

BYLAWS OF THE FRIENDS OF THE CUBA LIBRARY, INC.

Friends of the Cuba Library, Inc., hereinafter referred to as “Friends”, has been organized as a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code and the New York Not-For-Profit Corporation Law (NCPL). The Certification of Incorporation was recorded by Allegany County on 10/11/2016.

PURPOSES/OBJECTIVES

The purposes for which this corporation has been organized are set forth in the Certificate of Incorporation. They are to promote and advocate the mission of the Cuba Circulating Library Association, hereinafter referred to as “Library”, raise public awareness in the community about the programs, services, and resources of the Library, raise money to provide financial support for Library programs and services, and other Library defined needs, especially those needs not normally covered in the Library’s operating budget, develop new activities and programs and expand/adjust objectives as needed to support the Library.

MEMBERS

There shall be two classes of membership in Friends:
Supporting Members and Voting Members.

Supporting Members, hereafter referred to as “Supporters”, are individuals who make a prescribed annual donation. Supporters do not have a vote in the operation of the corporation.

Members of Friends, hereafter referred to as “Members”, shall be voting members of the corporation. Each Member shall be entitled to one vote on any issue brought to a vote at a members meeting.

An individual becomes a Member of Friends as follows: The individual is first nominated for membership by affirmative vote of the Members. The individual is then accepted as a Member of Friends via affirmative vote by the Board of Directors. The nominating vote by members may be conducted within a Board meeting provided there is a quorum of members, and the Board agrees.

A Member is in good standing with Friends unless removed from the Corporation. A Member is removed from Friends either by request of the Member (i.e. self-removal) or by affirmative vote by the Board of Directors. Members who are removed from Friends shall no longer have a vote in the operation of the corporation.

Members shall elect the Board of Directors at the annual Members meeting as described in section on Board of Directors. A Board member is elected upon majority vote of the Members. If multiple Board seats are open, the top vote-receiving candidates are elected.

Disagreement between the Members and Board: A Member may bring forward an issue for a vote of the members at a Members meeting. If the issue voted upon conflicts with a Board of Directors vote, the vote of the Members supersedes the Board.

BOARD OF DIRECTORS

The business and affairs of the corporation are vested in the Board of Directors, hereafter referred to as the “Directors”. The board shall consist of seven (7) members elected from the body of Members of Friends. (i.e. All Directors must be Members of Friends). The term of each Board position shall be 3 years. In sequential years, two, two and three Board seats shall be up for election.

The Board of Directors shall supervise the affairs of Friends, shall transact business between meetings of the membership, and report at the annual meeting any business transacted by the Board of Directors during the year.

Members of the Board of Directors shall attend all meetings called by the President. In the event of a necessary absence, the member of the board shall notify the presiding officer of the said meeting.

The Board of Directors shall retain the right to remove any officer, board member, or committee chair for any reason by majority vote of the Board.

Vacancies in any elected office and/or vacancies on the Board of Directors which occur between elections shall be filled through a simple majority vote of the Board of Directors for the remainder of the Officer's or Director's term.

OFFICERS

The elected officers of Friends, hereafter referred to as "Officers", shall be President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

The slate for each office shall be nominated by Members at the annual meeting. Nominations may be made from the floor, with nominee consent. The Officers shall be elected by majority vote of the Board of Directors at the first Board meeting following the annual Members meeting.

The term of office for directors and officers shall be two years, with the term to begin immediately following election after the annual meeting. In even years, the officers elected shall be President, Treasurer, Corresponding Secretary. In odd years, the officers elected shall be Vice President and Recording Secretary.

Any Member is eligible to serve as an Officer. Officers are not required to be Board members.

President

The President shall preside at all board, executive board and monthly meetings, may call special meetings, appoint committees and chairpersons as necessary and will act as the liaison to the Library Board of Trustees.

Vice President

The vice President shall act in the absence of the President in the capacity of President and assist the President as needed.

Recording Secretary

The Recording Secretary shall keep a record and file (digital and analog) of the minutes of all meetings, and in the absence of the President and Vice President, shall preside over meetings.

Corresponding Secretary

The Corresponding Secretary shall send notices of all meetings, including board meetings, monthly and annual meetings, and committee meetings to the membership and shall correspond on behalf of the Friends as necessary.

Treasurer

The Treasurer shall keep financial records, ensuring they are available upon request. They shall report the Friend's financial status at monthly meetings, shall chair the finance committee, and ensure an annual review occurs. The treasurer shall present an annual financial report to Friends at their annual meeting and to the Library Board of Trustees.

MEETINGS and NOTICES

The annual meeting of the Friends shall be held on the first non-holiday Wednesday of January. The annual meeting shall be held for the purposes of the election of Officers and Board of Directors, appointment of standing committees and chairs, annual reporting of the Board of Directors and Executive Committee, and for conducting of any necessary business by the Members.

Notice of the annual Members' meeting time and place shall be given to all Members with at least two weeks of notice.

The Board of Directors shall set the time and place of regular and special Board meetings. The Board shall give at least three (3) days' notice for all special Board meetings. This provision can be waived by unanimous consent.

The Executive Committee shall set the time and place of Executive meetings, giving at least three (3) days' notice. This provision can be waived by unanimous consent.

Notification of meetings by electronic means (e.g. email, text, app) is allowed for meetings of the Board, Executive Committee, and Members.

With agreement by the body, meetings may be held by electronic means (e.g. videochat, phone) to facilitate attendance.

QUOREMS

When a simple majority of voting bodies are present, that shall constitute a quorum for conducting the business of that voting body.

PROXY VOTES

If any Member will be absent for a Member's meeting, that Member may authorize another Member to conduct a proxy vote on their behalf. The absent member must communicate their intention of voting by proxy to the presiding officer of the meeting.

Likewise, if any Director will be absent for a Director's meeting, that Director may authorize another Director to conduct a proxy vote on their behalf. The absent Director must communicate their intention of voting by proxy to the presiding officer of the meeting.

Communication of their intention to vote by proxy, including the name of the proxy, must be documented in writing prior to the meeting by paper or electronic means.

EXECUTIVE COMMITTEE

The Executive Committee shall be the elected officers of the corporation and shall have the authority to act as the Board of Directors between meetings of the Board and shall report thereon at the next Board meeting.

FINANCES

The accounting period of Friends shall be the calendar year from January 1st to December 31st.

A budget for the next fiscal year shall be approved by the Board of Directors by December 31st.

The funds for Friends shall be held on deposit at a bank to be determined by the Board of Directors.

No officer, committee, or individual member shall incur any undue expenses on behalf of Friends unless duly authorized by the executive committee or Board of Trustees.

The official financial records of Friends shall be maintained at the Library.

DISSOLUTION

In the event of the dissolution of Friends, encumbrances shall be paid from Friends financial assets to discharge all debts. Following the discharge of all debts, the remaining financial assets shall be distributed to the Library. Any physical asset belonging to the Friends shall become the property of the Library.

AMENDMENTS/REVISIONS

Amendments or revisions to these Bylaws may be proposed at any Board meeting and may be voted upon at the next Members' meeting.

Revocation of former Bylaws: All Bylaws of Friends of the Cuba Library, Inc. heretofore adopted and inconsistent with or contrary to the foregoing Bylaws are hereby revoked.

Adopted by the Members of Friends

[September 3, 2025]