

**BY-LAWS**

**THE GOVERNING DOCUMENT OF  
FRIENDS OF THE WESTERN MASSACHUSETTS REGIONAL LIBRARY SYSTEM, INC.**

**As Amended at the Annual Meeting of Members, October 15, 2005**

**ARTICLE I - NAME AND STATUS**

**SECTION 1. NAME:** The Name of this Corporation is Friends of the Western Massachusetts Regional Library System, Inc. This Corporation shall be hereinafter referred to as an Organization or as Friends of WMRLS.

**SECTION 2. STATUS:** The Corporation shall not be operated for financial profit.

**ARTICLE II - PURPOSE**

**SECTION 1. PURPOSE:** The purpose of this Organization is to help raise public awareness about WMRLS services to libraries and their users, to advocate for support of WMRLS and to conduct fundraising activities in support of WMRLS.

**ARTICLE III - MEMBERSHIP, DUES AND MEETINGS**

**SECTION 1. MEMBERSHIP:** Membership in this Organization is open to all who are in sympathy with its aims and purposes and who pay membership dues determined as provided in Section 2 of this Article III.

**SECTION 2. DUES:** Annual dues of members shall be fixed from time to time by the Board of Directors. Dues to run from January 1 through December 31 of each year. The dues schedule is as follows:

**FRIENDS OF WMRLS DUES SCHEDULE**

Generous Friend	OPEN
Business or Institution	\$100
Library Group	\$50.
Patron	\$50
Best Buddy	\$25
WMRLS Friend	\$15
Student / Senior	\$10

**SECTION 4. EXECUTIVE BOARD MEETINGS:** Executive Board meetings shall be held at such dates, times and places as determined by the Board.

SECTION 5. ANNUAL MEETING: The Annual Meeting of Members shall be held in October at a day, time and place as determined by the Board of Directors for the purpose of electing a President, Vice-President, Treasurer, Assistant Treasurer, Clerk, and one member of the Board of Directors-at-Large and for the transaction of such other business as may be brought before the meeting.

SECTION 6. SPECIAL MEETING: Special Meetings may be called at any time by a majority vote of the Board of Directors. At a Special Meeting, no business shall be transacted other than that stated in the notice of the Meeting.

SECTION 7. PLACE OF MEETING: Every Meeting of Members shall be held at such date, time and place as shall be determined by the Board of Directors and stated in the notice of the Meeting.

SECTION 8. NOTICE OF ANNUAL MEETING: Notice of Annual Meeting of Members shall be given by the Clerk to be mailed at least ten days before the Meeting to each Member at his/her address as it appears on the records of the Organization. The notice shall state the day, hour and place at which the meeting is to be held.

SECTION 9. QUORUM: There shall be no membership quorum requirement for the holding of any Annual Meeting or Special Meeting of the Membership.

SECTION 10. ORGANIZATION: The President, or in the absence of that Officer, the Vice-President, or in the absence of both the President and the Vice-President, the Treasurer shall call meetings of Members to order and shall act as Chairman of such meetings. If none of the Officers named in this Section is in attendance, a majority of the members present shall elect a Chairman of the meeting.

The Clerk shall act as Clerk of all meetings of Members. In the absence of the Clerk, the Chairman of the meeting may appoint any Member to act as Clerk of the meeting.

It shall be the duty of the Clerk and the Treasurer to prepare and have at each meeting of Members, a complete list of all members arranged in alphabetical order.

SECTION 11. VOTING: Each member shall be entitled to one (1) vote. Only votes cast in person shall be counted. The Nominating Committee will present a Slate of Officers for consideration by the Membership. (All Nominees shall have been contacted and agreeable to serve in said capacity.) The Slate of Officers consists of recommendations for President, Vice-President, Treasurer, Assistant Treasurer, Clerk and the one Director-at-Large. Each Office will be considered separately, beginning with that of President. If there are no further nominations, then the Clerk, by motion and vote, will be instructed to cast a vote on behalf of the Members for the persons listed on the "Slate". In case of other nominations from the floor, a ballot vote must be taken. Plurality vote will determine the person selected for the Office. The Clerk will select any other Officer for assistance in the counting of ballots.

