

BY-LAWS
FRIENDS OF THE JAMESTOWN PHILOMENIAN LIBRARY

Adopted August 25, 1971

Amended:

January 10, 1972

August 4, 1985

July 19, 1987

June 15, 2000

May 2, 2017

June 3, 2020

September 26, 2022

ARTICLE I NAME

The name of this organization shall be Friends of the Jamestown Philomenian Library.

ARTICLE II PURPOSE

The purpose of this organization shall be to maintain an association of persons interested in libraries; to focus attention on the Jamestown Philomenian Library; to stimulate the use of the library's resources and services; to provide programming and raise funds for programming; and to support the freedom to read as expressed in the American Library Association Bill of Rights.

ARTICLE III MEMBERSHIP

An Annual Membership Dues Campaign will begin in June. Dues shall be due and payable annually for the period of January 1st through December 31st. Each member of the Board of the Friends is required to be a member at any level. The Board will recommend donation levels for membership and individual discretion will be recognized. Membership totals will be based on the number of membership dues received by the annual meeting.

- (1) In addition to the membership campaign in June, there will be a letter writing campaign during the first week of November to remind members of the approaching due date and recruit new members by December 31st.
- (2) Each member of the Friends shall be entitled one vote.

ARTICLE IV BOARD OF DIRECTORS

- (1) The Board of Directors, consisting of three officers (President, Vice President/Treasurer, and Secretary) and from six to twelve directors, shall conduct the business of the organization. In addition, the Library Director shall serve as an ex-officio member of the Board of Directors.
- (2) A Nominating Committee, described herein, appointed by the President shall nominate Officers and Directors. Additional nominations may be made from the floor at the time of the annual meeting with the consent of the nominee.
- (3) Officers shall be elected by a majority vote of the members present at the annual meeting, and shall hold office for one (1) year, but not more than two (2) successive terms. The office of the Vice President/Treasurer and President shall be a term of two (2) years. Directors shall be elected by a majority vote of the members present at the annual meeting for terms of three (3) years.
- (4) In the event of a vacancy in any office (except that of President) for any reason, it may be filled by appointment from the Directors, by the President, pending the election of Officers and Directors at the next annual meeting. Director vacancies shall be filled from the general membership.

ARTICLE V DUTIES OF OFFICERS

- (1) President: to preside over meetings and delegate to individual directors responsibility for membership, including maintenance of a membership list, fundraising, programming, publicity, community outreach and other such functions may be determined by the board. The President will be an ex-officio member of any committee, except as limited herein. The President shall undertake the scheduling and notification of the annual meeting, as specified in Article VI, Paragraph (3).

- (2) Vice President/Treasurer: To keep and maintain the financial records of the organization and to render an account at each board meeting; to present a financial report at each annual meeting; and to keep a special folder of monthly financial reports in preparation for the financial review committee when the Vice President/Treasurer changes; and to submit required annual reports to the Rhode Island Department of State and to the United States Internal Revenue Service.
- (3) Secretary: To take, maintain and record the minutes of all meetings; to keep a special folder of minutes of all meetings; to notify members of the time and place of meetings; to conduct routine correspondence of the organization.

ARTICLE VI MEETINGS

- (1) Monthly board meetings shall be held on a regularly scheduled day of each month from September through June. The monthly date shall be chosen by consensus of the board members at the September meeting.
- (2) A majority of the board shall constitute a quorum.
- (3) An Annual Meeting shall be held at the discretion of the Board of Directors during the month of September. Members-at-large shall be notified at least two weeks prior to the date of the Annual Meeting. At a minimum, notification shall be through an announcement on the library website. At the Board of Directors' discretion, notification may also include an advertisement in the Jamestown Press.

ARTICLE VII COMMITTEES

- (1) Financial Review committee: To review the financial records every two years and/or when a new Vice President/Treasurer is elected; to submit a comprehensive statement of review, expenses and changes in cash to the Board of Directors as to the verification of the organization's accounts. The committee shall be elected by the Board of Directors and be composed of two board members and the ex-treasurer, none of

whom have signatory power.

- (2) Nominating Committee: To submit nominations in writing to the members at the annual meeting with the consent of the nominees. The committee shall be composed of the President Elect (chairperson) and two Directors who will be appointed three months prior to the annual meeting by the President.
- (3) Other Committees: The Board of Directors may establish other committees from time to time, and designate the composition and duties thereof.

ARTICLE VIII AMENDMENT

Amendments to these By-Laws may be made at any meeting of the Board of the Friends members by two-thirds vote of those present, provided notification in writing has been given to the members at large at least two weeks prior to the meeting at which the vote is to take place.

ARTICLE IX PARLIAMENTARY PROCEDURE

Robert's Rules of Order revised, when not in conflict with these by-laws shall govern proceedings of this organization.

ARTICLE X DISSOLUTION

Upon Dissolution of the Friends of the Jamestown Philomenian Library, the board or the remaining officers after paying or making provisions for the payment of all liabilities of the Friends, dispose of the assets of the organization exclusively for the purposes of the organization under section 501(c) (3) of the IRS code of 1954 or corresponding provisions of any future US Revenue Code of Law as the executive board shall determine that all remaining assets after liabilities are provided for.