

**THE FRIENDS OF THE
SOUTH ORANGE PUBLIC LIBRARY, INC.
BYLAWS**

Effective June 9, 2025

ARTICLE I – NAME

Section 1. The name of this corporation shall be The Friends of the South Orange Public Library, Inc., hereinafter referred to as “the Friends.”

Section 2. The headquarters of the Friends is located at the South Orange Public Library, 65 Scotland Road, South Orange, NJ 07079.

ARTICLE II – PURPOSE

Section 1. Said corporation is organized exclusively for charitable, educational purposes, and for the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the International Revenue Code, or the corresponding section of any future federal tax code and any applicable New Jersey Laws.

Section 2. The purpose of the Friends shall be to maintain a nonprofit organization of interested persons and organizations to support the South Orange Public Library.

Section 3. The Friends shall help the Library develop,

maintain, extend and improve its services, collections, programs, and facilities through fundraising activities and volunteer help.

Section 4. The Friends shall raise supplemental funds through programs and events to support the Library's informational and cultural mission.

Section 5. The Friends shall promote literacy and Library-related activities in South Orange and the surrounding community.

Section 6. The Friends shall work in conjunction with the Board of Directors of the Library, the Library Director, and designated staff to achieve these ends.

Section 7. The Friends have no role in library operations or governance. The Board of Trustees of the South Orange Public Library, a publicly-appointed board based in state law, is tasked with overseeing all library operations.

Section 8. The Friends support all South Orange Public Library policies, the American Library Association's Freedom to Read Statement, the American Library Association Library Bill of Rights, and the New Jersey Freedom to Read Act.

Section 9. The Friends shall operate in full compliance with IRS

Code Section 501 (c) (3) and applicable New Jersey laws.

ARTICLE III - MEMBERSHIP

Section 1. Any person or organization who supports the purpose of the Friends may become a member of the Friends by the payment of annual dues in effect at the time. Members are known as Friends.

Section 2. Members who are South Orange residents or are organizations or businesses located in South Orange have voting privileges.

Section 3. Each voting member and one representative of each voting organizational member shall be entitled to cast one vote on all matters that come before them in any annual or general membership meeting of the Friends.

Section 4. The dues schedule shall be set and approved by vote of the Board of Directors at a duly notified meeting as provided in Article IV.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. The management of the Friends shall be vested in a Board of Directors ("the Board") consisting of at least five but not more than 20 members, including the officers. Board members must be individuals who are residents of South

Orange and members of the Friends in good standing.

Section 2. The Board shall provide the day-to-day management of the Friends. It shall determine and oversee projects and programs in fulfillment of the purposes stated in Article II.

Section 3. The term of directors is three consecutive years.

However, in the first election under these bylaws, one third of directors shall serve one year, one third shall serve two years, and one third shall serve three years; this will guarantee that only one-third of directors' terms expire in any given year.

Section 4. Directors are eligible for re-election at the end of their term. Directors may be elected to a full term after filling an unexpired term.

Section 5. The officers of the Friends shall be a President, Vice President, Treasurer, and Secretary, each serving as a Board member. The immediate past president may serve one emeritus year as a Board member.

Section 6. The term of the President, Vice President, Secretary and Treasurer is two years; however, they may continue to serve if re-elected. If officers' terms end before their Board terms, they may serve out the remainder of their Board term.

Section 7. ELECTIONS: The general membership of the Friends elects the Board of Directors according to Article IV,

Section 10. The Board elects the officers.

Section 8. NOMINATIONS:

- (a) Board candidates may be nominated by the nominating committee, may self-nominate, or may be nominated from the floor during an annual or general membership meeting, subject to Article IV, Section 1.
- (b) Officer candidates may be nominated by the nominating committee, may self-nominate, or may be nominated by the Board.

Section 9. NOMINATING COMMITTEE: The Vice President shall chair the nominating committee. The Vice President shall appoint at least two additional individuals to serve on this committee; at least one member of the committee shall be a currently serving member of the Board and the other may be selected from the general membership. If the Vice President position is vacant, the President will appoint a Board member as nominating committee chair.

