

THE FRIENDS OF THE NORFOLK PUBLIC LIBRARY BY-LAWS

ARTICLE I **LEGAL NAME & STATUS**

The name of this organization will 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 purpose of these By-Laws, “Library” will always refer to the Norfolk Public Library of Norfolk, Massachusetts.

ARTICLE II **OBJECTIVES**

The objectives of The Friends will be:

- 1) To raise funds to support the Library’s resources, programs and services.
- 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 will 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 will be set by the executive committee.
- Section 3: The annual membership year will extend from July 1st to June 30th.
- Section 4: Each currently paid membership will 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 will serve as directors.

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

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

Section 2: OFFICERS

The officers of The Friends will be a president, first vice president, membership chair, secretary, and treasurer.

Duties of these officers will be as follows:

President: preside at all meetings of The Friends; direct and administer the affairs of the organization; partner with the treasurer to prepare and present the preliminary annual budget; present unbudgeted 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; fulfill such other duties as needed.

Membership chair: organize membership drive; handle acknowledgments and tax receipts; maintain membership records.

Secretary: send out notices and keep accurate minutes of the meetings of the executive committee of The Friends; record members' votes taken at the annual meeting or any special meeting; review external correspondence and manage all correspondence of The Friends; assure timely filing of The Friends Annual Report and officer election with the State; assure retention of all official records in The Friends' files in the Library, as well as in electronic form.

Treasurer: partner with the president to prepare the preliminary annual budget; present the preliminary annual budget to the executive committee; manage and keep an accurate record of all receipts and expenditures of The Friends; ensure that all expenditures have been properly approved; review treasurer's reports monthly with the directors; present financial statements quarterly to the executive committee; ensure The Friends' tax filings are accurate and completed in a timely manner.

Section 3: NOMINATION & ELECTION

Officers will be nominated by a nominating committee as established and described in Article V. No one may be nominated without his or her consent. Officers will be elected by a majority vote of those members present at the annual meeting and will serve until the next annual meeting. Nominations may be made and seconded from the floor of the annual meeting. 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.

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Any vacancy in any of The Friends' officers will be filled by the directors for the remaining term. Officers may be removed from office by a majority vote of the executive committee whenever, in their judgment, such action is in the best interest of The Friends.

ARTICLE V COMMITTEES

Section 1: EXECUTIVE COMMITTEE

The executive committee will 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 will 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 in good standing and registered Library patrons. 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 as recommended by the president each spring to serve on the Nominating Committee.
- Approving the designation of a liaison to the Library trustees.
- Representing The Friends with the community, and the community with the Library director, trustees and staff.

The executive committee will meet at least quarterly. A quorum of the executive committee consists of members present, as well as members who have issued their votes either verbally or electronically. A simple majority is required for adoption or approval of votes.

Section 2: NOMINATING COMMITTEE

The nominating committee will be responsible for identifying a slate of officer nominations to be presented at the annual meeting. The slate of nominations will 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 will be held for the election of officers and the transaction of other business. Such meeting will be held during May or June 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 will 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 will constitute a quorum. A simple majority is required for adoption or approval of motions.

Section 5: EXECUTIVE COMMITTEE MEETINGS

Meetings of the executive committee are open to the public and will 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 will 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

Section 2: Funds will be deposited in a bank or interest-bearing investment account of The Friends of the Norfolk Public Library. Funds will be disbursed under the signature of the president, treasurer or membership chair.

Section 3: The Friends will engage an independent CPA to prepare and file State and Federal tax returns.

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

ARTICLE VIII

LIABILITIES

No individual will receive compensation for serving as a director, officer or on the executive committee.

No personal liability will attach to any director, officer or member in connection with any of its undertakings. All liabilities will 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 will have any authority to borrow money in the name of, or on behalf of this organization. No director or

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officer will have authority to incur any obligation in excess of the amount approved by the Executive Committee for the specific purpose. No contract will, in any event, be entered into, and obligation incurred beyond the amount on hand or in the bank, after deducting 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.

ARTICLE IX AMENDMENTS

These by-laws may be amended at any annual meeting or special 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 members present 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 will govern this organization in all cases to which they are applicable and in which they are not in conflict with these by-laws.

Bylaws adopted on 2/12/2011
Amended on 06/03/2013
Amended on 06/04/2018