

# CHELMSFORD FRIENDS OF THE LIBRARY, INC.

## BY-LAWS

### Article One: Membership

Membership in the Chelmsford Friends of the Library, Inc., is open to anyone interested in supporting the Chelmsford Public Library System.

#### SECTION 1: Classes of Membership

Membership in the Chelmsford Friends of the Library, Inc., shall consist of the following classes and dues:

Lifetime . . . . .	\$250.00
Patron . . . . .	\$100.00
Dear Friend . . . . .	\$50.00
Family . . . . .	\$25.00
Friend . . . . .	\$10.00
Student/Senior . . . . .	\$5.00

At the beginning of a two year term of a newly elected or reelected President, changes in dues may be implemented by the Executive Board.

#### SECTION 2: Year

The membership year shall be on a calendar or subscription basis. Membership shall be renewable and dues payable on the annual anniversary date of joining. It shall be the responsibility of the Membership Chairperson to provide periodic mailings to the membership notifying them of their renewal times. In the event that dues are paid prior to the time that a membership becomes renewable, the membership shall be extended one year from the date on which it would have expired.

#### SECTION 3: Voting

Each member shall have one vote. Issues which require a vote shall require a majority of a show of hands vote from members present for passage.

### Article Two: Executive Board

SECTION 1: The Chelmsford Friends of the Library, Inc., shall be governed by an Executive Board which consists of the elected officers, Chair people of the Standing Committees, the Chairman of the Chelmsford Public Library Board of Trustees or a designated representative (Non Voting), and the Library Director (Non Voting).

SECTION 2: Each elected officer shall serve a two year term from the date of the Annual Meeting at which their election was held.

SECTION 3: Any Officer may resign by filing a written resignation with the Executive Board. The resignation will take effect when it is accepted by the Board.

SECTION 4: The Executive Board may declare any seat on said Board vacant upon determination that the occupant of said seat is unable to carry out the duties required or allegedly has failed to adhere to the Constitution and By-Laws. Such action shall require a majority show of hands vote of members present at a regular meeting or a special meeting called for that purpose. Said meeting shall require written notification to the party of the alleged grounds for such action and of the time and place of the meeting.

SECTION 5: Anyone who is a member and who wishes to speak shall be given an opportunity to do so at said meeting prior to action by the Board. Any Board member who is in question of removal shall have the right to speak, present evidence, and vote on his/her removal, subject to the President's right to limit debate to a reasonable amount of time.

SECTION 6: Any vacancy may be filled by a majority show of hands vote of members present at any Executive Board meeting which is a regular meeting or a special meeting for that purpose.

#### Article Three: Powers and Duties of the Executive Board

SECTION 1: The Executive Board shall have the following powers and duties:

1. To conduct the affairs of the Corporation;
2. To establish major policies governing the affairs of the Corporation, in accordance with the Articles of Incorporation and By-Laws of the Chelmsford Friends of the Library, Inc.;
3. To receive, hold, and dispose of real property;
4. To prepare and approve expenditures and prepare the Annual Report to be submitted at the Annual Meeting;
5. To establish or dissolve any committees as it may deem necessary;
6. To appoint Committee Chairs and perform other such functions as the By-Laws prescribe, and act on behalf of the Corporation for all statutory purposes;
7. To remove any Officer or Committee member after reasonable notice and an opportunity to be heard. All removals must be in accordance with the By-Laws of the Corporation.

#### Article Four: Officers and Their Duties

SECTION 1: The Officers shall be President, Vice President, Treasurer, and Secretary. Officers shall be elected at the Annual Meeting in the year in which there are vacancies in these positions.

SECTION 2: The President shall preside at all meetings of the Corporation and shall be a member ex-officio of all Committees except Nominating. The President shall be the official liaison between the Corporation and the Library Administration. The President shall perform all other duties pertaining to the office, including those duties which would otherwise be the responsibility of a Committee Chairperson, in their absence. The President shall execute whatever documents are necessary for the well being of the Corporation, subject to the By-Laws and Constitution of the Corporation.

SECTION 3: The Vice President shall assist the President in the performance of his/her duties, as requested by the President. The Vice President shall temporarily assume the powers, duties, and responsibilities of the President in the event of that Officer's absence or inability to function as the President. The Vice President is responsible for Membership record keeping, and other duties as requested by the President.

SECTION 4: The Treasurer shall be responsible for the funds of the Corporation. The Treasurer shall keep accurate and timely record of all receipts and expenditures and shall pay out funds as authorized by the Corporation. The Treasurer shall present a statement of accounts at each business meeting, and Annual Report at the Annual Meeting, and other reports as requested. The Treasurer shall see that within thirty days of the end of the fiscal year, the records for that fiscal year are audited by the Treasurer and two other persons who are not Officers of the Corporation, and that those three persons sign off on that audit. The Treasurer will also perform other duties as requested by the President.

