

**AMENDED AND RESTATED
BYLAWS
OF THE
FRIENDS OF THE WEBSTER PUBLIC LIBRARY**

ARTICLE I
Name, Purposes and Powers, Offices

Section 1.1 **Name.** The name of the organization is The Friends of the Webster Public Library (the "FWPL"). The FWPL is an independent, voluntary auxiliary organization operating within the Webster, New York community in cooperation with the Director of the Webster Public Library.

Section 1.2 **Purposes and Powers.** The purposes and powers of the FWPL shall be to promote increased knowledge of the Webster Public Library by maintaining an association of persons interested in books and libraries and stimulating and promoting informed public interest in the Webster Public Library, its services, facilities and needs. The FWPL encourages donations to the library for library services and facilities for the community, sponsors, and encourages volunteer service for FWPL activities, promotes cultural and related programs for the community and promotes library needs to the community and elected officials.

Section 1.3 **Offices.** The principal office of the FWPL shall be located at Webster Public Library, Webster Plaza, 980 Ridge Road, Webster, NY 14580, in Monroe County, New York. The FWPL may maintain additional offices at such other places within or without New York State as the Board of Directors may from time to time designate.

ARTICLE II
Membership and Dues

Section 2.1 **Membership.** Any individual, organization, or business interested in promoting the purpose of this organization may become a member upon payment of annual dues. The Board of Directors shall be authorized to fix and determine, from time to time, different categories of membership and dues requirements. No member shall have any governance rights with respect to the FWPL, including, without limitation, the ability to vote to elect the FWPL's Board of Directors.

Section 2.2 **Dues.** Dues shall be payable annually to the Membership Chairperson and shall become due on March 1 of each calendar year. There shall be four classes of dues (seniors, individuals and families, lifetime members and Xceed Federal Credit Union applicants) with the amount of the dues in each class to be decided by the Board of Directors annually.

ARTICLE III
Board of Directors

Section 3.1 **Power of the Board of Directors.** The Board of Directors of the FWPL (the "Board") shall be responsible for managing the business, property, affairs, and activities of the FWPL, subject to applicable law and in accordance with the purposes and limitations set forth in these Bylaws.

Section 3.2 **Qualifications of Directors.** Each director shall be at least eighteen years old and be a resident of New York State.

Section 3.3 **Number of Directors.** The Board shall consist of a minimum of three and a maximum of eleven directors. Within these specified limits, the number of directors may be increased or decreased by action of the Board, provided that no decrease shall shorten the term of any incumbent director. The term "Entire Board" means the number of directors that were elected as of the most recently held election of directors, as well as any directors whose terms have not yet expired.

Section 3.4 **Election and Term of Directors.** At each applicable annual meeting of the Board, persons shall be nominated and elected by a majority of the Board to serve as directors. Each director shall hold office for a term of two years and until his or her successor has been elected; provided that any director elected to fill an unexpired term shall be elected and hold office in accordance with the provisions of Section 3.5 of these Bylaws. No director shall serve more than two consecutive full two-year terms, unless he or she has had an intervening year in which he or she was not a director.

Section 3.5 **Vacancies and Newly-Created Directorships.** Vacancies occurring in the Board of Directors for any reason and newly-created directorships resulting from an increase in the authorized number of directors shall be filled by the affirmative vote of a majority of the directors then in office. Each director so elected shall serve until the next annual meeting at which the election of directors is in the regular order of business and until the director's successor is elected.

Section 3.6 **Resignation.** Any director may resign at any time by delivering notice to the Chair or the Secretary in writing or by e-mail or facsimile. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7 **Removal.** Any one or more of the directors may be removed for cause at any time by the affirmative vote of a majority of the directors present at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum of not less than a majority of the Entire Board present at such meeting and that notice of the proposed action shall have been transmitted to all directors via email within one week before said meeting. Missing more than three consecutive meetings of the Board, unless a majority of directors have excused such director from attendance, may constitute cause for removal.

