

CONSTITUTION AND BYLAWS

Friends of the Cuba Library, Inc.

Cuba, New York

ARTICLE I – NAME

The name of this corporation shall be Friends of the Cuba Library, Inc., Cuba, New York, herein after known as, Friends.

ARTICLE II – PURPOSES/OBJECTIVES

The charitable purposes/objectives of Friends shall be to:

- a. promote the mission of the Cuba Circulating Library Association, a 501(c)(3), Section 170(b)(1)(A)(vi) organization, herein after known as, Library,
- b. raise public awareness in the community about the programs, services, and resources of the Library,
- c. raise money to provide financial support for Library programs and services, and other Library defined needs, especially those needs not normally covered in the Library’s operating budget,
- d. advocate for the Library,
- e. recognize the service contributions of the library staff, volunteers, Board of Trustees, Friends, and supporters,
- f. develop new activities and programs and expand/adjust objectives as needed to support the Library, and
- g. encourage and support other appropriate community activities/organizations which augment the purposes of Friends.

ARTICLE III – MEMBERS

Section 1: The members of Friends shall be any person, group, business, or corporation who pays dues in order to support the Friends’ objectives.

Section 2: Dues shall be paid annually and shall become due on the day of the annual meeting.

Section 3: The categories of membership and respective dues are:

\$ 2 Student- from age 12	\$ 5+ Friend	\$ 15+ Special Friend
\$25+ Exceptional Friend	\$ 50+ Phenomenal Friend	
\$200+ Outstanding Friend	\$500+ Friend for Life-exempt from renewal	

Section 4: Paid members shall be considered members in good standing.

Section 5: Members in good standing shall be entitled to: vote at the annual meeting, hold elected office or chair a committee, if eighteen years or older, serve on any committee, and vote at any regular or special meeting of Friends where business shall be conducted.

Section 6: For the purposes of conducting business and the election of officers, members in good standing, whether:

- a. Any group, corporation, or business shall have the right to cast a single vote by its authorized designee.
- b. Any person shall have a single vote.

ARTICLE IV – OFFICERS

Section 1: The elected officers of Friends shall be president, vice president, recording secretary, corresponding secretary, and treasurer. The duties of the officers shall be such as are implied by their respective titles and, as are specified in the constitution and bylaws.

Section 2: The term of office shall be two years, such term to begin immediately following election by ballot at the annual meeting.

Section 3: a. In even years, the officers elected shall be: President, Treasurer, Corresponding Secretary.

b. In odd years, the officers elected shall be: Vice President, Recording Secretary.

Section 4: The duties of the president shall be to:

- a. Preside at all meetings of the Board of Directors, the members, and the executive committee.
- b. Call special meetings of the membership, or the executive committee, or the Board of Directors, if the need arises.
- c. Appoint standing committees, special committees, and chairpersons, as are deemed necessary.
- d. Serve as an ex officio member of all committees, except the nominating committee.
- e. Serve as the chief executive officer of the organization and to carry out and execute all plans and policies determined by the Board of Directors.
- f. Prepare, prior to each meeting, an agenda which follows the Friends' order of business.
- g. Act as the liaison to the Library Board of Trustees.
- h. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Friends.

Section 5: The duties of the vice-president shall be to:

- a. Act in the absence of the President in the capacity of President.
- b. Assist the President.
- c. And perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Friends.

Section 6: The duties of the recording secretary shall be to:

- a. Keep a record of the minutes of all meetings.
- b. Keep on file all committee reports.
- c. Make the minutes and records available to members upon request.
- d. Maintain record books in which the bylaws and minutes are entered, with any amendment to these documents properly recorded, and to have current record books on hand at every meeting.
- e. Assist the President in preparing an agenda prior to each meeting.
- f. In the absence of the president and vice president, call the meeting to order and preside until the immediate election of a chairman pro tem.
- g. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Friends.

