

**CONSTITUTION AND BY-LAWS**  
**OF THE**  
**FRIENDS OF THE BRANDYWINE HUNDRED LIBRARY**

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**THE FRIENDS OF THE BRANDYWINE HUNDRED LIBRARY**  
**CONSTITUTION AND BY-LAWS**

**Article 1 — Name**

Section 1. The name of this non-profit organization shall be THE FRIENDS OF THE BRANDYWINE HUNDRED LIBRARY.

**Article 2 — Purpose**

Section 1. The purpose of this organization shall be to promote knowledge of the function, resources, services, plans, and needs of the library; to encourage gifts, endowments, and bequests to the library; to stimulate public support and cooperation with the library in developing library services and facilities; to increase the value of the library to the community served.

**Article 3 — Membership**

Section 1. Membership in the organization shall be open to all individuals or organizations.

Section 2. Each individual and organization in Good Standing, as described in Article 9, shall be entitled to one vote at the Annual Meeting or at special meetings.

**Article 4 — Directors**

Section 1. The officers of this organization shall be a President, Vice President, Treasurer and Secretary. They shall be elected at the Annual Meeting to serve two-year terms. The President and Secretary shall be elected in odd-numbered years. The Vice President and Treasurer shall be elected in even-numbered years.

Section 2. The President shall preside over and conduct meetings and appoint all special committees with consent of the Board and be ex-officio member thereof; sign and mail checks; sign agreements and contracts authorized by the Board.

Section 3. The Vice President shall perform the duties of the President in the absence of the President and shall serve as chair of the Nominating Committee.

Section 4. The Treasurer shall keep and maintain the financial records of the organization and deposit the dues; present the audit required pursuant to Article 10, Section 1 to the Annual Meeting; approve invoices and prepare checks for the President's or Vice President's signature and mailing.

Section 5. The Secretary shall take minutes of all meetings and mail to Board members before the next meeting; keep a list of the Board members together with their addresses and contact information; notify members of the time and place of meetings; and conduct the correspondence of the organization.

### **Article 5 — Board of Directors**

Section 1. The Board of Directors shall consist of the officers and up to eleven (11) Directors. The Directors, six of whom shall be elected at the Annual Meeting in odd-numbered years and five of whom shall be elected at the Annual Meeting in even-numbered years, shall serve two-year terms with no limit on the number of terms. The Library Manager shall serve as a non-voting member of the Board.

Section 2. The Board of Directors shall have full charge of the property and business of the organization with full power and authority to manage and conduct the same. Members of the Board are expected to participate in activities such as fund raising, public relations, membership development, newsletter, volunteer coordination and other specific needs. Board approval is required for payments greater than \$200.

Section 3. Special committees may be created as needed; appointments to committees require Board approval.

Section 4. Regular meetings of the Board shall be held at least once per calendar quarter. Special meetings of the Board may be called by the President.

Section 5. A majority of the voting members of the Board shall constitute a quorum and a majority of the voting members present may take action.

Section 6. If a vote of the Board must be taken prior to the next scheduled Board meeting, and it is not practical to schedule a special meeting of the Board, an e-mail process may be used for voting. Any such proposal must be submitted to the President who shall submit it to the board if it is deemed suitable for this type of voting procedure. In presenting the proposal to the Board, the president shall specify a period of at least 48 hours to allow for discussion among board members before votes shall be cast. Each Board member shall send his/her aye or nay vote to all Board members by e-mail, and shall type his/her name at the end of the message. A majority vote of all Board members shall be required for approval. The President, Secretary and Treasurer collectively shall ensure that such vote is affirmed for recording in the minutes at the next meeting of the Board.

Section 7. Board members shall not receive any compensation for services rendered as Officer/Director, but shall be entitled to reimbursement for reasonable expenses incurred.

Section 8. Board members are expected to attend all Board meetings. In the event a

Board member fails to attend at least seventy percent (70%) of the regularly scheduled meetings of the Board held in a calendar year, that member shall tender his/her resignation to the Board. The Board will then consider whether to accept or reject the resignation, taking into account the reasons for the absences and any other information the Board may deem relevant. Prior to any forfeiture, the Vice President shall notify any board member who has recorded the maximum number of absences permitted under this section that a subsequent absence will require submission of a letter of resignation from the board.

Section 9. Vacancies shall be filled by appointment by the Board to serve until the expiration date of the term being filled.)

#### **Article 6 — Nominations and Elections**

Section 1. A nominating committee shall be appointed by the Board at least two months before the Annual Meeting. The nominations shall be submitted in writing to the membership with the consent of the nominee at least two weeks prior to the Annual Meeting. The nominating committee shall also be responsible for making recommendations to the Board to fill vacancies as described in Article 5, Section 9.

Section 2. Officers and Directors shall be elected by majority vote of those members in Good Standing present at the Annual Meeting.

#### **Article 7 — Restrictions**

Section 1. The net income of the organization shall not benefit in whole or in part any individual.

Section 2. The organization shall not participate or intervene in any political campaign on behalf of any candidate for public office.

#### **Article 8 — Meetings**

Section 1. The Annual Meeting will be held on a date in the month of December to be determined by the Board. Members must be informed in writing at least two weeks prior to the date of the meeting.

Section 2. A special meeting of this organization may be called at any time by the Board. The membership must be notified in writing at least two weeks prior to any special meeting and the purpose of the special meeting shall be stated. No other business shall be transacted at the special meeting.

Section 3. The Annual Meeting shall be held in December, on the same date and immediately before the Board of Directors meeting for that month.

Section 4. By the last day of December, the Secretary shall distribute to the Board of Directors a schedule of regular meetings for the following year.

#### **Article 9 — Dues**

Section 1. Dues shall be payable annually to remain a Member in Good Standing.

Section 2. Dues shall be established by the Board.

### **Article 10 — Financial Arrangements**

Section 1. A yearly audit of the financial records shall be made by two people appointed by the Board.

Section 2. All checks shall be signed by either the President or the Vice President. Except as specified in Article 5, Section 2, either shall approve all bills to be paid by the organization.

Section 3. The organization's fiscal year shall coincide with the calendar year.

### **Article 11 — Dissolution**

Section 1. Upon dissolution of the corporation, the Board shall, after payment of all liabilities, dispose of all assets of the corporation so that they shall be used for the purposes described in Article 2, or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exception under Section 501(c)(3) of the Internal Revenue Code of 1954.

### **Article 12 — Amendments**

Section 1. Amendments to this constitution and by-laws may be made at any meeting of the membership by a two-thirds vote of those Members in Good Standing present. Proposed amendments shall be submitted in writing to the membership at least two weeks prior to the meeting at which the proposed amendments are to be voted on.