By-Laws
Of
Friends of Brooks Memorial Library
Brattleboro, Vermont

ARTICLE I
Name and Office

Section 1. Name: The name of this corporation shall be: Friends of Brooks Memorial Library.

Section 2. Office: The Corporation shall have its principal office and place of business at Brattleboro, in the county of Windham and the State of Vermont.

ARTICLE II
Membership

Section 1. Membership: Membership shall be open to all persons interested in the purposes of the organization to support Brooks Memorial Library in providing the highest quality library services to the community by means of advocacy, public relations and fund raising.

Section 2. Membership Fees: Membership fees will be set by the directors at the annual meeting or a special meeting called for that purpose, and the Directors may establish different categories and fees for membership.

Section 3. Annual Meeting: The annual meeting for the members for the transaction of such business as may properly come before it shall be held at the principle office of the Corporation in the Town of Brattleboro, State of Vermont, or at such place within or without the State of Vermont, as shall be held each and every year at a date and hour set forth in the notice. The secretary shall give personally, by mail or email not less than ten (10) nor more than thirty (30) days before the date of the meeting, written notice, stating the place, date and hour of the meeting. If mailed, the notice shall be addressed to the member at the address as it appears on the record of members of the corporation unless the shall have been filed with the Secretary of the Corporation a written request that notices intended be mailed to a different address, in which it shall be mailed to the address designated in the request. Email addresses shall be recognized as alternative addresses if designated by any member to be used for notification purposes.

Section 4. Special Meetings: Special meetings of members may be called at any time by a majority of the Directors or the President, and must be called by the President upon written request (via mail or email) of 10% of the members. The requirements of notice for special meetings shall be the same as those for the Annual Meeting. No business other than that specified in the notice of meeting shall be transacted at any such special meeting except by order of a majority of the Board of Directors.

ARTICLE III
Board of Directors

Section 1. Number and Qualifications: The entire Board of Directors shall consist of not less than seven (7) or more than eleven (11) persons, plus such ex-officio Directors as may be elected by a majority of the Board of Directors. The number of Directors may be adjusted by action of the Directors but no decrease shall have the effect of shortening the term of an incumbent Director. Directors shall be elected for a term of three (3) years and for not more than (3) consecutive terms.

Section 2. Duties and Powers: The Board of Directors shall have control and management of the affairs and business of the
corporation. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they deem proper, not inconsistent with law, or with these By-Laws.

Section 3. **Meetings:** The Board of Directors shall meet regularly at such times and places as the Board may determine. Special meeting of the Board of Directors may be called by the President at any time, but upon the request of any two directors, shall call a special meeting to be held not more than 7 days after the receipt of such request.

Section 4. **Notice of Meetings:** Notice shall be given for all meetings of the Board of Directors. Notice of special meetings shall be served upon each Director in person, by mail or email, or other method of communication agreed upon by the Directors, at least 2 days prior to the date of such meeting, specifying the time and place of the meeting and the business to be transacted thereat. At any meeting at which all Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

Section 5. **Place of Meetings:** The Board of Directors may hold its meeting within or without the State of Vermont as may be designated in the notice of any such meeting.

Section 6. **Quorum:** At any meeting of the Board of Directors the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than 7 days later, or may adjourn to the next regularly scheduled meeting.

Section 7. **Voting:** At all meetings of the Board of Directors each Director shall have one vote. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise provided by law or the Articles of Association. Any action consented to in writing by each and every Director shall be as valid as if adopted by the Board of Directors at a duly noticed meeting thereof, provided such written consent setting the action taken is inserted into the Minute Book.

Section 8. **Vacancies:** Any vacancy occurring in the Board of Directors by death or resignation shall be filled promptly by a majority vote of the remaining Directors, although less than a quorum, at a special meeting which shall be called for that purpose within 30 days after the occurrence of the vacancy or vacancies. The director thus chosen shall hold office for the unexpired term of the predecessor and until the election and qualification of said successor. Vacancies caused by an increase in the number of Directors shall be filled by election at any meeting of the Board of Directors.

Section 9. **Resignation:** Any Director may resign from the office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 10. **Right to Dissent:** A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a dissent shall be entered in the minutes of the meeting or unless a written dissent to such acting shall be filed with the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by mail or email to the Secretary of the Corporation not more than three days after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. **Committees:** The Board of Directors, by resolution adopted by a majority of Directors in office, may designate and appoint one or more committees each of which shall consist of one or more Directors, which committees, to the extent provided in such resolution, in the Articles of Association or in the By-Laws of the corporation, shall have and exercise all the authority of the Board of Directors, except as may be limited by law.

**ARTICLE IV**
Officers

Section 1. Officers and Qualifications: The officers of the Corporation shall be President, Secretary, Treasurer, any such other officers as the Board of Directors may determine. Any two offices, except the offices of President and Secretary, may be held by the same person.

