

Friends of Onondaga Free Library

Bylaws, Revised

November 4, 2024

Article I: Name, Location, Authority and Purpose

Section 1: Name: The name of the organization is, “The Friends of Onondaga Free Library”, hereinafter referred to as the Friends. The business address of the Friends is: Friends of Onondaga Free Library, 4840 West Seneca Turnpike, New York, 13215.

Section 2: Authority: The Friends group was designated a 501(c)(3) non-profit organization by the Internal Revenue Service in 1989, enabling donors to take income tax deductions for their gifts to the Friends. The Friends group was also granted a certificate of incorporation by the Board of Regents of the New York State Education Department.

Section 3: Purpose: The Friends’ purpose is to raise funds that supplement the Onondaga Free Library’s (hereinafter referred to as the Library or OFL) operating budget to provide materials, programs, and equipment that enhance library service; to support OFL programs and activities; and to stimulate community interest in the Library.

Governance: The Friends shall be governed by its own Board of Directors and bylaws, manage its own assets, and maintain its records separate from those of the Library.

Article II: Membership

Section 1: Membership Eligibility and Dues: Any person eighteen (18) years of age or over may become a member of the Friends by completing a membership form and payment of an annual financial contribution. The membership year shall run from January 1 to December 31. New memberships from September 1 to December 31 may be applied to the next year’s membership. The current schedule of membership fees is located in the Friends brochure and at <https://oflibrary.org>. The Friends shall have the option of sponsoring a Junior Friends group for those under 18 years of age.

Section 2: Privileges: Membership in the Friends entitles the member to attend all Friends’ meetings, participate in Friends’ events, and enjoy special activities, notifications, and promotions.

Section 3: Confidentiality: The Friends will keep a current list of all members. Members’ personal information will not be shared with any person, commercial entity, or organization without a subpoena. Personal information includes name, email addresses, home addresses, phone number, and donations to the Friends. Members of the Friends may give permission for their information to be shared within the Friends group.

Section 4: Non-discrimination: In all of its dealings, neither the Friends nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference/orientation, mental or physical disability, or any category protected by law.

Section 5: Library Director: The Library Director (or her/his designee) shall serve ex officio.

Section 6: Library Board of Trustees Liaison: The Board of Trustees shall be invited to appoint a Library trustee to serve as liaison between the Board of Trustees and the Friends.

Section 7: Guests: Guests include, but are not limited to, the Library Director, Board of Trustees liaison, and those invited by a member to attend a general meeting. Guests do not have voting rights.

Section 8: Honorary Members: The Board may name honorary members at its discretion. Honorary members will not be asked to pay a membership fee. Honorary members do not have voting rights.

Article III: Organization

Section 1: Officers and Vacancy Procedure: There shall be a Board of Directors consisting of nine (9) or more Directors. The Board shall elect officers from among the Directors. Officers shall be President, Vice President, Secretary, and Treasurer. Library staff are not eligible to serve as Directors. Each Director shall have one vote. Vacancies on the Board shall be filled for the unexpired term by a majority vote of the remaining Directors.

Section 2: Term of Office: Directors shall be elected for a three-year term. Terms are based on the first annual meeting (three Directors with three-year terms, three Directors with two-year terms, and three Directors with one-year terms), thereby establishing staggered terms of service. All officers shall serve a one-year term and may consent to serve in their capacity for an additional year(s). There are no term limits for Directors or elected officers.

Section 3: Elections: Elections shall take place at the annual meeting held between January 1 and June 30. Directors shall be elected by majority vote of those present at the meeting.

Section 4: Nominations: Nominations for Board positions are facilitated by the Board Secretary in consultation with the Board as a whole. Nominations shall be submitted to the membership at least two weeks prior to the annual meeting. Additional nominations may be made from the floor with consent from the nominee.

Section 5: Non-voting Directors: The Friends' Board of Directors may appoint non-voting directors (formerly called Ambassadors), who are members of the Friends with responsibility for carrying out specific board-approved projects and activities under the direction of the Board of Directors. Non-voting Directors are encouraged to attend monthly Friends' general meetings, but do not have voting privileges.

Article IV: Duties

Section 1: Duties of Directors: All Directors must be members in good standing of the Friends. Directors ensure that all expenditures and actions of the Friends support the purpose of the Friends as outlined in Article I, Section 3.

Section 2: Duties of Officers: Officers of the Friends and their duties shall be as follows:

1) **President:** The President shall preside at all meetings; prepare agendas as appropriate; with the consent of the Board of Directors, establish committees as needed, appoint all committee chairpersons, and coordinate their activities; ensure the preparation of brief reports of Friends activities as requested by Board of Trustees and OFL.

2) **Vice-President:** The Vice-President shall perform the duties of the President in the absence of the President or in the event of the President's inability to act.

3) **Secretary:** The Secretary shall record the attendance at all meetings, take the minutes of all meetings, and present them at the next meeting. The Secretary shall be responsible for correspondence. The Secretary maintains the list of terms of service for Directors and Officers

and prepares the slate of nominations for the annual meeting. The Secretary may be a signatory for checks issued by the Friends.

