

BY-LAWS

THE FRIENDS OF THE SHARON PUBLIC LIBRARY

ARTICLE I **NAME**

SECTION 1.

The name of the organization shall be: The Friends of the Sharon Public Library ("The Friends").

ARTICLE II **PURPOSE**

SECTION 1.

The Friends is a non-profit corporation established on October 1, 1980, and whose IRS 501(c)(3) tax-exempt status was granted on November 29, 1983. The Friends purpose is to maintain an association of persons interested in The Sharon Public Library ("The Library") and libraries in general; to focus public attention on The Library; to stimulate the use of The Library's resources and services; to receive and encourage gifts, endowments, and bequests to The Library; to support and cooperate with The Library in developing library services and facilities for the community; to work toward the acquisition of funds, materials, and furnishings that otherwise might not be available to The Library; to support the freedom to read as expressed in the American Library Association Bill of Rights, and to support The Library in any other manner that will benefit The Library and the community.

ARTICLE III **AUTONOMY**

SECTION 1.

The Friends shall be separate and distinct from the Board of Trustees of The Library.

SECTION 2.

The Friends shall not encroach in any manner upon the duties and responsibilities of The Library's Trustees or The Library Director but may cooperate or work in conjunction with either in order to promote or benefit The Library.

ARTICLE IV **OFFICERS/EXECUTIVE BOARD AND BOARD OF DIRECTORS**

SECTION 1.

The Officers of The Friends shall be a president, vice-president, treasurer, and secretary. Together with the immediate past-president, these shall comprise the Executive Board.

SECTION 2.

The Board of Directors of The Friends shall include the Executive Board and up to 12 additional persons, all being Friends members in good standing.

SECTION 3.

The Library Director and a representative of The Library's elected Board of Trustees shall serve as ex-officio members of the Board of Directors.

SECTION 4.

A majority of the Board of Directors as established under this Article IV shall nominate a slate of officers to be presented to the membership at the Annual Meeting. The nominated slate shall be submitted in writing to The Friends membership, with the consent of the nominees, at least two weeks prior to the Annual Meeting. Additional nominations may be made from the floor with the consent of the nominee.

SECTION 5.

The Board of Directors shall be elected by the majority vote of those present at the Annual Meeting for a term of one (1) year. All members of the Board of Directors shall serve without compensation. The terms of office shall begin on November 1 of each year and end on October 31 of the following year.

SECTION 6.

A Board of Directors member may simultaneously serve on The Library's elected Board of Trustees.

SECTION 7.

A Board of Director member may resign at any time by submitting a letter of resignation to the president of The Friends. Vacancies shall be filled by the Executive Board and Board of Directors from among The Friends membership, and such persons shall serve until the next regular election.

ARTICLE V **DUTIES AND AUTHORITIES OF OFFICERS**

SECTION 1.

PRESIDENT: The president shall preside over and conduct all Board of Directors and general membership meetings; appoint all standing committee chairpersons, and be an ex-officio member of each committee, submit an annual report of the operations of The Friends to the members at the Annual Meeting, and, from time to time, report to the Board of Directors all matters that should be brought to their attention in the best interests of The Friends.

SECTION 2.

VICE PRESIDENT: The vice president shall perform the duties of the president in the absence of the president and assist the president and directors as needed.

SECTION 3.

TREASURER: The treasurer shall present a proposed budget at the beginning of each fiscal year. The treasurer shall be responsible for the collection, safekeeping, and expenditure of all funds, securities, and property; keep and maintain the financial records of all business transactions of The Friends. The treasurer shall also render and present a written financial report at least quarterly to the Board of Directors, or as requested by the president, and submit to the membership at the Annual Meeting a written financial report for the past fiscal year.

SECTION 4.

SECRETARY: The secretary shall count attendance at all meetings; take minutes of all meetings; keep a Board of Directors membership list together with each member's address, telephone number, and email address; Secretary will coordinate with the President to provide notice of board meetings and conduct the correspondence of The Friends, as needed.

ARTICLE VI **BOARD OF DIRECTORS**

SECTION 1.

A simple majority of the Executive Board or Board of Directors shall constitute a quorum for all meetings of the Executive Board or the Board of Directors, respectively.

SECTION 2.

A majority vote of the Executive Board or the Board of Directors which fulfills the requirements of a quorum shall be necessary to approve any measure put before them for a vote.

SECTION 3.

Ex-officio members of the Board of Directors shall not have a vote in any decisions of the Executive Board and/or the Board of Directors.

SECTION 4.

The Executive Board and the Board of Directors shall have the authority to remove a member of the Executive Board or the Board of Directors with cause by the vote of a majority of the Board of Directors. Just cause may include, but not be limited to, an inability to fulfill one's responsibilities as described in these By-Laws or absence from three (3) or more board meetings. A board member may be removed for cause only after reasonable notice and opportunity to be heard before the Executive Board.

ARTICLE VII **RESPONSIBILITIES**

SECTION 1.

Meetings of the Board of Directors shall be held at least quarterly but may be held as often as deemed necessary by the Board of Directors. In addition, special meetings may be called by the president. Any meeting may be conducted solely by one or more means of remote communication through which all of the Executive Board, Board of Directors, or members may participate with each other during the meeting, as long as by means of which all persons participating in the meeting can hear each other and the number of Executive Board, Board of Directors participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by that means constitutes presence in person at the meeting. Members of the Board of Directors are expected to attend all meetings or notify the secretary when they are unable to attend a meeting.

