Proposed 2026 Friends Bylaws amendments

The purpose of these amendments is to accommodate a larger number of Board members for 2027 and provide flexibility for the size of the Board in other years following. In addition, we are proposing a few other tweaks to make certain sections more clear.

Only the proposed amendments to the bylaws are included below, but you can review our current bylaws in full on this page of the library website.

All proposed changes are shown in blue-colored font. Anything in black font is unchanged.

Article III: Membership

Section 4. Voting and other membership rights

- All members may attend the annual meeting and any special meeting of the membership as a whole and may participate in discussions.
- Each member is entitled to one vote at the annual meeting and any special meeting of the membership as a whole.
- Members present at the annual meeting or a special meeting of the membership (or voting remotely) may vote to elect Officers and Directors, amend Articles and/or Bylaws, and approve major actions such as the dissolution of the Corporation.

This amendment makes it more clear that the Friends members at large (not just Board members) can vote remotely and do not have to attend a meeting in person to vote.

Article IV: Board of Directors and Officers

Section 1. Composition

The Board of Directors shall consist of ~~nine (9) members~~ between six (6) and thirteen (13) members, including four (4) elected Officers, the immediate past president (an Officer), and ~~four (4)~~ at least one but not more than eight (8) elected Directors, with all Officers having the powers of Directors:

- President
- Vice President
- ~~Secretary~~ Clerk or Secretary
- Treasurer
- Immediate past President (ex officio, can vote as an Officer)
- ~~Four (4)~~ Between one and eight (1-8) elected Directors

Section 2: Nomination
Officers shall be nominated by a committee selected by the President not less than 10 weeks before the annual meeting. The nominating committee shall consist of three members and may include Board members. The slate of nominations shall be submitted in writing and/or presented to the Board, and this slate shall be posted on social media and in the library approximately one month before the annual meeting. Additional nominations may be made from the floor with the consent of the additional nominees provided that the name of the nominee(s) is/are provided to the current Secretary not later than 10 days before the date of the annual meeting.

These amendments enable the Friends to have a larger Board of Directors (up to 13 members, including up to 8 Directors as opposed to our current limit of 4 Directors.)

Article V: Meetings

Section 5. Electronic or Online Voting and Meetings
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- For any Board meeting or annual ~~regular~~ or special meeting of the membership, participation and voting may be conducted by video conferencing (e.g., Zoom) or other online ~~electronic~~ means ~~that allows all participants to hear (and preferably see) each other simultaneously~~.
    - Participation by such means constitutes presence in person at the meeting.
    - A video conference ~~The electronic means of communication~~ must be monitored and/or moderated by the President or another Board member – especially in the case of a hybrid in-person/electronic meeting – who ensures everyone has a chance to speak and can hear remote participants, counts votes as needed, etc.
    - Voting by Officers and/or Directors may take place during ~~electronic~~ online Board meetings using real-time voice or visual polls, provided that the method used allows verification of members' identity ~~eligibility to vote~~ and ensures confidentiality when required. Votes conducted ~~electronically~~ online shall have the same force and effect as those conducted at an in-person meeting.
    - Voting by the membership at large (including Board members) for an annual or special meeting may take place online before or by the end of the meeting unless otherwise specified. The online platform must allow for verification of members' eligibility to vote, must ensure confidentiality when required, and must be established and/or monitored by the President or another Board member. Votes conducted online shall have the same force and effect as those conducted at an in-person meeting.

        - Votes can be conducted for a single meeting or issue both online and in person, provided the vote count is then consolidated before finalization.
        - Voting results must be communicated to the membership accurately and in as timely a manner as possible.
    - Any action taken or election held by electronic means shall be deemed valid and binding if conducted in accordance with this section and other applicable provisions of these bylaws and state law.

These amendments make it clear that the Friends members at large (not just Board members) may vote through an online platform; it also provides basic guidelines for online voting via Zoom or another online platform.

Article VI: Quorum

Section 2. Board Meetings

A quorum of the Board shall be ~~five (5) members~~ one half the number of current directors (counting officers as directors) plus one. For example, if the Board has 12 current directors, a quorum would be 6+1 or 7 directors and may or may not include all of the officers.

This amendment changes the quorum requirement for Board meetings in order to accommodate Boards of various sizes rather than a Board with one fixed number of members.

Please provide your vote on these amendments (as a whole/group) by marking either "Adopt" or "Reject" on your ballot. Thank you!