4) **Treasurer:** The Treasurer shall be the Chief Financial Officer of the Friends; keeps an account of all monies received by the Friends and deposits the same in the bank designated by the Board; presents regular financial reports at Board meetings or as required; pays all bills as approved by the Board of Directors.

Article V: Funds

Section 1: Maintenance and Disbursement: All funds accrued by the Friends shall be deposited into the accounts of the Friends of Onondaga Free Library and shall be disbursed by the Treasurer of the Friends as authorized by the Board of Directors. These funds should not replace monies that are normally provided for Library operations. Funds to be directed to the Library will be disbursed in consultation with the Library Director. The fiscal year for the Friends shall be January 1 to December 31.

Section 2: Compensation: No salary or other remuneration shall be paid to Officers or Directors.

Section 3: Insurance: The Friends will be covered by its own liability insurance. Other types of insurance may be purchased as deemed necessary by the Friends.

Article VI: Meetings

Section 1: Annual/Organizational Meeting: The annual meeting of the Friends shall be held between January 1 and June 30 of the fiscal year to hear and receive the annual reports of the officers, committee chairs, and project leaders, to elect officers if necessary, and to handle any other business brought before the membership. Announcement of the meeting shall be made at least two (2) weeks in advance of the meeting.

Section 2: General Meetings: General meetings are held on the first Wednesday of each month. Announcement of general meetings shall be made at least two (2) days in advance of the meeting. General meetings may be canceled by the President due to illness, weather conditions, or other unforeseen circumstances.

Section 3: Quorum: A simple majority of the Board shall constitute a quorum.

Section 4: Rules of Order: In general and where practical, Robert's Rules of Order, latest revised edition, shall be observed.

Section 5: Voting: Unless otherwise specified in Section 4 above, voting may be done online. In such cases, all Directors must cast a vote and the vote must be unanimous to carry. The vote and its results must be recorded in the minutes of the subsequent meeting.

Article VII: Amendment Procedures

Section 1: Proposing Amendments: Amendments to these bylaws shall be proposed by the Board of Directors of the Friends. Amendments may be proposed by any Board member and must be sent to the full board at least fourteen (14) days prior to the annual meeting or general meeting in order to be included on the agenda for that meeting.

Section 2: Amendment Approval: Proposed amendments shall become effective when approved by two-thirds of the Board members present and voting at the meeting.

Article VIII: Provisions

Section 1: Dissolution Provision: In the event of the dissolution of the Friends, and after all obligations have been satisfied, any remaining funds or property of the Friends shall revert to the Onondaga Free Library. No funds shall accrue to the benefit of any individual, officer, or member of the Friends.

Section 2: Non-inurement Provision: No part of the net earnings of the Friends may inure to the benefit of any member, trustee, director, or officer of the Friends or to any private individual. (However, reasonable compensation may be paid for services rendered to or for the Friends organization.) No member of the Friends, or any private individual will be entitled to share in the distribution of any of the assets upon dissolution of the Friends.

Article IX: Filing of Bylaws

Section 1: A copy of the bylaws shall be kept at the Library.

Section 2: Each member of the Board of Directors shall have a copy of the bylaws.

Section 3: Members shall have a copy of the bylaws upon request.

January 20, 2023

July 30, 2024 rev.

November 4, 2024 rev.

Memorandum of Understanding Between the Friends of Onondaga Free Library and the Onondaga Free Library

The following will constitute an operating agreement between the Friends of Onondaga Free Library (Friends) and the Onondaga Free Library (Library). It will stand until and unless it is modified by mutual agreement of the Friends executive board and the Library Board of Trustees.

The Friends mission is to raise money, to promote literacy and increase public awareness in the community, and to support the services and programs of the Library in its operations, social media, and website. As a non-profit, 501 (c) (3) organization, however, the Friends is a legally distinct identity and is not a part of the Library.

The Library agrees to include the Friends in the long range planning process to ensure that the Friends are aware of the goals and direction of the Library.

The Library agrees to share with the Friends the Library's strategic plan and discuss with the Friends how their resources and support might help forward the plan.

The Library agrees to report on how funds raised by the Friends are utilized.

The Library agrees to acknowledge in promotional materials, social media and website, support and donations received from the Friends.

The Library agrees to provide space in the Library for book sales, approved events, and office needs.

The Library agrees to provide public space for Friends' membership brochures and promotional materials.

The Friends agree to publicly support the Library and its policies.

The Friends agree to include a member from the Library's administration as a non-voting member at Friends meetings and to allow room on the agenda for a Library report.

The Friends agree that all monies raised will be spent for Library programs, services, other Library- defined needs, and Friends' operational expenses, unless otherwise agreed to by both the Friends and the Library.

The Friends will have the final say to approve or not approve monetary requests.

The Friends agree that the Library has the final say in accepting or declining any gifts made to the Library.

The Friends agree to engage in non-political advocacy efforts on behalf of the Library under the guidance of the Library and the Board of Trustees.

It is understood that as a best practice, Library Board of Trustees are encouraged to maintain active membership in the Friends.

The Friends agree that if they cease to actively fundraise and promote the Library, they will disband, allowing for a new Friends group to be established in the future.

Adopted by the Friends of Onondaga Free Library on _____

Adopted by the Onondaga Free Library Board of Trustees on March 27, 2019