SECTION 12. JUDGES: The Chairman of the Meeting may appoint two Members present as Judges to determine all questions of qualifications of voters and the acceptance or rejection of votes.

#### **ARTICLE IV - DIRECTORS**

SECTION 1. NUMBER AND TERM OF OFFICE: The activities and property of the Organization shall be managed and controlled by a Board of eight (8) Directors. The President, Vice-President, Treasurer, Assistant Treasurer and Clerk shall be Directors by virtue of their office. Three (3) Directors-at-Large shall each serve a three (3) year term under a staggered system. Except as required for filling vacancies, one (1) Director shall be chosen from the voting membership for the three (3) year term at each Annual Meeting. When a President has completed his/her term, that member shall become a Director for three years, and the Vice-President shall become President. Should the outgoing President be unable to serve as a Director, a replacement shall be found from another former President.

SECTION 2. VACANCIES: Vacancies among Directors-at-Large by reason of death, resignation or incapacity to serve shall be filled by the affirmative vote of a majority of the Directors then in office at the time such vote is taken.

SECTION 3. MEETINGS: The Board of Directors shall meet as necessary at such date, place and time as shall be selected by the President. A notice of each meeting shall be made to every Director at least five (5) days prior to the meeting. Special Meetings shall be held whenever called by a majority vote of the Board of Directors.

SECTION 4. QUORUM: A majority of the members of the Board of Directors shall constitute a quorum, and the act of a majority of the Directors present at any meeting of the Board at which a quorum is present shall be the act of the Board of Directors. If, at any meeting of the Board, there be less than a quorum present, a majority of those present may adjourn the meeting and no report need be given of any such adjourned session of the meeting.

SECTION 5. COMPENSATION: Directors shall serve without compensation.

SECTION 6. CONDUCT OF MEETING: The President, or in the absence of the President, the Vice-President shall preside at all meetings of the Board of Directors and act as Chairman of the meeting. In the absence of the President and the Vice-President, a Chairman of the meeting shall be elected from the Directors present. The Clerk of the Organization shall act as Clerk of all meetings of the Directors. In the absence of the Clerk, the Chairman of the meeting may appoint any Director present to act as Clerk of the meeting.

SECTION 7. ATTENDANCE OF MEMBERS: Any Member may attend meetings of the Board of Directors. A Member may speak when invited to do so by the Presiding Officer but only Board Members may vote.

## **ARTICLE V - COMMITTEES**

The Board of Directors may designate one or more Committees, each to be composed of at least one (1) Director, together with other Members as may be appointed by the Board of Directors from time to time to consider and make recommendations to the Board on matters affecting the Organization and to perform any function delegated to it by the Board. Such Committees shall be named Auditing, By-Law Revision, Membership, Nominating, Planning and Finances and any other Committee deemed necessary by the Board of Directors. Members of any Committee shall serve at the pleasure of the Board of Directors. Upon receipt of a final report, the Board of Directors may discontinue such Committee or Committees.

## **ARTICLE VI – OFFICERS**

**SECTION 1. OFFICERS:** The officers of the Organization shall be a President, a Vice-President, a Treasurer, an Assistant Treasurer and a Clerk who shall be elected annually at the Annual Meeting of the Organization according to the language of Article III, Section 9, Voting. A vacancy in any Office shall be filled by the affirmative vote of a majority of the Board of Directors in office at the time such vote is taken.

**SECTION 2. POWERS AND DUTIES OF THE PRESIDENT:** The President shall be the Principal Officer of the Organization and shall have general charge and supervision of its affairs and activities within the scope of Policies determined by the Board of Directors. The President shall preside at all meetings of Members and of the Directors.

The President shall make a report to the Members at each Annual Meeting. The President shall sign any contracts in the name of the Organization when authorized to do so generally, or in special instances by the Board of Directors.

