

BY-LAWS
OF
HOLYOKE PUBLIC LIBRARY CORPORATION
(in effect October 16, 2013)

ARTICLE I - NAME AND PURPOSE

The name of the Corporation is Holyoke Public Library Corporation – it is referred to in these Bylaws as the “Corporation”. The purpose of the Corporation is to maintain and operate a public library in the City of Holyoke, Massachusetts and to carry out such activities and programs in furtherance of such purpose as may be consistent with the Public Law adopted by the General Court of Massachusetts on April 20, 1870, by which the Corporation was organized, or that may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and exempt from taxation pursuant to the provisions of Section 501C3 of the Internal Revenue Code..

ARTICLE II - MEMBERS

1. Members. The members of the Corporation (who are also sometimes called "Corporators") shall be those persons who are members at the time of the adoption of these bylaws in October 2005, and such other persons as may be elected as members at any annual or special meeting of the Corporation. Members shall serve for life but may resign at any time by written notice to the Corporation. A member who has not attended a meeting of members or otherwise participated in the affairs of the Corporation for a period of three (3) years may be deemed to have resigned, unless such member indicates in writing a desire to remain a member.

2. Meetings. There shall be an annual meeting of members of the Corporation in each year on a date in October to be set by the Board. Special meetings of the members shall be called by the President if ordered to do so by the Board of Directors. At least seven days notice of the annual meeting, and at least three days notice of any special meeting, shall be given to the members, in person, by mail or by electronic means. Twelve (12) members shall constitute a quorum for the transaction of business at any meeting of the Corporators.

ARTICLE III - BOARD OF DIRECTORS

1. Number and Powers. The business and property of the Corporation, except as may otherwise be provided by law, shall be conducted and managed by its Board of Directors, which shall consist of thirteen (13) persons, seven (7) of whom shall be elected at the annual meeting of the members to serve until the election and qualification of their successors, and six (6) of whom shall be chosen by the City of Holyoke under such procedures as may be adopted by the Mayor and the City Council. For purposes of these Bylaws, Directors elected by the members shall be referred to as “Member Directors” and Directors chosen by the City shall be referred to as “City Directors.” Interim vacancies and unfilled directorships among Member Directors may be filled by a majority vote of the Member Directors then in office any meeting of the Board. Interim vacancies and unfilled directorships among City Directors may be filled by the City of Holyoke. If any Member of the Board is absent for three consecutive Board meetings, the Board of Directors, by majority vote, may determine that such director is no longer a Member of the

Board, provided, however, that an absence as to which a Member of the Board has advised the Library Director or the President prior to the meeting that he/she will be unable to attend shall not be considered an absence for the purposes of this provision

2. Term. Member Directors shall hold office for a term of two (2) years, with approximately one-half (1/2) of the Member Directors' terms expiring annually. To accomplish this goal, it may from time to time be necessary to elect a Member Director to a shorter term than two years in order to maintain a balance in the expirations of terms. A Member Director who has provided ten (10) years of uninterrupted service on the Board shall not be re-elected to another term without at least a one year hiatus in said service. The preceding limitation of ten years of continuous service shall be applied prospectively from the date it is included in these bylaws, and will therefore not apply to any Member Director who is serving on the Board of Directors on such date, nor shall it apply to a person who has become President within two (2) years of his/her reaching ten years of service and who is still President at that time she/he reaches ten years of service.

3. Meetings. Regular meetings of the Board of Directors shall be held monthly or at such other intervals as may be determined from time to time by the Board. Special meetings of the Board may be called by the President or by any three (3) Members of the Board.

4. Quorum. Fifty-One percent (51%) of the Members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

5. Notices. Not less than seven (7) days written or electronic notice shall be given for regular meetings, and not less than forty-eight (48) hours written or telephonic or electronic notice shall be given for special meetings, of the Board of Directors.

6. Removal. A Member Director may be removed, with or without cause, by the vote of two-thirds (2/3) of the Board of Directors, provided that the Director has been first afforded an opportunity to be heard by the Board. A City Director may be removed, with or without cause, by the Mayor of the City of Holyoke. The Board of Directors, by vote of two-thirds, may at any time recommend to the Mayor that a City Director be removed, but only after first affording such City Director an opportunity to be heard by the Board.

