FRIENDS OF THE WHITTEMORE LIBRARY BYLAWS

ARTICLE I: NAME

The name of this corporation shall be the Friends of the Whittemore Library.

ARTICLE II: PURPOSE

It is recognized that the administration of The John Howard Whittemore Memorial Library (hereafter called the "Whittemore Library") is vested in the office of the director of said library and that governance rests with the Board of Library Trustees.

The purpose of this organization shall be to maintain an association of persons interested in books, information materials, and libraries; to focus public attention on the services, facilities, and needs of the Whittemore Library; and to stimulate the giving of gifts, endowments, and bequests.

The proceeds of any fundraising activities shall be directed to:

a. The enhancement of the library collection.

b. The expansion of library equipment and facilities.

c. The development of library programs.

d. The administrative costs to pay for the operation of the Friends of the Whittemore Library organization.

e. Other costs as determined appropriate by the Board of Directors.

The corporation is not formed for pecuniary or financial gain to be distributed to or inure to the benefit of its directors, officers, or any individual associated therewith. The corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE III: MEMBERSHIP

I. Membership in this organization shall be open to all adults (individuals ages 18 and older), teens (individuals ages 13-17), and businesses.

II. Each membership shall be entitled to one vote. In the case of business memberships, the business shall appoint one representative who is entitled to cast one vote on behalf of the business.

III. A membership list shall be maintained by the Board of Directors.

IV. The Board of Directors reserves the right to set parameters for adult-, teen-, and business-level memberships, such as, but not limited to, dues, minimum volunteer hours, etc.

ARTICLE IV: OFFICERS AND COMMITTEES

I. The officers of the Board of Directors shall be a president, a vice president, a secretary, and a treasurer.

II. The Board of Directors reserves the right to organize committees on an as-needed basis. The president shall appoint committee chairpersons with the approval of the Board. Each committee chairperson may select committee members drawn from either the Board or the general membership.

III. Duties of the officers:

a. President — Presides over the Board of Directors and conducts meetings of the members; appoints committee chairpersons as provided herein; and is an *ex officio* member of all committees (with the exception of the nominating committee).

b. Vice President — Performs the duties of the president in cases of the president's absence.

c. Secretary — Takes minutes of all meetings; notifies members of the time and place of meetings as provided herein; and conducts the correspondence of the organization.

d. Treasurer — Keeps and maintains financial records of the organization.

IV. The officers and five members at large shall constitute the Board of Directors. The library director shall be an *ex officio*, non-voting member of the Board of Directors.

V. The term of office for both officers and members at large shall be two years.

VI. Direction of the affairs of the Friends shall be governed by the Board of Directors, with the president serving as chairperson.

VII. Vacancies occurring on the Board shall be filled by appointment made by the Board members.

ARTICLE V: BOARD MEETINGS & SPECIAL MEETINGS

I. Meetings of the Board of Directors shall be held at least four times during each year, with notice given to each director either personally, by mail, by email, or by telephone at least 10 days prior to each scheduled meeting.

II. A majority of the directors (meaning five directors) shall constitute a quorum for the transaction of business.

III. A two-thirds majority vote of the directors present at a meeting in which a quorum is present shall constitute an act of the Board.

IV. Special meetings of the members may be called at any time by the Board or the president, or shall be called by the president upon written request of not less than 30% of the membership. If the president shall not call a meeting within 15 days after receipt of such request, such meeting may be called by the members making such request. The purposes for which such meeting is called shall be stated in the notice, and no other business shall be transacted at the meeting. At any such meeting of the members, 25% of the membership shall constitute a quorum. Unless otherwise required by the Certificate of Incorporation or by statute, the affirmative vote, at a meeting of members duly held at which a quorum is present, of a majority of the voting members represented at such meeting, shall be the act of the membership.

