

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

**ARTICLE I**

Name

The name of the Corporation shall be "The Friends of the Gleason Public Library, Inc.", hereinafter referred to as the "Friends".

**ARTICLE II**

Purpose

The purpose of the Friends shall be to operate for literary purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code and to carry on activities in furtherance of such purposes. More specifically, the purpose of the Friends is to maintain an association of persons interested in libraries and to stimulate public awareness of the benefits of public libraries, library services and needs; to solicit donations to the Friends and to engage in other fundraising activities, including the sale of used books, in order to provide gifts of money, books, equipment and other property to the Gleason Public Library; and to do other acts to enhance the resources of the Gleason Public Library. In no way shall the activities or property of the Friends inure to the benefit of any private individual.

**ARTICLE III**

Membership

Membership in the Friends shall be open to all individuals in sympathy with its purposes. Membership can be attained by completion and submission of the Friends annual membership form. Each member shall be entitled to one vote at the Annual Meeting, to potential appointment to committees and to stand for election to office.

**ARTICLE IV**

Board of Directors

Section 1. Responsibilities: The affairs of the Friends shall be managed by the Board of Directors, who may exercise all of the powers of the Friends except those that by law, the Articles of Organization or these Bylaws are reserved to the members. The Board of Directors shall approve and direct the disbursement of all funds. Vacancies, up to the maximum number of directors stated in Article 4 Section 2, occurring on the Board of Directors may be filled by appointment by the remaining members of the Board for the remainder of the term. The Board may continue to operate without a full slate of officers.

Section 2. Number of Directors: The Board of Directors shall consist of the four officers of the Friends, including a President, Vice President, Secretary and Treasurer, and up to seven members-at-large. Up to four non-voting ex-officio members of the Board may be appointed by a vote of the Board of Directors.

Section 3: Election of Directors: All officers and the members-at-large of the Board of Directors shall be elected at the Annual Meeting of members. Nominees shall be elected for one-year terms by a majority of the members present at the Annual Meeting. Nominations by the Board of Directors may be presented to the members prior to or during the Annual Meeting. Nominations may also be made during the Annual Meeting from the floor, with the consent of the nominee. The term of office of a Director shall commence upon election and expire upon election of a successor.

## **ARTICLE V**

### Meetings

Section 1. Annual Meeting: The annual meeting of the members of the Friends shall be held for the purpose of electing officers and members-at-large to the Board of Directors and for the transaction of such other business that may be brought before the meeting. The Annual Meeting shall include a report by the Board of Directors. The Annual Meeting is open to all members and the public at large. It shall be held between November 1 and December 15 at a time and place determined by the Board of Directors.

Section 2. Meetings of the Board of Directors: Meetings of the Board of Directors are held at times and places determined by the President or by the Board of Directors. Only officers and members at large of the Board may vote at meetings of the Board. Board meetings are open to all members and the public at large.

Section 3. Special Meetings: Special meetings of the members may be called by the President or by the Board of Directors.

Section 4. Notice: Notice of the times and locations of the Annual Meeting and the meetings of the Board of Directors shall be provided by mail, email or other reasonable means of communication prior to each meeting.

Section 5. Quorums: At any meeting, at least half of the directors then in office shall constitute a quorum for the transaction of business.

Section 6. Parliamentary Procedure: Robert's Rules of Order Revised, when not in conflict with these Bylaws, shall govern the proceeding at all meetings of the Friends.

## **ARTICLE VI**

### Duties of the Officers

Section 1. President: The President shall preside at all meetings of the Friends and of the Board of Directors. The President shall be the Chief Executive Officer of the Friends and shall perform such other duties as required by the Board of Directors.

Section 2. Vice President: The Vice President shall perform the duties of the President in the case of the absence or disability of the President. The Vice President shall act as an aide to the President and shall assume other responsibilities delegated to him or her by the President.

Section 3. Secretary: The Secretary shall keep a true record of the proceedings of all meetings of the members and Board of Directors of the Friends, shall carry on correspondence as required by the President and the Board of Directors and perform such other duties as may be required by the President.

Section 4. Treasurer: The Treasurer shall be the Chief Financial Officer of the Friends and shall, subject to the direction of the Directors, have general charge of the financial affairs of the Friends and custody of all funds, securities and other valuable property of the Friends, except as the Directors may otherwise provide. The Treasurer shall collect and record donations and shall provide a financial report to the Annual Meeting of members. The Treasurer will also provide a financial report from time to time at meetings of the Board of Directors as required by the Board. The Treasurer shall be responsible for ensuring that all forms required to maintain the 501 (c) (3) status of the Friends are filed as required by law. The Board of Directors shall give one or more other officers signatory powers for the bank accounts of the Friends.

## **ARTICLE VII**

### Fiscal Year

The fiscal year of the Friends shall commence on November 1 and end on October 31 of the next year.

## **ARTICLE VIII**

### Committees

The President shall have the power to appoint any committee deemed advisable. With the approval of the Board of Directors, the President may appoint as ex-officio members to the Board of Directors the Chairman of any such committee, subject to the limitation contained in Article V, Section 1.

## **ARTICLE IX**

### Provisions of Law

These Bylaws shall be subject to such provisions of the statutory and common laws of the Commonwealth of Massachusetts as may be applicable to corporations organized under the laws of the Commonwealth of Massachusetts for the purpose as set forth in Article I.

## **ARTICLE X**

### Articles of Organization

These Bylaws shall be subject to the Articles of Organization of the Friends as the same are from time to time amended. The Articles of Organization may be amended in the manner provided in the applicable laws of the Commonwealth of Massachusetts.

## **ARTICLE XI**

### Amendments

These Bylaws shall be reviewed at least every 5 years. These Bylaws may be amended by a two-thirds vote of the members present at any duly called meeting of the Friends, provided notice of the proposed amendments shall have been included in the Notice of the meeting.

## **ARTICLE XII**

### Dissolution of the Corporation

In the event of the dissolution of the Corporation, all the remaining assets and property of the Friends shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code, as amended, or to another organization to be used in such manner as in the judgment of the Board of Directors will best accomplish the general purposes for which this Corporation was formed.

Adopted

Verna Gilbert, Secretary

January, 2021