

**BY-LAWS**

**of**

**THE FRIENDS OF THE MIDDLEBOROUGH PUBLIC LIBRARY, INC.**

102 North Main Street  
Middleborough, MA 02346

Revised September 13, 2017

-----**CONTENTS**-----

Art. I	Name.....	2
Art. II	Purpose.....	2
Art. III	Location.....	2
Art. IV	Membership.....	2
Sec. 1	Type & Dues.....	2
Sec. 2	Membership Year.....	2
Art. V	Meetings of Members.....	2
Sec. 1	Annual Meeting.....	3
Sec. 2	Special Meeting.....	3
Sec. 3	Place of Meeting.....	3
Sec. 4	Notice of Meeting.....	3
Sec. 5	Fixing of Record Date.....	3
Sec. 6	Quorum.....	3
Sec. 7	Voting.....	3
Sec. 8	Order of Business at an Annual Meeting.....	3
Art. VI	Board of Directors.....	3
Sec. 1	General Powers.....	3
Sec. 2	Number, Tenure & Qualifications.....	4
Sec. 3	Regular Meetings.....	4
Sec. 4	Special Meetings.....	4
Sec. 5	Ex-Officio Members.....	4
Sec. 6	Quorum.....	4
Sec. 7	Vacancies.....	4
Sec. 8	Removal of Directors-at-Large.....	4
Sec. 9	Resignation.....	4
Sec. 10	Compensation.....	4
Sec. 11	Executive and Other Committees.....	4
Art. VII	Officers.....	5
Sec. 1	Number.....	5
Sec. 2	Election and Term of Office.....	5
Sec. 3	Removal.....	5
Sec. 4	Vacancies.....	5
Sec. 5	President.....	5
Sec. 6	Vice President.....	5
Sec. 7	Clerk/Recording Secretary/Corresponding Secretary.....	5
Sec. 8	Treasurer/Assistant Treasurer.....	6
Art. VIII	Contracts, Loans, Checks and Deposits.....	6
Art. IX	Fiscal Year.....	6
Art. X	Tax Exempt Status.....	6
Art. XI	Rules of Order.....	6
Art. XII	Disposition of Assets.....	6
Art. XIII	Amendments.....	6

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**of**  
**THE FRIENDS OF THE MIDDLEBOROUGH PUBLIC LIBRARY, INC.**

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**ARTICLE I – Name**

The name of the organization shall be: The Friends of the Middleborough Public Library Incorporated.

**ARTICLE II – Purpose**

The purpose of the organization is to provide financial support for all programs associated with the Library.

**ARTICLE III – Location**

The principal office of the corporation in the State of Massachusetts shall be located in the Town of Middleboro, County of Plymouth.

**ARTICLE IV – Membership**

Section 1 – Dues and Qualifications. There shall be multiple types of membership:

The dues for membership shall be reviewed by the Membership Committee and recommendations for changes shall be brought to the Board for vote at a regular meeting as necessary.

Section 2 – Membership Year. The membership year shall be for twelve months.

**ARTICLE V – Meetings of the Members**

Section 1 – Annual Meeting. : The Annual meeting of the Membership shall be held in January of each year, beginning with the year 2011 for the purpose of electing directors and officers and for such other business as may come before the meeting.

Section 2 – Special Meetings. Special Meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by three directors or by 20% of the voting membership.

Section 3 – Place of Meeting. The usual place of meeting shall be in the Town of Middleborough, Massachusetts.

Section 4 – Notice of Meeting. Will be publically advertised stating the place, day and time of the Annual Meeting. *Time and place Announcement*

Section 5 – Fixing of Record Date. All members in good standing are entitled to vote at the Annual Meeting.

Section 6 – Quorum. At any meeting of the members, seven members shall constitute a quorum. If less than said members are present at a meeting, a majority of the members present may adjourn the meeting.

Section 7 – Voting. Each member shall be entitled to one vote. Upon the demand of any member, the vote for directors and officers and upon any question before the meeting shall be by ballot. All elections for directors and officers shall be decided by plurality vote; all other questions shall be decided by a majority vote.

Section 8 – Order of Business at an Annual Meeting. The order of business at an annual meeting of the members shall be as follows:

1. Call to Order
2. Reading of minutes of preceding annual meeting
3. Reports of Committees and Library Director
4. Election of Officers
5. Old Business
6. New Business

## ARTICLE VI – Board of Directors

Section 1 – General Powers. The operation and affairs of the corporation shall be managed by its Board of Directors. The Directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and management of the corporation as they may deem proper not inconsistent with these By-Laws and the laws of the Commonwealth of Massachusetts.

Section 2 – Number, Tenure, and members of the Friends of the Middleborough Public Library. The Board shall be made up of five Officers and up to fourteen Directors-At-Large. Each officer shall serve for three years.

Only voting members of the corporation are eligible to be elected to the Board of Directors with the exception that no Trustee of the Library may serve as an elected officer or Director.

Section 3 – Regular Meetings. The Board of Directors meets quarterly and will be notified via email or phone call as to the time, date and place.

Section 4 – Special Meetings. Special Meetings of the Directors may be called by or at the request of the President or any three Directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding said meetings of the Directors.

Section 5 – Ex-Officio Members. The Library Director, or designee by the Board of Trustees, shall be an ex-officio non-voting member of the Board of Directors, Executive Committee and other Committees.

