

# Bylaws

## Friends of the Burlington Public Library

### Revised January 2021

#### ARTICLE 1 - NAME

The name of this organization is "Friends of the Burlington Public Library, Inc."

#### ARTICLE 2 – PURPOSE

The Friends shall support the Burlington Public Library through publicity, fund-raising, securing materials and supplies, and sponsoring public forums and activities.

Since the Friends are a federal tax-exempt organization, their purpose shall include:

- (1) "making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code,"
- (2) "no part of the net earnings of the corporation shall benefit or be distributable to its members, trustees, officers or other private parties."

#### ARTICLE 3 – INCORPORATION

Since the Friends are a Massachusetts corporation, they shall adopt all required bylaw articles and obtain and make timely submission of all fees, forms and documents required to obtain and maintain status as a corporation in Massachusetts.

#### ARTICLE 4 – MEMBERSHIP

Membership is open to any person who supports the purposes of the Friends and pays the required dues.

##### ARTICLE 4.1 – CLASSES OF MEMBERSHIP

Membership classes are:

- Individual
- Family
- Senior
- Benefactor
- Lifetime

Other classes shall be determined from time to time by vote of the Friends, including non-voting associate or honorary memberships.

##### ARTICLE 4.2 – DUES

Dues shall be paid annually by each member in an amount for each classification of membership as is determined by the Executive Board. The existing dues structure shall continue, unless and until there is a vote to change the dues or classifications by the Executive Board.

#### ARTICLE 4.3 – MEMBERSHIP YEAR

Membership shall be for the calendar year in which the member is accepted and pays dues.

### ARTICLE 5 – MEMBERSHIP MEETINGS AND NOTICE

#### ARTICLE 5.1 – FREQUENCY

At least one membership meeting shall be held annually during the month of January. Other meetings may be held at the call of the President or a majority of the Executive Board.

#### ARTICLE 5.2 – NOTICE

Notice shall be given to all members by mail or by e-mail not less than ten days prior to the date of the proposed meeting, and such notice shall include the date, time and place of such meeting and the subjects to be considered at the meeting.

#### ARTICLE 5.3 – ANNUAL MEETING

Subjects to be discussed and voted upon at the annual meeting shall include election of all officers, reports of officers and committees as needed, approval of a budget for the coming year, and any other matters dealing with the purpose and structure of the Friends.

#### ARTICLE 5.4 – QUORUM

A quorum for the conduct of business shall consist of the members of the Executive Board in attendance but shall not be less than three members.

#### ARTICLE 5.5 – VOTING

Every member over the age of sixteen shall have one vote. All actions shall require a simple majority of those present and voting to pass, except that a two-thirds vote shall be required to adopt or change a bylaw; and a secret ballot shall be taken for all contested elections. No proxies are allowed.

### ARTICLE 6 – CAPITAL FUNDS, OPERATION FUNDS AND OTHER PROPERTY

All funds and property given to or paid over to the Friends shall be the sole property of the organization. In the event that the Friends shall be dissolved, all such funds and property shall be forthwith paid over or given to the Trustees of the Burlington Public Library. The Trustees may use such funds and property in any way in which they are authorized by the General Laws of the Commonwealth, subject to the requirements for a tax exempt organization or corporation, if applicable.

### ARTICLE 7 – GOVERNANCE

#### ARTICLE 7.1 – OFFICERS, TERMS, NOMINATIONS AND ELECTIONS

The officers of the Friends shall be a President, a Vice President, a Recording Secretary, a Treasurer/Clerk, and a Corresponding Secretary. All officers shall serve a term of one year and shall take office at the conclusion of the annual meeting at which they are elected. Officers shall be elected from a slate presented by the Nominating Committee, but additional nominations may be made from the floor at any meeting called for the purpose of an election.

## ARTICLE 7.2 – DUTIES, VACANCIES AND THE EXECUTIVE BOARD

### ARTICLE 7.2.1 – DUTIES

The **President** shall preside at all meetings and may represent the Friends at private and public functions or activities during the term of office. The President shall prepare all meeting notices and agendas.

