



Friends of Libraries Section

*FLS creates a network to connect and inspire Friends groups
in all types of libraries to support the New York library community.*

www.NYLA.org/Friends

FLS Vote on Amended By-Laws Rationale for Changes, page 1-2 By-Laws Markup, begins on page 3

The FLS Executive Board has voted to submit amendments to the By-Laws of the Friends of Libraries Section, currently dated June 16, 2023, for approval by the FLS membership. The Executive Board recommends ratification of these amended by-laws which incorporate changes in several governance areas that mirror the Section's current operations and align with NYLA's existing by-laws.

A draft of the full text of the amended by-laws, dated April 2, 2025, begins on page three of this document, after a list of the recommended changes.

Thank you for voting on this question during the online election, June 1-15, 2025. If the proposed changes are ratified by our members, these amended by-laws shall go into effect at the close of the 2025 FLS/NYLA election. Please feel free to reach out to FLS President Christopher Lund at ChristopherLundEsq@gmail.com with any questions.

Below is a summary of the rationale and purpose behind proposed key changes to the 2023 by-laws. In the full text document (beginning on page three), changes and deletions are noted in red text. Changes of wording or new text to be inserted is indicated in blue text.

- Article III. Removed lifetime membership as a category of available membership. Under the new NYLA membership structure, a lifetime membership option is not available.
- Article IV, Section B. Under the current NYLA By-laws, if the FLS Councilor is unable to attend a NYLA Council meeting, the alternate we send to the meeting in their place will not have voting rights unless that alternate attendee is specifically granted voting rights by a vote of the FLS membership. This change will allow the President to serve as a backup FLS Councilor with full voting rights in Council meetings.
- Article IV, Section C. The change in the date on which FLS officers take office has been added to conform with the current rules of the NYLA By-Laws.
- Article V, Section B.
 - Board Advisor: Due to several procedural questions that have arisen in relation to the impact of a resignation of the FLS President, we have restructured the Immediate Past President position into a "Board Advisor" position. Among other things, the primary benefit of this change is that it will allow the Board to fill this position by appointment in the event of a vacancy.
 - Second Vice President: Recent changes to NYLA's membership structure have reduced

the scope of many of the membership duties previously performed by the Second Vice President. In light of these changes, we have elected to eliminate this position and to re-distribute remaining duties to Members at Large.

- Article V, Section E. The quorum for board meetings has been amended to six (6) members, or slightly less than half of the total board, primarily in order to clarify existing ambiguities and difficulties with establishing a quorum in the event of board vacancies.
- Article V, Section G. A new section added to clarify procedures in the event of a resignation of a sitting board member.
- Article V, Section H. This update reflects the fact that NYLA no longer provides FLS Board members with direct access to editing and/or uploading documents on the NYLA website.
- Article VI, Section G. A new section added to clarify procedures for appointing members to represent FLS on NYLA standing committees.



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BY-LAWS FRIENDS OF LIBRARIES SECTION OF THE NEW YORK LIBRARY ASSOCIATION

ARTICLE I. NAME

The name of this organization shall be the Friends of Libraries Section of the New York Library Association (hereafter "FLS" or "the Section").

ARTICLE II. PURPOSE

The purpose of this Section, a unit of the New York Library Association (sometimes hereafter "NYLA" or "The Association"), shall be:

- A. To promote cooperative efforts and the exchange of information among individuals active in community Friends groups and others interested in library service in New York State.
- B. To encourage the establishment of Friends groups throughout New York State and to assist in their formation.
- C. To present programs at the NYLA Annual Conference that pertain to and enhance the mission of this Section.
- D. To provide leadership and assistance in advocacy for libraries, library Friends, and library users throughout New York State.

ARTICLE III. MEMBERSHIP

Membership shall be available to:

~~A. A~~ any person who is an eligible voting member of the New York Library Association as part of a Personal or Organizational membership in the Association.

~~B. Individuals who are recognized by the Section for their outstanding service or support for libraries and are awarded Honorary Lifetime Membership (non-voting).~~

ARTICLE IV. OFFICERS OF THE SECTION

A. Officers - The FLS members shall elect the officers of the Section by majority vote. The ~~elected~~ officers of the Section shall be a President, ~~First~~ Vice President/President-

Elect, ~~Second Vice President~~, Board Advisor, Secretary, Treasurer, the FLS Councilor, and seven Members At Large.

B. Duties - The elected officers shall perform the duties pertaining to their respective offices as included in the FLS Leadership Manual and such other duties applicable to the office as approved by the Executive Board. In addition to the foregoing duties, the President is hereby designated to serve as the voting alternate to the FLS Councilor as permitted by Article V, Section 3.3 of the by-laws of the New York Library Association. All officers shall turn over their records in good order to their successors within one month after their term expires.