Section 3.8 **Meetings.** An annual meeting of the Board shall be held each year at such time and place as shall be fixed by the Board, for the election of directors and officers, for the annual report of the Treasurer described in Section 5.9(G) of these Bylaws, and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the Chair or by any director upon written demand of at least one-fifth of the Entire Board, at the time and place fixed by the person or persons calling the special meeting.

Section 3.9 **Notice of Meetings.** Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. Notice shall be given of the annual meeting, each regular meeting not fixed by the Board, and each special meeting of the Board. Notice shall be either: (1) sent via e-mail or facsimile to each director, at his or her e-mail address or facsimile number as it appears in the records of the FWPL, at least five (5) calendar days before the day of the meeting; or (2) mailed to each director, postage prepaid, at his or her address as it appears in the records of the FWPL, at least seven (7) calendar days before the day of the meeting. Notice shall include the date, time, and place of the meeting, and, for each annual and special meeting, shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. For discussion of matters requiring prompt action, notice of special meetings may be given to each director in person or by telephone, e-mail, or facsimile, no less than forty-eight (48) hours before the meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of any adjourned meeting shall be given to any director who was not present at the time of the adjournment, and to the other directors, if the time and place of the adjourned meeting were not announced at the meeting. Notice of a meeting need not be given to any director who submits a waiver of notice, in writing or via e-mail or facsimile, to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 3.10 **Quorum.** Unless a greater proportion is required by law or by these Bylaws, at each meeting of the Board, a majority of the Entire Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of those directors present may adjourn the meeting until such a quorum is present. Directors who are present at a meeting but not present at the time of a vote due to a conflict of

interest or related party transaction shall be determined to be present at the time of the vote for purposes of this paragraph.

Section 3.11 Remote Participation in Meetings. Any one or more directors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

Section 3.12 Action at a Meeting. Directors may not vote by proxy. Except as otherwise provided by law or these Bylaws, the affirmative vote of a majority of the directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Board:

- A. A sale, lease, exchange, or other disposition of all or substantially all of the assets of the FWPL;
- B. A purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of the FWPL;
- C. A plan of merger, consolidation, or dissolution; and
- D. Revocation of a plan of voluntary dissolution.

Section 3.13 Action without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.14 Organization of Meetings. At each meeting of the Board, the Chair, or, in the Chair's absence, the Vice Chair or a person chosen by the directors present, shall preside. The Secretary shall act as secretary of each meeting of the Board, shall record the minutes of each meeting and, upon their adoption by the Board, shall retain such minutes with the permanent records of the FWPL. In the absence of the Secretary, the presiding officer of the meeting shall appoint a secretary of the meeting.

Section 3.15 Compensation of Directors. The FWPL shall not pay any compensation to directors for their services as directors of the FWPL, except that directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties to the FWPL. Subject to the FWPL's conflict of interest policy and applicable law, directors may receive reasonable compensation for services performed in other capacities for or on behalf of the FWPL pursuant to authorization by the Board.

ARTICLE IV
Committees

Section 4.1 **Committees of the Board.** The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors one or more committees of the Board, each consisting of three or more directors.

A. Each committee of the Board shall serve at the pleasure of the Board and shall have all the authority of the Board to the extent provided in the resolution or charter establishing the committee, except that no such committee shall have authority as the following matters:

- (1) The filling of vacancies in the Board or in any committee;
- (2) The fixing of compensation of the directors for serving on the Board or on any committee;
- (3) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (4) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (5) The sale, lease, exchange, or other disposition of all or substantially all the assets of the FWPL;
- (6) The authorization of any plan of merger, consolidation, or dissolution of the FWPL;
- (7) The approval of amendments to the Certificate of Incorporation; or
- (8) The election or removal of officers and directors.

B. Sections 3.8 through 3.15 of these Bylaws, which govern meetings, notice, quorum, participation in meetings by technology, action at a meeting, and action without a meeting, shall apply to committees of the Board and their members as well, except that committees of the Board shall not be required to hold annual meetings.

