

AMENDED AND RESTATED BY-LAWS OF FRIENDS OF THE  
CLIFTON PARK-HALFMOON PUBLIC LIBRARY, INC.  
Clifton Park, New York 12065

ARTICLE I. NAME

The name of this corporation shall be Friends of the Clifton Park-Halfmoon Public Library, Inc., a New York not-for-profit corporation, and tax-exempt pursuant to section (501)(c)(3) of the Internal Revenue Code of 1986, as amended (the "Friends").

ARTICLE II. MISSION

The mission of the Friends shall be to act as a bridge to the community by:

- 1) Increasing public awareness of, focusing attention on, and expanding the use of the Clifton Park-Halfmoon Public Library (the Library).
- 2) Initiating, organizing, promoting, and encouraging cultural and educational activities.
- 3) Raising funds to support activities and purchase of materials, supplies and equipment as requested by the Library.

ARTICLE III. MEMBERSHIP

- 1) There shall be two classes of memberships; Supporting Members and Voting Members.
- 2) Supporting Membership shall be open to individuals upon payment of prescribed annual donation ("Supporting Members"). Supporting Members shall be non-voting members of the Friends; however, shall be entitled to such rights and privileges as determined by a prescribed annual donation level and as set forth by the Board from time to time.
- 3) Voting Members of the Friends ("Voting Members") shall consist of the members of the Board of Directors of the Friends.
- 4) Each Voting Member shall be entitled to one vote on any issue to come before the Board at a duly called meeting of the Board.

ARTICLE IV. BOARD OF DIRECTORS; OFFICERS

- 1) The Friends shall be managed, operated, and controlled by a Board of Directors (the "Board") of between seven and eighteen Directors. Directors must be members of the Friends and shall be elected by the Board for three-year terms at the last Board meeting of the year. Members may be voted onto the Board at other times of the year.
- 2) If any Director fails to attend three consecutive meetings, whether in-person or virtual, without excuse considered satisfactory by the Board, he or she shall be deemed to have resigned. The

vacancy should be filled by the Board, and the person so appointed shall complete the unexpired term.

3) Officers shall include:

A Leadership Team comprising no fewer than two nor more than four Co-Presidents, Secretary, and Treasurer (the Leadership Team”).

All officers shall be members of the Board.

- 4) Any officer or board member may resign at any time by giving written notice to the Board, a member of the Leadership Team, or the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery. A vacancy in any board position or office shall be filled by the Board.
- 5) Any officer may be removed from that office, with due cause, by the Board of majority vote at any time. Any board member may be removed from the board, with due cause, by the Board majority vote at any time.
- 6) Officers and members of the Board shall be elected at the last meeting of the year to terms as defined in the Standard Operating Procedures, and shall officially take office for the first meeting of the new year.

#### ARTICLE V. COMMITTEES

- 1) The Board shall establish and maintain such committees as are necessary to plan, implement, and evaluate the activities of the Friends. The responsibilities and composition of committees shall be described in detail in the Standard Operating Procedures of the corporation.
- 2) A quorum for the transaction of any committee business shall be a simple majority of the members of the committee.

#### Article VI. MEETINGS

- 1) A meeting (regular monthly meeting and/or annual meeting) may be held in person, virtually or in a hybrid model.
- 2) The annual meeting shall be held during a monthly board meeting. All members of the board shall be notified in writing at least two weeks prior to the date of the meeting. The President shall submit a report on the state of the corporation at the annual meeting.
- 3) A quorum for board meetings shall be defined as a majority of all members of the board.
- 4) Regular meetings of the Board shall be held monthly, except that a Co-President may suspend a meeting during a month when a quorum cannot be met and no significant business is pending. Special meetings may be called by the any Co-President or any three Directors, by written notice, to the members of the Board at least one week prior to the meeting.
- 5) A simple majority of the members of the Board shall constitute a quorum.

- 6) In case that an emergent matter requiring Board action shall arise and a face to face or virtual quorum cannot be achieved, the Board may take the matter to an electronic vote by email. Such a vote shall require a response by all Board members, unless excused by a Co-President, and the motion shall be considered passed with an aye vote of  $\frac{3}{4}$  of sitting Board members. Such a vote must be confirmed in writing, with signature, by the time of the next regularly scheduled Board meeting.
- 7) Financial decisions that would require an unbudgeted expenditure of more than \$5000.00 must be approved by a majority of Board members.
- 8) Virtual/Hybrid Meetings. The Board or any Committee may in person, virtually or in a hybrid model. Participation by such remote means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director or committee member can participate in all matters that come before the Board or the Committee.

#### ARTICLE VII. MEMBERSHIP DONATIONS

- 1) The fiscal year of the corporation shall commence on January 1 and end on December 31 of the same year.
- 2) Membership donations are payable annually.
- 3) Membership donation levels shall be determined by the Board as needed. The Supporting Members will be notified of any changes.

#### ARTICLE VIII. AMENDMENTS

Amendments to the Bylaws shall be approved by two-thirds of the Board members at any regularly or specially called meeting of the Board. Written notice of the proposed amendment(s) shall be included in the call to such meeting.

#### ARTICLE IX. PARLIAMENTARY PROCEDURE

Parliamentary authority for matters not covered in these Bylaws shall be the current edition of Robert's Rules of Order.

#### ARTICLE X. DISSOLUTION

Should it become desirable or necessary to dissolve this corporation, these actions will be taken:

- 1) Appropriate notices shall be provided to all concerned, including those listed below.
  - a) Members
  - b) The Board of Trustees of the Library.
  - c) The Library
  - d) The public residing in the Library district.
- 2) After all obligations have been satisfied, all remaining assets (whether monetary, material, or intellectual) shall be promptly donated to the Library, or, if at the time of dissolution, the

Library is no longer in existence, then said assets shall be distributed to a Clifton Park or Halfmoon organization exempt under Section 501(c)(3) of the Internal Revenue Code upon majority vote of all the Board members present at the last meeting of the Friends. Further, no member of the Friends shall be entitled to share in any assets upon dissolution of the organization.

Adopted May 9, 2001

Revised May 4, 2005

Revised April 28, 2010

Adopted May 12, 2010

Revised October 27, 2010

Draft Revision March 1, 2013

Revised March 20, 2013

Revised March 19, 2014

Revised March 25, 2015

Revised March 22, 2017

Revised June 24, 2020

Amended and Restated April 26, 2023