Section 6 – Quorum. At any meeting of the Directors a majority shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7 – Vacancies. When a Directorship-at-Large becomes vacant for any reason except the removal of a Director without cause, it may be filled by a vote of a majority of the Board in office. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term or his/her predecessor.

Section 8 – Removal of Directors-at-Large. Any or all of the Directors-at-Large may be removed for cause by vote of the members or by action of the Board. Directors-at-Large may be removed without cause only by majority vote of the members present.

Section 9 – Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Recording Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer and the acceptance of the resignation shall not be necessary to make it effective. For a Board Member who has resigned there will be a three year moratorium subject to a majority vote by the Board to reinstate said member.

Section 10 – Compensation. No compensation shall be paid to Directors or Officers, as such, for their service. Nothing herein contained shall be construed to preclude any Director or Officer from serving the Corporation in any other capacity and receiving compensation therefore.

Section 11 – Executive and Other Committees. The Board shall designate an Executive Committee consisting of the Officers of the corporation. The President shall appoint all committees with the approval of the Board. The Board shall designate such standing Committees and other committees as are necessary for the proper operation of the corporation. Each such committee shall serve at the pleasure of the Board.

- A. Executive Committee: Recommends policies and plans to the Board of Directors and perform those functions as requested by the Board.
- B. Nomination Committee: Is charged with recruiting and vetting potential Board of Directors.
- C. Finance Committee: A committee of three members appointed by the President to oversee the financial status of the Corporation. The Treasurer or Assistant Treasurer shall have one seat on the committee.

## ARTICLE VII – Officers

Section 1 – Number. The officers of the Corporation shall be President, Vice President, Clerk/Recording Secretary, Correspondence Secretary, Treasurer and Assistant Treasurer, each of whom shall be elected by the members.

Section 2 – Election and Term of Office. The Officers of the corporation shall be elected every three years by the members at their annual meeting. The President shall not serve for more than two consecutive terms.

Section 3 – Removal. Any officer elected or appointed by the members may be removed by a two-thirds vote of the Directors whenever, in their judgment, the best interests of the corporation would be served. Such removal shall be without prejudice.

Section 4 – Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Directors for the unexpired portion of the term.

Section 5 – President. The President shall be the principal executive officer of the Corporation and will manage the business and affairs of the Corporation. He or she shall preside at all meetings of the members and directors. The President shall be the official Corporation representative to other organizations.

Section 6 – Vice President. In the absence of the President the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and subject to all the restrictions upon the President.

Section 7 – Clerk/Recording Secretary. The Clerk/Recording Secretary shall perform the duties of Clerk of the Corporation, keep the minutes of the members and Directors meetings. All minutes are to be saved and made available for reference. The Correspondence Secretary will be responsible for all written acknowledgements of donations.

Section 8- Treasurer. The Treasurer shall have charge and custody of, be responsible for, receive and distribute as authorized by the members of the Board of Directors, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these By-Laws and in general perform all of the duties incident to the office of Treasurer. The Treasurer shall report on the financial condition of the Corporation at the Annual Meeting and quarterly Board Meetings.

Section 9 – Assistant Treasurer. The Assistant Treasurer shall have the responsibility to act as the Treasurer in his/her absence. The Assistant will have full banking privileges.

## **ARTICLE VIII – Contracts, Loans, Checks and Deposits**

Section 1 – Contracts. The Directors, by a unanimous vote, can enter into a contract on behalf of the Corporation.

Section 2 – Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Directors. Such authority may be general or confined to specific instances.

Section 3 – Checks/Deposits. All payments for services/programs shall be signed by the Treasurer and President. All Deposits shall be made by the Treasurer.

## **ARTICLE IX – Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of July in each year and end on the 30<sup>th</sup> day of June.

## **ARTICLE X – Tax Exempt Status**

In recognition of the tax exempt status of the Corporation neither the members, Directors nor the Officers of the Corporation shall do any act which shall put in jeopardy such status.

## **ARTICLE XI – Rules of Order**

All meetings of the Corporation shall be conducted in accordance with the latest revised edition of “Roberts Rules of Order”.

## **ARTICLE XII – Disposal of Assets**

Any capital contribution of money in any amount or other property of value shall not be repaid to any member upon dissolution of the Corporation. Funds or property remaining in the holdings of this Corporation upon its dissolution shall become the property of The Friends of the Middleborough Public Library Trust which shall be established upon the dissolution of the Corporation pursuant to the Trustees of the Middleborough Public Library appointed as Trustees. The Board of Directors is empowered to execute

a Trust Agreement not inconsistent with these By-Laws and the laws of the Commonwealth of Massachusetts.

**ARTICLE XIII – Amendments**

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of a majority of the members present at any annual members’ meeting or at any special meeting when the proposed amendment has been set out in the notice of such meeting.

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**FRIENDS OF THE MIDDLEBOROUGH PUBLIC LIBRARY INC. ADDENDUM TO THE  
REVISED BY – LAWS VOTED AT THE BOARD OF DIRECTORS MEETING ON  
SEPTEMBER 13, 2017**

- **Programs must be free and open to the public**
- **All programs must be approved by the Library Director and the Friends of The Middleborough Public Library Board**
- **Children’s programs must be recommended and/or approved by the Youth Service Librarian**
- **Programs must be compliant with the Library Meeting Room Policy**
- **Presenters may not sell products or services**
- **All publicity for programs must acknowledge the Friends of the Middleborough Public Library, Inc. as the sponsor**