

# Friends of the Salisbury Public Library, Inc. Bylaws

## Article I

### *Name*

The name of the private non-profit Corporation shall be Friends of the Salisbury Public Library, Inc.

## Article II

### *Scope*

#### Section 1.

It is recognized that the administration of the Salisbury Public Library is vested in the town of Salisbury, Massachusetts, through the Board of Selectmen, the Library Board of Trustees, and the Library Director.

#### Section 2.

##### Purpose

The purpose of the Friends of the Salisbury Public Library, Inc. shall be to maintain an association of persons interested in good library service; to support the efforts to increase the facilities and service of the Salisbury Public Library; and thus to enrich the cultural opportunities available to the citizens of Salisbury.

#### Section 3.

##### Activities

The activities of the Friends of the Salisbury Public Library, Inc. shall include sponsorship of special projects; informing the public of the resources and services of the library, securing materials that are beyond the command of the ordinary library budget, and performing other services deemed helpful to the Library or as per request for consideration of need by the Library Director or Board of Trustees.

## **Article III**

### *Membership*

#### Section 1. All Members

Membership in the Friends of the Salisbury Public Library, Inc. shall be open to individuals, organizations and businesses in agreement with its purposes.

#### Section 2. Membership Classification and Fees

There shall be two classes of membership to the Friends of the Salisbury Public Library, Inc.. The first class consists of the Corporation's governing Board of Directors. The second class will be known as the Members at Large.

Current Members at Large shall consist of individuals, organizations and businesses pay an annual or lifetime membership fee. Individuals, organizations or businesses can join the Friends of the Salisbury Public Library, Inc. at any time by paying the appropriate membership fee. The fee schedule shall be determined by the Friends of the Salisbury Public Library, Inc. Board of Directors.

There shall be no limit placed on the total number of members joining the Friends of the Salisbury Public Library, Inc. Members at Large. Members are encouraged to donate their time and talents to support the objectives and activities of the organization.

Each paid membership shall be entitled to one vote at general membership meetings, including the annual meeting held before the first Tuesday in June. Members at Large may join any committee formed by the Board of Directors. The membership year for annual members is July 1st through June 30th of each year.

## **Article IV**

### *Governing Board*

#### Section 1. Board of Directors

The Friends of the Salisbury Public Library, Inc. shall be governed by a Board of Directors numbering 5 or more members, but not to exceed 13 members.

Vacancies will be filled by election at the annual meeting of the general membership, held before the first Tuesday of June of each year. The term of office for members of the Board of Directors shall be for two (2 years, from July 1st to June 30th.) In the event of the vacancy of an executive office other than Chairperson, any board members may act as interim officers.

## Section 2. Scope

The Board of Directors shall have oversight of the business affairs of the Friends of the Salisbury Public Library, Inc.; shall be charged with planning long term goals; and have the power to conduct business on behalf of the Friends of the Salisbury Public Library, Inc., including filing of reports and disbursement of funds.

## Section 3. Committees

The Friends of the Salisbury Public Library, Inc. Board of Directors may at any time authorize formation of Friends of the Salisbury Public Library, Inc. committees consistent with the purposes and resources of this Corporation. All Board of Directors members shall serve on at least one such committee. The Friends of the Salisbury Public Library, Inc. Board of Directors Chairperson is an ex-officio member of all committees with the exception of the Nominating Committee.

The Friends of the Salisbury Public Library, Inc. Board of Directors Chairperson will assign a chair for each committee formed. The committee chair is responsible for facilitating committee meetings and reporting on the committee at the Board of Directors meetings.

## Section 4. Executive Officers

The Executive Officers of the Friends of the Salisbury Public Library, Inc. Board of Directors shall be Chairperson, Vice-Chairperson, Secretary and Treasurer. A second, alternate Vice-Chairperson may be elected.

The Chairperson is responsible for the preparation of all non-committee meeting agendas; the appointment of committee chairs; and chairing all meetings of the membership and the Board of Directors following Robert's Rules of Order. The Chairperson may only vote at meetings in the event of a tie.

The Vice-Chairperson shall, in the absence of the Chairperson, assume all the duties and responsibilities of chairing non-committee meetings and creating

agendas if necessary. In the event the office of Chairperson is vacated, the Vice Chairperson shall assume the office of Chairperson for the remainder the board year.

The Treasurer shall be responsible for receiving, recording and depositing all funds, which are under the control of the Friends of the Salisbury Public Library, Inc.; payment of all bills; purchasing of equipment or supplies; maintain accurate and current records of all financial transactions and will make a financial report at each meeting of the Board of Directors; maintain the list of all Members at Large and the fees collected from them; and other duties as authorized by the Friends of the Salisbury Public Library, Inc. Board of Directors.

The Secretary shall record the minutes of all meetings of the Friends of the Salisbury Public Library, Inc. Board of Directors and general member meetings; post both Board and Member meetings at the Library and their website; keep a list of all the board members, including their contact info and dates of their term periods; maintain a file of the minutes and any other related documents pertaining to the Friends of the Salisbury Public Library, Inc.; and shall perform any other recording and corresponding secretary duties as assigned by the Board of Directors, such as initiating or answering any correspondence addressed to the Friends of the Salisbury Public Library, Inc..

The term for each Board of Directors Executive Officer is 1 year. Both annual nominations and the voting for of the Friends of the Salisbury Public Library, Inc. Board of Directors Executive Officers are to be completed on or before the first Tuesday in June.

## **Article V**

### *Meetings*

#### Section 1.

##### Board of Directors Monthly Meetings

Monthly board meeting dates, times and locations will be published in advance at [www.salisburylibraryfriends.org](http://www.salisburylibraryfriends.org) online. A majority of the board present shall constitute a quorum. Meetings will also be posted at both the Salisbury Public Library and its website. A Board member who fails to attend 3 consecutive regularly scheduled meeting of the Board of Directors each year during their term shall be subject to removal by majority vote of the Board.

Additional or special/emergency meetings may be called at any time by any Board of Directors member with not less than 48 hours' advance notice. Board members may waive advance notice if they desire. Such meetings may be conducted by telephone when circumstances require.

Section 2.

*Annual Meeting for Members at Large*

An annual meeting in May is designated as the spring meeting for the nomination and election of new Board of Directors. Notice of the meeting will be made to all members at least 2 weeks in advance via local newspapers, postcard or email, and at the Salisbury Public Library website.

**Article VII**

*Funds*

Section 1.

Accounting

Adequate books of accounts shall be maintained by the Treasurer. All expenditures are made only with the approval of the Board of Directors. Check amounts exceeding \$500 will require 2 executive board member signatures.

Section 2.

Use of Funds

Funds raised by the Friends of the Salisbury Public Library, Inc. may not be designated for any use that does not directly benefit the Salisbury Public Library, Inc. and its patrons.

**Article VIII**

*Amendments*

The Bylaws may be amended at any regular meeting of Board of Directors by majority of the members present, provided that notice of the proposed amendment shall have been mailed to all members of the Board of Directors at least two weeks before the said meeting and there are at least three Directors present at the meeting.

**Article IX**

*Parliamentary Authority*

All meetings shall be conducted according to Robert's Rules of Order, Revised, except when in conflict with these Bylaws or with the laws of The Commonwealth of Massachusetts.

## **Article X**

### *501(c)(3) Restrictions*

No part of the net earnings of the Friends of the Salisbury Public Library, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **Article XI**

### *Property and Dissolution*

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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