The **Vice President** shall assist the President and shall serve as the presiding officer and representative of the Friends during the absence of the President or at the request of the President. The Vice President shall review all financial documentation, including but not limited to bank statements and receipts from fundraising events.

The **Recording Secretary** shall record the minutes of all meetings of the membership and of the Executive Board and shall maintain and preserve on FOBPL's Google Drive the non-financial records of the Friends including: minutes of meetings, membership roster, and files.

The **Treasurer/Clerk** shall deposit all funds received by the Friends, pay all bills approved by the Executive Board, prepare annual budgets, and maintain and preserve all financial statements, bank statements, expenditure reports, and all other financial records of the organization on FOBPL's Google Drive and in accordance with the Financial Controls document.

The Treasurer/Clerk must be a resident of Massachusetts and shall be the keeper of the legal, permanent, and vital records of the Corporation. The Treasurer/Clerk shall be responsible for the timely submission of all fees, forms, and documents required to maintain status as a non-profit corporation and the filing of all documents required by the federal, state, and local government agencies.

The **Corresponding Secretary** is charged with managing all of the correspondence of the Friends and keeping a record of correspondence received and sent.

### ARTICLE 7.2.2 – VACANCIES

In the event of a vacancy due to resignation, death, or other reason; or removal or failure to perform the duties of office, as determined by the Executive Board, the subject office may be declared vacant and a replacement appointed by the Executive Board, until the next annual meeting.

### ARTICLE 7.2.3 – EXECUTIVE BOARD

The Executive Board shall consist of the Officers of the Friends plus a non-voting appointee from the Board of Burlington Public Library Trustees, the Library Director or designee as a non-voting member and other non-voting members as may be appointed by the President. The Executive Board shall meet at least quarterly to conduct the day to day business of the Friends between membership meetings. Meetings of the Executive Board shall be at the call of the President.

### ARTICLE 7.2.4 – QUORUM

A quorum for the conduct of business shall consist of the members of the Executive Board in attendance but shall not be less than three voting members.

### ARTICLE 7.2.5 – EXECUTIVE MEETING VOTING

Executive Board meetings may be attended by any member of the Friends; however, only voting members of the Executive Board shall be permitted to vote. Each voting member of the Board shall have one vote.

#### *ARTICLE 7.2.6 – TRANSITION OF POWER*

Upon the election of a new Executive Board Member, the former Board Member shall train the new Board Member in their duties and be available for limited consultation for six months following the transition of power.

#### **ARTICLE 7.3 – COMMITTEES**

Standing and Special Committees may be appointed for purposes determined by vote of the Executive Board, and appointments to such committees shall be made by the President, from the members in good standing, for such terms as are appropriate, but shall be coterminous with that of the President. Standing Committees may include: a Nominating Committee, a Membership Committee, and a Publicity Committee. The President shall be a member of all committees by virtue of office.

#### **ARTICLE 8 – BYLAW AMENDMENTS**

Bylaw Amendments must be proposed to, and by, the Executive Board at least one month prior to the Annual Meeting or special meeting called by the President.

#### **ARTICLE 9 – PARLIAMENTARY AUTHORITY**

Roberts' Rules of Order shall be used as a guideline to help govern the conduct of all meetings of the Friends or committees except where a subject is more specifically controlled by these Bylaws or by the General Laws.

#### **ARTICLE 10 – ADOPTION OF BYLAWS AND PRO TEM EXECUTIVE BOARD**

These Bylaws are adopted as of December 6, 1995. The existing Executive Board or any other steering committee shall act as Pro Tem Executive Board until the first elections held under these bylaws.

Bylaws changes were proposed by the Executive Board on November 10, 2003 and approved by a vote of the membership at the Annual meeting, January 12, 2004.

Further Bylaws changes were proposed by the Executive Board on Feb. 21, 2012, and approved by a vote of the membership at a special meeting called on May 7, 2012.

Further Bylaws changes were proposed by the Executive Board on December 1, 2014, and approved by a vote of the membership at the Annual meeting on January 5, 2015.

Further Bylaws changes were proposed by the Executive Board on December 21, 2020, and shall be voted upon by the membership at the Annual meeting on January 21, 2021.