

Revised 03/18/12 – Article 5, Section 6

Revised 03/6/15 – Article 5, Section 4 and Article 8, Section 1

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