

**Proposed bylaws revision for vote at Annual Membership Meeting Sept 25, 2017**

**THE FRIENDS OF THE HOLYOKE PUBLIC LIBRARY, INC.  
BYLAWS**

**ARTICLE I – NAME**

Section 1. The name of this corporation shall be The Friends of the Holyoke Public Library, Inc., hereinafter referred to as the Association (“Association”).

Section 2. The headquarters of this Association is located at the Holyoke Public Library, 250 Chestnut Street, Holyoke, MA 01040.

**ARTICLE II – PURPOSE**

Section 1. The purpose of this Association shall be to maintain a nonprofit organization of interested persons to advance and encourage appreciation, understanding, enjoyment, and public use of the educational and cultural facilities at the library, and to cooperate, when appropriate, with other groups to improve the cultural activities of the community.

Section 2. This Association shall work in conjunction with the officers and staff of the library to achieve these ends, to acquaint the community with the needs of the library, and to help improve library facilities.

Section 3. The Association shall operate in full compliance with IRS Code Section 501 (c) (3) and Chapter 180 of the Massachusetts General Laws.

**ARTICLE III – MEMBERSHIP**

Section 1. Any person or organization supporting the purposes of the Association may become a member of the Association by the payment of annual dues in effect at the time. Members are known as Friends.

Section 2. The dues schedule shall be approved by vote of the Association at its annual meeting.

Section 3. Each member and organizational representative shall be entitled to cast one vote on all matters which come before a meeting of the Association.

**ARTICLE IV – BOARD OF DIRECTORS**

Section 1. The management of the Association shall be vested in a board of directors (“the board”) consisting of at least 5 but not more than 10 members, including the officers. An immediate past president continues to serve on the board an additional year.

Section 2. The management as defined in Article IV, Section 1 will serve as the Executive Leadership Team to determine and oversee projects and programs that will increase fundraising for the Association as well as provide public awareness about the importance of the library and of the Friends.

Section 3. The term of directors is three consecutive years. They are eligible for reelection for one additional term and then must wait one year before being considered for a new term.

Section 4. One-third of the directors shall be elected by the Association each year at the annual meeting to replace those directors whose terms are expiring in that year.

Section 5. The officers of the Association shall be a president, vice president, treasurer, secretary, each being a board member.

Section 6. The term of the president, vice president and other officers is one year; however, they may continue to serve, if reelected, for an additional term.

Section 7. The president shall appoint a nominating committee chairperson who shall be either a director or a Friend from the general membership. He/she shall appoint at least three Friends to serve on this committee. Included in the committee should be a member from the preceding year. The committee shall present a slate of nominees for election as officers and directors at the annual meeting of the Association. Election requires a majority vote by those present.

Section 8. When a vacancy occurs among the officers, the nominating committee shall present for nomination one or more names of current Friends to fill the unexpired term. Vacancies shall be filled by a majority vote of directors at any duly constituted meeting of the board.

Section 9. Vacancies among the directors may be left open until the next annual meeting, or may be filled at any regular board meeting by a vote of the majority. Directors so elected serve until the next annual meeting, when they could stand for election to a full term as outlined in Section 3 above.

Section 10. Removal Procedure. A board member or officer may be removed for cause by vote of two-thirds of the board members attending a regularly scheduled meeting where the item had been placed on the written agenda distributed at least two weeks prior to the meeting.

## **ARTICLE V – DUTIES OF THE OFFICERS**

Section 1. The president shall preside at all meetings of the Association and of the board and appoint standing committees (membership, program, public relations, etc.) and the chairpersons thereof. The president is an ex officio member of all committees, except the nominating committee. The president is also responsible for the signing of checks.

Section 2. The vice president shall, in the absence or disability of the president, perform all the functions of the president.

Section 3. The treasurer shall be responsible for handling all monies of the Association and shall keep appropriate and accurate records. Any check or disbursement must be signed by the president or vice president. A financial report shall be presented at all meetings of the board and at the annual meeting of the Association.

Section 4. The secretary shall keep a record of all meetings of the board and of the Association. The secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance. At the end of each year, the

secretary shall provide a complete set of the official minutes to the Friends Office for long-term retention.

## **ARTICLE VI – EXECUTIVE GROUPS**

Section 1. An Executive Committee shall consist of the officers and the immediate past president and shall meet at the discretion of the president between meetings of the board of directors. Recommendations made by the committee shall be submitted to the board for approval at its next meeting.

Section 2. Executive Leadership Team. The Board of Directors shall serve as the Executive Leadership Team for this Association. See Article IV, Section 2 above. This team will meet quarterly to develop programs and projects that will increase fundraising as well as the visibility of the library and the Friends. The Executive Leadership Team will determine and assign task forces to implement these programs and projects and will oversee their accomplishment.

## **ARTICLE VII – MEETINGS**

Section 1. The annual meeting of the Association shall be held once a year, at a time and place determined by the board. Fifteen (15) members shall constitute a quorum, and action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be sent two weeks in advance of the date thereof.

Section 2. Special meetings of the Association may be called by the president or the board or upon written request of five members. The notice shall be sent at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the notification to all association members.

Section 3. Regular meetings of the board of directors shall take place at least four times a year. Four (4) board members shall constitute a quorum, and motions shall be carried by a vote of the majority. Notices shall be sent to board members at least one week before the meeting. Special board meetings may be called by the president with at least forty-eight hours notice to board members.

Section 4. The director of the library and a liaison from the board of the Holyoke Public Library Corporation will be invited to participate in board meetings on a non-voting basis.

## **ARTICLE VIII – FISCAL PERIOD**

Section 1. The fiscal year of the Association shall start on July 1 and end on June 30.

## **ARTICLE IX – CONFLICT OF INTEREST**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. Where conflict of interest may be thought to exist for a board member, the member shall inform the Board and abstain from any inappropriate participation in the matter.

## **ARTICLE X – AMENDMENTS TO BYLAWS**

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those present at a meeting of the Association provided that the meeting notice contains specific notice of Intention and that a summary of proposed change/changes is included.

## **ARTICLE XI – PARLIMENTARY PROCEDURE**

When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order (most recent edition) shall govern the proceedings.

## **ARTICLE XII – DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Holyoke Public Library Corporation, which is a 501 (c) (3) organization.