C. Each committee member shall serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee of the Board, who may replace any absent committee member at any meeting of such committee. Any vacancies occurring on a committee of the Board may be filled at any meeting of the Board.

D. Each committee of the Board shall keep regular minutes of its proceedings and report the same to the Board, and such minutes shall be retained with the permanent records of the FWPL.

E. The designation of any committee of the Board and the delegation thereto of authority shall not alone relieve any director of his or her duty to the FWPL under Section 717 of the New York Not-for-Profit Corporation Act (Duty of directors and officers).

Section 4.2 **Committees of the FWPL.** Committees, other than committees of the Board, shall be committees of the FWPL. At any meeting of the Board, the Board may create one or more committees of the FWPL and appoint persons to serve on such committees. Such committees shall be advisory only and may contain non-directors and will meet as often as required to perform their specific task. The Chairperson of each committee will report to the Board regarding the status of their activities as often as requested.

ARTICLE V *Officers*

Section 5.1 **Officers.** The officers of the FWPL may consist of a Chair, one or more Vice Chairs, a Secretary, a Treasurer, and such other officers with such titles as the Board shall determine, each of whom shall be chosen by and shall serve as the pleasure of the Board.

Section 5.2 **Election, Term of Office, and Qualifications.** The officers of the FWPL shall be elected by the Board, from among the directors, at the annual meeting of the Board. Each officer shall hold office for a term of two years and until such officer's successor is elected. There shall be no limit to the number of times an officer can be re-elected to a particular office; except that no officer may be elected to serve as an officer when they are not also serving as a director. One person may hold and perform the duties of more than one office, except no person may serve as both Chair and Secretary or Chair and Treasurer. No employee of the FWPL shall serve as Chair of the Board or hold any other title with similar responsibilities, unless the Board approved such employee serving as Chair of the Board by a two-thirds vote of the Entire Board and contemporaneously documents in writing the basis for the Board's approval provided, however, that no such employee shall be considered an independent director for purposes of Chapter 35 of the New York Not for Profit Corporation Law. All officers shall be subject to the supervision and direction of the Board.

Section 5.3 **Resignation.** Any officer may resign at any time by delivering written notice to the Chair or the Secretary. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4 **Removal.** Any officer may be removed by the Board at any time, with or without cause.

Section 5.5 **Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 5.6 **Powers and Duties of Chair.** The Chair shall preside at all meetings of the Board. The Chair shall have and exercise general charge and supervision of the affairs of the FWPL and shall perform such other duties as may be assigned to him or her by the Board, these Bylaws, or by law.

Section 5.7 Powers and Duties of Vice Chair. At the request of the Chair, or in the event of the Chair's absence or inability to act, a Vice Chair shall perform the duties and possess and exercise the powers of the Chair. If there is more than one Vice Chair, the Board shall determine which of them shall so perform the duties of the Chair under such circumstances. A Vice Chair shall have such other powers and perform such other duties as the Chair or the Board may assign to the Vice Chair.

Section 5.8 Powers and Duties of Secretary. The Secretary shall:

- A. Record and keep the minutes of all meetings of the Board;
- B. Ensure that all notices and reports are duly given or filed in accordance with these Bylaws or as otherwise required by law;
- C. Be custodian of the FWPL's records, other than financial; and
- D. In general, perform all duties incident to the office of Secretary and such other duties as the Chair or the Board may assign to the Secretary.

Section 5.9 Powers and Duties of Treasurer. The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all financial records, funds, and securities of the FWPL;
- B. Deposit or oversee the deposit of all funds in the name of the FWPL in such depositories as shall be designated by the Board;
- C. Receive or oversee the receipt of amounts due and payable to the FWPL from any source whatsoever, and, subject to the direction of the Board, authorize or oversee the authorization of the disbursement of funds of the FWPL;
- D. Render a statement of the condition of the finances of the FWPL whenever required by the Board;
- E. Ensure the preparation and filing of all legally required financial returns and reports, including, but not limited to, the FWPL's Form 990 and state charitable solicitation registrations;
- F. In general, perform all the duties incident to the office of Treasurer, and such other duties as the Chair or the Board may assign to the Treasurer; and
- G. At the annual meeting of the Board, render a report of the FWPL's accounts showing in appropriate detail:
 - (1) The assets and liabilities of the FWPL as of a fiscal year terminating not more than six months prior to the meeting;

(2) The principal changes in assets and liabilities during that fiscal year;

(3) The revenues or receipts of the FWPL, both unrestricted and restricted to particular purposes during said fiscal year; and

(4) The expenses or disbursements of the FWPL, for both general and restricted purposes during said fiscal year.

