



Friends of Libraries Section

*FLS creates a network to connect and inspire Friends groups
in all types of libraries to support the New York library community.*

All language in black font is from the current FLS By-Laws approved March 30, 2015. Language in blue font is to be changed or deleted. Language in red font is new.

Amendments reviewed by the FLS Executive Board, March 6, 2022. **The Executive Board voted to recommend ratification of these amended by-laws by the Section membership.**

BY-LAWS

FRIENDS OF LIBRARIES SECTION **OF THE** NEW YORK LIBRARY ASSOCIATION

ARTICLE 1. NAME

The name of this organization shall be the Friends of Libraries Section (~~FLS~~) of the New York Library Association (**hereafter FLS**).

ARTICLE II. PURPOSE

The purpose of this Section, **a unit of the New York Library Association**, shall be:

- A. To promote cooperative efforts and the exchange of information among individuals active in community Friends groups and others interested in library service in New York State.
- B. To encourage the establishment of Friends groups throughout New York State and to assist in their formation.
- C. To present programs at the NYLA Annual Conference that pertain to and enhance the mission of this Section.
- D. To provide leadership and assistance in advocacy for libraries, library Friends, and library users throughout New York State.

ARTICLE III. MEMBERSHIP

Membership shall be available to:

- A. Any ~~personal or organizational members~~ **person who is an eligible voting member** of the New York Library Association ~~who select FLS membership as their primary section as part of their NYLA basic membership fee or FLS as an additional section upon payment of a~~

~~supplementary surcharge~~ as part of a Personal or Organizational membership in the Association.

B. Individuals who are recognized by the Section for their outstanding service or support for libraries and are awarded Honorary Lifetime Membership (non-voting).

ARTICLE IV. OFFICERS OF THE SECTION

A. Officers - The elected officers of the Section shall be a President, First Vice President/President-Elect, Second Vice President, Secretary, Treasurer, and seven Members At Large.

B. Duties - The elected officers shall perform the duties pertaining to their respective offices as included in the FLS Leadership Manual and such other duties applicable to the office as approved by the Executive Board. All officers shall turn over their records in good order to their successors within one month after their term expires.

C. Terms of Office - The President shall serve a term of one year and then shall serve on the Executive Board as Immediate Past President until succeeded. The First Vice President/President-Elect shall serve a term of one year and shall become President upon the expiration of the President's term. The Second Vice President, Treasurer, Secretary, and Members At Large shall each serve a term of two years. Terms of office shall commence at the close of the Annual Membership Meeting or by December 1, whichever occurs first. All officers must be members of the Section throughout their term of office.

D. Limitations – Each person elected shall hold only one office at a time.

ARTICLE V. EXECUTIVE BOARD

A. Purpose - The Executive Board shall serve as the interim governing body between Annual Membership Meetings. The Executive Board shall report its actions at the Annual Membership Meeting.

B. Membership - The Executive Board shall consist of the President, the First Vice President/President-Elect, the Immediate Past President, the Second Vice President, the Secretary, the Treasurer, and seven at-large board members as voting members.

C. Meetings and Remote Participation - The Executive Board shall meet at the call of the President or at the request of a majority of the Executive Board. The Executive Board may also conduct business by electronic any virtual communication method approved by the Executive Board allowing all persons participating in the meeting to hear and speak to each other provided at least 24 hours notice is given. Virtual participation shall constitute presence in person at a meeting for all purposes, including quorum and voting. Motions Resolutions made by email must be voted upon and accepted unanimously by unanimous written consent by all members of the Executive Board within the time limitations of the initial motion resolution. If the vote is not unanimously in favor, the decision cannot be approved and the

business must be brought forth at the next regularly scheduled meeting. Actions taken by electronic communication shall be **recorded by the Secretary**, verified, and included in the minutes of the next Executive Board meeting.

D. Absences – If any elected officer or at-large board member fails to attend three consecutive meetings without advance notice to the President, the member shall be considered as having resigned. The vacant position shall be filled as provided for in this Article.

E. ~~D.~~ Quorum - A majority of the members of the Executive Board shall constitute a quorum.

F. ~~E.~~ Vacancies – The President-Elect will assume the Presidency if a vacancy occurs in the elected President’s position and then assume a full term as President. Other vacancies in the Executive Board may be filled after a recommendation by the President and approval by the Executive Board for the remainder of that year. The position(s) will be filled by election at the next regular election to complete the term(s).

G. ~~F.~~ FLS Leadership Manual of Policies and Procedures – The FLS Leadership Manual is to be maintained on the Section’s webpage. The Manual shall consist of a record of policies adopted by the Executive Board, with date of approval, and guidelines for duties and procedures to be followed by elected officers. The President or the President’s designee shall be responsible for reviewing the Manual annually and keeping materials up-to-date.

ARTICLE VI. COMMITTEES, AD HOC COMMITTEES, AND TASK FORCES

A. Committees of the Board – Committees of the board are comprised of officers of the Section. A minimum of three officers serve on each committee of the board and can act on behalf of the entire Board.

The Executive Committee is comprised of the President, the First Vice President/President-Elect, the Immediate Past President, the Second Vice President, the Secretary, and the Treasurer. This committee is empowered to transact all business of the Section in between Executive Board and Annual Membership Meetings. A vote of this committee may be taken in person, by telephone, by mail, or by electronic communications. A complete record of these transactions **taken by the Secretary** must be presented in writing at the next Executive Board meeting.

