

Updated
August 30, 2020



FLOW Bylaws

Article I: Name

Section 1. The name of this organization shall be *The Friends of the Library of Windham* ("FLOW"). FLOW supports the library in Windham, NH known as the Nesmith Library.

Section 2. *The Friends of the Library of Windham* is a 501(c)(3) non-profit, non-sectarian, non-political, organization.

Section 3. These revised bylaws replace any previous bylaws.

Article II: Purpose & Mission Statement

Section 1. The purpose of FLOW shall be:

- A. To work in cooperation with both the Director of the Nesmith Library ("the Director") and the library trustees ("the trustees"), in support of the library.
- B. To maintain an association of persons interested in good library service.
- C. To assist in the development, promotion, and completion of library services, facilities, and programs.
- D. To act as a liaison between the community and the library.
- E. To increase public awareness and use of the library's resources by encouraging appreciation, understanding, and enjoyment of the educational and cultural programs at the library.

Section 2. Mission Statement:

The Friends of the Library of Windham aims to assist in the development, promotion, and support of library services, facilities, and programs; and to act as liaison between the community and the library. We strive to increase public awareness and the use of the library's resources by encouraging appreciation, understanding, and enjoyment of the educational and cultural programs at the library.

Article III: Membership

Section 1. FLOW membership is open to all individuals, business organizations, or clubs in

FLOW Bylaws approved:

Updated
August 30, 2020

agreement with the purposes of this organization.

Section 2. Annual dues for FLOW shall be determined by the Board of Directors. Membership dues and levels will be reflected on the FLOW website.

Section 3. Each paid membership shall be entitled to one vote at the general membership meetings.

Section 4. Library trustees and the Director shall be considered non-dues-paying members and are prohibited from acquiring paid memberships. However, they are welcome to participate in all meetings and activities with the exception of the Executive Committee meetings. The library trustees, the Director, and other paid employees of the Nesmith Library, are not eligible to be FLOW officers or serve on the Board of Directors with the exception of the Strawberry Committee Chair.

Article IV: Officers

Section 1. The officers of this organization shall be President, Vice-President, Secretary, Treasurer, and Immediate Past President (if available).

Section 2. Officers shall be elected by majority vote of the membership present at the annual meeting (also known as the general membership meeting) for the term of two years. Ideally officers shall not serve more than two successive terms but are not limited to two terms.

Section 3. The term of officers so elected shall begin with the next meeting following the annual meeting.

Section 4. A vacancy in any office shall be filled for the remainder of the term by a majority vote of the remaining officers.

Section 5. Officers must be in good standing with FLOW prior to election and during their term(s) in office.

Section 6. Regardless of the number of committees an officer chairs, he/she only has one vote.

Article V: Duties of Officers

President

Section 1. The President shall facilitate all meetings for the membership.

Section 2. The President shall serve as the primary channel of communication with the Director and the library trustees.

Section 3. The President shall facilitate the establishment of committees and ensure that the goals and purposes of the membership are realized.

Updated
August 30, 2020

Section 4. The President shall approve all committee chairs and be an ex-officio member of all committees.

Section 5. The President shall not vote unless in the event of a tie.

Section 6. The President shall have the power to allocate resources for all expenditures less than or equal to \$500. For all expenditures exceeding \$500, the President must obtain prior approval by a majority vote of the Board of Directors. The President shall also approve FLOW expenditures by signing checks or approving other forms of money transfer on behalf of FLOW in accordance with the Financial Policy. For any and all checks exceeding \$500, a dual signature is required by both the President and Treasurer (in the absence of the Treasurer, another approved member of the Executive Committee may cosign).

Vice-President

Section 1. The Vice-President shall, in the absence or disability of the President, perform all the functions of the President including the duty of signing checks or approving other forms of money transfer during such absence or disability.

Section 2. If parliamentary procedures are in effect at a meeting, the Vice-President will act as parliamentarian.

Secretary

Section 1. The Secretary shall record attendance, take the minutes of all meetings, and maintain a file of meeting minutes for reference at future meetings.

Section 2. The Secretary shall maintain files which will include press releases, flyers, newsletters, announcements of programs and activities, and any other pertinent information relative to FLOW.

Section 3. The Secretary shall conduct and maintain necessary correspondence for the organization, including notification of meetings.

Section 4. The maintenance of the membership information is ultimately the responsibility of the Secretary; however, the Membership Committee Chairperson is responsible for the day to day management of it.

Section 5. The Secretary shall maintain copies of all FLOW documents at both the designated FLOW space at Nesmith Library and at least one other place and/or format.

Treasurer

Section 1. The Treasurer shall be responsible for the collection, safekeeping, and disbursement of all funds and assets.

Updated
August 30, 2020

Section 2. The Treasurer shall keep and maintain financial records of all financial transactions of the organization.

Section 3. The Treasurer shall submit a financial accounting of the FLOW's transactions and financial status at the annual meeting and at other times when requested.

Section 4. The Treasurer shall prepare any necessary documents and engage a CPA or accountant to prepare any necessary documents for the IRS and the NH attorney general related to FLOW finances, as required by statute or regulation.

