

Explanation of Proposed Changes to the Friends' By-laws

In general, the proposed changes were made with the goals of:

- simplifying the language in the by-laws to be more understood,
- re-word or remove specific information (e.g., references to certain weeks when a particular meeting will occur) so that minor changes do not necessitate changes in the by-laws,
- change of the term “Board of Trustees” of the Friends to “Executive Board” in order to differentiate between the Library Board of Trustees and the Friends of the Library Executive Board,
- allow for use of electronic communication in the conduct of Friends’ business.

Specific Changes:

Article I: Officers- removed because determined to be unnecessary.

Article II: Purposes

- Name changed from Friends of Voorheesville Central School District Library to Friends of Voorheesville Public Library because the Library is no longer owned by the school district.
- Purpose of the Friends is the same.

Article III: Members

- Regarding current by-law Article III, Section 3 (draft by-law Article IV, Section 1), we reworded the sentence about the date of the annual meeting to make it less specific.
Explanation: The actual date of this meeting varies over a wider set of dates than described in the current by-laws.
- Regarding current by-law Article III, Section 3 (draft by-law Article IV, Section 7), the decision was made to have the Membership Chair, not the Secretary, produce the membership roll as of ten days prior to any meeting of the membership.
Explanation: This makes more sense given that the Membership Chair keeps these records.
- Regarding current by-law Article III, Section 3 (draft by-law Article IV, Section 7), the decision was made that **all individuals 18 and older appearing on the membership roll should be eligible to vote and be counted toward quorum.**
Explanation: Currently, only one member per membership (even family memberships) can vote. We feel that all individuals 18 and older should be able to vote; we believe that individuals from the same household may want to vote differently.
- Regarding current by-law Article III, Section 3 (draft by-law Article IV, Section 4) on Quorum of the membership, it was decided that a **quorum of the membership will be defined as ten members.**
Explanation: Quorum is currently defined as ten percent of the members, which means that we would need 33 members to meet quorum (based on Dec. 2006 membership count). We do not get that many members at the Annual meeting, and therefore believe that setting the quorum number at ten would allow us to conduct necessary business.

Article IV: Trustees

- Regarding current by-law Article IV, Section 4 (draft by-law Article V, Section 5), on vacancies, the decision was made **that the Executive Board should vote on all appointments the President makes to the Board.**

Explanation: Currently, the President appoints new members to the Executive Board. We believe that the Executive Board should vote on these appointments.

- Regarding current by-law Article IV, Section 6 (draft by-law Article V, Section 9), the decision was made that **quorum for the Executive Board will be defined as a majority of the voting members of the Executive Board.**

Explanation: Currently the by-laws state that quorum is a majority of the Board. However, we now have non-voting members and wanted to have that included in the by-laws.

Article V: Officers

- Regarding current by-law Article V, Sections 3 to 8, the decision was made to remove these descriptions of the officers' duties from the by-laws and instead include them in a separate document.

Explanation: Duties occasionally change, and if they were included in the by-laws this would necessitate a change in by-laws every time the job descriptions changed.

- Regarding draft by-law Article V, Section 11, it was decided that any **Executive Board members without access to electronic mail will be contacted and allowed to vote by telephone.**

Explanation: Occasionally issues come up between meetings that need immediate attention opportunities for programs but funding is needed quickly). We have used email to vote on such issues, but are specifying that those without email should be contacted through other means.

Article IX: Amendments

- Regarding current by-law Article IX (draft by-law Article IX), it was decided that the by-laws may be amended at any meeting of the Executive Board by a two-thirds vote of the Executive Board.

Explanation: Current by-laws state that changes to the by-laws must be voted on by the membership. This is difficult and we believe that the Executive Board should make changes to the by-laws when needed.

QUESTIONS?

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