

THE FRIENDS OF THE JONES LIBRARY SYSTEM
By-Laws, Adopted 11/97; Revised 12/1997, 2002.

Article 1. Name.

The name of this organization shall be Friends of the Jones Library System.

Article 2. Purpose.

The association is organized exclusively for educational and literary purposes under section 501 (c) (3) of the Internal Revenue Code. It seeks to maintain an association of persons interested in sustaining the Jones Library System (The Jones Library, The Munson Memorial Library, The North Amherst Library); to focus public attention on the System, its services and its special needs; to enhance its community relations; to stimulate use of the System's resources and services, and to strengthen those resources and services.

Article 3. Membership.

- a. Membership shall be open to persons in sympathy with the organization's purposes.
- b. Membership is annual and automatic upon receipt of an annual membership contribution.
- c. Each Member shall be entitled to vote at the Annual Meeting.

Article 4. Annual Meeting.

The Annual Meeting shall be held at a time and place determined by the Board. Notice of the Meeting shall be sent to the membership not less than two weeks in advance.

Article 5. Board Membership.

- a. There shall be a Board consisting of not less than nine members, each elected for a three year term.
- b. Nominations for Board Members shall be submitted to the membership by a Nominating Committee appointed by the President, not less than two weeks before the date of the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting, with the consent of such nominees.
- c. Board members shall be elected by a majority of members of the organization present and voting at the Annual Meeting.
- d. Vacancies on the Board shall be filled by a majority vote of those Board Members present at any duly constituted meeting of the Board, to fill out the unexpired portion of the retiring Member's term.

Article 6. Officers.

- a. The elected officers of this organization shall be President, Vice-President, Secretary, and Treasurer.
- b. Candidates for these offices shall be nominated by a Nominating Committee, appointed by the President. The slate of nominations shall be submitted to all members of the Board in writing not less than two weeks prior to the first duly constituted meeting of the Board following the Annual Meeting. Additional nominations may be made from the floor, with the consent of such nominees.

- c. All Officers shall be elected by a majority vote of Board Members present at the first meeting of the Board following the Annual Meeting. The term of office is one year.
- d. Vacancies shall be filled by a majority vote of Board Members at any duly constituted meeting of the Board, to fill out the unexpired portion of the retiring Officer's term.

Article 7. Duties of Officers.

- a. The President: to preside over and conduct meetings, to appoint all committee chairs and to be an ex officio member of all committees.
- b. The Vice-President: to perform the duties of the President in the absence of the President.
- c. The Secretary: to take minutes of all meetings, to maintain a list of the membership, to notify Board Members of the time and place of meetings, to conduct the correspondence of the organization.
- d. The Treasurer: to handle the financial affairs, including banking and the writing of checks, and to maintain the financial records of the organization and make timely reports.

Article 8. The Executive Committee.

- a. There shall be an Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, and the Director of the Library System, or the Director's designated representative.
- b. Meetings of this Committee may be called at any time by the President.
- c. The Committee shall have the authority to recommend action to the Board, to act in emergencies (where deadlines demand prompt action) on behalf of the Board, and to act on matters for which the Board has asked it to take responsibility.
- d. A majority of the Executive Committee shall constitute a quorum.

Article 9. Conflict of Interest.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in the purpose clause hereof. Where conflict of interest may be thought to exist for a Board Member, the Member shall inform the Board and abstain from any inappropriate participation in the matter.

Article 10. Prohibited Activities.

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 any candidate for public office. Notwithstanding any other provision of this document, 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.

Article 11. Amendments.

- a. Members of the Association shall be notified of proposed amendments to these By-Laws not less than two weeks prior to the meeting at which the voting is to take place.
- b. Amendments shall be adopted at any Meeting of the general membership by a two thirds vote of Members present and in good standing.

Article 12. Parliamentary Procedure.

When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order shall govern the proceedings.

Article 13. Dissolution.

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to The Jones Library, Inc., of the Town of Amherst.