

**FRIENDS OF THE ALDRICH LIBRARY, BARRE, VERMONT  
BY-LAWS**

**ARTICLE I  
NAME**

The name of the corporation is the FRIENDS OF THE ALDRICH LIBRARY, INC., hereinafter referred to as the FRIENDS.

**ARTICLE II  
PURPOSE**

The purpose of the FRIENDS is to support the Aldrich Public Library (the LIBRARY) through advocacy, financial support, and fundraising with the goal of promoting the LIBRARY as a literacy and multicultural center for the community. The FRIENDS do not discriminate on the basis of political or religious affiliation, race, color, national origin, place of birth, ancestry, age, sex, sexual orientation, gender identity, marital status, veteran status, disability status, HIV positive status, or genetic information.

**ARTICLE III  
MEMBERSHIP**

Membership shall be open to all persons interested in the purposes of the organization to support the Aldrich Public Library in providing the highest quality library services to the community. No regular membership dues will be collected.

**ARTICLE IV  
FRIENDS MEETINGS**

All meetings of the FRIENDS and its BOARD of Directors are open to the public.

**Section 1:  
Annual Meeting**

There shall be an annual meeting of the FRIENDS in the first quarter of each fiscal year, which runs July 1 through June 30. Annual Meetings can only be held if a quorum of the BOARD of Directors (described below) is present. All FRIENDS present at the Annual Meeting may vote at the meeting which will include a report on the state of the FRIENDS, including financial data, and the election of the BOARD of Directors. Public notice of the date, time and place of the annual meeting shall be given no less than ten (10) days, nor more than thirty (30) days before the date of the meeting. Displaying such notice on or near the LIBRARY's circulation desk, on the LIBRARY calendar, or on the LIBRARY's website shall be deemed sufficient public notice.

**Section 2:  
Meetings**

Regular meetings shall be held whenever scheduled by the President or designee of the President. At minimum, regular meetings shall be called quarterly. Public notice of regular meetings will be posted on or near the LIBRARY's circulation desk, on the LIBRARY calendar,

or on the LIBRARY's website shall be deemed sufficient public notice. A special meeting may be called at any time by the President or designee.

**Section 3:  
Committees**

Committees of the FRIENDS may be formed as needed (ad hoc) with the knowledge of the BOARD of Directors. Participation in such a committee will be by invitation from BOARD members on said committee, and including individuals not currently serving on the BOARD is generally encouraged. Committees will report on their activities to the BOARD during regularly scheduled meetings.

**ARTICLE V  
BOARD OF DIRECTORS, ELECTION AND DUTIES**

**Section 1:  
BOARD of Directors**

The BOARD shall consist of at least seven (7) and no more than eleven (11) members, including the Officers and a minimum of three other Directors. The number of Directors may be adjusted by action of the BOARD, but no decrease shall have the effect of shortening the term of an incumbent Director. Directors shall be elected for a term of three (3) years and for not more than two (2) consecutive terms. The Director of the LIBRARY or designee shall be an ex-officio member of the BOARD of Directors without voting authority.

**Section 2:  
Duties and Powers**

The BOARD of Directors shall have control and management of the affairs and business of the FRIENDS. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the FRIENDS as they deem proper, not inconsistent with law or with these By-Laws.

**Section 2:  
Election**

Directors shall be elected to three year terms by a majority vote of the FRIENDS present at the Annual Meeting. Officers shall be elected for one year terms by the newly elected BOARD by majority vote. Nominations to the BOARD and for Officers may be brought to the Annual Meeting as a slate by a nominating committee, by the President, or from the floor at the Annual Meeting.

**Section 3:  
Replacement of Vacancies on the BOARD**

Vacancies on the BOARD of Directors resulting in fewer than the minimum seven members shall be filled through nomination by the President and approval by a majority of a quorum of the BOARD at any regular or special meeting of the BOARD.

## **ARTICLE VI OFFICERS**

### **Section 1: Officers**

The officers of the FRIENDS shall be a President, a Vice-President, a Secretary, and a Treasurer. The President and Vice President may serve as Co-Presidents if the BOARD agrees by vote. All officers will be elected by the BOARD at the Annual Meeting. They will hold one year terms and may serve no more than three consecutive terms. No officers may be related through marriage or by being members of the same immediate family.

### **Section 2: President**

The President shall supervise and direct the general management of the affairs of the FRIENDS, including the power to implement and enforce all orders, resolutions and other decisions agreed upon by the BOARD of Directors. The President and Vice President may serve as Co-Presidents if the BOARD agrees by vote. The President shall perform or delegate all duties as required by law, and such other duties as are delegated by the BOARD of Directors. The President shall preside at all meetings of the FRIENDS and of the BOARD of Directors. The President shall also be an ex-officio member of all committees of the FRIENDS. The President shall be the FRIENDS' official liaison with the Trustees of the Aldrich Public Library.