Section 10. ELECTION OF BOARD OF DIRECTORS:

- (a) The nominating committee shall duly notify the general membership of open Board positions per Article IV, Section 8. The committee will present a slate of Board nominees to Friends members at least three days before the annual meeting or any

general meeting where an election will take place. Election requires a quorum, per Article VIII, Section 1, and a majority vote of those present.

- (b) Unplanned vacancies among the Board of Directors may be left open until the next annual membership meeting or general membership meeting, whichever comes first. If the Board falls below five members, the nominating committee will take action with the general membership per Article IV, Section 10/a.

Section 11. ELECTION OF OFFICERS:

- (a) When a vacancy occurs among the officers, the nominating committee may present for nomination one or more names of willing Board members in good standing.
- (b) Officer vacancies shall be filled by a majority vote of directors present at any duly constituted meeting of the Board, provided there is a quorum per Article VIII, Section 2.

Section 12. REMOVAL PROCEDURE: A Board member or officer may be removed for cause by vote of two-thirds of the Board members attending a regularly scheduled meeting where the item had been placed on the written agenda and distributed at least two weeks prior to the meeting.

ARTICLE V - DUTIES OF THE OFFICERS

Section 1. THE PRESIDENT

(a) Administrative. The President shall chair all general meetings of the Friends and of the Board and, with the Board, shall appoint standing or ad-hoc committees (membership, communication, fundraising, programs, volunteers, public relations, etc.) and the chairpersons thereof, with the exception of the nominating committee. The President is an ex officio member of all committees except the nominating committee.

(b) Fiscal. The President is one of the authorized signers of the Friends' bank account. The President and the other bank authorized signer of the Friends' bank account, the Treasurer, are responsible for the signing of checks. The Board shall vote to approve expenditures over \$250.00 in furtherance of the purpose of the Friends at regular Board meetings. The President may approve reimbursements for expenditures up to \$250.00, excepting reimbursements to herself; reimbursements to the President up to \$250.00 must be approved by the Treasurer. Board-approved payments over \$5,000.00 must have two bank-approved signatures.

Section 2. THE VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, perform all the functions of the President with the exception of the duty of signing checks during such absence or disability, unless they are an authorized Friends' bank account signatory. The Board can approve the Vice President as an

authorized signer of bank checks. The Vice President shall serve as the chair of the nominating committee, and of other committees as needed.

Section 3. THE TREASURER

(a) Administrative. The Treasurer shall be responsible for handling all monies of the Friends and shall keep appropriate and accurate records. A financial report shall be presented at regular meetings of the Board and at the end of the fiscal year.

(b) Fiscal. Checks or disbursements must be signed by the President or Treasurer. The Board shall vote to approve expenditures over \$250.00 in furtherance of the purpose of the Friends at regular Board meetings. Reimbursements to the Treasurer up to \$250.00 must be approved by the President. Board-approved payments over \$5,000.00 must have two bank-approved signatures.

Section 4. THE SECRETARY

The Secretary will work in conjunction with other officers to prepare agendas and materials to be presented at meetings of the Board and of the general membership. The President or Secretary shall distribute an agenda and the draft of the previous minutes to Board members at least 24 hours prior to each meeting, and note for the permanent record any corrections made at the time of

acceptance. The Secretary shall keep a digital record of all agendas and minutes of meetings of the Board. At the end of each year, the Secretary shall provide to the President a complete digital set of the official minutes for long-term retention.

ARTICLE VI - EXECUTIVE COMMITTEE

The executive committee shall consist of the four officers. They may meet between meetings of the Board. Additionally, the Executive Committee shall request quarterly meetings with the Library Director for purposes of information gathering, planning and financial support of library programs.

Recommendations made by the Executive Committee shall be submitted to the Board for consideration at its next meeting.

