Revised 06/05

 Revised 6/11

 Revised 10/11

 Revised 8/14

Revised 7/17

Revised 2/22

Revised 8/22

**CONSTITUTION**

 A combination of any and all prior Constitutions and Bylaws into a single document, this instrument of The Friends of the Margaret E. Heggan Free Public Library, Inc. has been approved and adopted at the Meeting in June 2005 for the purpose of regulation and managing the internal affairs of The Friends of the Margaret E. Heggan Free Public Library, Inc.

**ARTICLE I: NAME**

* 1. The name of this organization shall be the Friends of the Margaret E. Heggan Free Public Library, Inc., of the Township of Washington, County of Gloucester, and State of New Jersey (“Heggan Library Friends”).

**ARTICLE II: PURPOSES**

* 1. In order to, among other things, maintain an association of persons interested in books and libraries; focus public attention on the services, facilities, and needs of the Margaret E. Heggan Free Public Library; and raise funds for library materials, programs, and building needs. The Friends of the Free Public Library is formed as a 501(c)(3) nonprofit organization.

**ARTICLE III: MEMBERSHIP**

* 1. Membership in the Friends of the Free Public Library is open, upon the payment of dues, to all persons in agreement with the purposes of the Friends of the Free Public Library and interested in furthering other organizations and clubs when such representation is desired, in which such instance dues shall be payable as appropriate.
	2. The Friends of the Free Public Library shall have such classes of non-voting members as is determined from time to time by the regular membership.
	3. Membership shall be classified as follows:

Individual

* 1. Each individual adult member and each organization/club who/which pays dues shall be entitled to one (1) vote. The determination of such adult status is to be made in accordance with current library standards for card holders.
	2. Organizations and/or clubs are entitled to voting privileges only and therefore are not entitled to any individual membership privileges that might exist.

**ARTICLE IV: BOARD OF DIRECTORS**

* 1. Governance:

The Friends of the Free Public Library shall be governed by a Board of Directors consisting of at least four (4) but not more than nine (9) Directors, each of whom shall serve for two-year terms, beginning at the close of the meeting at which he/she is elected. For the first term of the organization’s existence, the Vice-President and Treasurer shall serve for a one-year term, with subsequent terms of two years each.

* 1. Nomination and Election:
1. Nominations may be submitted in writing to the President of the Friends of the Free Public Library prior to the Annual Meeting and also may be made from the Floor during the annual Meeting.
2. Election voting may take place at the annual Meeting or may be conducted by mail, to be completed as soon as practicable after the Meeting.
	1. Vacancies:

Should a seat on The Board of Directors become permanently or temporarily vacant through resignation or through the inability of a Director to carry out his/her duties, the Board of Directors may designate any member of the organization to fill such vacancy until the next regular election. However, seats may be added to the Board only through election by the membership, within the parameters specified elsewhere in these Bylaws.

* 1. Compensation:
1. No member of the Board of Directors shall receive remuneration for service on the Board of Directors.
2. When authorized by the Board of Directors, reimbursement may be made for travel and other out-of-pocket expenses incurred in discharging duties on behalf of the Board of Directors.
3. No part of the net earnings of the Friends of the Free Public Library shall inure to the benefit of any member, official, or individual, and no part of its activities shall involve attempts to influence legislation, to carry on propaganda, or to intervene in a political campaign on behalf of any candidate for public office and any election filed pursuant thereto except as allowed within the meaning of Section 501(c)(3) of the Internal Revenue Code and any amendments thereof.
	1. The Board of Directors shall have the following duties and powers:
4. To attend Board meetings and Annual Meetings and to conduct the affairs of the Friends of the Free Public Library;
5. To establish major policies governing the affairs of the Friends of the Free Public Library in accordance with the Constitution, Bylaws, and Articles of Incorporation of the Friends of the Free Public Library;
6. To propose actions to be voted upon by the membership either at meetings, through the mail, email, telephone calls, website or by other appropriate means;
7. To receive, hold, and dispose of personal and real property;
8. To prepare and approve the budget and prepare the annual reports;
9. To establish and/or dissolve such committees as it may deem appropriate;
10. To appoint committee chairs and perform such other functions as this Constitution prescribes, and to act on behalf of the Friends of the Free Public Library for all statutory purposes;
11. To engage the services of such persons or organizations as may be deemed necessary;
12. To determine and alter the fiscal year and street address for the location of the principal place of business, which shall be in New Jersey;
13. To remove any officer, board member, or committee member after reasonable notice and an opportunity to be heard and otherwise in accordance with the terms of these Bylaws.

**ARTICLE V: OFFICERS AND COMMITTEES**

* 1. The officers shall be a President, a Vice-President, a Secretary, and a Treasurer. The term of office for each shall be for two years. For the first term of the organization’s existence, the Vice-President and Treasurer shall serve for a one-year term, with subsequent terms of two years each.
	2. Duties of officers shall include:

**President:** Plans executive committee meetings for the term, prepares meeting agendas, chairs meetings, works with all executive committee members, co-signs checks;

**Vice-President:** Assists with planning for the term, assumes duties of the President when the President is not available;

**Secretary:** Keeps a record of meeting minutes and deals with all correspondence of the Friends; is responsible for sending meeting notices to members and invitations to Friends’ functions;

**Treasurer:** Keeps bank records, makes deposits, signs checks, and submits the annual registration form and fee to the State of New Jersey.