SECTION 2.

The Board of Directors shall oversee the receipt and disbursement of funds of the organization and custody of its property in support of The Friends mission as described in these By-Laws. The Board of Directors shall authorize expenditures as outlined in the Treasurer's proposed annual budget with a majority vote. Any expenditure not allocated in the budget or implementation of a new activity or event organized by the Friends must be approved by a majority of the Board of Directors at a regular meeting.

SECTION 3.

Board members are expected to chair or actively participate in committees or programs.

ARTICLE VIII **MEMBERSHIP AND FEES**

SECTION 1.

Membership in The Friends shall be open to any person, regardless of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, and supportive of the purposes of The Friends' organization and upon application for enrollment and payment of annual dues

SECTION 2.

The Board of Directors shall establish classes of membership, and they shall be adopted by a simple majority of those present at a meeting of the Board of Directors that fulfills the requirements of a quorum and shall be ratified by the general membership of The Friends by a simple majority of those present at the next Annual Meeting of The Friends.

SECTION 3.

The dues amount for each class of membership shall be determined by the Board of Directors.

SECTION 4.

The membership classes may be renamed, changed, added to, or deleted from by a simple majority of those present at a meeting of the Board of Directors that fulfills the requirements of a quorum, and shall be ratified by the general membership of The Friends by a majority of those present at the next Annual Meeting of The Friends.

SECTION 5.

The benefits applicable to each class of membership shall be determined by the Board of Directors.

SECTION 6.

Memberships are renewable annually on the member's anniversary of joining or renewing. Dues shall not be prorated.

SECTION 7.

Each member in good standing shall be entitled to one vote on any issue raised at a membership meeting. Members shall receive all mailings of The Friends, including an electronic Newsletter, which may be published periodically throughout the year. Members shall be entitled to all rights and privileges afforded to all members in good standing of The Friends.

ARTICLE IX **FUNDS AND LIABILITY**

SECTION 1.

Accounts shall be maintained by the Treasurer.

SECTION 2.

The fiscal year of the Friends shall begin on November 1 of each year and end on October 31 of the following year.

SECTION 3.

No funds shall be disbursed without the authority of the president or treasurer.

SECTION 4.

No member of The Friends shall be liable except for unpaid dues; and no personal liability shall in any event attach to any member of The Friends in connection with any of its undertakings; but all its liabilities shall be limited to its common funds and assets.

SECTION 5.

The Board of Directors by a simple majority vote of those present at a meeting of the Board of Directors that fulfills the requirements of a quorum may borrow money in the name of or on behalf of The Friends. Any vote approving the borrowing of funds shall be ratified at the next meeting of the general membership by a simple majority of those members present.

SECTION 6.

Except as otherwise provided in these By-Laws, no member of the Board of Directors of The Friends shall:

- A. Act as, or be deemed to be, an agent of the members of The Friends without direct authorization of the Executive Board; or
- B. Enter into any contract or incur any obligation whatsoever in the name of The Friends without authorization of the Executive Board; or
- C. Incur any obligation beyond the amount on hand or in the bank after deducting there from, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.

SECTION 7.

- A. No part of the net earnings of The Friends shall benefit any member, Library Trustee, or Board of Director Member.
- B. The Friends may engage in various activities that may promote the purposes of The Friends. Such activities may include, but shall not be limited to, the support of legislation, referenda, or any other promotional campaigns.
- C. The Friends or any member in the name of The Friends shall not campaign for, endorse, or support any candidate for any public office.

SECTION 8.

In the event of the dissolution of The Friends, and prior to the completion thereof:

- A. All liabilities and obligations of The Friends shall be paid, satisfied, and discharged, and all of the remaining assets, property, and income owned or held by The Friends shall be expended for or applied to the purposes of The Friends.
- B. No part of such remaining assets, property, or income shall be distributed to members or to any other person whatsoever.

ARTICLE X **MEMBERSHIP MEETINGS**

SECTION 1.

An Annual Meeting shall be held in the fall, the date to be determined by the Board of Directors, for the election of a slate of officers and members of the Board of Directors, and the transaction of other business.

SECTION 2.

Special meetings of The Friends may be called at any time by the Executive Board, or by written request of ten (10) members specifying the object of such meeting. The membership shall be notified at least two (2) weeks prior to any such meeting.

SECTION 3.

Five (5) members in good standing shall constitute a quorum at any membership meeting of The Friends. A quorum is required for all votes.

SECTION 4.

Robert's Rules of Order Revised, when not in conflict with these By-Laws or with the laws of the Commonwealth of Massachusetts, shall govern the proceedings of The Friends.

ARTICLE XI **AMENDMENTS**

SECTION 1.

The Board of Directors, by a simple majority vote of those present at a meeting of the Board of Directors that fulfills the requirements of a quorum, may amend these By-Laws. Any vote approving such an amendment shall be ratified by the general membership of The Friends by a majority of those present at the next Annual Meeting of The Friends or at a special meeting. The membership shall be notified at least two (2) weeks prior to any such meeting of the amendment to be presented for ratification by copy of such amendment.

These By-Laws duly presented and ratified by the general membership of The Friends of the Sharon Public Library on _____ October 21, 2021

President

Secretary