

## **FRIENDS OF THE WALPOLE PUBLIC LIBRARY BY-LAWS (the "By-Laws")**

### **ARTICLE I**

#### **Name**

Section 1 The name of this organization shall be Friends of the Walpole Public Library (the "Friends").

### **ARTICLE II**

#### **Purpose**

Section 1 The purpose of this organization shall be to promote public awareness of the services and facilities of the Walpole Public Library (the "Library"); to support and cooperate with the Library in developing Library services and facilities for the community; to raise funds for the Library; to receive and encourage gifts, endowments, and bequests to the Library; to lend legislative support where needed; to sponsor cultural and educational programs; and to support the freedom to read, as expressed in the American Library Association Bill of Rights.

### **ARTICLE III**

#### **Membership**

Section 1 Membership shall be open to any individual, business firm, or group interested in achieving the objectives of the Friends.

Section 2 The annual membership year shall extend from January 1st through December 31st. Annual membership dues shall be payable on or before January 1st. The Treasurer will cause members who are delinquent in dues to be notified, and those members whose dues are not current on or before February 1st will be dropped from the membership list; but former members may be reinstated, at any time, upon payment of their current annual dues. The membership categories and annual dues rates shall be established from time to time by the Executive Board.

Section 3 Each adult member or Friends sponsor, whose annual membership dues are paid, shall be entitled to only one vote regardless of the number of adults associated with an applicable category or annual dues rate. (The definition of an adult is an individual of legal voting age.)

### **ARTICLE IV**

#### **Executive Board**

Section 1 The Executive Board (the "Board") shall consist of the Friends' Officers and Past President (if available) plus up to sixteen (16) members-at-large. The Library Director, or designee, shall serve as a non-voting ex-officio member of the Board.

Section 2 The Board shall serve as the governing board and will perform all functions deemed necessary and appropriate for carrying out the purposes of the Friends.

- Section 3 The Board shall meet at least twice each membership year, whether in person or by other appropriate means as agreed upon by the Board. Additional meetings of the Board may be called as the Board deems necessary.
- Section 4 A quorum shall be one-third of the current Board members.
- Section 5 The Board shall appoint committees and other appointees as it deems necessary.
- Section 6 Vacancies in the members-at-large positions of the Board, which occur during a current membership year, shall be filled by appointment by the Board until the next regular election at the annual membership meeting.
- Section 7 Board members-at-large shall be nominated by a nominating committee established as set forth in Article VII of these By-Laws.
- Section 8 Board members-at-large shall be elected by a majority vote of those members present and voting at the annual meeting. Elected Board members-at-large shall serve for a term of (2) two years. The terms for the Board members-at-large shall be staggered, with half of the Board members-at-large elected in even-numbered years and the other half elected in odd-numbered years.
- Section 9 Walpole Public Library Trustees are ineligible to serve as Officers or Board members-at-large.

**ARTICLE V**                    **Officers**

- Section 1 The Officers of the Friends shall be a President, Vice President, Secretary, and Treasurer.
- Section 2 Officers shall be nominated by a nominating committee established as set forth in Article VII of these By-Laws.
- Section 3 Officers shall be elected by a majority vote of those members present and voting at the annual meeting. Elected Officers shall serve for a term of two (2) years, but for not more than two (2) successive terms in any one office unless no one else wants to serve.
- Section 4 Vacancies in the Officer positions, which occur during a current membership year, shall be filled by appointment by the Board until the next regular election at the annual membership meeting.

**ARTICLE VI**                    **Officers' Duties**

- Section 1 The President shall preside at all meetings of the Friends, and shall direct and administer the affairs of the organization as its executive head, and supervise all phases of its work, subject to the approval of the Board. The President and/or designee shall be an ex-officio member of all committees except the nominating committee.
- Section 2 The Vice President shall assist the President in carrying out the latter's duties, preside at all meetings in absence of the President, and perform such other duties as the President may direct.

- Section 3 The Secretary shall keep accurate minutes of the meetings of the membership and the Board, and meetings of such committees as is deemed appropriate.
- Section 4 The Treasurer shall receive the Friends' assets and shall keep an accurate record of receipts and expenditures, and oversee membership dues (Article III, Section 2). The Treasurer shall present a financial statement at every Board, Officer, or membership meeting of the Friends, and at other times when requested by the Board; and shall make a full financial report at the annual membership meeting. The Treasurer shall oversee any committee's budget and present a proposed budget to the Board for the upcoming membership year, to be voted on by the membership, at the annual meeting.
- Section 5 Annually, a qualified person, not affiliated with the Friends, shall examine the Treasurer's accounts. A Board-appointed committee shall present said qualified person to the membership for approval at the annual meeting.

**ARTICLE VII**      **Nominating Committee**

- Section 1 The nominating committee shall consist of three (3) members to be chosen by the Board from the Board members-at-large and/or the Friends membership. The nominating committee shall be elected by the Board no later than two (2) months before the annual meeting.
- Section 2 The nominating committee shall present Officer and Board members-at-large nominations to the Board in writing. The Board shall, at least two (2) weeks prior to the next annual membership meeting, communicate the nominations to the Friends membership by methods the Board deems appropriate. Such nominations for Officers and Board members-at-large shall also be posted at the Library at least two (2) weeks prior to the next annual meeting. Additional nominations may be made by members from the floor at the annual meeting.
- Section 3 The nominating committee shall obtain any potential nominee's consent to serve, before nominating said person.
- Section 4 Additional nominations for Officers and Board members-at-large may be made from the floor at the annual meeting with the consent of those nominees.

**ARTICLE VIII**      **Funds**

- Section 1 The Board shall establish an annual budget to be voted on by the membership during the annual meeting.
- Section 2 All expenditures of funds shall be directed by a majority vote of the Board present and voting. Any budgeted allocation exceeding \$1,000 must be ratified by two-thirds (2/3) of the Board present and voting on such allocation.

**ARTICLE IX**

**Liabilities**

Section 1 No personal liability shall in any event attach to any member of the Friends in connection with any of its undertakings, but all liabilities shall be limited to its common funds and assets. Neither the Board nor its Officers shall have any authority to borrow money in the name of, or on behalf of this organization. No member of the Board, and no Officer, shall act as - or be deemed to be - an agent of the members of the Friends, or have authority to incur any obligation in excess of the amounts allotted, through a majority vote of either the Board or Officers for a specific purpose. No contract shall, in any event, be entered into, and no obligation shall be incurred 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 3 All contracts for the Friends must be signed by the President and the Treasurer, or their designees.

**ARTICLE X**

**Friends Meetings**

Section 1 An annual membership meeting shall be held on a date to be determined by the Board. The Board shall cause members of the Friends to receive notification of the annual membership meeting date, by methods the Board deems appropriate, at least two (2) weeks prior to the date of the meeting.

Section 2 A meeting of the Friends may be called at any time at the discretion of the Board, and the Board shall notify members of the date of such meetings, by methods it deems appropriate.

Section 3 The Friends may be disbanded only by a two-thirds (2/3) vote of the total membership at a meeting of the membership. The Board shall notify the membership, in writing by methods the Board deems appropriate, at least two (2) weeks prior to the date of any meeting during which a vote to disband the Friends is to be taken. Any such vote to disband the Friends shall be taken on a written ballot at a meeting of the membership.

Section 4 In the event the Friends is disbanded, any assets remaining, after paying all prior debts, shall be presented to the Walpole Public Library Endowment Trust.

**Article XI**

**Parliamentary Procedures**

Section 1 Robert's Rules of Order Revised, when not in conflict with these By-Laws, shall govern the proceedings of this organization