Such report shall be filed with the minutes of the annual meeting, and may consist of a verified or certified copy of any report by the FWPL to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified herein.

ARTICLE VI *Financial Matters and Records*

Section 6.1 Fiscal Year. The fiscal year of the FWPL shall be the calendar year.

Section 6.2 Execution of Instruments. The Board shall select the banks or depositories it deemed proper for the funds of the FWPL. The Board shall determine who shall be authorized from time to time and in what manner on the FWPL's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.3 Books and Records. There shall be kept at the office of the FWPL correct and complete books and records of the accounts, activities, and transactions of the FWPL. These records shall include a current list of the directors and officers of the FWPL and their addresses, and a minute book, which shall contain a copy of these Bylaws, and all minutes of meetings of the Board and the committees. Any of the books, records, and minutes of the FWPL may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

Section 6.4 Prohibition against Loans. The FWPL is prohibited from making any loan to any director or officer of the FWPL.

ARTICLE VII *Directors' Conflicting Interest Transactions*

Section 7.1 Conflicts of Interest; Adoption of Policy. The FWPL shall adopt a conflict of interest policy as required by Section 715-a of the New York Not-For-Profit Corporation Law, to ensure that its directors, officers, and key employees act in the FWPL's best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential "related party transaction," or potential "excess benefit transaction" involving a "disqualified person" as those terms are defined in Section 102(a) of the New York Not-For-Profit Corporation Act and Section 4958 of the Internal Revenue Code. Any such transaction shall only be undertaken after the requisite disclosure, determinations, and voting by directors, as

provided in Sections 715 and 715-a of the New York Not-For-Profit Corporation Act and relevant regulations of the Internal Revenue Service.

Section 7.2 **Annual Review of Policy; Disclosure Statements.** The conflict of interest policy shall be reviewed by the Board at least annually. Prior to his/her election or appointment and annually thereafter, each director shall be required to complete a disclosure statement identifying, to the best of the director's knowledge, any entity of which such director is an officer, director, trustee, member, employee, or owner (either as sole proprietor or a partner) and with which the FWPL has a relationship, and any transaction in which the FWPL is a participant and in which the director might have a conflicting interest. These statements shall be collected and delivered by the Secretary to the Board Chair, to be kept on file at the FWPL's office. Any additions or other changes to these statements shall be made by the director in writing as they occur.

ARTICLE VIII *Indemnification and Insurance*

Section 8.1 **Indemnification.** To the fullest extent permitted by law, the FWPL may indemnify any person made, or threatened to be made, a party to, or is involved in (including as a witness), any action or proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the FWPL, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or behalf of any such person if: (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (b) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 8.2 **Expenses.** The FWPL may pay expenses as incurred by any person described in Section 8.1 of this Article in connection with any action, suit, proceeding or inquiry described in Section 8.1; provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the FWPL of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.

Section 8.3 **Insurance.** The FWPL may purchase and maintain all insurance policies deemed to be in the best interest of the FWPL, including insurance to indemnify the FWPL for any obligation or expenses which it incurs as a result of its indemnification of directors, officers, employees and agents pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

ARTICLE IX
Amendments to Bylaws

Subject to the notice requirements of Section 3.9, these Bylaws may be adopted, amended or repealed in whole or in part at any meeting of the Board, if a quorum is present at the time of the vote, by the affirmative vote of a two-thirds majority of the directors present.

Adopted on June 19, 2019


Secretary

Secretary, Friends of the Webster Public Library