C. Terms of Office - The President shall serve a term of one year and then, upon completion of a full term, shall serve on the Executive Board as Board Advisor ~~Immediate Past President~~ until succeeded. -The ~~First~~ Vice President/President-Elect shall serve a term of one year and shall become President upon the expiration of the President's term. -The ~~Second Vice President~~, Treasurer, Secretary, and Members At Large shall each serve a term of two years. - The FLS Councilor shall serve a term of three years representing the Section on the NYLA Council. Officers of the Section shall assume office at the same time as other officers of the Association ~~Terms of office shall commence at the close of the New York Library Association Annual Membership Meeting or by November 15 December 1, whichever occurs first.~~ -All officers must be members of the Section throughout their term of office.

D. Limitations – Each person elected shall hold only one office at a time, provided that the President's designation as voting alternate to the FLS Councilor as provided in Section IV(B) above shall not be deemed as holding an additional office.

ARTICLE V. EXECUTIVE BOARD

A. Purpose - The Executive Board shall serve as the interim governing body between Annual Membership Meetings. The Executive Board shall report its actions at the Annual Membership Meeting.

B. Membership - The Executive Board shall consist of the President, the ~~First~~ Vice President/President-Elect, the Board Advisor ~~Immediate Past President~~, the FLS Councilor, ~~the Second Vice President~~, the Secretary, the Treasurer, and seven at-large board members as voting members.

C. Meetings and Remote Participation - The Executive Board shall meet at the call of the President or at the request of a majority of the Executive Board. The Executive Board may also conduct business by any virtual communication method approved by the Executive Board allowing all persons participating in the meeting to hear and speak to each other provided at least 24 hours notice is given. - Virtual participation shall constitute presence in person at a meeting for all purposes, including quorum and voting. -Resolutions made by email must be voted upon and accepted by unanimous written consent by all members of the Executive Board within the time limitations of the initial resolution. -If the vote is not unanimously in favor, the decision cannot be approved and the business must be brought forth at a subsequent ~~the next regularly~~

~~scheduled~~ meeting of the Executive Board or Executive Committee. -Actions taken by electronic communication shall be recorded by the Secretary, verified, and included in the minutes of the next Executive Board meeting.

D. Absences – If any elected officer ~~or at-large board member~~ fails to attend three consecutive meetings without advance notice to the President, the member shall be considered as having resigned. -The vacant position shall be filled as provided for in this Article.

E. Quorum - ~~A majority of the~~ Six (6) members of the Executive Board shall constitute a quorum.

F. Vacancies – The President-Elect will assume the Presidency if a vacancy occurs in the elected President's position and then assume a full term as President. -Other vacancies in the Executive Board may be filled after a recommendation by the President and approval by the Executive Board for the remainder of that year. -The position(s) will be filled by election at the next regular election to complete the term(s).

G. Resignation - The effectiveness of the resignation of the FLS Councilor shall be governed by the terms of the by-laws of the New York Library Association. Resignations of any other officers shall be deemed effective three (3) calendar days following the date on which the resigning officer delivers a written notice to the Executive Committee (as defined below), provided that the resigning officer does not withdraw their resignation notice prior the expiration of such three (3) day period.

~~G.H.~~ FLS Leadership Manual of Policies and Procedures – -The FLS Leadership Manual is to be maintained by the Executive Board, who shall use reasonable efforts to post the most current version of such Leadership Manual on a publicly available ~~the Section's~~ webpage. -The Manual shall consist of a record of policies adopted by the Executive Board, with date of approval, and guidelines for duties and procedures to be followed by elected officers. -The President or the President's designee shall be responsible for reviewing the Manual annually and keeping materials up-to-date.

ARTICLE VI. COMMITTEES, AD HOC COMMITTEES, AND TASK FORCES

A. Committees of the Board – Committees of the board are comprised of officers of the Section. -A minimum of three officers serve on each committee of the board and can act on behalf of the entire Board.

The Executive Committee is comprised of the President, the ~~First~~ Vice President/President-Elect, the Board Advisor ~~Immediate Past President, the Second Vice President,~~ the Secretary, the Treasurer, and the FLS Councilor. -This committee is empowered to transact all business of the Section in between Executive Board and Annual Membership Meetings. -A vote of this committee may be taken in person, by telephone, by mail, or by electronic communications. -A complete record of these transactions taken by the Secretary must be presented in writing at the next Executive Board meeting.