**SECTION 3. POWERS AND DUTIES OF THE VICE-PRESIDENT:** The Vice-President shall have and may exercise such powers of the President as may from time to time be assigned by the President and shall have such other powers and perform such other duties as shall from time to time be assigned by these By-Laws or by the Board of Directors.

**SECTION 4. POWERS AND DUTIES OF THE TREASURER:** The Treasurer shall have custody of all funds of the Organization and shall deposit the same with such bank or banks as the Board of Directors shall from time to time determine. The Treasurer may endorse for collection on behalf of the Organization, checks and other obligations and shall deposit the same as provided herein. The Treasurer shall cause to be entered regularly in books kept for the purpose, full and accurate accounts of all monies received and paid on account of the Organization, and whenever required by the Board of Directors shall prepare a report for each fiscal year to be presented at the Annual Meeting. The Treasurer shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors.

**SECTION 5. POWERS AND DUTIES OF THE ASSISTANT TREASURER:** The Assistant Treasurer shall have and may exercise such powers as the Treasurer as may from time to time be

assigned to him or her by the Treasurer and, in addition thereto, shall aid and assist the Treasurer in the performance of the duties of that Office.

**SECTION 6. POWERS AND DUTIES OF THE CLERK:** The Clerk shall keep in books provided for that purpose, the Minutes of all Meetings of Members and the Board of Directors. The Clerk shall receive and retain copies of Minutes of all Committee Meetings and shall give or serve all notices of the Organization. The Clerk shall have charge of the record books of Members and shall, in general, perform all the duties incident to the Office of Clerk, subject to the control of the Board of Directors.

**SECTION 7. COMPENSATION OF OFFICERS:** Officers shall serve without any compensation.

**SECTION 8. TERMS OF OFFICERS:** Presidents and Vice-Presidents shall be eligible for reelection for one (1) additional year. Treasurers, Assistant Treasurers and Clerks shall be eligible for reelection for three (3) additional years.

## **ARTICLE VII - MISCELLANEOUS PROVISIONS**

**SECTION 1. REGULATIONS:** The Board of Directors shall have the power and authority to make such rules and regulations as it may deem necessary concerning and governing the activities of the Organization and the care, custody and use of its properties.

**SECTION 2. FISCAL YEAR:** The Fiscal Year of this Organization shall comprise the period beginning October 1 and ending September 30 in each year.

**SECTION 3. CHECKS, NOTES, ETC.:** All checks, drafts, notes or other obligations and orders for the payment of money shall be signed by the Treasurer at the direction of the President. Any expenditure in excess of \$200.00 shall be approved by a majority of the Board of Directors. Checks, drafts, notes or other obligations and orders for payment of money to the Organization may be endorsed for deposit to the credit of the Organization with a duly authorized deposit by the Treasurer or the Assistant Treasurer.

**SECTION 4. WAIVERS OF NOTICE:** Whenever any Notice is required to be given under these By-Laws, a waiver thereof, in writing, signed by the person or persons entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to such notice.

**SECTION 5. PARLIAMENTARY AUTHORITY:** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this Organization in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of this Organization.

## **ARTICLE VIII - DISSOLUTION**

Upon dissolution of this Organization, none of the properties then owned by the Organization shall be distributed to or inure to the benefit of any Director, Officer or Member thereof. Any

such properties may, by vote of the Membership, be conveyed to a 501 C3 non-profit organization to benefit the Western Massachusetts Regional Library System.

**ARTICLE IX - AMENDMENTS**

These By-Laws and any amendments thereof may be altered, amended or repealed or new By-Laws may be adopted by the Board of Directors at any meeting by the affirmative vote of all Members of the Board. By-Laws adopted by the Board of Directors may be altered, amended or repealed and other By-Laws may be enacted by the Members of the Organization at any meeting, the notice of which shall have stated the proposed alteration, amendment, repeal or enactment as one of the purposes of the meeting. Nothing contained in this Article shall be construed as conveying the ability to so amend the Provisions of Article VIII hereof (Dissolution) to permit properties of the Organization inure to the benefit of any Director, Officer or member upon dissolution.

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Approved on

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President