Section 5. The Treasurer shall confirm invoices or other expenditures and prepare checks for signing by the President or use other money transfer medium as approved by the Executive Committee and outlined in the Financial Policy. The Treasurer shall, in the absence or disability of the President, be permitted to sign checks and be a cosigner of any and all checks exceeding \$500.

Article VI: Executive Committee

Section 1. The Executive Committee shall consist of the officers of the organization and the Immediate Past President (if available).

Section 2: The Executive Committee shall have the authority to appoint committees consistent with the purposes of this organization.

Section 3. Two officers of the Executive Committee are required to constitute a quorum.

Article VII: Board of Directors

Section 1. The Board of Directors shall consist of the Executive Committee and the chairpersons of all the standing committees. The Director shall serve as ex-officio member of the Board of Directors. Ad hoc committee members are invited as needed by any Board of Director with prior notification of the President.

Section 2. The Board of Directors is responsible for reviewing detailed financial statements provided by the Treasurer, setting the annual dues for the organization, creating and reviewing (quarterly) short and long term strategic planning for the organization, reviewing gifts to the organization, and suspending or terminating any Standing or Ad Hoc committees.

Section 3: The standing committees shall be Membership, Publicity, Youth Activities, Book Fairs, Academic Grants, the Strawberry Festival, Technology, and Marketing.

Section 4. A quorum shall be defined by a majority of the Board of Directors including two officers.

Updated
August 30, 2020

Section 5. Meetings of the Board of Directors shall be held monthly or as scheduled by the President. Board of Directors meetings are open to the public. Only the members of the Board of Directors shall vote. Special meetings may be called by the President.

Section 6. With prior approval of the President, the committee chairpersons shall be elected by majority vote of the Board of Directors at the monthly meeting in October following the general membership meeting. Ideally committee chairpersons shall not serve more than two successive terms but are not limited to two terms.

Section 7. The term of committee chairpersons so elected shall begin with the next meeting following the general membership meeting.

Section 8. A vacancy shall be filled for the remainder of the term through appointment by a majority of the Executive Committee.

Section 9. Committee chairpersons must be in good standing with FLOW prior to election and during their term(s) in office.

Section 10. Regardless of the number of committees an officer chairs, he/she only has one vote.

Section 11: The Board of Directors shall determine what types of external presence (websites, social media sites, etc.) are appropriate for FLOW.

Section 12. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a majority of the Board consent in writing to such action. Such written consent of consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a vote of the Board of Directors.

Section 13. Any Board Member may be removed for cause by a majority vote of the remaining Board Members at any time during any Board of Directors meetings, provided that the notice of intention to consider said removal has been given to each Board Member and to the Board Member affected in advance. Once the notice of intention is communicated, the Board Member in question is relieved of his/her duties in the organization until the issue is resolved.

Article VIII: Duties of Chairpersons

Membership Committee Chairperson

Section 1. The Membership Committee Chairperson is responsible for recruiting new members and retaining current members

Section 2. The Membership Committee Chairperson supervises the membership application process by collecting all new membership applications and dues, and submitting the documentation and fees to the Treasurer for processing.

Section 3. The Membership Committee Chairperson maintains records and participates in major FLOW events for membership purposes.

Section 4. The Membership Committee Chairperson is a voting member of the Board of Directors.

Academic Grants Committee Chairperson

Section 1. The Academic Grants Committee Chairperson is responsible for coordinating the annual academic grants application process

Section 2. The Academic Grants Committee Chairperson supervises the academic grants application process by collecting and reviewing all applications and selecting a recipient for each award (if applicable).

Section 3. The Academic Grants Committee Chairperson coordinates with Windham High School Guidance Office staff to promote the grants and then presents the awards to the recipients at the annual Windham High School Blue and Gold Ceremony.

Section 4. The Academic Grants Committee Chairperson is a voting member of the Board of Directors.

Book Fair Committee Chairperson

Section 1. The Book Fair Committee Chairperson coordinates the annual book fairs.

Section 2. The Book Fair Committee Chairperson sorts and organizes donated books for sale, recruits volunteers to sort books, sets up the book fairs, works the book fair sale days, and advertises the book fairs to FLOW members, the public, and book sellers.

Section 3. The Book Fair Committee Chairperson is a voting member of the Board of Directors.

Publicity Committee Chairperson

Section 1. The Publicity Committee Chairperson is responsible for advertising FLOW events by sending press releases to local newspapers.

Section 2. The Publicity Committee Chairperson is charged with organizing and maintaining a social media presence by updating the FLOW facebook page and the website while ensuring that no objectionable material is posted on social media platforms.

Section 3. The Publicity Committee Chairperson collaborates with the Technology Committee Chairperson to expand the organization's social media presence.

Section 4. The Publicity Committee Chairperson communicates FLOW events to the

Updated
August 30, 2020

Nesmith library for the newsletter.

Section 5. The Publicity Committee Chairperson is a voting member of the Board of Directors.