Section 7: The duties of the corresponding secretary shall be to:

- a. Send to the membership a notice of the annual meeting.
- b. Take care of necessary correspondence, and
- c. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Friends.

Section 8: The duties of the treasurer shall be to:

- a. Collect all monies, and pay all expenses.
- b. Keep the financial records.
- c. Chair the finance committee.
- d. Present the annual budget to the Board of Directors at the November meeting.
- e. Prepare and present a report of income and expenditures and a budget status report for each meeting.
- f. Present an annual financial report to Friends at their annual meeting and to the Library Board of Trustees.
- g. Ensure that the annual financial review occurs.
- h. Perform such other duties applicable to the office as prescribed by the parliamentary authority adopted by the Friends.

Section 9: Officers shall be nominated by a nominating committee. The nominating committee shall:

- a. Consist of two members in good standing elected biennially from the membership at the October meeting of Friends.
- b. Prepare the election ballot by nominating one person per office.
- c. Seek the assurance of said nominee that he/she will serve, if elected.
- d. Submit the nominations in writing to the membership at least one month prior to the annual meeting, unless otherwise instructed by the Board of Directors.
- e. And, at the annual meeting, additional nominations may be made from the floor with the consent of the nominee.

ARTICLE V – MEETINGS OF THE MEMBERS

Section 1: Regular meetings of Friends shall be held the first Wednesday of each month, March through November, unless otherwise ordered by the Board of Directors.

Section 2: The annual meeting of Friends shall be held on the first Wednesday of April unless the Board of Directors deems fit to change said day, month, or time by providing to the membership two weeks prior written notification of the meeting change.

Section 3: The annual meeting shall be held for the purposes of: biennial election of officers, appointment of standing committees and standing committee chairs, and the conducting of business which shall be properly brought before the membership.

Section 4: A special meeting of Friends may be called at any time by the executive committee.

Section 5: A quorum shall consist of two-thirds of the members present for the conducting of business.

ARTICLE VI – BOARD OF DIRECTORS

Section 1: The business and affairs of the corporation are vested in the Board of Directors.

Section 2: The executive committee and two standing committee chairs shall constitute the Board of Directors.

Section 3: No elected or appointed member of the Board of Directors shall hold more than one position on the board, and shall, therefore, have the right to cast only one vote in the transaction of business.

Section 4: The immediate past president shall serve as an ex-officio member of the Board of Directors for one year following the term of office.

Section 5: The Board of Directors shall supervise the affairs of Friends, shall transact business between meetings of the membership, and report at the annual meeting any business transacted by the Board of Directors during the year.

Section 6: The Board of Directors shall set the time and place of regular and special meetings.

Section 7: The Board of Directors shall meet as needed.

Section 8: A simple majority of the Board of Directors shall constitute a quorum for the conducting of business.

Section 9: Members of the Board of Directors shall attend all meetings called by the presiding officer. In the event of a necessary absence, the member of the board shall notify the presiding officer for said meeting.

Section 10: The Board of Directors shall retain the right to remove any officer, board member, or committee chair for dereliction of duties.

Section 11: Dereliction of duties shall include, but not be limited to: missing three meetings per year from annual meeting to annual meeting, failure to follow assigned duties, and failure to perform the primary legal duties of care, loyalty, and obedience required of a member of a board of directors.

Section 12: Vacancies in any elected office and /or vacancies on the Board of Directors which occur between elections shall be filled through appointment by the President for the remainder of the officer's or director's term.

ARTICLE VII – COMMITTEES

Section 1: Executive Committee

The elected officers of the corporation shall constitute the executive committee and shall have authority to act for the Board of Directors between meetings of the Board and shall report thereon at the next meeting of the Board.