7. Annual Report. The Board of Directors shall produce a written annual report for the Corporators, patrons and the City of Holyoke.

ARTICLE IV - OFFICERS

1. Designation and Election. The officers of the Corporation shall consist of a President, a Vice President, a Clerk and a Treasurer, together with such additional officers, if any, as may be provided for by the Board from time to time. Officers shall be elected annually by the Board at its first meeting following the Annual Meeting, and shall serve for two (2) year terms or until the election and qualification of their successors. In order to achieve continuity, the President and the Clerk shall be elected in one year, and the Vice President and Treasurer in another, so that an election for President and Clerk shall normally not take place at the same time as an election for Vice President and Treasurer.

2. Powers and Duties.

The President shall preside at all meetings of the Board of Directors; shall plan agendas for all meetings; shall appoint committee members and chairpersons; shall represent the Corporation at gatherings and public functions; shall coordinate the work of the officers and committees of the Corporation and shall perform such other duties as are normally performed by the president of a non-profit corporation and such other duties as may be prescribed in these by-laws or delegated to the President by the Board of Directors.

The Vice President shall have all of the duties of the President when the President is unable to act, and such other duties as are normally performed by the Vice President of a non-profit corporation and such other duties as may be prescribed in these bylaws or delegated to the Vice President by the Board of Directors.

The Clerk shall have the responsibility for recording the minutes of all meetings of the Board of Directors; sending out of notices of all such meetings; maintaining a list of all Directors; and performing such other duties as are normally performed by the clerk of a non-profit corporation and such other duties as may be delegated to the Clerk by the Board of Directors.

The Treasurer shall have the responsibility for all funds, securities, receipts and disbursements and books of accounts of the Corporation and for keeping a full and accurate account thereof; shall present a financial report at regular meetings of the Board of Directors and at other times requested by the Board of Directors and shall perform such other duties as are normally performed by the treasurer of a non-profit corporation and such other duties as may be delegated to the Treasurer by the Board of Directors.

The Clerk and the Treasurer may delegate some of their duties to members of the Library staff.

Any additional officers shall have such duties and responsibilities as are prescribed by the Board of Directors at the time such offices are created.

ARTICLE V - LIBRARY DIRECTOR

The Board of Directors shall be responsible for engaging and terminating a Library Director, whose performance shall be reviewed periodically. The Library Director shall be responsible for the day-to-day operations of the Library, including but not limited to the engaging, supervising and terminating the employment of all Library personnel, subject always, however, to applicable provisions of law and to the goals of the Corporation as expressed in its Articles of Organization, bylaws and resolutions of its Board of its Board of Directors, and subject to such policy determinations as may be made from time to time by the Board of Directors.

ARTICLE VI- COMMITTEES

1. Creation and Powers. The Board of Directors shall create a standing Personnel Committee, a standing Finance Committee and a standing Long-Term Investment Committee. The Board of Directors may create such additional standing, special or ad hoc committees as it may deem necessary to promote the purposes and carry out the work of the Corporation and may

designate the duties and areas of responsibility of any such committee. Committee chairs must be members of the Board of Directors, but committee members need not be Directors or members of the Corporation. The Board of Directors may remove one or more members of any standing Committee, with or without cause, at any time.

2. Nominating Committee. The President shall propose and the Member Directors shall elect a Nominating Committee, which shall nominate Member Directors to be elected by the Corporators, Officers to be elected by the new Board and Corporators, if any.

3. All Standing Committee meetings shall be open to members of the Board of Directors.

ARTICLE VII - MANAGEMENT OF LONG-TERM FINANCIAL ASSETS

The Long-Term Investment Committee shall be responsible for managing the Corporation's Long-Term Financial Assets, defined as (i) its Endowment Funds, which are funds that have been donated to the Corporation with instructions to maintain them and to use the income from such funds for certain Library purposes, including general purposes, and (ii) such other funds owned by the Corporation that the Board of Directors designates are to be considered long-term financial assets. The Board of Directors shall by resolution from time to time, determine how much of the income, and how much of the principal, if any, of the Long-Term Financial Assets shall be distributed to the Corporation, and the frequency of such distributions, such determinations to be made by the Board of Directors taking into consideration the budgeted needs of the Corporation and the goal of keeping as much of the principal of the Long-Term Financial Assets intact as possible.