* 1. The Officers and Chairpersons of the Standing Committees shall be known as the Friends Executive Committee and shall serve as the governing body of the organization. The Library Director shall also serve as a non-voting member of the Executive Committee. This Executive Committee shall meet at the call of the President. The past President, having served for two or more terms, shall be invited to be a member of the Executive Committee.
	2. The Standing Committees shall be:

**Membership**

**Publicity**

**Fundraising**

**Website**

* 1. Committee Chairpersons’ duties shall include:

**Membership Chairperson:** Keeps all records of members, available volunteers, and yearly dues; solicits new members and renewal memberships.

**Publicity Chairperson:** Contacts media, writes press releases, and provides outreach to other organizations and community groups.

**Fundraising Chairperson:** Determines the ways and means by which funds are obtained, accounted for, and spent; plans and coordinates all fundraisers.

**Website Administrators:** Prepares and maintains information on the website as designated by the officers.

* 1. Nominations for Officers shall be presented by the nominating committee prior to the annual meeting. No one shall be nominated without his/her consent.
	2. The Officers shall be elected at the annual meeting.
	3. The activities of the Friends of the Free Public Library shall rest with the Friends Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business.
	4. Such other special committees as may be necessary from time to time shall be appointed by the President with the approval of the Executive Committee. Those Chairs will report to the President.
	5. The President is an ex-officio member of all committees.
	6. Vacancies arising on the Executive Committee shall be filled by appointment for the remainder of the term made by the remaining Executive Committee members.

**ARTICLE VI: MEETINGS**

* 1. The Friends of the Free Public Library shall hold its annual meeting in June for the purpose of election of officers, to receive various reports, and to enact any other business. At least one month in advance, a written notice shall be posted in the Free Public Library, submitted to the library newsletter, the Friends’ website, and sent to each member.
	2. A special meeting may be held as directed by the President provided the membership is notified as provided in Section 5.1 hereof at least two weeks prior to the proposed date.
	3. The new officers shall meet within one month of assuming office for the purpose of establishing goals for the year and transacting whatever other business as may properly come before them.
	4. The officers shall prepare the agenda for the annual, regular, and/or special meetings, execute all documents authorized by the Friends Executive Committee, and preside at all such meetings.
	5. In the event of the absence of the President, the meetings shall be chaired alternatively in the following order: Vice-President, Treasurer, Secretary.
	6. The order of business at regular meetings shall include, but not be limited to, the following items which shall be executed in the sequence shown, so far as is applicable and circumstances permit:
	7. Call to order
	8. Reading and approval of the minutes of prior meetings
	9. Treasurer’s report
	10. President’s report
	11. Committee reports
	12. Old business
	13. New Business
	14. Board Meetings:
1. At least one meeting of the Board of Directors shall be held annually;
2. Additional Board Meetings may be called by the President of the Board or by a majority of the members of the Board;
3. A special meeting of the Board of Directors may be called by the President or at the written request of four or more members of the Board of Directors;
4. Notice of all Board meetings shall be communicated to the Board members as far in advance of the meeting as possible;
5. Scheduled Board meetings may be canceled or postponed by the unanimous decision of the officers. Telephone notification of any such cancellation must be given promptly to all members of the Board;
6. At any meeting of the Board of Directors, a quorum shall consist of at least three Directors.

**ARTICLE VII: DUES**

* 1. The classification of membership shall be as follows:

Individual ………………………$ 5.00

* 1. Any changes in the above annual dues schedule shall be determined by the Friends Executive Committee and these bylaws amended accordingly as provided in Article 10.1 hereof.
	2. The fiscal year of this organization shall begin January 1 of each year and end on December 31.

**ARTICLE VIII: FINANCE**

* 1. Any dues, contributions, grants, bequests, or gifts made to the corporation shall be accepted or collected only as authorized by the Executive Committee.
	2. All funds shall be deposited under such conditions and in such financial institutions as shall be designated by the Executive Committee.
	3. The signing of all contracts, checks, and orders for the payment, the receipt, or deposit of funds and the access to funds shall be as provided by the Executive Committee.
	4. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Executive Committee.
	5. The Executive Committee shall appoint a separate Finance Committee that will not include the Treasurer of the Organization. This committee will review books of account maintained by the Treasurer prior to the annual meeting and will report thereon.
	6. All checks, deposits, and financial transactions must be signed by the Treasurer and co-signed by the President or the Vice-President.

**ARTICLE IX: DISSOLUTION**

* 1. In the event of the dissolution, all assets remaining after the payment of appropriate outstanding obligations shall be transferred to the Margaret E. Heggan Free Public Library. If for any reason said Free Public Library is unable or cannot accept or receive such assets as might remain, then such remaining assets will be donated to another nonprofit, charitable, or educational organization which is exempt under Section 501(c)(3) of the Internal Revenue Code to be selected by a majority of the members of the Executive Committee at the time of dissolution.

**ARTICLE X: AMENDMENTS**

* 1. This document may be amended at any time and from time to time by the affirmative vote of two-thirds (2/3) of the members who are present at a duly held meeting, provided that written notice of the meeting and of the proposed amendment shall be given to each member not less than five (5) nor more than thirty (30) days before any meeting of the membership at which an amendment of the Bylaws is to be adopted.
	2. Any member may present a change of any Bylaw provided the requirements of 10.1 above are met.

**ARTICLE XI: PARLIAMENTARY AUTHORITY**

11.1 In all questions not covered by these Bylaws, the Friends shall be governed by “Robert’s Rules of Order” except when in conflict with this document or with the laws of the State of New Jersey.