

**THE FRIENDS OF THE FLETCHER FREE LIBRARY, INC.  
BYLAWS**

**ARTICLE I  
NAME**

The name of the corporation is **The Friends of the Fletcher Free Library, Inc.**, hereinafter referred to as **THE CORPORATION**.

**ARTICLE II  
PURPOSE**

The purpose of **THE CORPORATION** is to support the Fletcher Free Library (the Library) through advocacy, financial support, and fundraising with the goal of promoting the Library as a literacy and multicultural center for the community. The CORPORATION does not discriminate on the basis of political or religious affiliation, race, color, national origin, place of birth, ancestry, age, sex, sexual orientation, gender identity, marital status, veteran status, disability, HIV positive status, or genetic information.

**ARTICLE III  
MEMBERSHIP**

Membership in the CORPORATION shall consist of the members of the Board of Directors. Supporters of the library through donations of time or money to the Corporation will be referred to as Friends.

**ARTICLE IV  
CORPORATION MEETINGS**

All meetings of the CORPORATION are open to the public.

**Section 1:**

**Annual Meeting:** There shall be an annual meeting of the CORPORATION in the first quarter of each fiscal year, which runs July 1 through June 30. Annual Meetings can only be held if a quorum of the Board of Directors (described below) is present. Each Annual Meeting will include a report on the state of **THE CORPORATION**, including financial data. Public notice of the date, time and place of the annual meeting shall be given no less than ten (10) days, nor more than thirty (30) days before the date of the meeting. Displaying such notice on or near the Library's circulation desk, on the Fletcher Free Library calendar, or on the CORPORATION web page shall be deemed sufficient public notice.

## **Section 2:**

**Meetings:** Regular meetings shall be held whenever scheduled by the President or designee of the President. At minimum, regular meetings shall be called quarterly. Public notice of regular meetings will be posted on the Library calendar. A special meeting may be called at any time by the President or designee.

## **Section 3:**

**Committees:** Committees of the CORPORATION may be formed as needed (*ad hoc*) with the knowledge of the Board of Directors. Participation in such a committee will be by invitation from Board members on said committee, and including individuals not currently serving on the Board is generally encouraged. Committees will report on their activities to the Board during regularly scheduled meetings.

## **ARTICLE V OFFICERS, BOARD OF DIRECTORS, ELECTION AND DUTIES**

### **Section 1:**

**Officers:** The officers of **THE CORPORATION** shall be a President, a Vice-President, a Secretary, a Treasurer and, for one year after leaving office, the immediate Past President. No officers may be related through marriage or by being members of the same family.

### **Section 2:**

**Board of Directors:** The Board of Directors (Board) shall consist of the Officers and a minimum of three other Directors and shall be the governing body of **THE CORPORATION**. The Director of the Library or designee shall be an ex-officio member of the Board of Directors without voting authority. Additional Directors may be added to the Board at its discretion by a majority vote of all Directors.

### **Section 3:**

**Election:** Directors shall be elected to one-year terms by a majority vote of the assembled Board at the Annual Meeting. Election of Directors and Officers is the final business item of the Annual Meeting. Officers shall be elected by the newly elected Board of Directors by majority vote. There are no term limits for Officers or Directors. Nominations to the Board and for Officers may be brought to the Annual Meeting as a slate by a nominating committee.

### **Section 4:**

**President:** The President shall be in charge of the general management of the affairs of **THE CORPORATION**, including the power to implement and enforce all orders, resolutions and other decisions agreed upon by the Board of Directors. The President shall perform or delegate

all duties as required by law, and such other duties as are delegated by the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President shall also be an ex-officio member of all committees of **THE CORPORATION**.

**Vice President:** The Vice-President shall perform the duties of the office of the President when the President is unable to perform such duties. The Vice President shall preside at meetings in the absence of the President. The Vice President shall succeed to the office of the President, should vacancy in that office occur, until a new President is elected.

