

THE FRIENDS OF THE WESTPORT LIBRARY, INC.
BY-LAWS

ARTICLE I: OFFICES

Section 1. The principal office shall be in the Town of Westport, Connecticut

Section 2. The corporation may also have offices at such other places as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II: BOARD OF DIRECTORS

Section 1. The management of the corporation shall be vested in the board of directors which shall take final action on all major questions of policy and general plans and shall ultimately be responsible for the administration of the corporation. The board of directors shall delegate to executive staff the authority to implement policies and programs adopted by the board, including the authority to make management and financial decisions necessary to carry out their charge.

Section 2. The board shall consist of no more than 30 directors, one half of whom shall be elected in each year for a term of two years by a majority of the members of the corporation at the annual meeting. No director may serve more than three consecutive terms.

Section 3. Directors will be named from the membership by the Nominating Committee and elected at the annual meeting, and shall assume their duties at the next regular meeting of the board.

Section 4. Any member of the board of directors who has been absent from four regular meetings of the board and/or assigned committee during one calendar year without explanation may be deemed to have resigned from the board.

Section 5. The executive committee shall have the power to fill vacancies for unexpired terms.

Section 6. Directors shall remain in office until their successors are elected and qualified.

Section 7. Any director may be removed for cause by an affirmative vote of two-thirds of the board after being given an opportunity to be heard.

Section 8. The directors shall receive no compensation for their services.

Section 9. The Director of the Westport Public Library shall be an ex-officio member of the board.

Section 10. Every effort will be made to ensure that the composition of the board of directors will reflect the community at large and to include representatives from a broad range of community interests, skills and constituencies.

Section 11. The board shall hold a budget meeting at the first board meeting of the fiscal year in which it shall vote to approve the budget submitted by the Executive Committee.

Section 12. Former directors may be invited by the Nominating Committee to be a "Director Emeritus." They would remain on the Board in a non-voting capacity.

ARTICLE III: OFFICERS

Section 1. The corporation shall have the following elected officers: president, one or more vice presidents, secretary and treasurer. In addition, the immediate past president will be an officer.

Section 2. The president of the corporation shall preside at all meetings of the board and Executive Committee; be an ex-officio member of all committees except the Nominating Committee; coordinate and give direction to the activities of the board; and perform such other duties as are required by the board.

Section 3. The vice presidents shall perform the duties of the president during the absence of the latter and perform such other duties as are required by the board.

Section 4. The secretary shall keep the records of the corporation and the minutes of the meetings of the board; maintain the attendance record; under direction of the board, conduct any official correspondence of the corporation; and perform such other duties as are required by the board.

Section 5. The treasurer shall be the custodian of any funds belonging to the corporation, subject to the approval and order of the board of directors and perform such other duties as are required by the board.

Section 6. Only members of the corporation shall be eligible to be elected as officers of the corporation. Prior service as a director is not required for election as an officer. Officers shall be elected for terms of one year. No officer may serve in the same capacity for more than three consecutive terms unless the board of directors deems it necessary.

Section 7. The officers of the board of directors shall be named from the membership by the Nominating Committee and elected by the membership at the annual meeting and shall assume their duties at the next regular meeting of the board.

Section 8. Any officer may be removed by an affirmative vote of two-thirds of the board of directors after being given an opportunity to be heard.

Section 9. Vacancies may be filled by the board of directors at any of its meetings.

Section 10. Officers shall remain in office until their successors are elected and qualified.

ARTICLE IV: COMMITTEES

Section 1. The board of directors shall provide for such standing committees, ad hoc committees or committee of the whole as it may deem appropriate for the implementation of the work of the corporation in its direction.

Section 2. All committees must include at least one board member, but may include members of the corporation.

Section 3. Committee chairperson appointments shall be for term of one year.

Section 4. The chairperson of each committee will be approved by the President.

Section 5. The powers and duties of all committees of the corporation shall be set by the board of directors. All committees will report regularly to the board.

Section 6. There shall be the following standing committees

Executive Committee
Nominating Committee

Section 7. The executive committee shall consist of the incumbent officers of the corporation, the past president, the nominating chairman and may have a representative at large from the board of directors, appointed by the President, and shall have as its chairman the president or in his or her absence a designated vice president. The executive committee shall meet as needed to act for the board between regularly scheduled meetings. The meetings shall be open to directors who may attend and be heard but shall have no vote. Any action taken by the executive committee shall be reported to the board at its next meeting.

Section 8. The nominating committee shall consist of not less than three nor more than five directors appointed by the president subject to the approval of the board. Not later than thirty days before the next annual meeting, the committee shall present a slate of directors and officers to be elected at the annual meeting.

ARTICLE V: MEETINGS OF THE MEMBERS

Section 1. Meetings of the members of the corporation shall take place at least once a year. Members are those who have paid their dues for the current year. The annual meeting of the membership shall take place before June 30.

Section 2. Notice of the date and time of the annual meeting or any special meeting must be given to all members at least 14 days prior to the date of the meeting.

Section 3. A special meeting of the members may be called by one-quarter of the board of directors or upon written application to the board by no fewer than twenty members

Section 4. At the annual meeting the members will elect the board of directors and the officers from the slate submitted by the nominating committee, or by nominations from the floor. Voting may be in person or by proxy.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The annual meeting of the board of directors shall be held before June 30.

Section 2. Regular meeting of the full board of directors shall be held a minimum of four times in each year.

Section 3. At any meeting(s) of the board one-third of the members of the entire board shall constitute a quorum.

Section 4. Notice of time and place of any regular or special meetings shall be given in writing not fewer than 14 days prior to such meeting.

Section 5. Special meetings of the board of directors shall be convened at the discretion of the board president or of the Executive Committee.

ARTICLE VII: AMENDMENTS

Section 1. Any amendment to the by-laws of the corporation must be proposed by at least one-third of the then existing members of the board of directors.

Section 2. The by-laws of the corporation may be amended by a two-thirds vote of the board members provided notice shall have been given in advance that an amendment to by-laws is to be proposed and provided a discussion of the proposed amendment shall have taken place at a previous regular or special meeting of the directors. A copy of the proposed amendment shall be sent to the directors two weeks in advance of the meeting at which it is to be discussed.

Section 3. As long as a full discussion of the same shall have taken place according to the provisions in Section 2 and provided that both the notice and written copy of the proposed amendment are accompanied by the appropriate proxy material, the votes of those board members voted by proxy either for or against such proposed amendment shall be as effective as if those board members were present and voting.

ARTICLE VIII: NOTICES

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given in writing, by mail or email, addressed to such director or member at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Section 2. Voting by any member or director may take place by written signed proxies.

ARTICLE IX: GENERAL PROVISIONS

FISCAL YEAR

Section 1. The fiscal year shall begin the first day of July in each year.

SEAL

Section 2. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Connecticut."

PROPOSED 3 -9-99

APPROVED 4 -20-99

AMENDED 4 -1 -03