Youth Activity Committee Chairperson

Section 1. The Youth Activity Committee Chairperson is charged with organizing and coordinating all youth activities

Section 2. The Youth Activity Committee Chairperson is responsible for events such as the annual holiday craft workshop and winter carnival.

Section 3. The Youth Activity Committee Chairperson collaborates with the Nesmith Library Children’s Librarian and the Youth/Teen Librarian to enhance youth activities.

Section 4. The Youth Activity Committee Chairperson is a voting member of the Board of Directors.

Technology Committee Chairperson

Section 1. The Technology Committee Chairperson oversees the organization’s technology assets: hardware, software, and the organization’s website.

Section 2. The Technology Committee Chairperson is to coach and council the Board of Directors on new and/or innovative ways to increase efficiency with technology use.

Section 3. The Technology Committee Chairperson is charged with helping to identify problem areas pertaining to information technology and offer solutions.

Section 4. The Technology Committee Chairperson is a voting member of the Board of Directors.

Marketing Committee Chairperson

Section 1. The Marketing Committee Chairperson collaborates with the Publicity and Technology Committee Chairpersons to create awareness of the organization’s good work by creating marketing campaigns, promoting events, and creating advertising materials.

Section 2. The Marketing Committee Chairperson is a voting member of the Board of Directors.

Strawberry Festival Chairperson(s)

Updated
August 30, 2020

Section 1. The Strawberry Festival Committee Chairperson oversees the Strawberry Festival Committees, chairs Strawberry Festival meetings, and attends FLOW Board of Directors meetings.

Section 2. The Strawberry Festival Committee Chairperson coordinates with town officials, law enforcement and Windham High School Administration to coordinate the date, usage of the high school, and to ensure the safety of attendees the day of the event.

Section 3. The Strawberry Festival Committee Chairperson works to obtain sponsorships and requests donations from local businesses.

Section 4. The Strawberry Festival Committee Chairperson is responsible for drafting a layout of key areas throughout the event space and to ensure visibility of the event sponsor(s).

Section 5. The Strawberry Festival Committee Chairperson is a non voting member of the Board of Directors.

Section 6. In the event the Strawberry Festival Committee Chairperson is held by a library trustee, any and all decisions regarding the festival must be presented to the FLOW Board of Directors for approval by a majority vote. The Strawberry Festival Committee Chairperson is then to act as facilitator of the festival through the direction of the FLOW Board of Directors.

Article IX: General Membership Meetings

Section 1. General membership meetings of FLOW are open to the public and shall be held annually in September unless otherwise voted on by the membership. Membership is defined as any and all paying members in good standing.

Section 2. Business can be conducted at a general membership meeting if a quorum is present. A quorum shall be defined as no fewer than five (5) members with at least two officers.

Section 3. Special meetings of FLOW may be called at any time by the President or by two FLOW officers, with proper notification to the membership.

Section 4. The general membership shall be notified of the annual meeting by email and social media at least ten (10) business days before the meeting date.

Article X: Gift Acceptance Policies

Section 1. FLOW solicits and accepts gifts that are consistent with its mission as well as special projects.

Section 2. Donations and other forms of support will generally be accepted from individuals, partnerships, corporations, foundations, government agencies, or other entities, subject to

Updated
August 30, 2020

review by the Executive Committee and as outlined in the Financial Policy.

Section 3. Gifts of Real Property, Personal Property or Securities may only be accepted upon approval of the Executive Committee.

Article XI: Funds and Liability

Section 1. All funds shall be deposited into the FLOW account and shall be disbursed by the Treasurer as authorized by the President.

Section 2. Adequate records of accounts shall be maintained by the Treasurer.

Section 3. No member of FLOW shall be liable except for unpaid dues, and no personal or financial liability shall in any way be attached to any member of FLOW in connection with any of its undertakings.

Section 4. The fiscal year shall be September 1 through August 31.

Article XII: Conflict of Interest

Section 1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons. The organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of FLOW. Where conflict of interest may be thought to exist for a member of the Board of Directors, that member shall inform the Board of Directors and abstain from any inappropriate participation in the matter.

Section 2. Each member of the Board of Directors must sign a *Confidentiality and Conflict of Interest Policy and Disclosure Form* annually at the first Board of Directors meeting of the fiscal year.

Article XIII: Amendments

Section 1. These bylaws may be amended with a two thirds majority vote of those present at any meeting of the Board of Directors with a minimum of seven days' notice prior to the meeting at which the voting is to take place.

Article XIV: Parliamentary Procedure

Section 1. At the beginning of any meeting the President will indicate if Parliamentary Procedure will be followed.

Section 2. If Parliamentary Procedure will be followed, *Robert's Rules of Order* shall govern the proceedings of FLOW unless those rules conflict with these bylaws.

Article XV: Dissolution

Section 1. In the event of dissolution, all of the remaining assets and property of the organization shall, after necessary expenses are paid, be distributed to a charitable organization as shall

FLOW Bylaws approved:

Updated
August 30, 2020

qualify under section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such a manner as in the judgement of a Justice of the Supreme Court of the State of New Hampshire will best accomplish the general purposes for which this organization was formed.