

FRIENDS OF THE NORFOLK LIBRARY BY-LAWS

ARTICLE I **LEGAL NAME & STATUS**

The name of this organization shall be The Friends of the Norfolk Public Library, Inc. (hereinafter referred to as “The Friends”). The Friends are organized exclusively for charitable and educational purposes within the meaning of Section 501 {c} (3) of the Internal Revenue Code. For the purposes of these By-Laws, “Library” shall always refer to the Norfolk Public Library of Norfolk, Massachusetts.

ARTICLE II **OBJECTIVES**

The objectives of The Friends shall be:

- 1) To raise funds to support the Library’s resources and programs.
- 2) To encourage gifts, endowments and bequests to the Library.
- 3) To advocate for a strong and active public library in Norfolk.
- 4) To support the freedom to read, as expressed in the American Library Association’s Bill of Rights.

ARTICLE III **MEMBERSHIP**

- Section 1: Membership shall be open to individuals, families, businesses, organizations or groups interested in achieving the objectives of The Friends upon payment of annual dues.
- Section 2: Membership categories (e.g. Jeanne D. Hill or Best Friend) and annual dues rates shall be set by the Executive Committee.
- Section 3: The annual membership year shall extend from January 1st to December 31st. However, former members may be reinstated, at any time, upon payment of their current annual dues.
- Section 4: Each currently paid membership shall be entitled to only one vote at any annual or special meeting of the members, regardless of the number of individuals associated with the membership.

ARTICLE IV **GOVERNANCE**

Section 1: **DIRECTORS**

The currently serving President, Secretary and Treasurer of The Friends shall serve as Directors.

Directors shall be responsible for the following:

- Managing the affairs of The Friends to ensure that the organization is complying with its stated objectives without extravagance or waste.
- Complying with duties of care and loyalty as defined in The Guide for Board Members of Charitable Organizations issued by The Office of the Attorney General for the State of Massachusetts.

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- Calling the annual meeting of members and any other special meetings as needed.

Terms of office and procedures for nominating, electing, removing or replacing Directors shall conform to those for Officers of The Friends. The Directors shall meet at least twice a year. Additional meetings may be called by any Director as necessary. A majority of the Directors shall constitute a quorum at any meeting.

Section 2: OFFICERS

The Officers of The Friends shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer.

Duties of these officers shall be as follows:

President: preside at all meetings of The Friends, direct and administer the affairs of the organization, prepare and present the preliminary budget and any subsequent funding requests for approval, review bank statements and financial reports of The Friends for accuracy and consistency, prepare and present a report of the accomplishments of The Friends annually, participate in committees as appropriate, represent The Friends with other community organizations as needed.

First Vice President: preside at meetings in the absence of the President, chair the Nominating Committee, and fulfill such other duties as needed.

Second Vice President: organize membership drive, handle acknowledgments and tax receipts and maintain membership records.

Secretary: send out notices and keep accurate minutes of the meetings of the Executive Committee of The Friends, record votes taken at the annual or any special meeting of members, manage all correspondence of The Friends, and assure retention of all official records in The Friends' file in the Library.

Treasurer: manage and keep an accurate record of all receipts and expenditures of The Friends, ensure that all expenditures have been properly approved, present financial statements at each meeting or as requested, assure timely filing of The Friends Annual Report and officer election with the State, and ensure that The Friends' tax filings are accurate and completed in a timely manner.

Section 3: NOMINATION & ELECTION

Officers shall be nominated by a Nominating Committee as established and described in Article V. Officers shall be elected by a majority vote of those members present at the annual meeting and shall serve for a term of one year. Nominations may be made and seconded from the floor of the annual meeting. However, no one may be nominated without his or her consent. All officers must be members of The Friends in good standing and registered Library patrons. Election by written ballot or voice vote will be at the discretion of the Directors.

Any vacancy in any of The Friends' offices shall be filled by the Directors for the remaining term. Officers may be removed from office by a majority vote of the

Directors whenever, in their judgment, the best interest of The Friends will be served thereby.

ARTICLE V COMMITTEES

Section 1: EXECUTIVE COMMITTEE

The Executive Committee shall consist of the elected officers, Members at Large, and the Director of the Library or a designated representative. A member of the library trustees may also be a member of the executive committee. The Members at Large shall be appointed by the elected Officers based on their attendance at meetings of The Friends, participation in the Friends' fundraising events and activities, and volunteer work at the Library. Members at Large should be members in good standing, registered Library patrons and Norfolk residents, unless specifically approved by the Directors. Each member of the Executive Committee has one vote, including the Library director or designee.

