

**FRIENDS OF THE EAST KINGSTON PUBLIC LIBRARY BYLAWS**  
**(revised 2022)**

**Article I ~ Name**

The name of this corporation (hereinafter referred to as the “corporation”) shall be Friends of the East Kingston Public Library.

**Article II ~ Purpose**

The purpose of this corporation shall be:

- To work in cooperation with both the library director and the library trustees, in support of the library.
- To maintain an association of persons interested in good library service.
- To assist in development, promotion, and completion of library services, facilities, and programs.
- To act as liaison between the community and the library.
- To increase public awareness and stimulate the use of the library’s resources.

**Article III ~ Membership**

Section 1. Membership in this corporation is open to all individuals in agreement with the purposes of this corporation.

Section 2. Annual dues for the Friends of the East Kingston Public Library shall be determined by majority of the members present and voting at the annual meeting.

Section 3. Each paid membership shall be entitled to one vote.

Section 4. Library trustees, library director and other library staff of the East Kingston Public Library shall be considered non-dues-paying members and are welcome to participate in all meetings and activities. Trustees, library director and other library staff are not eligible to be officers of the corporation.

**Article IV ~ Officers and Board of Management**

Section 1. The officers of this corporation shall be the President, the Secretary, and the Treasurer. The Board of Management for the corporation shall consist of these three officers plus up to six Directors. A minimum of five (5) members of Board of Management is required by NH RSA 292:6-a.

Section 2. Officers and Directors shall be elected by majority vote of the membership present at the annual meeting for the term of two years.

Section 3. The term of officers and directors so elected shall begin with the next meeting following the annual meeting and shall continue until their successors are elected.

Section 4. A vacancy in any position on the Board of Management shall be filled for the remainder of the term through appointment by the remaining members of the Board.

#### **Article V ~ Duties of Officers and Directors**

**a. President:** The President shall be the chief executive officer of the corporation, responsible for leading the organization in fulfillment of its primary objectives. The President shall represent the corporation to the public and to the Library.

- The President shall facilitate all meetings for the membership.
- The President shall serve as the primary channel of communication with the library director and the library trustees.
- The President shall facilitate the appointment of committees and ensure that the goals and purposes of the membership are realized.
- The President shall be an ex-officio member of all committees.
- The President shall have the power to pursue resources, pending ratification by the membership.
- In the absence of the Treasurer, the President shall have the authority to collect, safe-keep, and disburse all funds and assets.

**b. Secretary:** The Secretary shall be responsible for the complete and proper record-keeping of the corporation. Official record-keeping may be stored electronically.

- The Secretary shall record attendance, take the minutes of all meetings, and maintain a file of meeting minutes for reference at future meetings.
- The Secretary shall conduct necessary correspondence for the corporation and maintain a file of all such correspondence.
- The Secretary shall keep a list of the membership together with addresses, phone numbers, and e-mail addresses, and shall notify the members of the time and place of meetings.
- In the absence of the President, the Secretary shall call the meeting to order and shall ask for a nomination of a member to run the meeting.

**c. Treasurer:** The Treasurer shall be responsible for the collection, safekeeping, and disbursement of all funds and assets of the corporation. The Treasurer shall prepare the annual budget for approval at the Annual Meeting and shall keep and maintain financial records of all financial transactions of the organization.

- The Treasurer shall submit a financial accounting of the corporation's transactions and financial status at the annual meeting, for the quarterly meetings of the Board of Management, and at other times when requested.
- The Treasurer shall prepare any necessary documents for the IRS and the NH Attorney General related to the finances of the corporation, as required by statute or regulation.

- In the absence of the President and the Secretary, the Treasurer shall call the meeting to order and shall ask for a nomination of a member to run the meeting.

**d. Directors:** Directors shall serve as full members of the Board of Management and shall additionally assume the duties and responsibilities for specific tasks as agreed upon between the President and the Director. The President shall see that Job Descriptions are on file for all Director assignments.

## **Article VI ~ Meetings**

Section 1. Meetings of the Board of Management shall be held quarterly, or more frequently as deemed necessary by the Board. The Friends' membership is encouraged to attend and to participate at all meetings of the Board of Management.

- a. Business can be conducted if a quorum is present. A quorum shall be defined as no fewer than three (3) Board members and includes virtual attendance. The Secretary shall enter the tally of virtual ballot votes into the record of all voting.
- b. The Board of Management shall be authorized to conduct the routine business of the corporation within the strategic and budgetary limits established at the Annual Meeting, or at a special meeting.
- c. Meetings shall be announced to the membership by the Board of Management at least three (3) business days prior to the meeting date by e-mail and/or surface mail and by posting at the Library. Announcements will include an agenda for the business to be conducted.

Section 2. The Annual Meeting of the corporation shall be held each year in January. The Friends' membership is encouraged to attend and to participate in the Annual Meeting.