### **Vice President**

The Vice-President shall perform the duties of the office of the President when the President is unable to perform such duties. The Vice President shall preside at meetings in the absence of the President. The President and Vice President may serve as Co-Presidents if the BOARD agrees by vote. The Vice President shall succeed to the office of the President, should a vacancy in that office occur, until a new President is elected.

### **Secretary**

The Secretary shall serve as recorder of the meetings of the FRIENDS and shall ensure that the minutes of all such meetings are distributed to all BOARD members and FRIENDS. The Secretary shall be responsible for maintaining all documents and non-financial records of the FRIENDS. The Secretary shall perform all other duties incident to that office, whether delegated by the President, or required by law. This may include filing reports with the Secretary of State, managing correspondence, maintaining lists of BOARD members and FRIENDS, and all other duties as directed or required.

### **Treasurer**

Except as the BOARD may otherwise direct, the Treasurer or designee shall ensure that all funds of the FRIENDS are deposited in a financial institution. The Treasurer, or designee, shall sign all checks and notes except as the BOARD otherwise directs. The Treasurer shall keep full and accurate accounts of receipts and disbursements, provide periodic reports of the financial status of the FRIENDS, coordinate the financial affairs of the FRIENDS, and perform such other duties as are directed by the BOARD, or required by law.

**ARTICLE VI  
BOARD BUSINESS, VOTING AND QUORUM**

**Section 1:**

**Quorum**

A majority of the BOARD of Directors of the FRIENDS, including at least one Officer, shall constitute a quorum for the transaction of business at a regular or special meeting. The act of a majority of the BOARD present at a meeting at which a quorum is present shall be an act of the BOARD.

**Section 2:**

**Voting**

All instances requiring disbursement of funds above an amount specified by the BOARD, and any other order of business as determined by the President, shall be subjected to a vote of the BOARD. Votes shall be taken during regular or special meetings on matters that require immediate attention, provided that a quorum is present. For the purposes of conducting BOARD business, teleconferences and videoconferences, documented by minutes, shall be considered in-person meetings. If time does not allow for a meeting to be called for a vote, email may be used to move, second, and decide a motion, provided all Directors are contacted using an email address given to the Secretary by each Director, a majority of all Directors vote in the affirmative, and the decision is entered into the minutes.

**ARTICLE VII  
RESIGNATION OR REMOVAL OF DIRECTORS**

**Section 1**

**Resignation**

Any Director may resign prior to the expiration of their term, by tendering a letter of resignation to the President of the BOARD.

**Section 2:**

**Removal**

Any officer or member of the BOARD may be removed from office by a two-thirds vote of the BOARD. In addition, any Director who misses three consecutive, unexcused, regular meetings shall be removed from the BOARD of Directors. Any person removed from the BOARD shall be given thirty days to appeal in writing for reconsideration by the BOARD.

**Section 3:**

**Replacement**

Vacancies on the BOARD resulting from either resignation or removal may be filled by the BOARD of Directors as authorized in Article V, Section 3 of these bylaws.

**ARTICLE VIII  
CONFLICT OF INTEREST**

Any member of the BOARD who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the BOARD, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will

offer to the BOARD to voluntarily recuse and will refrain from discussion and voting on said item. If a majority of the BOARD believes there is a conflict of interest on an issue on the part of a Director that has not been self-reported, said Director will not be allowed to discuss or vote on that issue.

## **ARTICLE IX WAIVER OF NOTICE**

Any Director of the BOARD of the FRIENDS, if required by provision of law or these bylaws, to be given any notice, may waive said notice in writing. Such waiver signed by said Director shall be deemed equivalent to the timely giving of said notice.

## **ARTICLE X TAX EXEMPT STATUS**

### **Section 1.**

#### **Purpose**

This association is organized exclusively for charitable, religious, educational and scientific purposes and the making of distribution to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code.

### **Section 2.**

#### **Compliance with IRC Sec. 501(c) (3)**

No part of the net earnings of the association shall inure to the benefit of or be distributable to its Members, Directors, Officers, or any private persons except that the Corporation 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 this Article. No substantial part of the activities of the FRIENDS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the FRIENDS 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 these articles, the FRIENDS 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

(b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal revenue Law).

## **ARTICLE XI AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation and/or these Bylaws may be made at any meeting of the FRIENDS by a majority vote of the BOARD provided a quorum is present, provided that there has been a public notification of at least two weeks prior to the meeting at which voting on the amendment(s) shall take place. Copies of the proposed amendment(s) shall be available upon request.

**ARTICLE XII  
DISSOLUTION**

In the event of its dissolution, the FRIENDS' assets and records will be distributed to the Aldrich Public LIBRARY, provided the LIBRARY remains qualified to receive tax deductible charitable donations and gifts under relevant federal and state income tax laws.

Approved February \_\_, 2022