

BY-LAWS OF THE
FRIENDS OF THE JACOB EDWARDS LIBRARY

236 Main Street, Southbridge, MA 01550
Telephone: 508-764-5426

Article I: The name of the organization. This organization shall be called the Friends of the Jacob Edwards Library, Inc.

Article II: Purpose and objectives. The Friends of the Jacob Edwards Library has as its purpose the intent to foster support for the Jacob Edwards Library in the community. This is a charitable endeavor, to receive contributions and to pay them over to an organization that is described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code. The organization to be supported is the Jacob Edwards Library, a department of the Town of Southbridge, Massachusetts.

Article III: Membership.

Article III, Section 1: Classes and dues.

III.1.a. Membership in the Friends of the Jacob Edwards Library shall consist of the following classes:

- *Individual
- *Family
- *Patron
- *Life Member
- *Honorary Member (non-voting)

III.1.b. All classifications except Honorary are voting.

III.1.c. Dues for the calendar year shall be established at each annual meeting for the following year.

Article III, Section 2: Year. The membership year shall begin on January 1, a minimum of 12 months following the first payment of dues.

Article III, Section 3: Voting. Each member, except for Honorary Members, shall have one vote. Honorary Members do not vote. In the case of another organization joining this one, a representative of that organization shall have one vote. Issues requiring a vote to be taken at an annual meeting shall require a simple majority of voting members present to pass. Voice votes are acceptable unless a show-of-hands is specifically requested by a voting member.

Article III, Section 4: Meetings.

III.4.a. The annual meeting of the membership shall be held in April of each year.

III.4.b. Monthly and intervening meetings shall be called as necessary.

Article III, Section 5: Notice. Members shall be reminded of the annual meeting thirty days prior to the meeting.

Article III, Section 6: Quorum. A quorum for meetings shall be 3 voting members.

Article III, Section 7: Contributions. Any capital contribution of money in any amount or any 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 Board of trustees of the Jacob Edwards Library to be used for the support of the Jacob Edwards Library.

Article IV: Governance.

Article IV, Section 1: Officers shall be nominated by a nominating committee appointed by the President from the voting membership. Not less than one-month prior to the annual meeting, the nominating committee shall present to the executive board a slate of officers for each office. Candidates must be voting members, After executive board approval, the names of the candidates and the offices for which they are nominated shall be posted. At the annual meeting, nominations from the floor shall be accepted. Voting shall take place at the annual meeting and the elected officers announced before the membership meeting adjourns. Officers begin terms at the end of the annual meeting at which they are elected.

IV.1.b. The following officers shall exist:

*President: The president shall preside at all regular meetings of the executive board and the membership unless another officer is specifically designated. The president votes only in the case of a tie vote. The president shall represent the Friends at Library Trustees meetings when called upon by the Trustees to do so.

*Vice-President: The vice-president shall conduct meetings at the request of the president, or in the president's absence.

*Secretary: The secretary shall take notes at all meetings, maintain organizational files and documents, handle all incoming and outgoing correspondence and keep the calendar of the meetings.

*Treasurer: The treasurer shall be responsible for maintaining appropriate bank accounts and financial records for the organization. The treasurer shall prepare financial statements for the executive board and arrange for an annual audit of accounts.

Article IV, Section 2: Executive Board.

IV.2.a. The executive board shall consist of the following officers and others:

- *President
- *Vice-President
- *Secretary
- *Treasurer
- *Immediate past president
- *Chair of the Library Board of Trustees (non-voting)
- *Library Director (non-voting)

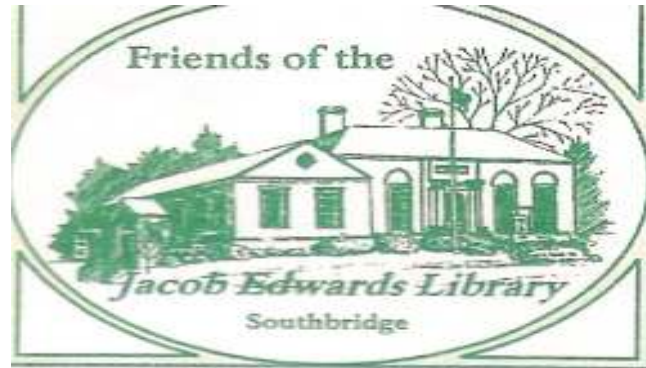
IV.2.b. The executive board meetings shall be held as called by the president. Such meetings shall be open to all members.

IV.2.c. Notice must be given to all executive board members at least fourteen days in advance of the meetings.

IV.2.d. A quorum shall be one half the number of voting officers on the executive board, plus one. An issue shall be passed if a simple majority of the executive board members votes "yes" at a meeting that has a quorum. Discussions may be held at a meeting that lacks a quorum but no binding vote may be taken.

IV.2.e. In the case of an emergency, the secretary shall be instructed by the president to poll the executive board for votes on an issue.

IV.2.f. In the event an officer resigns or fails to attend three consecutive board and/or membership meetings, the executive board may elect a replacement to serve until the next regular election.



Article IV, Section 3: Committees

IV.3.a. The president shall appoint committees as needed.

IV.3.b. All committee members must be voting members of the organization at the time of their appointment.

IV.3.c. Committee budgets must be submitted to the executive board in writing.

IV.3.d. The president or a designated member of the executive board shall be an at-large member of each committee.

Article V: Amendments to the by-laws. Amendments shall be proposed to the executive board by-laws committee at least three months prior to the annual meeting. Voting on changes shall take place at the annual meeting, and pass by a simple majority of those voting members present.

Article VI: Parliamentary Procedure. In questions of procedure, Robert's Rules of Order shall apply when not in conflict with these by-laws.

Article VII: Enabling Article.

Article VII, Section 1: Adoption of BY-Laws. The by-laws shall be adopted by all dues paid members as of July 1, 1989.

Article VII, Section 2: Officers and Executive Board. The steering committee that has organized this group shall function as the executive board until elections can be held in April, 1990, in accordance with the procedures in the by-laws.

Article VII, Section 3: By-law revisions shall be presented and voted upon at the annual meeting in April of 2009.