ARTICLE VII - RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors will meet regularly to develop programs and projects that serve the Friends' stated purpose, such as funding library proposals, fundraising, or promoting the Library and the Friends through projects and outreach. The President, with the Board, will determine and assign committees to implement these programs and projects, and oversee their work. The committees will make a report to the Board of Directors. The President is an ex officio member of all committees, with the exception of the nominating committee.

ARTICLE VIII - MEETINGS

Section 1. ANNUAL MEMBERSHIP MEETINGS: The annual meeting of the Friends shall be held at a time and place determined by the Board to elect Board members to open seats. Ten members shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent two weeks in advance of the date thereof, via written notice and posting on the Friends' and Library website. The annual meeting may be held in person and/or online.

Section 2. BOARD OF DIRECTOR MEETINGS: Regular, public meetings of the Board of Directors shall take place, in person or online, at least eight times a year. Public notice shall be posted on the Friends' and Library websites. A majority of Board members shall constitute a quorum, and motions shall be carried by a vote of the majority. Notice and agenda shall be sent to Board members at least 24 hours before the meeting. Special Board meetings may be called by the President with at least 48 hours' written notice to Board members.

Section 3. VOTING AT MEETINGS: Voting shall be either in person, by phone during a meeting, or by written electronic communication. Proxies shall be given in writing, by voicemail, or by written electronic communication to the Secretary or President.

Section 4. MEMBERS AT BOARD MEETINGS: Members attending

Board meetings may participate in meetings and advise the directors, but are not eligible to vote.

Section 5. GENERAL MEMBERSHIP MEETINGS: Meetings of the Friends' general membership may be called by the President or the Board. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all Friends members.

Section 6. LIBRARY STAFF: The Director of the Library or other Library staff and representatives of the Board of the South Orange Public Library are invited to participate in Board or general meetings in an advisory role, but are not eligible to vote.

Section 7. COMMUNICATIONS BETWEEN GENERAL MEMBERS AND BOARD: General members may submit a topic or query to the Executive Committee. The Executive Committee shall make important communications transparent, reporting to the Board significant issues raised between general members and officers.

ARTICLE IX - FISCAL RESPONSIBILITIES

Section 1. The fiscal year of the Friends shall start on January 1 and end on December 31.

Section 2. Annual financial reports shall be filed with the IRS through the required forms and by the scheduled

deadlines posted by the IRS.

Section 3. Annual financial reports shall be filed with the State of New Jersey through the required forms and by the scheduled deadlines posted by the State.

Section 4. The Board shall provide insurance on behalf of the officers and the Board to indemnify them against any and all expenses and liabilities incurred by him/her/them in connection with any claim, action, suit or proceeding in which they were made a party, rising out of such person's status or role as an officer or Board member.

ARTICLE X - CONFLICT OF INTEREST

Section 1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons.

Section 2. Any conflict of interest of a Board member shall be disclosed to other members of the Board and made a matter of record as soon as the Board member is aware of the conflict. Any Board member having a conflict of interest (actual or possible), shall not vote or use his/her/their influence on the matter and shall not be counted in determining the quorum for the meeting in regard to any action by the Board or a committee of the Board on

any such matter.

ARTICLE XI - AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended by a two-thirds vote of the Board, provided that the meeting notice contains the specific changes proposed, and that a summary and brief discussion of the impact of the proposed change is presented at the meeting.

Section 2. A complete bylaws revision may become necessary when changes needed are extensive, general, and significant. A draft of the revision shall be sent to the entire membership with at least two weeks' notice of a general membership meeting or a voting deadline. A bylaws revision shall be approved by the majority of membership that submits a vote according to Article VIII, Section 3.

ARTICLE XII - PARLIAMENTARY PROCEDURE

When any formality beyond the ordinary courtesies of joint action is required, Robert's Rules of Order (most recent edition) shall govern the proceedings.

ARTICLE XIII - DISSOLUTION

In the event of the dissolution of the organization, its total assets remaining after all debts have been paid shall be distributed to the South Orange Public Library, South Orange, New Jersey for tax

exempt purpose within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.