

BY-LAWS
of
THE FRIENDS OF THE JAMES BLACKSTONE MEMORIAL LIBRARY, INC.

ARTICLE I: NAME

The name of this association shall be THE FRIENDS OF THE BLACKSTONE LIBRARY, Inc. also known as BLACKSTONE FRIENDS.

ARTICLE II: Purpose

Section 1. The purpose of this organization shall be to maintain an association that will focus public attention on the Library, stimulate use of the Library's resources, receive and encourage gifts, endowments and bequests to the Library, support and cooperate with the Library in developing Library services and facilities to benefit the community, lend legislative support where needed; support the freedom to read as expressed in the American Library Association Bill of Rights, and perform other services as requested by the Library Director and/or the James Blackstone Memorial Association (Trustees) to the extent those services are consistent with the association's purposes.

Section 2. It is recognized that the responsibility of the Library's finances and for the establishment of Library policy and objectives is vested in the trustees.

Section 3. The Friends of the Blackstone Library is a nonsectarian, non political and nonprofit organization.

ARTICLE III: Membership

Membership shall be open to all individuals, businesses and organizations who are in agreement with the purposes of this association. Members shall be admitted upon payment of annual dues. The annual dues rate will be set by the Board of Directors. The membership year will be set by the Board and run from July 1 to June 30. Each member whose dues are current shall be entitled to one vote at the annual meeting and can attend any meeting. There shall be several classes of membership. Honorary membership may be bestowed by the Board of Directors for outstanding support or service.

ARTICLE IV: Officers

Section 1. The officers of the Blackstone Friends shall be a President, Vice-President, Secretary, Treasurer, and Membership Chair. These officers will form the Executive Board. The Director of the Library shall serve as an ex-officio member of the Board of Directors and as the liaison between the Blackstone Friends and the Trustees.

Section 2. Officers shall be members in good standing. Officers who do not attend three consecutive meetings, with no valid excuse, may be asked to resign by the President.

Section 3. A Nominating Committee composed of the Chairman and two members of the Friends Board, none of whom is an Officer, shall be appointed by the Board by March 1st in a election year. The Committee shall announce the slate of Officers to the membership by May 10th.

Section 4. Officers shall be elected from the slate presented by the Nominating Committee and any nominations from the floor by majority vote of those attending the Annual Meeting.

Section 5. Vacancies in any office, except President, shall be filled by the Executive Board for the remainder of the term. In the event of the resignation, incapacitation or death of the President, the Vice-President shall become the President for the remainder of the term. In the event that the Vice-President is unable to serve, the Executive Board shall appoint a successor for the remainder of the term.

Section 6. Duties of the Officers:

The President shall be responsible for the agenda and preside at all meetings; represent the Blackstone Friends when appropriate; serve as ex-officio member of all committees except Nominating; appoint members-at-large and chairs for both standing and special committees, with advice and consent of the Executive Board.

The Vice-President shall preside in the absence of the President and shall perform such duties as requested by the President.

The Secretary shall keep and distribute as necessary all records, minutes, and correspondence of the Blackstone Friends, except for financial records. The Secretary may distribute the meeting minutes to Board members.

The Treasurer shall receive all dues collected by the Membership Chair. The Treasurer shall receive all assessments and other receipts; make legitimate disbursements, maintain accurate and timely financial records. The Treasurer shall give a monthly report to the Board. The accounts of the Treasurer shall be subject to a peer review annually as prescribed by the Executive Board.

The Membership Chair shall send all dues notifications, record dues payments, and forward payments to the Treasurer. The Membership Chair shall maintain an accurate updated list of members. The list will include members interested in volunteering and assisting the Friends.

At the Annual Meeting, each officer shall present a report summarizing the activities of that office for the year. At the conclusion of a term of office, the outgoing officer shall provide all official records and files to the new office holder within two weeks after the annual meeting.

Section 7. Terms of the Executive Board shall be two years, with a maximum of two consecutive terms.

ARTICLE V: Board of Directors

The Board of Directors shall be comprised of the Executive Board, the Chairs of the standing committees, the Library Director, and any members-at-large. The members-at-large are appointed by the President, subject to confirmation by a majority of the Executive Board. The Board shall not exceed 18 members.

ARTICLE VI: Meetings

Section 1. The Annual Meeting shall be held in June. The purpose of this meeting shall be to present the annual report, elect officers, and conduct any other business before the general membership. A simple majority of those present shall be required to approve any motion, except an amendment to the By-Laws.

Section 2. The Board of Directors shall meet as determined by the Board to conduct the business of the Blackstone Friends. One third of the Board shall constitute a quorum. A simple majority of those present shall be required to pass a motion. These meetings shall be open to all members.

Section 3. Special meetings of either the Board or the general membership may be called at any time by the President, and shall be called by the President upon request of a majority of the Executive Board or upon written petition of ten percent of the membership.

ARTICLE VII: Committees

The standing committees shall be Nominating, Membership, Publicity, and Finance; as well as other committees as shall be deemed appropriate by the Board of Directors. Chairs shall be appointed for a two-year term by the Board of Directors.

Article VIII Amendments

These By-Laws may be amended at any meeting of the Board of Directors by a two-thirds majority vote of those present, provided the proposed amendment has been submitted in writing two weeks prior to adoption.

ARTICLE IX: Compensation, Liability and Dissolution

Section 1. Members and Officers of the Blackstone Friends shall receive no compensation for their services, but they may be reimbursed for budgeted expenditures on behalf of the association. As this association is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1954, no part of the net earnings shall inure to the benefit of its members.

Section 2. Members of the association shall not be liable for more than their membership dues. No personal liability shall be attached to any member of the association in connection with any of its undertakings.

Section 3. Upon dissolution, assets will be distributed to the James Blackstone Memorial Library. If the Library is unable, unwilling or ineligible to receive the assets, they will be distributed to the Town of Branford.

ARTICLE X: Miscellaneous

The rules contained in *Robert's Rules of Order, Revised*, shall govern all proceedings of the Blackstone Friends.