

**BY-LAWS OF THE FRIENDS OF THE BRIDGEPORT LIBRARY, Inc.
(2015 Proposed Update Final Draft)**

ARTICLE I: NAME

The name of this organization shall be the Friends of the Bridgeport Public Library, Inc. (referred hereafter as FBPL).

ARTICLE II: PURPOSE

Section 1. FBPL shall be organized as a Connecticut non-stock corporation for the following charitable and educational purposes:

- a. Said organization is organized exclusively for charitable, religious, education, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- b. Maintain a voluntary nonprofit association of persons who support the Bridgeport Public Library (BPL) and in its programs.
- c. Promote informed interest in the resources, services, facilities, and needs of BPL for all ages and interest levels.
- d. Support the improvement of the facilities and services of the BPL and to help raise funds for such improvements.

Section 2. The activities of the organization shall include the following:

- a. Sponsor special projects.
- b. Inform the public of the resources and services of the Library.
- c. Help contribute to the cultural opportunities of the City of Bridgeport by sponsoring exhibits, forums, concerts, and other enriching activities.
- d. Assist in the encouragement of gifts, endowments, and memorials for the Library.

ARTICLE III: MEMBERSHIP

Section 1. All adult Bridgeport library card holders are automatically members of the FBPL. Nonresident adults may apply for membership in the FBPL by completing an application. Organizations and businesses may also apply for membership.

Section 2. There shall be one class of members. Each organization, business, and individual member shall be entitled to one vote.

Section 3. There shall be no dues required of any members.

ARTICLE IV: FBPL BOARD OF DIRECTORS

Section 1. Eligibility. Eligible Directors shall be members of the FBPL.

**BY-LAWS OF THE FRIENDS OF THE BRIDGEPORT LIBRARY, Inc.
(2015 Proposed Update Final Draft)**

Section 2. Number and Selection. The business and affairs of the corporation shall be conducted and managed by the Corporation, also known as the Board of Directors. The board shall consist of not more than eleven (11) Directors. The Directors shall be elected at the annual meeting. A plurality of those present and voting shall be necessary for election.

Section 3. Termination. The Board, by affirmative vote of two-thirds of all of the Directors of the FBPL, may discipline up to and including terminating the term of any Director who becomes ineligible or suspend or expel any Director who has acted in defiance of the FBPL By-laws and its guidelines.

Any member of the Board with more than two unexcused absences may be removed as a member of the Board, provided the member has written notice of a motion for removal and is given an opportunity to be heard on said motion, which must then be approved by a two-thirds vote of the Board at a meeting duly called.

Section 4. Compensation. No officers or members of the Board shall receive any compensation beyond reasonable reimbursement for expenses.

Section 5. Ex-Officio Directors. The Board of Directors may include three (3) non-voting, ex-officio directors. One (1) shall be filled by the City Librarian and two (2) may be filled by members of the Bridgeport Public Library Board of Directors.

ARTICLE V: OFFICERS

Section 1. The elected officers of this organization shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Officers shall be elected for a two-year term by the general membership at the annual meeting. A plurality of those present and voting shall be necessary for election.

Section 3. The duties of the officers shall be:

- a. The President shall preside over all meetings of the membership and the Board of Directors; shall act as Chief Executive of the FBPL; shall execute all contracts on behalf of the organization; and shall direct the administration of its business and affairs. The President shall confer regularly with the City Librarian, or representative of the City Librarian. The President shall be an ex-officio member of all committees.

The President or representative shall act as a liaison to the Bridgeport Public Library's Board of Directors.

- b. The Vice President shall perform the duties of the President in the absence of the President at all meetings of the organization, of the Board of Directors, and of the committees. In the event of the resignation, incapacitation or death of the President, the Vice President shall then become President for the remainder of that term of office.

**BY-LAWS OF THE FRIENDS OF THE BRIDGEPORT LIBRARY, Inc.
(2015 Proposed Update Final Draft)**

- c. The Secretary shall be responsible for keeping all records, minutes, and correspondence of the organization and the Board of Directors, except for financial records, and shall distribute all minutes and meeting notices one week prior to the Board meeting. The Secretary, or representative, shall be responsible for seeing that the organization remains in good standing as a non-stock corporation with the Connecticut Secretary of the State.
- d. The Treasurer shall collect all funds; shall sign checks and make disbursements; shall keep such records as are ordinarily required by the Office and such other records as may be required by the Board.

Section 4. A Nominating Committee shall be appointed by the President. The Nominating Committee shall recommend a slate of Directors and officers to the annual meeting and this slate shall be communicated at least two weeks prior to the date of the annual meeting. Nominations from the floor may be made, provided that the nominee is present to accept the nomination.

Section 5. In the event that a vacancy occurs among the officers or the Board, that vacancy shall be filled by a majority vote of the Board for the balance of that term.

ARTICLE VI: MEETINGS

Section 1. Annual Meeting. The FBPL shall meet at least annually with notice provided to the membership not less than two weeks prior to the date of the meeting. The President may call other meetings of the membership as required, with the approval of the Board, with notice at least one week prior to the meeting.

Section 2. Board Meetings. There shall be at least five regular meetings of the Board of Directors of the FBPL per year. The President may call special meetings of the Board when required.

All Board meetings may be open to the public, although the Board may determine to close any meeting when personnel or other confidential matters are to be discussed.

Section 3. Quorum. The smallest of 51% of the Board members or 5 members of the Board present in person or by proxy shall constitute a quorum.

Section 4. Meeting Records. A record of all meetings shall be maintained and available.

ARTICLE VII: COMMITTEES

Section 1. The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary. The President of the Board of Directors in his/her role as Chief Executive of the FBPL shall chair the Executive Committee. The Executive Committee when empowered by the Board of Directors shall act for the Board.

Section 2. The Board may authorize committees consistent with the purpose and resources of this organization.

**BY-LAWS OF THE FRIENDS OF THE BRIDGEPORT LIBRARY, Inc.
(2015 Proposed Update Final Draft)**

Section 3. Standing committees may include but are not limited to: Book Sales and Donations, Grants, Nominating, Program, Publicity, and Volunteers.

ARTICLE VIII: FUNDS AND LIABILITY

Section 1. All funds shall be deposited to the account of the FBPL and disbursed by the Treasurer of the organization as authorized by the Board.

Section 2. Every member of the Board, officer, or employee of FBPL may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officers or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the board, officer or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of FBPL. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. In the event of the dissolution of the organization, any assets remaining after payment of or provision of its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the organization shall inure to the benefit of or be paid or distributed to an officer, director, member, employee or donor of the organization.

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ARTICLE IX: ADOPTION AND AMENDMENTS

Section 1. The By-laws shall be adopted and become effective immediately upon an affirmative vote of the majority of the members present at the first meeting of the FBPL.

Section 2. The By-laws may be amended at any meeting of this association by a two-thirds vote of the members present provided that a notice of the proposed amendment shall have been provided to all members at least two weeks in advance of the meeting.

ARTICLE X: LIMITATIONS

Section 1. The FBPL recognizes the Board of Directors of the Bridgeport Public Library (BPL) as the policymaking group of the BPL.

ARTICLE XI: PARLIAMENTARY PROCEDURES

Section 1. Parliamentary Disputes. In any disputes concerning interpretation of "By-laws" or operating procedures, the Secretary, or representative, shall be considered "Parliamentarian" and defer to Robert's Rules of Order for guidance. The agreement of 75% of those in attendance shall be necessary to overcome the application of Robert's Rule of Order.

Adopted September 19, 2002 and Amended April 1, 2004, January 12, 2006, September 25, 2014, and TBD.