

## THE FRIENDS OF THE J. V. FLETCHER LIBRARY, INC. BY-LAWS

### Article I — NAME

Section 1. The name of the organization shall be “The Friends of the J. V. Fletcher Library, Inc.” (hereinafter referred to as the “Friends”).

### Article II — PURPOSE

Section 1. The purpose of the organization shall be to:

- a. Maintain an association of persons interested in supporting the J. V. Fletcher Library;
- b. Stimulate the interest of the community in the services and needs of the Library by engaging in appropriate programs and fund-raising activities;
- c. Foster a greater realization of the importance of the Library to the future development of the community;
- d. Attract bequests and gifts of books, manuscripts, money, materials or equipment which are beyond the resources of the Library’s municipal support (but not supplanting that support), and to develop a program of planned giving to the Library;
- e. Serve as a medium through which citizens of the community may become acquainted with each other, and share their enthusiasm for books and other library materials;
- f. Encourage volunteer support for the Library’s service programs and activities.

Section 2. Mission Statement:

The Friends help the library serve the community. The Friends support the library through advocacy, volunteer service and fundraising in order to enhance resources, facilities, and services.

### Article III — MEMBERSHIP AND DUES

Section 1. Membership shall be open to all individuals, businesses, and organizations that support these purposes. A “member” shall be any individual, business or organization whose dues are paid to date.

Section 2. Each member shall be entitled to one vote at the Annual Meeting, to potential appointment to committees and to stand for election to office.

Section 3. Annual dues and categories of membership shall be determined by the Board of Directors and approved by the membership.

### Article IV — MEETINGS

Section 1. There shall be an Annual Meeting of the membership for the election of the Board of Directors and the transaction of other business, including annual reports by the Board of Directors. It shall take place annually, between September 1 and December 1 at a time and place determined by the Board of Directors.

Section 2. A quorum ~~will be the presence of at least 5% of the membership~~ at an annual or special meeting of the membership will be the presence of at least 25 members, including at least one officer.

Section 3. Special meetings of the membership may be called by the Board of Directors or by written request of 10% of the members, upon ten days’ notice to members.

Section 4. At an annual or special meeting, members must vote in person; voting by proxy will not be allowed.

Section 45. All meetings of the Board of Directors are open to all members for information and discussion. At meetings of the Board of Directors, only Board members may vote.

## **Article V — BOARD OF DIRECTORS**

Section 1. The Board of Directors shall manage the affairs of the Friends between Annual Meetings and shall direct disbursement of funds. It shall fill by appointment any vacancies occurring in any office or position on the Board of Directors.

Section 2. The Board of Directors shall consist of ~~the five officers of the Friends (President, Vice-President, Secretary, Treasurer and Assistant Treasurer), Program Coordinators overseeing Advocacy, Book Sale, Foundation, Direct Marketing and Mailings, Membership, Publicity, Volunteer Coordination, and E-Communication plus no more than three Members at Large.~~ no more than 20 Directors, including:

- a. 5 officers: President, Vice-President, Secretary, Treasurer, and Assistant Treasurer
- b. 9 Program Coordinators overseeing Advocacy, Book Sale, Book Sale Deputy, Foundation, Direct Marketing and Mailings, Membership, Publicity, Volunteer Coordination, and E-Communication
- c. No more than 6 Members at Large

~~A member of the Board of Trustees of the J. V. Fletcher Library shall serve as a non-voting Trustee Liaison and the Library Director or designee shall attend ex-officio.~~ The Library Director or designee may attend Board meetings, with no voting privileges, to inform and advise the Board, and the Board of Trustees of the J. V. Fletcher Library may appoint a member to serve as a non-voting Trustee Liaison to the Board.

Section 3. Board members shall be nominated by a Nominating Committee preceding the Annual Meeting. Such nominations shall be presented to the membership prior to the Annual Meeting, and nominees shall be elected by a majority of the members present at the Annual Meeting. Nominations may also be made during Annual Meeting from the floor, with the consent of the nominee.

Section 4. Board members shall be elected annually by a majority vote of the members present at the Annual Meeting and shall serve from January 1 through December 31. Vacancies occurring during the year shall be filled by appointment by the Board ~~until the next regular election.~~ and appointees shall serve through December 31 of the year in which they are appointed.

Section 5. The Board of Directors, at the Annual Meeting, may designate a former Board Member to be "Board Member Emeritus," an honorary status with no Board voting privileges.

### Section 7. Indemnification and Insurance of Directors, Officers, Employees, and Other Agents:

7.1 Directors And Officers: Each director and officer of the Friends whether elected by the members of the Friends or by the Board of Directors shall be indemnified by the Friends against all costs and/or damages incurred in connection with any claim, action, suit, or proceeding in which they may be involved by reason of their being or having been such director or officer, brought against them by reason of any act or omission, or alleged act or omission by them in any such capacity, and also against all charges which may be reasonably incurred by them (other than to the Friends for its account) in reasonable settlement of any such claim, action suit, or proceeding.

7.2 Employees And Other Agents: The Board of Directors may, by general vote or by vote pertaining to a specific employee or agent or class thereof, authorize indemnification of the Friends' employees and agents, other than those officers, directors and persons referred to in Section 7.1 above, to whatever extent they may determine, which may be in the same manner and to the same extent provided in Section 3.1 above.

7.3 Limit On Indemnification: Indemnification under this Article shall not be made in any case where it is found, by a majority of a quorum of the Board of Directors not involved in the claim, that

such director, officer, person employee or agent a) is or was derelict in the performance of their duties in connection with the alleged acts or omissions giving rise to such claim, action, suit or proceeding and/or b) has not acted in good faith in the reasonable belief that their action was in the best interests of the Friends.