B. Committees of the ~~Corporation~~ Section - The Executive Board may create such committees of the ~~corporation~~ Section and ad hoc committees as it deems necessary and may determine their size. The Executive Board shall establish the charge to each committee ~~of the corporation~~ and shall annually review the need to continue or discharge a committee. **The President shall be an ex officio member of any committee. The President-Elect shall recommend for appointment Committee Chairpersons and their membership for the coming year by the end of the FLS Annual Membership Meeting.**

Moving B-1, Nominating Committee, under Article VII as the first section, A. Subsequent letters in Article VII are changed in sequence.

~~2. Program Committee is chaired by the First Vice President and is required to coordinate programs at the NYLA Annual Conference that further the objectives of the Section.~~

~~3. Membership Committee is chaired by the Second Vice President. The committee is responsible for maintaining membership records along with developing and distributing materials that promote the organization to current and potential members.~~

~~4. Communications Committee Chair is appointed by the President. The committee will optimize and maximize the appropriate use of information technology to support the events and initiatives of the Section through its print materials, Web site, social media, and other avenues.~~

C. Vacancies in committees may be filled for the remainder of the vacancy's term after a recommendation by the President and approval by the Executive Board.

~~D. Ad hoc committees may be created by the Executive Board. The Executive Board must approve each ad hoc committee's statement of purpose. Annual approval by the Executive Board is required for continuance.~~

~~D. E.~~ The President, with approval of the Executive Board, may appoint task forces to carry out detailed tasks for specified periods of time.

~~E. F.~~ Chairs of committees of the ~~corporation~~ Section and task forces who are not members of the Executive Board and who attend meetings of the Executive Board shall not have voting privileges at these meetings.

~~F. G.~~ All chairs of committees and task forces shall submit a written report annually to the Executive Board one month prior to the Annual Membership Meeting or by ~~November~~ ~~December~~ 1, ~~whichever occurs first.~~

ARTICLE VII. NOMINATIONS AND ELECTIONS

~~A. The~~ Nominating Committee is chaired by the Immediate Past President. The Immediate Past President shall recommend two additional Section members who are approved by the President to serve on the committee.

~~B. A.~~ The Nominating Committee shall prepare a slate of candidates for office. Candidates for the office of First Vice President/President-Elect shall be nominated each year. The Second Vice President, Treasurer, and three Members At Large shall be nominated in even-numbered years. Candidates for the offices of Secretary and four Members At Large shall be nominated in odd-numbered years. The committee shall present the slate to the Executive Board for its approval by April 30. The slate shall then be submitted to the members. All candidates must be members of the Section at the time of nomination ~~and throughout their terms of office.~~

C. ~~B. After announcement of the slate,~~ Additional nominations may be added from the Section membership by petition signed by ten members submitted ~~to the Nominating Committee by May 31,~~ **no less than 6 weeks** prior to the scheduled issuing of the ballot.

D. ~~C.~~ The ballot **that includes petition candidates** shall be issued by the most efficient and comprehensive means to all members of the Section ~~by mid-June in accordance with the coordinated ballot timeline for elections fixed by the by-laws of the New York Library Association.~~ **Any ballots returned later than July 15th are void.**

E. ~~D.~~ The members shall be informed of the results of the election prior to the Annual Membership Meeting.

ARTICLE VIII: MEETINGS

A. Annual Meeting - The Annual Membership Meeting shall take place during the NYLA Annual Conference or **in an in-person, virtual, or hybrid mode** at a time and place established by the Executive Board. Members shall be notified no less than one month before the meeting date. ~~Inclusion of this information in the Annual Conference brochure will be deemed to meet this requirement.~~

B. Special Meetings - Special meetings may be called at the discretion of the Executive Board or they may be convened by 10% of the voting members who may, in writing, demand the call of a special meeting specifying the date and place. The special meeting shall be held not less than two nor more than three months from the date of such written demand. The membership is to be given advance notice of at least 30 days before such meeting. The purpose of the meeting shall be stated in the call and no other business shall be transacted.

C. Quorum - Those members present and voting shall constitute a quorum at the Annual Membership Meeting. In addition, three members of the Executive Board must be present at this meeting.

D. Voting - A simple majority of the members present and voting shall be sufficient for action on matters coming before the general membership except on amendments to the by-laws.

ARTICLE IX. FINANCES

A. The fiscal year of the Section shall be concurrent with that of **NYLA the New York Library Association** and a budget for the fiscal year shall be approved by the Executive Board prior to the year's commencement.

B. No officer, committee, task force, or individual member shall incur any expenses on behalf of the Section unless duly authorized by the Executive Board.

C. The official financial records of the Section shall be maintained at the NYLA office. The Section accounts are subject to the audit practices of the New York Library Association.

D. The Treasurer shall present a financial status report and a budget status report at each Executive Board meeting.

ARTICLE X. AMENDMENTS

Amendments to these by-laws may be initiated by the Executive Board or by a petition from ten members. The Executive Board is required to submit all proposed amendments with recommendation for ratification by members voting either at the Annual Membership Meeting or through procedures authorized by Article VIII. A two-thirds majority of the members participating is required for passage. A copy of all proposed amendments must be provided to all members at least 30 days in advance of the vote. By-law amendments may be voted upon by mail, through NYLA's online voting system, or at the Section's Annual Membership Meeting.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The latest edition of *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority in all matters not specifically covered by these by-laws.

Adopted, March 30, 2015