

Friends of Tiverton Libraries, Inc.

Bylaws

Article I - Name

The name of this corporation (hereafter referred to as the Association) shall be Friends of Tiverton Libraries, Inc, and herein referred to as the “Friends”, which is a Rhode Island non-profit corporation.

Article II - Purpose/Mission Statement

The purpose of this Association shall be to expand and promote library services to the community in cooperation with the Library.

Article III - Membership

Section Membership in this Association is open to all individuals, organizations or
1 clubs who pay annual membership dues.

Section Annual dues for the Friends of the Tiverton Libraries, Inc. and membership
2 categories may be established by the Board.

Article IV - Board Members and Officers

Section Subject to the laws of Rhode Island and any limitations in the Articles of
1 Incorporation and Bylaws, the activities and affairs of the Friends of Tiverton
Libraries shall be conducted by or under the direction of its Board of
Directors.

Section The Board will be comprised of officers of the Association in addition to
2 Library Director as ex-officio non-voting member. Officers shall be:

President or Co-Presidents Vice-President

Secretary Treasurer Historian

Section Officers shall be elected by majority vote of the membership present at the
3 annual meeting for the term of two years and shall meet at least once
monthly.

Section The term of officers so elected shall begin with the annual meeting. Every
4 effort will be made to rotate terms of office.

Section A vacancy in any office shall be filled for the remainder of the term through
5 appointment by the Board.

Article V - Duties of Officers

The **President** will facilitate all meetings for the membership.

- serve as the primary channel of communication with the Library staff and the Library Trustees.
- facilitate the appointment of committees and ensure that the goals and purposes of the membership are realized.
- be an ex-officio member of all committees.
- disburse monies as directed by the Board when the Treasurer is unable to do so.
- notify all Board members at least one week prior to each meeting.

The **Vice-President** will act in the capacity of the President in his/her absence and share leadership responsibility with the President.

The **Treasurer** will be responsible for the collection, safekeeping and disbursement of all funds and assets.

- keep and maintain financial records of all financial transactions of the organization.
- submit a financial accounting of the Association's transactions and financial status at the annual meeting and at other times when requested.
- prepare or designate preparation of any necessary documents for the IRS and State of Rhode Island related to the finances of the Association, as required by statute.
- keep a list of the membership together with their addresses and phone numbers. The maintenance of the membership list can be delegated to a working committee or designated member when deemed expedient to do so.

The **Secretary** will record attendance, take the minutes of all meetings, and maintain a file of meeting minutes for reference.

- or designee, shall conduct necessary correspondence for the Association.

The **Historian** will maintain files which will include: press releases, flyers, newsletters, announcements of programs/activities or any other information relative to the Association.

- will act in the capacity of the Secretary in his/her absence.

Article VI - Meetings

Section 1 Meetings of the Friends of Tiverton Libraries shall be held monthly on a specific day of the month designated by the President at the beginning of the fiscal year unless otherwise decided by the Board.

Section 2 Business can be conducted if a quorum is present. A quorum will be a majority of the members.

Section 3 The annual meeting of the Association shall be the September meeting or as otherwise decided by the Board.

Section 4 Special meetings may be called at any time by the President or by two officers of the Association. The membership will be notified of special meetings.

Article VII - Liability and Funds

Section 1 Non-liability of directors. The directors and officers shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 2 Indemnification. The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the Rhode Island Non-Profit Corporation Act or any successor provisions, and only to the extent that the status of the corporation under Section 501 c (3) of the Internal Revenue Code is not affected hereby.

Section 3 Insurance. Rhode Island Interlocal Risk Management Trust insure all Boards and Commission for the Town of Tiverton.

Section 4 Compensation. Directors and officers shall serve without compensation.

Section 5 All funds shall be deposited to the account(s) of the Friends of Tiverton Libraries, Inc. and shall be disbursed by the Treasurer as authorized by the

President, acting on behalf of the membership.

Section 6 The fiscal year shall be September 1st through August 31st or as otherwise directed by the Board.

Article VIII - Conflict of Interest

Any duality of interest or possible conflict of interest on the part of any director, officer, or agent of the corporation shall be disclosed to the Board of Directors and made a matter of record.

In all cases where a director, and officer or agent of the corporation may have a conflict of interest because he or she or a member of his or her family has an interest in any contract or transaction with the corporation, either directly or indirectly that such director, officer or agent shall disclose such conflict and refrain from taking any action to authorize, approve or ratify such transaction or contract.

Article IX - IRS 501 (c) (3) Tax Exemption Provisions

Limitations on activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal revenue Code, or (b) by a corporation, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code.

Section 2 No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

Section 3 Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of this corporation shall be distributed to Tiverton Library Services or to other such organization for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the Federal Government or to a state or local government, for a public purpose.

Section 4 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the non-profit purposes of this corporation.

Article X - Amendments

These bylaws may be amended by a majority vote of the Board.

Article XI - Parliamentary Procedures

Robert's Rules of Order shall govern the proceedings of this Association unless they are in conflict with the Articles of Agreement or these Bylaws.

Proposed: 1/25/2006

Approved:

Revised: 9/11//2006

