

BY-LAWS
of
FRIENDS OF THE NIAGARA FALLS PUBLIC LIBRARY, INC.
[REVISED 11/28/12]

ARTICLE I
NAME

The name of this Corporation is **FRIENDS OF THE NIAGARA FALLS PUBLIC LIBRARY, INC.**

ARTICLE II
PURPOSE

The purpose of this Corporation shall be to augment the services rendered to the community by the Niagara Falls Public Library, by developing and promoting activities which are beyond the normal duties and functions of the library but which are in harmony with library aims and principles; to promote fuller understanding and appreciation of the functions of the library in the community and the materials, services and facilities offered; to serve as a liaison between the Library Board of Trustees and the public which it serves and relay ideas on suggestions for the possible improvement of the library services; to accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts [but not to act as trustee of any trust] and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof exclusively in the expansion and improvement of the services, materials, equipment and physical plant of the library.

ARTICLE III
MEMBERSHIP

Section 1. Qualification.

Membership in this Corporation shall be open to all individuals in sympathy with its purposes, and to representatives of organizations and clubs when such representation is compatible and beneficial.

Section 2. Voting Privilege.

Each membership shall be entitled to one [1] vote.

Section 3. Classes.

There shall be the following classes of membership:

a)	Individual	\$ 5.00 Annually
b)	Family	\$ 10.00 Annually
c)	Life	\$100.00

Section 4. Term of Membership.

Memberships shall cover twelve [12] month periods, starting on the date the membership application is approved.

Section 5. Honorary Membership.

Upon recommendation of the Board of Directors there may be elected by majority vote, at any regular meeting, as an honorary member, or life member, any person who has rendered some distinguished service of a cultural, educational or philanthropic nature to this Corporation, the Public Library, or to the community.

ARTICLE IV
OFFICERS & THEIR DUTIES

Section 1. Officers.

The officers of this Corporation shall consist of President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer.

Section 2. President.

The President shall be the executive officer of the Corporation and shall preside at all of its meetings and of its Board of Directors; and shall, subject to the approval of the Board, appoint all committees

and shall have the responsibility of enforcing the Charter and Bylaws and all orders and regulations of the Directors, and attend to all other matters usually incumbent upon such office. The President shall make a report to the membership of the affairs of office at the Annual Meeting.

Section 3. Vice President.

The Vice President shall, in the event of the absence or death of the President, assume and fulfill the various duties incumbent on that office. In case a vacancy occurs in both the office of President and Vice President, the Directors shall elect one of their number to act as President for the balance of the term.

Section 4. Recording Secretary.

The Recording Secretary shall record attendance at all meetings, and shall keep accurate minutes of its meetings and of the meetings of its Board of Directors.

Section 5. Corresponding Secretary.

The Corresponding Secretary shall be the custodian of the records, books, papers and all other documents and property belonging to the Corporation, keep a list of the membership, notify the members of the time and place of each meeting, and conduct the correspondence of the Corporation.

Section 6. Treasurer.

It shall be the duty of the Treasurer to receive all moneys and dues belonging to the Corporation and to keep accurate accounts of the same. The Treasurer shall: Deposit all moneys belonging to said Corporation as Treasurer, in a bank designated by the Board of Directors; pay all accounts or debts of the Corporation when so directed by the Board of Directors; present to the Board of Directors, when so requested, and to the Corporation at its Annual Meeting, and to the President when so required, a statement of the receipts and expenditures and condition of the finances of the Corporation.

ARTICLE V
DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of the President, Vice President, Treasurer and nine [9] additional directors. In addition, the immediate Past President shall serve on the Board and have equal voting privileges.

Section 2. Duties.

The Board of Directors shall have general management of the affairs and property of the Corporation, including membership extension, development of income and attainment of the objects and aims of the Corporation, subject however to approval and direction of the membership.

Section 3. Advisor.

The President of the Board of Trustees of the Niagara Falls Public Library, or his designee, shall serve as an ex-officio member on the Board of this Corporation, but without any right to vote.

Section 4. Term of Office.

Directors shall serve for a four-year term, six [6] being elected every two years.

Section 5. Meetings.

