

**BY-LAWS**  
**of**  
**FRIENDS OF THE CHILI PUBLIC LIBRARY, INC.**

**ARTICLE I**  
**NAME AND OFFICES**

The name of the corporation shall be the Friends of the Chili Public Library, Inc. The principal office of the corporation shall be at the Chili Public Library, 3333 Chili Avenue, Rochester, New York 14624. The Friends of the Chili Public Library, Inc. shall hereinafter be referred to as "organization."

**ARTICLE II**  
**PURPOSE**

The purpose of the organization shall be to maintain an association of persons interested in books and libraries; to focus public attention on the Chili Public Library, its services, facilities and needs; to stimulate the use of the Chili Public Library's resources and services; to encourage gifts, endowments, and bequests to the Chili Public Library; to support and cooperate with the library staff and Board of Trustees of the Chili Public Library in developing and producing resources that will aid in the fulfillment of these objectives, and to solicit and receive grants and contributions for any of the foregoing purposes.

**ARTICLE III**  
**MEMBERSHIP**

**MEMBERS:** Membership is open to persons who have indicated their willingness to be involved in the general purposes of the Friends of the Chili Public Library, Inc. by paying their membership dues. Individual members of the organization shall be persons at least twenty-one years of age, and corporations, partnerships or other business entities.

Each individual member shall be entitled to one vote in all matters coming before the membership. Couple memberships are entitled to two (2) votes, each of which must be cast by separate members of the couple twenty-one years of age or older. Family memberships shall consist of *three* (3) or more individuals within one family all of whom reside at the same address. Each family membership is entitled to up to two (2) votes, each of which must be cast by separate members of the family twenty-one years of age or older.

**DUES:** The executive board may determine from time to time the amount of annual dues payable to the organization by each member.

**1. TERMINATION OF MEMBERSHIP:** The executive board may establish reasonable rules for the termination of membership either by resignation or other cause.

**ARTICLE IV  
MEETINGS OF THE MEMBERS**

**1. ANNUAL MEETING:** The annual meeting of the members of the organization shall be held at a place and on a day in the fall each year as determined by the executive board. At the annual meeting, the members of the organization shall elect the officers of the organization who shall comprise the executive board, and transact such other business as may properly come before the meeting.

**2. SPECIAL MEETINGS:** Meetings of the members, other than the annual meeting, may be called by the executive board or by the corresponding secretary upon written request of at least ten percent of the total number of members at the time of the call of such meeting.

**3. DETERMINING MEMBERSHIP/QUORUM:** One-tenth (1/10th) of all members of the organization, present in person or by proxy at a meeting of the organization, shall constitute a quorum. For the purposes of determining the total number of members of the organization, and for purposes of determining a quorum, each individual member shall be counted as one (1) member, and up to two (2) adults (age 21 or older) of a couple, family, supporting, or life membership shall each be counted as one (1) member.

Individual	1 adult	1 vote
Couple	2 adults	2 votes
Family	2 adults, 2 children	2 votes
Supporting	2 adults	2 votes
Life	2 adults, 3 children	2 votes

**4. VOTE BY PROXY:** Each member may vote by proxy at any annual or special meeting of the members of the organization.

**5. VOTE BY MEMBERS:** Except as otherwise provided herein or required by law, any action by the organization shall be authorized by a majority of the votes cast at a meeting of the members. In the election of the officers and members of the executive board of the organization, a plurality of votes cast by

the members of the organization shall be sufficient to constitute action by the organization. To be eligible to vote, a member must be a record member of the organization at least ten (10) days prior to the date of the meeting of the members.

6. **NOTICE OF MEETINGS:** Notice of the date, time and place of the annual meeting shall be given to each member via the organization's online newsletter or by other written notice to the membership. If the notice is given by regular first class mail or online, it shall be mailed not less than ten (10) nor more than fifty (50) days before the date of the meeting. If notice is mailed by any other class of mailing, it shall be mailed not less than thirty (30) and not more than sixty (60) days before the meeting. If membership of the organization exceeds five hundred (500) members, the meeting notice may be served by publication, in lieu of mailing, in the Gates-Chili Post, or some other local newspaper designated by the executive board, once a week for three (3) consecutive weeks preceding the date of the meeting. Special meeting notices shall state the purpose of the meeting.

## **ARTICLE V EXECUTIVE BOARD OFFICERS**

1. **GENERAL POWERS:** The affairs of the organization shall be managed by a five (5) member board of directors which shall consist of the elected officers of the organization, and as many members at large as are regular attendees. The board of directors is referred to in these bylaws as the "executive board." Each director (i.e., each member of the executive board) shall be a member of the organization and shall be entitled to one vote on the board, unless the President of the organization determines that the vote should be only by the elected officers. The Director of the Chili Public Library, or his or her designee, and a liaison from the Chili Public Library Board of Trustees shall serve as ex-officio members of the executive board. Ex-officio members of the executive board need not be members of the organization, nor shall they be entitled to vote.

2. **ELECTION OF OFFICERS (EXECUTIVE BOARD):** The officers of the organization shall consist of a president, vice president, treasurer, recording secretary and corresponding/membership secretary, all of whom shall be elected by the membership at the annual meeting of the corporation. Unless he or she resigns or is removed from office, each officer shall hold office for a term of two years and until a successor has been elected and qualified.

