

**FRIENDS OF THE LIBRARY OF THE CHATHAMS
CHATHAM, NEW JERSEY 07928**

BY-LAWS

ARTICLE I

Name

The Name of the Corporation is Friends of the Library of The Chathams.

Objectives

The objective of The Friends of The Library of The Chathams shall be to further interest in the Library through sponsoring cultural activities, by providing financial support beyond the set budget established by the Trustees of The Library, and by helping in such other ways as may be decided by this organization or at the request of the Board of Trustees of The Library.

ARTICLE II

Membership

Section 1. Eligibility. All persons who donate funds to the Organization, during the current fiscal year, shall be considered members of The Friends, for that year, upon payment of the dues fixed by the Board of The Friends.

Section 2. Membership dues. The Friends' Board shall determine the classifications of membership and annual membership dues each year.

Section 3. Membership and Fiscal Year. The membership year of the Corporation shall commence on January 1st of each year and shall end on December 31st of the same year. The fiscal year of the Corporation shall be the same as the membership year of the Corporation and shall govern all business and activities of the Corporation.

Section 4. Voting Rights. The members of the Corporation shall have the right to elect the Friends' Board as provided in Article III hereof. Each member, regardless of classification, shall have the right to cast one vote for each Board Member to be elected by the membership.

Section 5. Annual Meeting. The annual meeting of members shall be held in the first month of each year as such place, date, and hour as the Friends' Board may determine.

Section 6. Quorum. The presence of twenty (20) members shall constitute a quorum at all meetings of the entire membership. A majority of those present shall be sufficient to conduct any official business, i.e. pass a motion.

Section 7. Notice of Meetings. Members shall receive notice of all meetings in such manner and at such time, as the Friends' Board shall determine.

ARTICLE III
Friends' Board

Section 1. Powers. The property, business and affairs of the Corporation shall be managed by the Friends' Board in accordance with the laws of the State of New Jersey and the certificate of incorporation and the By-Laws of this Corporation.

Section 2. Number. There shall be twenty (20) people on the board of the Corporation who shall be elected at the annual meeting of members for a term of four (4) years each; the Friends' Board members shall be elected in such manner that the terms of five (5) of them shall expire each year. The members of the Friends' Board shall be residents of Chatham Borough and Chatham Township in equal numbers. All Board members must fulfill their responsibilities as set forth by the 'Responsibilities of Board Members' Addendum.

Section 3. Vacancies. Any vacancies occurring on the Friends' Board between annual meetings of members may be filled by a majority vote of the Friends' Board for the unexpired term.

Section 4. Meetings. The Friends' Board shall meet at such times and places and upon such notice as the Friends' Board shall determine. The Friends' Board President(s) may request the resignation of any board member who has missed three (3) consecutive meetings.

Section 5. Quorum. The presence of eleven (11) Board members or the presence of one half (1/2) of the Board members then serving, shall constitute a quorum for the transaction of any business. A majority of those Board members present shall be sufficient to pass a motion.

ARTICLE IV
Officers

Section 1. Designation. The officers of the corporation shall consist of a President and a Vice President (or two co-Presidents), a Secretary, and a Treasurer, and such additional officers and agents as the Friends' Board may determine.

Section 2. Election. The officers shall be elected by the Friends' Board at any annual or special meeting of the Friends' Board for a term on one year or until their successors are elected.

Section 3. President. The President shall preside at all monthly meetings of the Board and at the annual meeting of the general membership and shall be the Chief Executive Officer of the Corporation and shall have general responsibility for, and supervision of, the affairs of the Corporation.

Section 4. Co-Presidents. In absence of one (1) person agreeing to serve as President, two (2) people may be elected by the Friends' Board at any annual meeting or special meeting of the Friends' Board for a term of one year or until their successors are elected, to serve as Co-Presidents. Together they shall perform the duties and have the powers of the President. In this instance there will be no Vice President.

Section 5. Vice President. In the absence of the President, the Vice President shall perform the duties and have the powers of the President.

Section 6. Secretary. The Secretary shall give notice of all meetings of members and the Board and shall record and keep the minutes of all meetings of members and the Board and shall have custody of the minute books and all other corporate records.

Section 7. Treasurer. The Treasurer shall receive and have custody of all funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all monies in the name of the Corporation in such depositories as are named by the Friends' Board, shall present the Treasurer's Report at all scheduled board Meetings that have been established by the Friends' Board and shall present an annual report at the annual meeting of members. The Treasurer will file all necessary yearly Federal tax forms and pay the yearly New Jersey State incorporation tax.

ARTICLE V **Standing Committees**

The Friends' Board shall establish such standing committees as the Board, in its judgment, feels are required to adequately attain the objectives of the Corporation.

ARTICLE VI **Amendments**

These By-Laws and any of them, may be altered, amended or repealed at any annual or special meeting of the entire membership by the affirmative votes of a majority of the members present at such meeting, provided the amendments were submitted to the membership in writing at least one (1) month in advance of the meeting.

ARTICLE VII **Compensation and Dissolution**

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) 3 of the Internal Revenue Code of 1954. No member shall receive any of its earnings or profits. No person shall be entitled to share in the distribution of any corporate assets upon dissolution. Upon dissolution, the surplus assets of the Friends shall be distributed to The Library of The Chathams. If the Library is unable, unwilling, or ineligible to receive the assets, they will be distributed to an organization exempt under Section 501 (c) 3 of the Internal Revenue Code or to a municipality for the public purpose as agreed upon by The Board of The Friends of the Library.

CERTIFICATION

The undersigned officers of the Corporation hereby certify that the foregoing By-Laws are the By-Laws duly adopted at a duly convened meeting of the Friends' Board on the ____ of, _____2014, and they have initialed each page for identification.

President or Co-President

Vice President or Co-President

Secretary

Date of Adoption: 12/15/1983

Date of Revision: 01/8/2014