The Executive Committee is responsible for:

- Establishing membership categories and annual dues rates.
- Approving The Friends' preliminary budget and subsequent funding requests from the Library Director or Officers or members of The Friends.
- Approving standing and one-time committees as needed to lead The Friends' programs and initiatives and appointing chairpersons to lead these efforts.
- Electing two Members at Large each Fall to serve on the Nominating Committee. The President is responsible for recommending Nominating Committee members to the Executive Committee.
- Approving the designation of a liaison to the Library Board of Trustees.
- Representing The Friends with the community, and the community with the Library Director, Trustees and staff.

The Executive Committee shall meet at least quarterly. A quorum of the Executive Committee consists of members present and a simple majority is required for adoption or approval of votes.

Section 2: NOMINATING COMMITTEE

A Nominating Committee consisting of the First Vice President and two Members at Large shall be responsible for identifying a slate of officer nominations to be presented at the annual meeting. The slate of nominations shall be posted in the Library, along with the Notice of The Friends' Annual Meeting at least two weeks prior to the meeting.

ARTICLE VI MEETINGS

Section 1: ANNUAL MEETING

An annual meeting of members shall be held for the election of officers and the transaction of other business. Such meeting shall be held during January or February each year. Matters to be acted upon at such meeting must be submitted to the Directors at least one month prior to the meeting.

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Section 2: SPECIAL MEETINGS

Special meetings of the members may be called at any time by the Directors.

Section 3: NOTICE

The Directors shall provide notice of the annual meeting or any special meeting to members of The Friends at least two (2) weeks prior to the proposed meeting date, in whatever manner is deemed appropriate by the Executive Committee.

Section 4: VOTING

The members present at any annual or special meeting shall constitute a quorum thereof. A simple majority is required for adoption or approval of motions. Only members in good standing shall have the privilege of introducing motions, debating and voting at the annual meeting.

Section 5: EXECUTIVE COMMITTEE MEETINGS

Meetings of the Executive Committee are open to the public and shall be held at any time and place as may be determined by the Officers.

ARTICLE VII

FUNDS

Section 1: Limits for all routine and customary expenditures of The Friends shall be identified and approved by the Executive Committee based on a budget prepared by the President and Treasurer in the first quarter of each fiscal year. Individual expenditures within those approved limits may be authorized by the Treasurer or the President.

The Executive Committee must approve all additional expenditures beyond budget limits by a majority vote in a regularly scheduled meeting or at a meeting called for the purpose of approving expenditures. Such approvals should be added to the budget to determine compliance with spending authorities.

Section 2: Funds shall be deposited in a bank or interest-bearing investment account of The Friends of the Norfolk Library. Funds shall be disbursed under the signature of the Treasurer or President.

Section 3: An independent CPA, engaged by The Friends, will assure compliance with applicable federal and state tax regulations and will ensure that all filings are completed in a timely and accurate fashion. The Treasurer's reports will be reviewed by the Executive Committee at every regular meeting. Bank statements will be sent to the President who will ensure conformity with the Treasurer's reports.

Section 4: If for any reason this organization is dissolved, any monies held at that time shall be turned over to a trust fund for the benefit of the Norfolk Public Library.

ARTICLE VIII

LIABILITIES

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No individual shall receive compensation for serving as a Director, Officer or Executive Committee Member of The Friends.

No personal liability shall attach to any Director, Officer or Member of The Friends in connection with any of its undertakings. All liabilities shall be limited to The Friends common funds and assets as approved by a majority vote of the Executive Committee. Neither the Directors nor the Officers shall have any authority to borrow money in the name of, or on behalf of this organization. No director or Officer shall act as or be deemed agent of the members of The Friends, or have authority to incur any obligation in excess of the amount approved by the Executive Committee for the specific purpose. No contract shall, in any event, be entered into, and obligation incurred beyond the amount on hand or in the bank, after deducting therefrom, or providing for, the total of all unpaid accounts and unpaid balances and obligations.

All contracts for The Friends must be reviewed by two officers and signed by the President or the Treasurer, or their designee.

ARTICLE IX

AMENDMENTS

These by-laws may be amended at any annual meeting by a majority vote of the members present, provided notice of the proposal to amend has been presented to the membership ten days prior to such meeting.

ARTICLE X

DISBANDMENT

The Friends may be disbanded for cause or without cause only by a 2/3rd vote of the membership at a meeting called for the purpose. Notice of such meeting must be provided to the membership at least two weeks in advance of the meeting. Such notice must include the amount and proposed disposition of any unused funds remaining in The Friends' account. Any such vote must be taken by written ballot. After disbandment, a waiting period of three months will be required before any new friends organization may be formed.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not in conflict with these by-laws.