3. **TERM LIMITS.** No person may serve on the executive board for more than three (3) consecutive two year terms.

4. **MEETINGS:** Meetings of the executive board shall be held monthly at such time as the executive board may determine Upon reasonable notice to all members of the executive board, the president may call additional meetings of the executive board before programs, or whenever he or she deems said meetings necessary.

5. **QUORUM:** A majority of the executive board in attendance shall constitute quorum. The ex-officio members of the board shall not be counted in determining a quorum.

6. **REMOVAL:** Any officer/executive board member may be removed for cause by vote of the members of the organization or by action of the executive board.

7. **PRESIDENT:** The president shall preside at all meetings of the executive board and all organization membership meetings. The president shall sign all documents in the name of the organization when authorized to do so by the executive board. The president will be a member of the Program Committee. The president also shall perform all duties incident to that office and such other duties as the board may prescribe.

8. **VICE-PRESIDENT:** The vice-president shall perform the duties of the president in the event of his or her absence or inability to act. The vice-president will be in charge of publicity for the organization. The vice-president shall perform such other duties as may be incident to the office or assigned by the president or the board.

9. **TREASURER:** The treasurer shall have general responsibility for the organization's funds and accounts and shall cause proper books of accounts to be maintained. The treasurer, together with such other officials as may be appointed by resolution of the executive board for that purpose, shall have the authority to sign checks. The treasurer shall perform such other duties as may be incident to the office or assigned by the president or the board.

10. **RECORDING SECRETARY:** The recording secretary shall be responsible for recording attendance at meetings and to record the minutes of the executive board and organization member meetings. Copies of said minutes shall be kept on file at the Chili Public Library. The recording secretary will be a member of the nominating committee. The recording secretary shall perform

such other duties as may be incident to the office or assigned by the president or the board.

11. **CORRESPONDING/MEMBERSHIP SECRETARY:** The corresponding/membership secretary shall be responsible for giving all notices required by law or these by-laws, and for keeping the official membership roll which shall contain the names and addresses of all members of the organization and the date upon which they became members. The corresponding/membership secretary also shall be responsible for conducting the correspondence of the organization and for publishing a membership newsletter to provide the membership and others with complete information as to the activities of the organization. The corresponding/membership secretary will be a member of the membership committee. The corresponding/membership secretary shall perform such other duties as may be incident to the office or assigned by the president or the board.

## **ARTICLE VI COMMITTEES**

1. **STANDING COMMITTEES/MEMBERS:** Standing committees of the organization shall be the membership committee, the nominating committee, the program committee and the publicity committee. Each standing committee shall consist of one or more members of the organization who shall be appointed by the president and approved by the executive board. All other chairpersons will be selected by the committee members and approved by the executive board. Chairpersons shall serve for a period of two years or until a successor has been chosen.

2. **MEMBERSHIP COMMITTEE:** The membership committee's primary purpose is to increase the membership of the Friends of the Chili Public Library, Inc. and to promote participation and support in the organization by the members. The membership committee also shall be responsible for maintaining a list of the membership of the organization consisting of each member's name, address, telephone number (if available), initial membership date, renewal date and any other pertinent information. The corresponding/membership secretary will be a member of the Membership Committee.

3. **NOMINATING COMMITTEE:** The nominating committee shall make nominations for the officers of the organization at least twenty (20) days prior to the annual meeting. Members of the organization may make additional nominations from the floor at

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the annual meeting. The Recording Secretary will be a member of the Nominating Committee.

4. **PROGRAM COMMITTEE:** The program committee shall be responsible for planning proposed activities and projects of the organization and submitting the proposals to the executive board for approval. The president will be a member of the Program Committee.

5. **PUBLICITY COMMITTEE:** The publicity committee's duties shall be to inform the public of the goals and accomplishments of the organization; to promote the events sponsored by the organization; to provide promotional material such as brochures, news releases, etc., subject to the approval of the executive board. The Vice President will be a member of the Publicity Committee.

6. **OTHER COMMITTEES:** The president and/or executive board may appoint such other committees, and their chairpersons, as the president and/or the board may deem necessary or advisable in order to effectuate the organization's purposes. Members of these committees must be members of the organization.

#### **ARTICLE VII SEAL**

The corporate seal for the organization shall be circular in form with the words, "Friends of the Chili Public Library, Inc." stamped, printed, or written around its perimeter and the words, "Corporate Seal, New York, 1995" across its face.

#### **ARTICLE VIII COMPENSATION**

No director, officer, or member of the organization shall receive compensation for services rendered to the organization in any official capacity. Such persons shall be entitled to reimbursement of expenses incurred on behalf of the organization.

**ARTICLE IX  
DISSOLUTION**

Dissolution of the organization shall be affected in accordance with Articles 10 and 11 of the New York Not-for-Profit Corporation Law or such like provisions as may be in effect at the time of dissolution.

**ARTICLE X  
AMENDMENTS**

These by-laws may be amended by an affirmative vote of a majority of the members of the executive board, with a report of all such amendments presented to the members at their next meeting. These by-laws may also be amended or repealed at any meeting of the members of the organization by the affirmative vote of a majority of the members.

**ARTICLE XI  
RULES OF ORDER**

Robert's Rules of Order (latest revised edition) shall govern business meeting procedures as necessary.