

**CONSTITUTION  
OF THE  
FRIENDS OF NEWBURGH CHANDLER PUBLIC LIBRARY, INC.**

**ARTICLE ONE. NAME**

The **FRIENDS OF NEWBURGH CHANDLER PUBLIC LIBRARY, INC.** is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to or for the benefit of the Newburgh Chandler Public Library in Ohio Township, Warrick County, Indiana.

**ARTICLE TWO. PURPOSE**

The purposes of the **FRIENDS OF NEWBURGH CHANDLER PUBLIC LIBRARY, INC** are:

1. to maintain an association of persons interested in the Newburgh ChandlerPublic Library;
2. to support and cooperate with the Library System in developing and improving the resources, services, programs and facilities of the Bell Road, Newburgh and Chandler Libraries;
3. to focus public attention on the Libraries and stimulate their use;
4. to promote the involvement of the local community in the activities of the Libraries;
5. to encourage gifts, endowments and bequests to the Libraries; 6. to act as an advisory group to the Library System administration; 7. to lend legislative support where and when needed; and,
8. to support the Freedom to Read and Freedom to View as expressed in the American Library Association Bill of Rights.

**ARTICLE THREE. MEMBERSHIP**

Eligibility.

Any individual over twelve years of age and any family, organization, club, or business that desires to support the purposes for which this Organization is formed shall be eligible for membership.

Dues.

The membership dues and categories shall be those specified by a majority of the Board of Directors at a meeting at which a quorum is present. Any change in the amount or schedule of dues, along with the effective date, shall be announced via e-mail and other means available. Dues are for a 12-month period commencing with the month in which the dues are paid.

Voting Rights.

The Board of Directors may designate and advertise special membership categories having no voting rights. All other enrolled memberships, the dues for which are current at the time the election is held, shall be entitled to one vote at membership meetings or electronic procedures.

**ARTICLE FOUR. OFFICERS**

Enumeration.

The Officers shall consist of the President, the Secretary, and the Treasurer.

Election.

Nominations will be accepted electronically or at any membership meeting. The Officers shall be elected by a majority of those members attending the meeting at which the election is held prior to which such election has been announced to all members via e-mail and other means available. Nominations must have the consent of the nominee.

Term.

Officers shall serve for a term of one year beginning on the first day of January with annual approval by acclamation by members attending the last

meeting prior to January first until said officers decline to continue serving or approval is not given for their continuation in the position.

#### Vacancy.

Any Office may become vacant by reason of the death or resignation of the incumbent or the incumbent's inability to carry out his/her duties as determined by a unanimous vote of the Board of Directors in attendance at a regularly called meeting. In the case of a vacancy in any Office the vacancy shall be filled by nomination and the approval of two-thirds of the Board of Directors in attendance at a meeting whose notice has included the filling of such vacancy on its agenda.

#### Duties.

The duties of the Officers shall be those customary for their positions and any duties assigned them by the Board of Directors.

The President or the President's designated representative shall be the official spokesperson for the organization.

The President, with the assistance of the Treasurer, shall recommend an annual budget for the organization for consideration by the Board of Directors. The President shall prepare an annual report to be presented to the membership via email and other means available and filed permanently with the organization's records.

The President, with the assistance of such other members of the Board of Directors as he/she may call upon, shall annually review this Constitution and make recommendations for needed amendments in time for those recommendations to be acted upon by the Board before the end of the calendar year.

The Secretary shall keep the minutes of all meetings of the membership and the Board of Directors and conduct such correspondence of the organization as assigned by the President.

The Treasurer shall keep and maintain the financial records of the organization, which shall be reviewed annually by the Board of Directors and shall report to membership and the Board the finances of the organization.

#### Attendance at Library Board Meetings.

The President or the President’s designated representative shall attend regular meetings of the Board of Trustees of the Newburgh Chandler Public Library as an interested observer and will, if invited to do so, make a report on the activities of the Friends organization.

**ARTICLE FIVE. BOARD OF DIRECTORS.**

Composition.