Section 2. Election: All officers of the Corporation as defined in section one shall be elected by the Board of Directors for a term of two (2) years and not more than three (3) consecutive terms.

Section 3. Term of Office: All officers shall hold office until their successors have been duly elected and have qualified or until removed as hereinafter provided.

Section 4. Removal of Officers: Any officer may be removed either with or without cause by a vote of a majority of the Board of Directors.

Section 4. Vacancies: in the event there is a vacancy of any office prior to the expiration of the term, the Board of Directors may elect a successor to fill the unexpired term.

Section 6. Duties of Officers: The duties and powers of the officers of the Corporation shall be as follows and as shall hereafter be set by resolution of the Board of Directors from time to time.

President: The President shall:

1. Preside at all meetings of the Board of Directors and shall also preside at all other meetings unless otherwise established by the Board of Directors.
2. Present at each annual meeting of the Members and business of the Corporation.
3. Cause to be called regular and special meetings of the Members and Directors in accordance with the requirements of the statutes and By-Laws.
4. Sign and execute all contracts in the name of the Corporation, and all notes, drafts and other orders of payment of money.
5. Cause all books, reports, statements and certificates to be properly kept and filed as required by law.
6. Enforce these By-Laws and perform all the duties incident to said office and which are required by law, and generally, shall supervise and control the business and other affairs of the corporation.

Secretary: The Secretary shall:

1. Keep the minutes of the meetings of the Board of Directors and the meetings of the Members in appropriate books.
2. Attend to the giving of notice of all meetings of the Board of Directors and of the members of the Corporation.
3. Be custodian of the records and seal of the Corporation and shall affix the seal to corporate papers when required.
4. Prepare and make available periodically a current list of the Officers and Directors of the Corporation and their residence addresses and telephone numbers.
5. Attend to all correspondence and present to the Board of Directors at its meetings all official communications.
6. Procure and file certified copies of all papers required by law to be filed with the Secretary of State.
7. Perform all the duties incident to the office of Secretary of the Corporation.

Treasurer. The Treasurer shall:

1. Have the care and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit such funds and securities in the name of the Corporation in such banks or safe deposit companies as the Board of Directors may designate.
2. Make, sign and endorse in the name of the Corporation all checks, drafts, notes and other orders the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors.
3. Keep accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Director upon application.
4. Render a report of the condition of the finances of the Corporation at each regular meeting of the Board of Directors and at such times as shall be required, and make a full financial report at the annual meeting of the members.
5. Perform all duties incident to the office of the Treasurer of the Corporation.
6. If required by the Board of Directors, give such bond as it shall determine appropriate for the faithful performance of these duties.

Other Officers. Other officers shall: Perform such duties and have such powers as may be assigned to them by the Board of Directors.

ARTICLE V
Tax-Exempt Status

Section 1. **Purpose**: This association is organized exclusively for charitable, religious, educational and scientific purposes and the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. **Compliance with IRC Sec. 501(c)(3)**: No part of the net earnings of the association shall inure to the benefit of, or be distributable to its Members, Trustees, Officers, or any 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 set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise

{Friends of Brooks Memorial Library: March 26, 1991 – April 10, 2009}

attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 of 1954, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal revenue Law).

ARTICLE VI
Parliamentary Procedure

The latest of Robert’s Rules of order, revised, shall constitute the ruling authority at all meetings, provided they are not inconsistent with these BY-Laws or with any statute of the State of Vermont.
ARTICLE VII
Amendments

These By-laws may be amended or repealed at any regular or special meeting of the Members by the affirmative vote of at least two-thirds (2/3) of the members present and voting. Proposed changes shall be listed on the agenda.

ARTICLE VIII
Dissolution

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC 501(c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.

ARTICLE IX
Fiscal Year

Section 1. The Board of Directors shall have the power to fix, and from time to time change, the fiscal year of the corporation. Unless otherwise fixed by the Board, the fiscal year shall be April 1 to March 31.

ARTICLE X
Books and Records

Section 1. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board of Directors and shall keep at its registered office or principal office in this State a record of the names and addresses of its members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

{Friends of Brooks Memorial Library: March 26, 1991 – April 20, 2009}

These By-Laws were duly adopted at the organization meeting of the Board of Directors named in the Articles of Association called for that purpose at the Brooks Memorial Library, Brattleboro, Vermont on March 26, 1991 and amended on April 10, 2009.

Article IX was amended at a meeting of the Board of Directors on July 15, 2011 by striking the words “the calendar year shall be this fiscal year” and adding the words in boldface.

________________________________
Secretary of the Corporation
Attest: A true copy: ____________________________

Secretary of the Corporation

Dated: ________________