Section 2: The Standing Committees and the responsibilities of each shall be:

- a. Events
 - i. To oversee the execution of fundraisers.
 - ii. To coordinate appointed subcommittees and connect with subcommittee chairs on a regular and timely basis to ensure the completion of assigned responsibilities.
 - iii. To alert the corresponding secretary of the date, time, and place of committee meetings for the proper notification of the membership.
 - iv. To keep proper and comprehensive written minutes of each meeting.
- b. Membership
 - i. To organize and operate the annual membership drive from mid-February to the end of March.
 - ii. To keep current records of membership and distribute said membership list to appropriate committee chairs and officers as necessary.
 - iii. To send annual renewal notices.
 - iv. To alert the corresponding secretary of the date, time, and place of committee meetings for the proper notification of the membership.
 - v. To keep proper and comprehensive written minutes of each meeting.
- c. Promotion and Publicity
 - i. To promote Friends' events and activities to meet the objectives of Friends.
 - ii. To alert the corresponding secretary of the date, time, and place of committee meetings for the proper notification of the membership.
 - iii. To keep proper and comprehensive written minutes of each meeting.
- d. The chairperson of the Events Committee and the chairperson of the Promotion and Publicity Committee shall serve on the Board of Directors of Friends.
- e. Finance
 - i. To consist of the treasurer and one member appointed by the President at the April meeting.
 - ii. To prepare the annual budget by September 30th.

- iii. To prepare an annual financial report for audit by December 31st.
- iv. To alert the corresponding secretary of the date, time, and place of committee meetings for the proper notification of the membership.
- v. To keep proper and comprehensive written minutes of each meeting.
- f. And any other standing committees as shall be necessary to carry on the work of Friends.

Section 3: Special Committees

- a. Shall be established as necessary to carry on the work of Friends.

ARTICLE VIII – FINANCES

Section 1: The accounting period of Friends shall be the calendar year from January 1st to December 31st.

Section 2: A budget for the next fiscal year shall be approved by the Board of Directors by December 31st.

Section 3: The funds of Friends shall be held on deposit at a bank to be determined by the Board of Directors.

Section 4: No officer, committee, or individual member shall incur any expenses on behalf of Friends unless duly authorized by the executive committee.

Section 5: The official financial records of Friends shall be maintained at the Library.

ARTICLE IX – DISSOLUTION

Section 1: In the event of the dissolution of Friends, encumbrances shall be paid from Friends' financial assets to discharge all debt.

Section 2: Following the discharge of all debts, the remaining financial assets shall be distributed to the Library for the purposes of funding youth and adult programming.

Section 3: Any physical assets belonging to Friends shall become the property of the Library.

ARTICLE X - PARLIAMENTARY AUTHORITY

Section 1: *Robert's Rules of Order Newly Revised* shall govern the proceedings of Friends of the Cuba Library, Inc.

ARTICLE XI – CONFLICT OF INTEREST

A conflict of interest policy shall be approved by the Board of Directors and attached to the Constitution and By-Laws.

ARTICLE XII –WHISTLEBLOWER POLICY

A whistle blower policy shall be approved by the Board of Directors and attached to the Constitution and By-Laws.

ARTICLE XIII –NONDISCRIMINATION/ANTI-HARASSMENT POLICY

A nondiscrimination/antiharassment policy shall be approved by the Board of Directors and attached to the Constitution and By-Laws.

ARTICLE XIV – AMENDMENTS

Section 1: This Constitution and By-Laws may be amended at the annual meeting of Friends by two-thirds of the members present, provided the membership is given written notice at least ten days prior to the meeting.

Revocation of Former By-Laws: All by-laws of Friends of the Cuba Library, Inc. heretofore adopted and inconsistent with or contrary to the foregoing by-laws are hereby revoked.

Adopted on: April 4, 2023

Patricia Ah

Director/President

4-4-23

Date

Joseph Vaif

Director/Vice President

4-4-23

Date

Claudia Hitt

Director/ Recording Secretary

4-4-23

Date

Victoria Kanel
Director/Treasurer

4-4-2023
Date

Lynn Fisher
Director/Corresponding Secretary

4/4/23
Date

N/A
Director/Past President

Date