7.4 Other Remedies: The rights of indemnification herein provided for shall be severable, shall not be exclusive of other rights to which any director, officer, employee or agent may now or hereafter be entitled, shall continue as to a person who has ceased to be such director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

7.5 Insurance: The Friends shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the Friends, or is or was serving at the request of the Friends as a director, officer, employee or other agent of another organization, in which it has an interest, against any liability incurred by them in any such capacity, or arising out of their status as such, whether or not the Friends would have the power to indemnify them against such liability.

Section 8. Investments: The Friends shall have the right to retain all or any part of securities or property acquired by it and to invest and reinvest any funds held by it according to the judgment of the Board of Directors without being restricted to the class of investments which a fiduciary is permitted by law to make provided, however, that no action shall be taken by or on behalf of the Friends if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

#### **Article VI — DUTIES OF THE OFFICERS**

Section 1. President: The President shall preside at all meetings of the Friends and the Board of Directors and shall be a voting member ex-officio of all Committees except the Nominating Committee, and shall perform all other duties usually pertaining to the office.

Section 2. Vice-President: The Vice-President shall act as an aide to the President and shall perform the duties of the President in the absence of that officer, and shall assume other responsibilities delegated to him/her by the President. If left vacant, the office of President shall be taken over by the Vice-President until the next election.

Section 3. Secretary: The Secretary shall keep a correct record of all meetings of the Friends and of the Executive Board; as "Clerk" shall sign all reports required by law and shall assume such other responsibilities as may be delegated to him/her.

Section 4. Treasurer: The Treasurer shall be the custodian of the Friends' funds, collect all dues and administer all funds as directed by the Board of Directors. The Treasurer shall receive all funds of the Friends; shall keep an accurate record of receipts and expenditures; shall pay out funds as authorized by the Friends; and shall prepare and submit any reports required by law. The Treasurer shall present a statement of accounts at every business meeting and at other times as requested. The fiscal year shall end on December 31 and commence on January 1 of the following year.

Section 5. Assistant Treasurer: The Assistant Treasurer shall assist the Treasurer via income collections and reconciliations; may perform the duties of the Treasurer in his or her absence; and shall assume such other responsibilities as may be delegated to him/her.

#### **Article VII — COMMITTEES**

Section 1. There shall be at least five standing committees:

- a. The Finance Committee shall consist of the Treasurer (chair), Assistant Treasurer, President, one Board Member, and additional members as deemed necessary by the Treasurer. The Finance Committee shall be responsible for developing and reviewing fiscal procedures of the Friends and the

annual budget with input from staff and other Board members. Regular reports shall be submitted to the Board showing actual and accrued income and expenditures. The Finance Committee shall work closely with the Foundation and Major Gifts Committee.

b. The Fundraising Committee shall consist of the Program Coordinators in charge of Book Sale, and Direct Marketing and Mailings (e.g. Annual Appeal, Membership, postcards, etc.) and additional members as deemed necessary.

c. The Foundation and Major Gifts Committee shall consist of the President, at least one Board Member (chair), at least one and no more than two Library Trustees, the Library Director or designee (Ex Officio with no voting privileges) and at least two members of the Friends and shall oversee all activities of the "J. V. Fletcher Library Foundation," the major gifts and bequests arm of the Friends. The Foundation and Major Gifts Committee shall plan, develop, implement, and supervise all major, long-term fundraising activities, including capital campaigns, charitable bequests, and deferred contributions. The Foundation and Major Gifts Committee will receive reports from other fund-raising activities of the Friends.

d. The Membership Committee shall consist of the Program Coordinators in charge of Membership and of Volunteer Coordination and additional members as deemed necessary. The Membership Committee shall be responsible for recruiting and retaining members and for maintaining the membership list. It shall be responsible for involving members as volunteers and for nurturing, recording and recognizing the volunteer efforts of members of the Friends.

e. The Outreach Committee shall consist of the Program Coordinators in charge of Advocacy, Publicity and E-Communication and additional members as deemed necessary.

Section 2. Other committees shall be created as needed. Members and chairs of the committees will be appointed by the President, with the approval of the Board of Directors. The duties and tenure of the additional committees shall depend on their purpose.

Section 3. Committee reports, as requested by the President, shall be submitted to the membership at the Annual Meeting.

#### **Article VIII — PARLIAMENTARY PROCEDURE**

Robert's Rules of Order Revised, when not in conflict with these by-laws shall govern the proceedings of the organization.

#### **Article IX — AMENDING**

The By-laws may be amended by a two-thirds majority vote of those members present at any duly called meeting of the Friends, provided that at least seven days prior to the meeting a notice of the proposed amendment shall have been sent to each member.

#### **Article X — POSSIBLE DISSOLUTION OF ORGANIZATION** (amended by unanimous vote 1/29/87)

In the event of dissolution, all the remaining assets and property of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the Commonwealth of Massachusetts will best accomplish the general purposes for which this Friends was formed.

ADOPTED: October 4, 1972; AMENDED: 12/1/77, 3/1/87. DRAFT LANGUAGE: 3/14/97; 4/8/98, 4/16/98; Submitted to Counsel, 4/16/98. AMENDED AT ANNUAL MEETING: June 26, 1998. AMENDED AT ANNUAL MEETING: June 20, 2003. (This copy includes any amendments or corrections voted upon prior to 6/20/2003). Amended at ANNUAL MEETING, June 24, 2005. Amended

FRIENDS' BY-LAWS: 5 OF 4  
DRAFT 10/20/16

at ANNUAL MEETING October 2, 2008; Approved at ANNUAL MEETING October 8, 2009; DRAFT  
AMENDMENTS 10/20/2016.

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