The members of the Board of Directors shall determine the place and the frequency of its regular meetings. A special meeting of the Board of Directors must be called by the President upon the request of any two [2] or more Directors.

Section 6. Quorum.

Four [4] members shall constitute a quorum at any meeting of the Board of Directors.
[Adopted 4/15/09]

Section 7.

Attendance At Meetings.

Any Board member who misses three [3] consecutive meetings will be asked to resign and the remaining members will then appoint a replacement.

ARTICLE VI
MEETINGS

Section 1.

Membership.

The first Annual Meeting of the membership shall be held on the 15th day of November, 1971. Thereafter, an Annual Meeting of the membership shall be held each year during the month of November on a date to be determined by the Board of Directors. Special meetings of the membership may be called by the Board of Directors, or by the President, or may be called upon the written request of ten [10] members of the Friends setting forth the reason for the calling of such a meeting.

Section 2.

Quorum.

At any regular or special meeting of the membership, four [4] members shall constitute a quorum for the transaction of business.

ARTICLE VII
ELECTIONS

Section 1.

Nomination For Directors.

Candidates for the office of Director shall be nominated at least one [1] month before the Annual Membership Meeting by a special committee appointed for that purpose. At the Annual Meeting, additional nominations may be made from the floor. Not less than two [2] weeks prior to the Annual Meeting, a written ballot showing the names of the nominees shall be mailed to all the members. **All nominees must be members and all nominations shall be made from the current list of membership kept by the Corresponding Secretary.**

[Adopted 4/21/99]

Section 2.

Voting By Mail.

After canvassing membership for nominations has been completed and only six names appear on the ballot for the six openings, it shall not be necessary to send out ballots to the general membership for a vote. One vote at the annual meeting will be cast to vote in the nominated candidates.

[Adopted 11/28/12]

Section 3.

Interim Provision.

In order that the Board of Directors shall total eight [8] members consisting of four [4] members elected annually for successive two-year terms, it is necessary that at the first organizational meeting, there shall be eight [8] persons nominated and elected to the office of Director; the four [4] so elected with the largest plurality of votes shall serve for a two-year term and the remaining four [4] for a one-year term. Thereafter, annually, the four [4] Directors whose terms expire will be replaced by four [4], each to serve for a two-year term. Also, at the first organizational meeting, all persons in attendance shall be presumed members and have the right to vote.

Section 4.

Interim Provision #2.

In order that the Board shall total twelve [12] members, consisting of six [6] members elected annually for two-year terms, it is necessary that at the November, 1974 Annual Meeting there shall be six [6] persons elected to the office of Director. At the next Annual Meeting to be held during November, 1975, six [6] additional Directors shall be nominated and elected. Four [4] of the original Directors who were elected for one-year terms shall retire from the Board after the November, 1974 election.

Section 5.

Interim Provision #3.

In order that the Directors shall be elected biennially during even years, the Directors whose terms expire in 1987 will serve on [1] additional year until 1988 when the next biennial election will be held.

Those Directors elected in 1986 will serve the first four-year terms.

Section 6. Officers.

At the first regular meeting of the Board of Directors following the Annual Membership Meeting, the twelve [12] Directors shall elect, from their Body, a President, Vice President and Treasurer and appoint both Recording Secretary and Corresponding Secretary, each to hold office for a period of two [2] years or until a successor is elected.

Section 7. Vacancies.

In case of a vacancy occurring in any office or on the Board of Directors, such vacancy shall be filled by the Board, and the person so appointed shall serve for the balance of the term of office which is vacant and until his/her successor is elected.

ARTICLE VIII
AMENDMENTS

Amendments to these Bylaws may be made at any meeting of the general membership by a two-thirds [2/3] vote of those present, after notification in writing to each member, at least two [2] weeks before the meeting at which the voting is to take place. The Bylaws may also be amended by the affirmative vote of a majority of the members of the Board at two [2] successive meetings at least one [1] month apart, provided all members have been notified by mail of the intended amendment not less than two [2] weeks prior to the second said meeting of the Board.

PARLIAMENTARY PROCEDURE

Roberts Rules of Order, as revised, when not in conflict with the Charter of this Corporation or these Bylaws, shall govern the proceedings of this organization.