The Board of Directors shall consist of the incumbent officers and between four and eight At-Large members appointed by the incumbent officers.

Meetings.

The Board of Directors shall meet at the call of the President or any two other board members with written notice of the time, place and agenda given to all membership. The Board shall normally meet at least three times per year. All members of the Friends shall be invited to attend.

Quorum.

The quorum for any meeting of the Board shall be two-thirds of the current Board members.

Conducting Business Electronically.

The Board may conduct business electronically, including voting by electronic mail. Any discussions must include all current members of the Board and at least two-thirds of the members of the Board must participate and vote.

Powers.

In addition to the general powers requisite to carry out the functions and purposes of the organization, the Board is specifically empowered on the behalf of the organization: to approve the annual budget, to disburse funds, to enter into contracts, to receive or borrow money or properties, to give security for loans by security agreement, pledge or guaranty, and to sell at public or private sale and convey perfect title to any and all real, personal and mixed property

which may now or hereafter be owned by the organization. The Board on behalf of the organization may give gifts of money, materials, services, or equipment to the Newburgh Chandler Public Library system. All such gifts shall be subject to the approval of the Director and/or the Board of Trustees of said library.

The Board is authorized to establish an Executive Committee and to delegate to it such authority as may be permitted by the laws of the State of Indiana.

#### Compensation.

The Board of Directors shall receive no compensation for their services, other than reimbursement of out-of-pocket expenses incurred in pursuance of their duties.

#### Library Directors Participation.

The Director of the Newburgh Chandler Public Library System or the Director's designated representative shall serve as a liaison to the Board of Directors. The Library Director shall receive all meeting notices and other communications sent to the Board, may attend and participate in any and all Board of Directors meetings but shall not be entitled to vote on questions before the Board.

### **ARTICLE SIX. COMMITTEES.**

Committees will be formed as needed and should represent the needs of all libraries in the NCPL system. Tasks could include Newsletter, Used Book Sales, Silent Auction, Girl Scout Programs, Publicity and Public Relations, etc.

#### Committee Membership.

Committee chairpersons shall be appointed, with their consent, by the President. Chairpersons shall attend meetings of the Board and make reports concerning the activities of their committee. Membership on the committee may be established by the Chairperson including size and organization in whatever manner they deem appropriate to carry out their activities.

Finances.

Expenses incurred by committees shall be submitted to the Treasurer for reimbursement subject to discretionary approval by the Board when deemed necessary by the Treasurer. All fundraising by committees must have approval in advance by the Board. All monies raised by, or in the name of the Friends, shall be receipted into and disbursed from the accounts maintained by the Treasurer.

Compensation.

Committee Chairpersons and committee members shall receive no compensation for their services other than reimbursement of out-of-pocket expenses incurred in pursuance of their duties.

Library Director's Participation.

The Director of the NCPL system shall receive all meeting notices and other communications sent to the members of the various Committees and may attend and participate in any and all committee meetings but shall not be entitled to vote on questions before the committee.

**ARTICLE SEVEN. MEETINGS OF MEMBERS.**

Information will be shared with the membership through the website, electronic mail, and other forms of communication as needed. Members shall be notified of and invited to attend all Board meetings.

**ARTICLE EIGHT. PROCEDURE.**

Fiscal Year.

The fiscal year of the organization shall be from January 1 through December 31.

Expenditures shall be made within the Board approved budget as a guideline. The Treasurer may approve and pay certain expenditures if they exceed the Board

approved budgetary limit by securing approval from the Board of Directors via appropriate communication including, but not limited to, electronic mail.

The Treasurer shall be responsible for keeping a record of all financial transactions for the organization and submitting a financial report to the Board of Directors at the end of each fiscal year.

#### **ARTICLE NINE. AMENDMENT.**

Amendments to this constitution shall be proposed by the Board of Directors and approved, by paper ballot and/or electronic vote, by a simple majority of those exercising their vote. All members will be notified of the proposed changes. The complete text of any proposed amendment shall be available electronically and copies shall be available at all libraries in the NCPL system.

**Revised and approved on September 18, 2023, by the Board of Directors.**