

FRIENDS OF THE TOPSHAM PUBLIC LIBRARY

CONSTITUTION AND BY-LAWS

Amended January 5, 2012

Article 1 Name and Location

Section 1 The name of this corporation shall be Friends of the Topsham Public Library. The principal office of the Friends will be at the Topsham Public Library.

Article 2 Purpose

Section 1 The purpose of the organization shall be to establish closer relations between the Topsham Public Library and community; to promote informed interest in its functions, resources, services and needs; to promote via the Library additional cultural activities; to confer with the Board of Trustees and the Staff of the Library on matters relating to the welfare of the institution; and to support both financially and by advocacy the extension and improvement of the Library's services and resources.

Article 3 Membership

Section 1 Membership in this organization shall be open to all individuals interested in its objectives. Only members may vote, serve as officers of the Friends, or serve as Chairs of standing committees.

Article 1 Name and Location

Section 1 The annual meeting of the Friends of the Topsham Public Library shall be held in April. Notice of said meeting shall be posted at least one month prior to the meeting.

Section 2 Additional meetings will be held as necessary, typically every month.

Article 5 Officers

Section 1 Friends shall have the following officers: President, Vice President, Secretary, and Treasurer.

Section 2 The terms of office for all officers shall be two years. No officers shall serve more than two consecutive terms. Members having served four years may not be elected again to the same office until after an absence of one year.

Section 3 In addition to candidates submitted by the Nominating Committee, nominations from the floor will be permitted.

Section 4 Officers shall be elected at the annual meeting by a majority vote of those present. At the first annual meeting following adoption of the By-laws all four (4) officers will be elected. The President and Vice President will be elected for one (1) year and may stand for two (2) additional terms for a total of five (5) years. The Secretary and Treasurer shall be elected for a full two (2) year term.

Section 5 Officers may appoint a new officer to fill a vacancy until the next annual meeting. At the annual meeting an election will be held to complete the remainder of the original term or to stand for a full term. Officers who serve for a partial term may then stand for election for two (2) full terms.

Section 6 The officers shall have the usual duties and powers exercised by the officers of a voluntary association or as defined by these By-laws. In an emergency situation, the officers shall have the power to take action outside of a meeting by a majority polled vote of the officers. This vote will be recorded in the minutes of the next Friends meeting.

Section 7 Officers who are unable or unwilling to fulfill their responsibilities may be removed by a 2/3 vote of members present at a meeting called in accordance with these By-laws.

ARTICLE 6 Committees

Section 1 At the Annual Meeting the President shall appoint a Chair for the following standing committees and any other ad hoc committees he/she deems necessary:

- a. Membership - Promotes membership including, but not limited to annual renewal campaign.
- b. Public Relations - Produces periodic newsletters and with the Membership Committee and the Library Director publicizes Friends activities.
- c. Nominating - Prepares a slate of candidates for office at least one (1) month prior to the Annual Meeting.
- d. Book Sale - Organizes and runs annual book sale to raise funds for the library.
- e. Books on Wheels - Coordinates volunteers to deliver library materials to those who request this service.

The chairs will serve until the next annual meeting at which time they may be appointed for another year.

Section 2 Each chair will choose the members of his/her committee. Chairs are encouraged to include individuals who are not members of the Friends in an effort to cultivate visibility for the library and the Friends.

Section 3 In the event any Chair is unable or unwilling to fulfill his/her responsibilities, the President may appoint a replacement chair to serve until the next annual meeting.

Article 7 Officers Compensation

Section 1 Officers Expenses: Officers shall not receive any compensation for their services but may be reimbursed for reasonable "out of pocket" expenses incurred in the performance of their duties.

Article 8 Dues

Section 1 Dues are to be paid annually at the start of the fiscal year. The amount of dues shall be proposed by the Treasurer in the course of drafting the budget.

Article 9 Fiscal Policies

Section 1 The fiscal year of Friends shall be July 1st to June 30th. All funds shall be deposited to the account of Friends of Topsham Public Library, and shall be disbursed by the Treasurer as authorized by the members.

Section 2 In consultation with the Director of the library, the Treasurer will prepare a budget to be adopted by the members at the Annual meeting.

Section 3 The President shall appoint an auditor, who is not an officer, to audit the Treasurer's books prior to the Annual meeting. The audited Treasurer's report will be presented at the Annual meeting.

Section 4 Upon dissolution of the organization, the entire net assets remaining after payment or satisfaction of any and all liabilities and obligations of Friends shall be distributed to Topsham Public Library, and which would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article 10 Amendments

Section 1 Amendments to this Constitution and By-laws may be proposed by advance notification to the membership one month before presentation at the Annual Meeting or at a special meeting called by the President with proper notification of no less than one month in advance. Adoption of any proposed amendments shall be by a majority vote of the members attending said meeting.

Article 11 Exemption Activities

Section 1 Notwithstanding any other provision of these By-laws, no officer, member or representative of the Friends shall take any action or carry on any activity by or in behalf of the Friends not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

Article 12 Parliamentary Procedure

Section 1 Robert's Rules of Order, Revised, when not in conflict with these By-laws and Constitution, shall govern the proceedings of this organization.