The Long-Term Investment Committee shall make recommendations to the Board of Directors for the engaging of a professional investment manager and for an investment policy to guide investment decisions, and those decisions shall then be made by the Board of Directors. The Committee shall also be responsible for carrying on the ongoing relationship between the Corporation and such professional investment manager and for recommending to the Board of Directors any change in the adopted investment policy.

The Long-Term Investment Committee shall, not less frequently than quarterly, render (or cause to be rendered) to the Board of Directors reports on the performance of the Long-Term Financial Assets.

ARTICLE VIII - OTHER PROVISIONS

1. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent to such action is signed by all Directors and such written consent is filed with the records of the Corporation. One or more Directors or members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar equipment if all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

2. Checks, Bank Accounts, Contracts, etc. The Board of Directors shall select such banks or depositories as it deems appropriate for the funds of the Corporation. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness shall be signed by such officer(s) or agent(s) and in such manner as shall from time to time be determined by the

Board of Directors.

3. Indemnification. The Corporation may indemnify its Directors, its non-Director members of a Committee, its officers, employees or agents in accordance with, and to the extent permitted by, the provisions of Section 6 of Chapter 180 of the General Laws of Massachusetts as in effect at the time of adoption of these bylaws or as the same may from time to time be amended.

4. Fiscal Year. The fiscal year of the Corporation shall end on June 30th.

5. Provisions to Protect the Corporation's Status as an Organization Exempt from Federal Income Taxation under Section 501(c)(3) of the Internal Revenue Code. Except as an insubstantial part of its activities, the Corporation shall not carry on any activities which are not in furtherance of its exempt purposes as set forth herein. No part of the net earnings of the Corporation shall ever inure to the benefit of any private individual. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of any statement) any campaign on behalf of any candidate for public office. The Corporation shall not engage in any activities which would result in its being characterized as an "action organization", as that term is defined in Treasury Regulations under Section 501(c)(3) of the Code. If and during any time that the Corporation is deemed to be a private foundation as that term is defined in Section 509 of the Code, (i) its income for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (ii) the Corporation is prohibited (a) from engaging in any act of self dealing as defined in Section 4941(d) of the Code, (b) from retaining any excess business holdings as defined in Section 4943(c) of the Code, (c) from making any investments in such manner as to subject it to tax under Section 4944 of the Code and (d) from making any taxable expenditures as defined in Section 4045 of the Code. None of the property, funds or other assets of the Corporation, upon dissolution or otherwise, shall ever revert to or be distributed to its members, its officers or its directors, directly or indirectly, but in the case of dissolution shall be distributed to any organization chosen by vote of its directors, provided that such organization is exempt from federal taxation under Section 501(c)(3) of the Code or under any similar exemption statute hereinafter enacted.

6. Liability of Directors and Officers. No officer or Director or non-Director member of a Committee shall be personally liable to the Corporation or its members for damages for breach of fiduciary duty as an officer or director except (to the extent provided by applicable law) for liability (i) for breach of the officer's or Director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) for any transaction from which the officer or Director derived an improper personal benefit.

ARTICLE X - AMENDMENTS

Except as otherwise provided in this Article, these bylaws may be amended, repealed or altered in whole or in part by two-thirds of the Board of Directors then in office, provided, however, that the notice for any meeting at which a bylaw amendment is to be considered has stated that a bylaw amendment will be voted upon and has set forth either the proposed amendment or a summary of its provisions, and provided, further, that any material change to the

provisions of Article IX(5), pertaining to the Corporation's status under Section 501(C)(3) of the Internal Revenue Code will require the same vote and procedure as is required under the laws of the Commonwealth of Massachusetts for a change in the Articles of Organization of a corporation organized under Chapter 180 thereof.

Notwithstanding the foregoing, so long as any bonds, notes or other evidences of indebtedness of the City of Holyoke issued to make improvements to the Holyoke Public Library are outstanding, no amendment to these bylaws shall be made that would reduce the proportion of City Directors to total Directors to below six thirteenths, as provided for in Article Section III.