

**FRIENDS OF DOVER FREE LIBRARY
BY-LAWS**

ARTICLE 1. NAME

The name of this organization shall be Friends of the Dover Free Library

ARTICLE 2. PURPOSES

The purpose of this charitable organization shall be:

- a. To foster closer relations between the Dover Free Library and the residents of the town of Dover
- b. To promote knowledge of functions, resources, services and needs of the Library.
- c. To foster public support for the necessary development of the Library to the end that it may serve adequately the needs of the town.
- d. To provide programs and events for the community that are compatible with the Library's policies and objectives.
- e. To conduct special events to raise additional funds on behalf of the Dover Free Library.

It is recognized that the responsibility for the administration of the Library's finances and for the establishment of Library policy and objectives is vested in the Board of Trustees of the Dover Free Library.

ARTICLE 3. FRIENDS

Sections:

1. All persons interested in the well being of the library are welcome.
2. No dues are required.

ARTICLE 4. OFFICERS AND DIRECTORS

Sections:

1. The officers of this organization shall be two Co-Chairpersons (or one Chairperson and a Vice-Chairperson), a Secretary, and a Treasurer, who with three directors shall constitute an Executive Board (also known as a Board of Directors).
2. Terms of Officers and Directors of the organization shall be one year. Officers may serve two consecutive terms and are eligible for election after a one year hiatus.
3. If a vacancy occurs, the Executive Board shall appoint a replacement to serve until the next Annual Meeting.
4. Officers and Directors shall be elected by ballot at the Annual Meeting. Nominations may be made from the floor with the consent of the nominee.
5. Officers and Directors shall assume their official duties at the close of the Annual Meeting and shall serve for a term of one year.

ARTICLE 5. EXECUTIVE BOARD

Sections:

1. The Executive Board (Board of Directors), consisting of four elected officers, three elected Directors, and the librarian, shall manage the affairs of the organization in the interim between annual and regular meetings.
2. The librarian shall serve as a member of the Executive Board, with full voting privileges. The librarian may not serve as an officer of the Executive Board.
3. Unexplained absences of any member of the Executive Board from two consecutive monthly meetings shall be construed as a resignation by said board member.
4. Comments from the public are welcome at all meetings.

ARTICLE 6. DUTIES OF THE BOARD OF DIRECTORS

Sections:

1. General Powers: To control and manage the business and affairs of the Corporation.
2. Chairperson or Co-chairpersons: To prepare agenda, preside over meetings, appoint committees, and carry on any other duties connected office. Chair, and his/her agent or designee, will preside over meetings and consult with the Trustees of the Dover Free Library as to business matters, and shall act as a liaison between the Friends of the Dover Free Library and the Trustees.
3. Vice-Chairperson (if there is one Chairperson) To perform the duties of the Chairperson in the absence of the Chairperson; to act as an aide to the Chairperson.
4. Secretary: To maintain a record of attendance at all meetings; to maintain the minutes of all meetings; to conduct the correspondence of the organization; to post time and place of meetings on library bulletin board; to post a copy of minutes on library bulletin board then place in file in library; to be the custodian of the corporate records.
5. Treasurer: To maintain all financial records of the organization; to present a written treasurer's report to each board member at each meeting; to give a year-end financial report at the Annual Meeting; to collect and disburse all revenues of the organization; to handle all finances of the organization; and to file all necessary tax forms
6. Directors To accept duties as determined by the Board of Directors.

ARTICLE 7. MEETINGS

Sections:

1. The Friends of the Dover Free Library, Inc. shall meet hold an annual meeting in the summer on a date to be established by the Board of Directors. The purpose of this Annual Meeting shall be to elect officers, directors, and to receive the year-end financial report. Notice for the Annual Meeting shall be posted in the library and appropriate local news publications at least two weeks prior to the meeting date.

2. The Board of Directors will meet bi-monthly on a date to be established by the board and posted in the library.
3. Each member of the Board of Directors including the librarian shall be entitled to one vote and five members of the board shall constitute a quorum. Only members of the Board of Directors are entitled to vote on the business of the corporation.

ARTICLE 8. COMMITTEES

The Board of Directors shall be responsible for forming committees as needed to accomplish the work of the corporation. Board members may be members of committees as may all other interested Friends. Committee chairpersons shall be responsible for setting time and place of committee meetings and reporting back to the Board of Directors.

ARTICLE 9. FUNDS AND LIABILITY

Sections:

1. All funds shall be deposited to the account of the Friends of the Dover Free Library, Inc. and shall be disbursed exclusively to the Dover Free Library by the Treasurer of the Friends as authorized by the Board of Directors.
2. No personal liability shall in any event be attached to any member of this organization in connection with any of its undertakings.
3. No part of the funds of the organization shall inure to the benefit of, or be distributable to its officers, directors, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE 2 hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. Upon the dissolution of the organization the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all assets of the organization to the Dover Free Library, so long as it qualifies under Vermont Title 1 LB or Federal 501 (c) (3) requirements for a not for profit public library.

ARTICLE 10. AMENDMENTS

These By-Laws may be amended at the Annual Meeting or a special meeting of this organization, after due notice thereof, by a three-fourths vote of the Board of Directors.

ARTICLE 11. FISCAL YEAR

The fiscal year of the Corporation shall be July 1st through June 30th.

ARTICLE 12. PARLIMENTARY PROCEDURE

The latest edition of Robert’s Rules of Order, when not in conflict with these By-Laws, shall govern the proceedings of this organization.

ARTICLE 13. VERMONT STATUTES

Any item or issue not addressed in these bylaws will be governed by Title 11.B: Nonprofit Corporations of the Vermont Statutes, Annotated.

These bylaws were adopted _____.