ARTICLE VI: ANNUAL MEETING

I. The Board of Directors shall hold an annual meeting of all members of the organization each May on such day and at such hour as the Board prescribes. The annual meeting shall be held for the purposes of:
   a. Informing the membership of the state of the organization.

b. Electing new officers.

c. Dealing with any other items that may come before the meeting.

II. Notice in writing of the date and time of the annual meeting shall be sent by email to each member at least 10 days before the meeting. The annual meeting may be held in person or via teleconference. In the case of an in-person meeting, the notice shall include the location of the meeting. In the case of a teleconference meeting, the notice shall include instructions on how to join via computer or phone.

III. A nominating committee of three individuals appointed by the president shall make nominations for officers and Board members at the annual meeting. Nominations may also be accepted from the general membership but must be received at least three days prior to the annual meeting to allow for proper vetting. Such nominations should be sent to the board in writing by mail or email and should include a letter of intent from the nominee.

IV. The election of officers and Board members shall be by majority vote of those present at the annual meeting.

V. An annual financial report prepared by the treasurer shall be presented at the annual meeting.

VI. An annual report of the organization prepared by the president shall be presented at the annual meeting.

ARTICLE VII: FUNDS

I. The fiscal year of the organization shall begin on July 1 of each year and end on June 30 of the following year.

II. Adequate fiscal records shall be maintained by the treasurer, who shall be responsible for said records.

III. Every Board member shall have the right, at any reasonable time, to inspect fiscal records and financial documents held by the organization. The right to inspection includes the right to make copies of documents, provided sensitive information, such as full account numbers, are redacted.

IV. Funds shall be deposited in a checking account, or other account approved by the Board, with authority for disbursement by the single signature of the treasurer, president, or vice president.

ARTICLE VIII: REVISIONS & AMENDMENTS

These bylaws may be revised or amended at the annual meeting by a majority of the members voting, provided notice of said revisions or amendment(s) is included with the annual meeting notice that is sent to each member per the requirements in Article VI of these bylaws.

ARTICLE IX: DISSOLUTION

I. The corporation may be dissolved at any annual or special membership meeting. The affirmative vote of two-thirds of the voting members of the corporation in attendance at a meeting where a quorum is present shall be required to adopt the resolution of dissolution. Notice requirements as provided in Article V of these bylaws shall apply.

II. In the case of dissolution of the Friends of the Whittemore Library, after all outstanding debts shall have been paid, the remaining assets shall be given to the Whittemore Library.

ARTICLE X: PARLIAMENTARY PROCEDURE

All meetings shall be conducted according to Roberts Rules of Order, except when in conflict with the bylaws or the laws of the State of Connecticut.

ARTICLE XI: BYLAWS REVIEW & REVISION

I. These bylaws may be reviewed for necessary updates and revisions as needed, but must be reviewed at least once every 10 years. A motion to review and/or revise the bylaws may be raised at any regular meeting of the Board or at the organization's annual meeting.

II. A bylaws committee shall be appointed by the president, with the approval of the Board. The president shall serve as chairperson of the committee.

III. The bylaws committee shall assemble recommended changes to the bylaws to be presented to the entire Board. These recommended changes

shall be voted on individually, by article. A two-thirds majority vote of the directors present at a meeting in which a quorum is present shall constitute an affirmative vote on any recommended changes. All approved changes to the bylaws, as resolved by affirmative vote, shall constitute the Bylaws Revision Draft.

IV. The Bylaws Revision Draft, as well as any additional amendments (see Article VIII), shall be presented to all members and voted on at the organization's annual meeting. A majority vote of members present at a meeting, duly held at which a quorum is present, shall constitute an affirmative vote to adopt the bylaws beginning at the start of the next fiscal year (July 1).

Adopted by: Executive Board (August 9, 1983)

Revised by: Board of Directors (April 26, 2012)
Approved by: General Membership (May 6, 2012)

Revised by: Board of Directors (May 4, 2014)
Approved by: General Membership (May 4, 2014)

Revised by: Board of Directors (April 8, 2024)
Approved by: General Membership (June 6, 2024)