- a. Business can be conducted if a quorum is present. A quorum shall be defined as no fewer than five (5) members other than Board members and includes virtual attendance. The Secretary shall enter the tally of virtual ballot votes into the record of all voting.
- b. The annual meeting shall conduct the following business of the corporation:
  1. Report of the President on the state of the Friends
  2. Report of the Treasurer on the financial activity over the past year
  3. Presentation and approval of the strategic goals and objectives and budget for the coming year.
  4. Election of Officers and Directors for the coming year.
  5. Approval of any bylaws or policy amendments.
  6. Other business as appropriate.
- c. This meeting shall be announced to the membership by the Board of Management at least thirty (30) days prior to the meeting date by e-mail and/or surface mail and by posting at the Library. Announcements will include an agenda for the business to be conducted.

Section 3. Special meetings of the corporation may be called at any time by the Board of Management.

- a. Business can be conducted if a quorum is present. A quorum shall be defined as not fewer than five (5) members other than Board members and includes virtual attendance. The Secretary shall enter the tally of virtual ballot votes into the record of all voting.
- b. This meeting shall be announced to the membership by the Board of Management at least five (5) business days prior to the meeting date by e-mail and/or surface mail and by posting at the Library. Announcements will include an agenda of the business to be conducted.

#### **Article VII ~ Funds and Liability**

Section 1. All funds shall be deposited to the account of the Friends of the East Kingston Public Library and shall be disbursed by the Treasurer as authorized by the President, acting on behalf of the membership.

Section 2. Adequate records of accounts shall be maintained by the Treasurer.

Section 3. No member of the corporation shall be liable except for unpaid dues, and no personal or financial liability shall in any event be attached to any member of the corporation in connection with any of its undertakings.

Section 4. Upon the dissolution of the corporation after paying or making provisions for the payment of the liabilities of the corporation, any remaining assets shall be disbursed in accordance with Article 4 of the Articles of Agreement.

Section 5. The fiscal year shall be January 1 through December 31.

#### **ARTICLE VIII: CODE OF CONDUCT/CONFLICT OF INTEREST**

Section 1. No member of the corporation shall receive compensation or any form of monetary benefit for his or her time and effort.

Section 2. Corporation members shall not attempt to exercise authority individually on behalf of the Friends, except as explicitly set forth in these Bylaws.

Section 3. Any potential conflict of interest on the part of any member, or the member of any Committee, shall be disclosed in writing to the Corporation's officers and made a matter of record. Should a corporation transaction involve a member, or benefit a member, and exceed five hundred dollars (\$500) but no more than five thousand dollars (\$5,000) within a fiscal year, a two-thirds vote of the disinterested members in attendance is required. Should the transaction exceed five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested members in attendance and publication of a notice of the transaction in the local newspaper of record is required before the transaction can be authorized.

Section 4. The minutes of a meeting in which a disclosure of potential conflict is made, shall reflect the disclosure, the member(s) abstaining from voting, and the actual vote itself.

Section 5. Corporate members shall comply with all requirements of New Hampshire law in this regard. All such requirements are incorporated into and made part of these Bylaws.

### **Article IX ~ Amendments**

These Bylaws may be amended, with thirty days' prior notice to the membership, at any meeting of the corporation, by a majority vote of the members present.

### **Article X ~ Parliamentary Procedure**

Robert's Rules of Order, latest edition, shall govern the proceedings of the corporation unless they conflict with the Articles of Agreement or these Bylaws.

### **Article XI ~ Use of Membership Directory**

The Friends of the East Kingston Public Library Membership Directory shall be maintained by the Officers of the organization. Other members may be granted specific levels of authority that allow them to make changes, updates or send mailings to members and others depending on the nature of their position in the organization. The Friends of the East Kingston Public Library Membership Directory and any material contained on The Friends' website is not to be used for solicitation purposes or for use in political fund raising or political mailings in support of a particular party, organization, or candidate. The Friends of the East Kingston Public Library will not sell, rent, or disclose e-mail addresses of its members to third parties. Members of The Friends shall have access to their own profile containing name, address, phone number, e-mail address and areas of interest to make updates.

### **Article XII ~ Use of Social Networking Software**

The Friends of the East Kingston Public Library shares various online social software services with the East Kingston Public Library to provide public forums for dissemination of information about library-related events and programs. The Friends shall work closely with the Library Director, Trustees, and staff to administer and maintain these forums.

### **Article XIII ~ Website**

The East Kingston Public Library shares its website with The Friends. The pages related to The Friends shall be maintained by the Library with input on content from The Friends.

### **Article XIV ~ Policies and Procedures.**

The Board of Management may from time to time develop and implement Policies to guide the decisions of the organization in specific areas. Policies may include Procedures specifying how the organization will act to achieve specific outcomes intended by the Policy. Policies will be implemented by vote of the Board of Management and will be maintained by the Secretary in a Policy Manual of the Organization.

**Revisions approved by vote of the membership at the annual meeting 01/17/22 incorporated herein.**