BYLAWS
Of
The Friends of the Seaford District Library, Inc.

ARTICLE I: Name

The name of this organization is The Friends of the Seaford District Library, Inc.; hereinafter referred to as the "Friends".

ARTICLE II: Mission and Purpose

The mission of the Friends shall be to support, enhance and promote the library's facilities, resources, and services.

The purpose of the Friends shall be to accomplish its mission by

1. Fostering closer relationships among Friends, library staff, volunteers, Board of Commissioners, and local citizens
2. Developing an agenda that provides financial assistance to the library for needs not normally covered by the library's operating budget
3. Providing volunteer services to the library
4. Promoting and marketing library resources, functions, and activities
5. Advocating on behalf of the library in local, county, and state legislative initiatives

ARTICLE III: Membership

Membership in the Friends shall be open to all those interested in supporting the purpose of the organization. There shall be the following classes of membership:

A. Individual
B. Family
C. Life
D. Business
E. Organization

ARTICLE IV: Dues

The membership fees for the Friends will be set annually by the Board of Directors.

ARTICLE V: Meetings of the Members

Section 1 – Annual Meeting

The Annual Meeting of the members of the Friends will be held each Spring for the purpose of electing directors and for other such purposes as may properly come before the group.

Section 2 – Special Meetings

Special Meetings of the Friends may be called at any time by the Board of Directors or by the President, Vice-President, Secretary, or Treasurer or upon the written request of ten percent (10%) of the members.

Section 3 – Place of Meetings

All meetings of the Friends shall be held at the Seaford District Library & Cultural Center or at such other place as shall be designated in the notice of such meetings.

Section 4 – Notice

A. Notice of the annual meeting of the Friends shall be given by newsletter at least ten days prior to the meeting; the notice shall state the date, time, and place of the meeting.
B. Notice of a special meeting shall be given by public posting at least 48 hours prior to the meeting; the notice shall state the date, time, and place of the meeting, the purpose of the meeting, and the name of the person or persons calling the meeting.

Section 5 – Quorum

A quorum shall consist of those members present at a duly called annual meeting or special meeting.

Section 6 – Voting

Each member of the Friends shall be entitled to one vote. Members may vote by proxy providing that the instrument authorizing such proxy has been executed in writing by the member; such proxy shall be valid for only one meeting and is then considered void.

ARTICLE VI: Board of Directors

Section 1 – Number, Election, and Term of Office

A. There shall be no fewer than five and not more than thirteen directors of the Friends, including the officers.
B. Directors of the Friends shall be elected by a majority of the votes cast at the annual meeting.
C. A director shall hold office until a successor is elected, or until resignation, removal, or death.

Section 2 – Powers and Duties

The Board of Directors shall be responsible for the management and control of the affairs of the Friends, and the Board may exercise all powers of the corporation towards the purposes thereof.

Section 3 – Meetings

A. The Board of Directors will determine the number of meetings held in a calendar year. The first of these meetings should be scheduled to follow the annual meeting of the membership.
B. Other meetings of the Board of Directors shall take place as needed and as called by the chairperson or by two directors. Such meetings may be conducted electronically.
C. Public notice of regular meetings shall be given via local newspaper and/or online media at least a week prior to a meeting, giving the date, time and place of the meeting.
D. Fifty percent (50%) of Board members shall constitute a quorum.

Section 4 – Officers

A. Unless otherwise provided, the Officers of the Board of Directors of the Friends shall have such powers and duties as generally pertain to their respective offices.
B. The officers shall service one-year terms and may be re-elected.
C. A President shall be elected each year from the Board of Directors and shall provide an agenda and preside over meetings of the Board.
D. A Vice-President shall be elected each year from the Board of Directors and shall preside over meetings of the Board in the absence of the President.

E. A Secretary shall be elected each year from the Board of Directors and shall maintain the minutes of the organization for all meetings. The Secretary shall also be responsible for contacting each Director on the Board to determine if they are willing to continue on the Board for the following fiscal year.
F. A Treasurer shall be elected each year from the Board of Directors. The treasurer shall receive all dues and contributions and shall deposit such in an approved financial institution. The treasurer shall disperse funds as directed by the Board and shall maintain appropriate records of accounts and activity. The treasurer will present a current report at each meeting of the Board of Directors and at the annual meeting of the Friends. The treasurer or a delegate shall be responsible for maintaining membership records.
G. Any Director may be removed with or without cause by a majority vote of the entire Board of Directors.
H. An officer vacancy may be filled at any time for the remainder of a term by a majority vote of the Board of Directors.

Section 5 – Vacancies

A vacancy of the Board may be filled at any time for the unexpired term by a majority vote of the Board of Directors.

ARTICLE VII: Indemnification

1. To the fullest extent permitted by law, all directors, officers, employees, volunteers, and agents (collectively referred to as 'Indemnified Parties') of the Seaford Friends of the Library (hereinafter referred to as 'Organization') shall be indemnified and held harmless by the Organization from any and all claims, demands, actions, suits, losses, liabilities, costs, and expenses (including reasonable attorneys' fees) arising out of or relating to the performance of their duties or activities on behalf of the Organization.
2. The indemnification provided under this clause shall include, but not be limited to, any claims arising from negligence, willful misconduct, errors, omissions, or any other acts or omissions that may result in liability for the Indemnified Parties.
3. The Organization shall have the sole discretion to determine the eligibility of an Indemnified Party for indemnification under this clause. However, the Organization shall act reasonably and in good faith when making such determinations.
4. The indemnification provided herein shall extend to the fullest extent permitted by applicable law. If any portion of this clause is deemed invalid or unenforceable by a court of competent jurisdiction, the remaining provisions shall remain in full force and effect.
5. The indemnification provided under this clause shall be in addition to any other rights to indemnification that an Indemnified Party may have under applicable law, the Organizations' bylaws, or any additional agreement or insurance coverage.
6. The Organization shall maintain appropriate liability insurance coverage to cover its indemnification obligations under this clause to the extent such insurance is reasonably available.
7. Any indemnification payments made by the Organization under this clause shall be made promptly after receiving a written request for indemnification from an Indemnified Party, accompanied by appropriate documentation supporting the claim.

ARTICLE VIII: Dissolution

The Friends shall use its funds to accomplish the objectives and purposes specific in these by-laws and no part of said funds shall inure or be distributed to the members of the Friends. On dissolution of the Friends, any funds remaining shall be distributed to the Seaford District Library.

ARTICLE IX: Amendments

SECTION 1: These Bylaws may be amended by two-thirds vote of the Board of Directors or by a majority of the members at any regular or special meeting, provided that the notice of such meeting shall have summarized the proposed amendments.

SECTION 2: Any proposed amendment(s) shall be submitted to the Board of Directors in writing at least ten days prior to the meeting at which they are to be acted upon.

SECTION 3: The Bylaws shall be effective immediately following their adoption (Section 1). When so adopted, they shall supersede all previous Bylaws, Constitutions, and amendments thereto, which are hereby annulled.

ARTICLE X: Rules of Order

Robert's Rules of Order, Revised shall be used as the basis for procedures at all meetings of the Friends and at all meetings of the Board of Directors.

ADOPTED: 2/17/1981
REVISED: 12/3/02, 2/19/03, 6/1/04, 12/13/10, 6/15/15, 11/18/19, 8/14/23, 9/14/26