SECTION 5: The Secretary shall keep written records of the proceedings of the Corporation, and shall report said proceedings in writing to the Executive Board on a regular basis. The Secretary shall perform all correspondence for the Corporation. The Secretary will also perform other duties as required by the President.

SECTION 6: No Officer may hold the same office for more than two consecutive terms.

SECTION 7: The terms of the office for all Officers shall be two years. Each Officer shall hold his/her office until a successor is elected or until he/she dies, resigns, or is removed. If the office of any Officer becomes vacant, the Board may appoint any member of the organization to fill that vacancy until the next regular election, by a majority of a show of hands vote at an Executive Board meeting which is a regular meeting or a special meeting for that purpose. No person may hold the same office for more than two consecutive terms.

SECTION 8: The Executive Board may declare any seat on said Board vacant upon the determination that the occupant of said seat is unable to carry out the duties required or allegedly has failed to adhere to the Constitution and By-laws of the Corporation. Such action shall require a majority show of hands vote from the members present at a regular or special meeting called for that purpose. Said meeting shall require special notice to the party of the alleged grounds for such action and the time and place of such meeting. Anyone who is a member and who wishes to speak shall be given the opportunity to do so at said meeting prior to action by the Board. Any Board member who is in question of removal shall have the right to speak, present evidence, and vote on his/her removal, subject to the President's right to limit debate to a reasonable amount of time.

SECTION 9: Any vacancy created in accordance with the above mentioned procedures may be filled by a majority show of hands vote of those present at an Executive Board meeting which is a regular meeting or a special meeting for that purpose.

Article Five: Nomination Procedures

SECTION 1: There shall be a Nominating Committee comprised of three members of the organization.

SECTION 2: The Nominating Committee shall be appointed by the President in the Spring of each year in which an election must be held.

SECTION 3: The President may not serve on the Nominating Committee.

SECTION 4: The Nominating Committee shall prepare a slate of at least one name for each open position. The slate will be presented to membership at the Annual Meeting in a year in which there are open positions.

SECTION 5: At the Annual Meeting, nominations from the floor and self-nominations will be accepted.

Article Six: Meetings

SECTION 1: There shall be an Annual Meeting held each year in October, November, or December.

SECTION 2: There shall be business meetings, and general membership meetings scheduled throughout the year, as the President and Officers see fit.

SECTION 3: Meetings of the Executive Board shall be held at least every other month, at a date, time and place to be determined by the Officers.

SECTION 4: Scheduled meetings of the Board may be cancelled or postponed by the unanimous decision of the Officers. Notification must be given to all members of the Board.

SECTION 5: A special meeting may be called by the President, or at the written request of a majority of Board members.

SECTION 6: All meetings of the Corporation and of the Executive Board shall be open to all members of the Chelmsford Friends of the Library, Inc.

SECTION 7: At meetings of the Corporation, Executive Board, and Officers, each member shall have one vote. Issues requiring a vote shall require a majority of a show of hands vote from those present for passage.

#### Article 7: Standing Committees

SECTION 1: The Executive Board may create such Committees, Standing or Special, as required to promote the purposes of the Corporation.

SECTION 2: Standing Committees may include, but not be limited to; Publicity, Membership, Fund Raising, Book Sale, and Nominating. These Committees report to the Executive Board.

SECTION 3: The President, in conjunction with the Executive Board, shall create Ad Hoc Committees as necessary. Upon creation of a committee, the official resolution shall clearly state the purpose of the committee and the time limit, if any, which it must adhere to in completing its work. The President shall appoint a Chairperson for each Ad Hoc Committee.

SECTION 4: The Chairperson of each committee shall be responsible for scheduling the time, place and agenda for committee meetings, for reporting the activities both verbally and in writing to the Executive Board, and for informing committee members of the time and place of the committee meetings.

#### Article Eight: Non-Discrimination

The Selection of Officers, Board Members, and Members shall not be based upon race, color, religion, age, sex, national origin, sexual preference, physical disabilities, marital or family status.

Article Nine: Amendments to By-Laws

These By-Laws may be amended, altered, or repealed and new By-Laws adopted by a majority of a show of hands vote of members of the Chelmsford Friends of the Library, Inc. at a regular meeting or at a special meeting called for that purpose.

Article Ten: Parliamentary Authority

All questions of parliamentary procedure shall be governed by “Robert’s Rules of Order” in all cases in which they are applicable, and in which they are not inconsistent with these By-Laws.

Article Eleven: Enactment

These By-Laws, subject to legal review, shall take effect immediately upon ratification by a majority of a show of hands vote of those present at the General Membership meeting of the Chelmsford Friends of the Library, Inc. on January 7, 1993.

Respectfully submitted by,

President

Vice President

Treasurer

Secretary