

Friends of the Snow Library

Box 481, Orleans, MA 02653

By-Laws

- ARTICLE I The NAME of this society shall be FRIENDS OF THE SNOW LIBRARY, INC., hereinafter referred to as the FRIENDS.
- ARTICLE II The PURPOSE of the FRIENDS is to assist the Snow Library, its trustees and staff in whatever seems appropriate to enable it to serve the community most effectively.
- ARTICLE III **MEMBERSHIP**
- Section 1: Qualifications. Any person interested in the Snow Library and in the purpose of the FRIENDS is eligible to join.
- Rights and privileges. All members shall have equal rights and privileges, and each member shall be entitled to one vote in any business meeting.
- Section 2: Dues. The annual dues for membership shall be such as are determined from time to time by a majority vote of the Board of Directors. Membership shall be for one year ending on December 31st.
- ARTICLE IV **MEETINGS**
- Section 1: The annual meeting of the FRIENDS shall be held after the end of the fiscal year, June 30th, and before the end of the calendar year, December 31st. At such Annual Meeting, the election of officers and directors shall be **ratified by FRIENDS' membership**, and such other business as may properly come before the meeting shall be transacted.
- Section 2: Special meetings of the FRIENDS may be called by the President or by the Board of Directors acting by majority vote of all members of the Board.
- Section 3: Written Notice of Meetings, specifying the day, place and hour, shall be mailed to all members at least 10 days before the date of the meeting and, in the case of a special meeting, the purpose for which such special meeting is called shall be stated in the notice.

Section 4: The quorum for the transaction of business at any meeting of the FRIENDS shall consist of fifteen members.

ARTICLE V **FISCAL YEAR**

The fiscal year of the FRIENDS shall begin on July first and shall end on June thirtieth.

ARTICLE VI **OFFICERS**

Section 1: Officers of the FRIENDS shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be elected **by Friends Board at the first meeting of the new fiscal year to serve a two-year term or until their respective successors are elected. Their elections shall be presented for ratification by FRIENDS' membership at FRIENDS' Annual Meeting. Officers shall assume their duties immediately upon election.** No officer shall serve in one capacity for more than two consecutive terms. **Vacancies among the officers shall be filled by the Board of Directors acting by majority vote.**

Section 2: Other officers, that may include an Assistant Treasurer, may be elected at the Annual Meeting or elected by the Board of Directors to serve until the next Annual Meeting.

Section 3: The duties of officers of the FRIENDS shall be those which usually pertain to their respective offices, as well as such duties and powers as may be specifically conferred on them by the Board of Directors.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1: a) The officers specified in Article VI Sections 1 and 2 shall be members of the Board of Directors and in addition there shall be not fewer than six or more than fifteen elected at Annual Meetings. Directors shall be elected for a three- year term and may be elected for additional three-year terms, as proposed by the Nominating Committee, and as approved by a majority of the Board of Directors. Directors may be removed for cause by majority recommendation of the Board, as affirmed by a ¾ vote of the Executive Committee. Immediate past presidents of the FRIENDS shall be ex officio members of the Board of Directors.

b) Nominations The Nominating Committee shall submit nominations of Officers and of Directors to the Board of Directors prior to the Annual Meeting. Names of all nominees shall be provided to all members of the Friends with the notice of the Annual Meeting .

Section 2: Meetings. Meetings of the Board shall be held as soon as practical after each Annual Meeting and at such other times as the Board may determine or the President or the Vice President may call. At such meetings the President shall preside, or in his absence the Vice President, or in the absence of both, a member of the Board chosen by a majority vote of those members present. Notice of meetings of the Board of Directors of the FRIENDS, specifying the day, place and hour, shall be communicated to all members of the Board at least six days before the date of the meeting.

Section 3: Duties and functions of the Board, in addition to those specified herein, shall include assistance to the President and other officers in formulating policies and planning programs of action for the FRIENDS designed to carry the purpose defined in ARTICLE II.

Section 4: The quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Board. Less than a quorum may, however, vote to adjourn.

Section 5: Vacancies occurring among the Officers and Directors shall be filled by majority vote of the remaining members of the Board. Officers and Directors elected to fill vacancies shall hold office until the next Annual Meeting.

ARTICLE VIII **COMMITTEES**

- Section 1: Committees of the FRIENDS shall include the following:
- a) An Executive Committee, composed of the officers specified in ARTICLE VI, Sections 1 and 2.
 - b) A Nominating Committee of three members shall be appointed by the Board of Directors.
 - c) Other committees may be appointed by the Board or by the President with the approval of the Board. The President with the approval of the Board shall appoint the chairpersons of such committees. The respective chairpersons shall appoint members of such committees.

Section 2: Voting status: Each committee appointed pursuant to ARTICLE VIII, COMMITTEES, Section 1; c) Other committees shall be assigned only one vote on the Board of Directors, such vote to be cast by the chairpersons of such committees in their capacity as members of the Board of Directors.

ARTICLE IX **AMENDMENTS**

The bylaws of the FRIENDS may be amended by a two thirds vote of the Board of Directors at any business meeting of the Board or by a majority vote of the members of the Friends at which a quorum is present, provided that the

notice of such meeting has contained the text of any proposed amendments, provided further that no amendment shall authorize or permit the corporation to be operated otherwise than exclusively for such charitable purposes as qualify the corporation for exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 and as qualify for gifts to the corporation deductible under Section 170(c)(2) of said code, each as now in force or may hereafter be amended.

ARTICLE X SIGNATURE AUTHORITY

All checks, drafts, financial transactions and agreements or instruments relating thereto shall be signed by any one of the following persons: the Treasurer, the Assistant Treasurer, the President or the Secretary.

The President and the Secretary, acting singly, may sign any contract or agreement on behalf of the FRIENDS, provided however, that the signatures of both the President and the Secretary are required for any such contract or agreement which creates an obligation of the FRIENDS in excess of \$500 and must first be approved by the Board. Each of the President and the Secretary may delegate such authority to any other officers or directors of the Board.

ARTICLE XI INDEMNIFICATION

The FRIENDS shall, to the extent legally permissible and only to the extent that the status of the FRIENDS as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its members, directors or officers or agents against all liabilities and expenses reasonably incurred in connection with any legal proceeding, pending or threatened, by reason of being a member, director, officer or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the FRIENDS.

ARTICLE XII PROHIBITED ACTIVITIES

The corporation shall not engage in any activity which is prohibited by law or which would not meet the Internal Revenue Code of 1954 as the same is now or may hereafter be amended.

- As amended August 1983.
- As further amended August 1985.
- As further amended September 1996.
- As further amended March 2003.
- As further amended November 2005.
- As further amended January 2006.
- As further amended April 2006.

As further amended May 2006.

As further amended February 2007.

As further amended March 2008.

As further amended July 2008. (Latest amendments are in bold type.)