B. Committees of the Section - The Executive Board may create such committees of the Section and ad hoc committees as it deems necessary and may determine their size. The Executive Board shall establish the charge to each committee and shall annually review the need to continue or discharge a committee. -The President shall be an ex officio member of any committee. -The President-Elect shall recommend for appointment Committee Chairpersons and their membership for the coming year by the end of the FLS Annual Membership Meeting.

C. Vacancies in committees may be filled for the remainder of the vacancy's term after a recommendation by the President and approval by the Executive Board.

D. The President, with approval of the Executive Board, may appoint task forces to carry out detailed tasks for specified periods of time.

E. Chairs of committees of the Section and task forces who are not members of the Executive Board and who attend meetings of the Executive Board shall not have voting privileges at these meetings.

F. All chairs of committees and task forces shall submit a written report annually to the Executive Board one month prior to the Annual Membership Meeting or by November 1, whichever occurs first.

G. The Section President selects individuals to be recommended for appointment by the President of NYLA to standing committees of the Association, providing the Section with representation on these committees. These recommendations shall be approved by the Executive Board.

ARTICLE VII. NOMINATIONS AND ELECTIONS

A. The Nominating Committee is chaired by the Board Advisor~~Immediate Past President~~. The Board Advisor~~Immediate Past President~~ shall recommend two additional Section members who are approved by the President to serve on the committee.

B. The Nominating Committee shall prepare a slate of candidates for office.- Candidates for the office of ~~First~~ Vice President/President-Elect shall be nominated each year. Candidates for the offices of ~~The Second Vice President,~~ Treasurer, and three Members At Large shall be nominated in even-numbered years.- Candidates for the offices of Secretary and four Members At Large shall be nominated in odd-numbered years. Candidates for the position of FLS Councilor shall be nominated every three years.- The committee shall present the slate to the Executive Board for its approval by April 30. The slate shall then be submitted to the members. -All candidates must be members of the Section at the time of nomination and throughout their terms of office.

C. Additional nominations may be added from the Section membership by petition signed by ten members submitted to the Nominating Committee no less than 6 weeks prior to the scheduled issuing of the ballot.

D. The ballot that includes petition candidates shall be issued by the most efficient and comprehensive means to all members of the Section in accordance with the coordinated ballot timeline for elections fixed by the by-laws of the New York Library Association.

E. The members shall be informed of the results of the election prior to the Annual Membership Meeting.

ARTICLE VIII: MEETINGS

A. Annual Meeting - The Annual Membership Meeting shall take place during the NYLA Annual Conference or in an in-person, virtual, or hybrid mode at a time and place established by the Executive Board. -Members shall be notified no less than one month before the meeting date.

B. Special Meetings - Special meetings may be called at the discretion of the Executive Board or they may be convened by 10% of the voting members who may, in writing, demand the call of a special meeting specifying the date and place. -The special meeting shall be held not less than two nor more than three months from the date of such written demand. -The membership is to be given advance notice of at least 30 days before such meeting. -The purpose of the meeting shall be stated in the call and no other business shall be transacted.

C. Quorum - Those members present and voting shall constitute a quorum at the Annual Membership Meeting. -In addition, at least three members of the Executive Board must be present at this meeting.

D. Voting - A simple majority of the members present and voting shall be sufficient for action on matters coming before the general membership except on amendments to the by-laws, which shall be governed by the terms of Article X below.

ARTICLE IX. FINANCES

A. The fiscal year of the Section shall be concurrent with that of the New York Library Association and a budget request for the fiscal year shall be approved by the Executive Board prior to the deadline set by the Association in line with its budgeting process ~~year's commencement~~.

B. No officer, committee, task force, or individual member shall incur any expenses on behalf of the Section unless duly authorized by the Executive Board.

C. The official financial records of the Section shall be maintained at the NYLA office. ~~The Section accounts~~ and are subject to the audit practices of the New York Library Association.

D. The Treasurer shall present a financial status report and a budget status report at each Executive Board meeting.

ARTICLE X. AMENDMENTS

Amendments to these by-laws may be initiated by the Executive Board or by a petition from ten members. - The Executive Board is required to submit all proposed amendments with recommendation for ratification by members voting either at the Annual Membership Meeting or through procedures authorized by Article VIII. -A two-thirds majority of the members participating is required for passage. -A copy of all proposed amendments must be provided to all members at least 30 days in advance of the vote. -By-law amendments may be voted upon by mail, through [the](#) NYLA's online voting system, or at the Section's Annual Membership Meeting.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The latest edition of *Robert's Rules of Order, Newly Revised*, shall be the parliamentary authority in all matters not specifically covered by these by-laws.

Adopted, March 30, 2015

Amended, June 16, 2022

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