**Secretary:** The Secretary shall serve as recorder of the meetings of **THE CORPORATION** and shall ensure that the minutes of all such meetings are distributed to all Board members. The Secretary shall be responsible for maintaining all documents and non-financial records of **THE CORPORATION**. The Secretary shall perform all other duties incident to that office, whether delegated by the President, or required by law.

**Treasurer:** Except as the Board may otherwise direct, the Treasurer or designee shall ensure that all funds of THE CORPORATION are deposited in a financial institution. The Treasurer, or designee, shall sign all checks and notes except as the Board otherwise directs. The Treasurer shall keep full and accurate accounts of receipts and disbursements; provide periodic reports of the financial status of **THE CORPORATION**, coordinate the financial affairs of THE CORPORATION and perform such other duties as are directed by Board of Directors, or required by law.

**Past President:** The Past President shall serve a one-year term to assist the new President in the affairs of **THE CORPORATION**, and shall have duties as assigned by the President.

#### **Section 5:**

**Replacement of Vacancies on the Board:** Vacancies on the Board of Directors resulting in fewer than the minimum seven (eight with a sitting Past President) shall be filled through nomination by the President and approval by a majority of a quorum of the Board of Directors at any regular or special meeting of the Board.

## **ARTICLE VI**

### **BOARD BUSINESS, VOTING AND QUORUM**

#### **Section 1:**

**Quorum:** A majority of the Board of Directors of the CORPORATION, including at least one Officer, shall constitute a quorum for the transaction of business at a regular or special meeting. The act of a majority of the Board present at a meeting at which a quorum is present shall be an act of the Board.

## **Section 2:**

**Voting:** All instances requiring disbursement of funds above an amount specified by the Board, and any other order of business as determined by the President, shall be subjected to a vote of the Board. Votes shall be taken during regular or special meetings on matters that require immediate attention, provided that a quorum is present. For the purposes of conducting Board business, teleconferences and videoconferences, documented by minutes, shall be considered in-person meetings. If time does not allow for a meeting to be called for a vote, email may be used to move, second, and decide a motion provided all Directors are contacted using an email address given to the Secretary by each Director, a majority of all Directors vote in the affirmative, and the decision is entered into the minutes.

## **ARTICLE VII RESIGNATION OR REMOVAL OF DIRECTORS**

### **Section 1**

**Resignation:** Any Director may resign prior to the expiration of their term, by tendering a letter of resignation to the President of the Board.

### **Section 2:**

**Removal:** Any officer or member of the Board of Directors may be removed from office by a two-thirds vote of the Board of Directors. In addition, any Director who misses three consecutive, unexcused, regular meetings shall be removed from the Board of Directors. Any person removed from the Board shall be given thirty days to appeal in writing for reconsideration by the Board.

### **Section 3:**

**Replacement:** Vacancies on the Board resulting from either resignation or removal may be filled by the Board of Directors as authorized in Article V, Section 5 of these bylaws.

## **ARTICLE VIII CONFLICT OF INTEREST**

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse and will refrain from discussion and voting on said item. If a majority of the Board believes there is a conflict of interest on an issue on the part of a Director that has not been self-reported, said Director will not be allowed to discuss or vote on that issue.

**ARTICLE IX  
WAIVER OF NOTICE**

Any Director of the Board of **THE CORPORATION**, if required by provision of law or these Bylaws, to be given any notice, may waive said notice in writing. Such waiver signed by said Director, shall be deemed equivalent to the timely giving of said notice.

**ARTICLE X  
AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation and/or these Bylaws may be made at any meeting of the CORPORATION by a majority vote of the Board provided a quorum is present, provided that there has been a public notification of at least two weeks prior to the meeting at which voting on the amendment(s) shall take place. Copies of the proposed amendment(s) shall be available upon request.

**ARTICLE XI  
DISSOLUTION**

In the event of its dissolution, the CORPORATION's assets and records will be distributed to the Fletcher Free Library, provided the City of Burlington remains qualified to receive tax-deductible charitable donations and gifts under relevant federal and state income tax laws.

Approved August 29, 2023