

The bylaws of The Friends of the New York State Library were last amended on February 3, 2009.

The Friends of the New York State Library

BYLAWS

Article I – Name

The name of this organization shall be THE FRIENDS OF THE NEW YORK STATE LIBRARY, herein referred to as “The Friends.”

Article II – Purpose

The purpose of this organization shall be to generate public awareness of, and concern for, the New York State Library (herein referred to as “The Library”); to inform the public, the Governor, the Legislature, the Regents, and others regarding resources needed to ensure that the New York State Library can serve the government, people, and libraries of the State.

The Friends is organized and shall be operated exclusively for charitable, educational, and scientific purposes, in accordance with Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended. No part of the net earnings of The Friends shall inure to any private person. No substantial part of the activities of The Friends shall be carrying on propaganda, or otherwise attempting to influence individual legislator’s actions; and The Friends shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Article III – Membership

1. Eligibility. Membership in The Friends is open to all individuals and organizations in sympathy with its purposes, including regular and occasional users of the Library, legislators, libraries, and other individuals and organizations who use the Library for government, professional, scholarly, or personal purposes.
2. Dues. Dues, payable annually, shall be determined by the Governing Board.
3. Rights and Privileges. All members in good standing shall receive The Friends’ publications and shall be entitled to vote for officers and directors.
4. Membership Year. Dues apply to the membership year, which shall be the calendar year.

Article IV – Officers and Governing Board

1. Officers. The officers of The Governing Board shall be a President, Vice-President, a Secretary, a Treasurer, five elected Directors, and four ex-officio Directors. The State Librarian, the Director of the Research Library Division, the Director of the Library Development Division, and the State Librarian *Emeritus* shall serve as ex-officio directors. The officers shall perform all duties pertaining to their respective offices. The President shall preside at all official meetings.
2. Governing Board. The Governing Board shall consist of the officers.
3. Honorary Chairperson. The Governing Board may appoint an Honorary Chairperson or Chairpersons. William Kennedy will serve as the first Honorary Chairperson.

4. Policies. All policies and programs shall be approved by the Governing Board.
5. Term. The term of office for each elected officer shall be two years. Three directors shall be elected in even-numbered years, and two shall be elected in odd-numbered years.
6. Vacancies. Vacancies shall be filled by vote of the majority of the Governing Board.
7. Quorum. Five members of the Governing Board shall constitute a quorum.
8. Meetings. The Governing Board shall hold a minimum of three meetings each year.

Article V - Executive Committee

1. Duties. The Executive Committee shall serve as the policy-making body in the interim period between meetings of the Governing Board. It shall deal only with matters which cannot await the next regularly scheduled meeting of the Governing Board.
2. Membership. The Executive Committee shall be composed of the President, the Vice-President, the Secretary, the Treasurer, the State Librarian, the Director of the Research Library Division, the Director of the Library Development Division, and the State Librarian Emeritus. The President shall serve as Chairperson of the Executive Committee.

Article VI - Committees

1. The Governing Board may create such committees as it deems necessary. The President shall be an ex-officio member of all committees except the Nominating Committee.
2. Nominating Committee. There shall be a Nominating Committee. No person shall serve more than one consecutive term. It shall be composed of three members, no more than two of whom shall be members of the Governing Board. The Governing Board shall appoint the Nominating Committee.

Article VII - Elections

1. Candidates. Candidates for offices shall be nominated by the Nominating Committee or by members of The Friends. All candidates shall be members of The Friends.
2. Elections. Elections shall be conducted at the Annual Meeting.

Article VIII - Meetings

1. Annual Meeting. There shall be an Annual Meeting in March of each year on a day selected by the Governing Board, for election of officers and such other business as may come before the membership. Members shall be notified in writing at least two weeks in advance of such meeting.
2. Special Meetings. A special meeting of The Friends may be called at any time by the Governing Board.
3. Quorum. The members attending a meeting shall constitute a quorum.

Article IX - Finances

1. Fiscal Year. The fiscal year of The Friends shall be the calendar year.
2. Financial Reports. The Treasurer shall make an annual financial report to the membership.
3. Audit. An annual audit shall be ordered by the Governing Board.

Article X - Amendments

These Bylaws may be amended by a two-thirds vote of the Governing Board, provided that notice of the proposed amendment is sent ten days in advance of the meeting at which action is proposed to be taken.

Article XI - Authority

Parliamentary authority shall be based on *Robert's Rule of Order*, most recent edition, on all matters not specifically covered in these Bylaws or by the Not-For-Profit Corporation Law of the State of New York.

Approved by the Organizing Group, August 29, 1994 Technical Changes made November 27, 1995 to reflect changes in Organizing Group (Article IV, Section 3) and references to the first annual meeting (Article IV, Section 6), and corrected number of Articles. Amendments approved November 13, 1997: Name changed; purpose amended; membership clarified; dues section changed; ex-officio officers added; vacancy section clarified; references to Organizing Group deleted; annual meeting month changed; fiscal year changed; conforming changes in reference and numbering made.

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December 2, 1997