

Bylaws
Friends of the Grafton Public Library

Article I. Name

The name of this organization shall be The Friends of the Grafton Public Library.

Article II. Purpose and Objectives

The purpose of this organization is to promote and enhance public library service for the citizens of our community; and to act in cooperation with the Library Director and Board of Trustees and to;

- A. Act as an advocate for the library in the community
- B. Raise funds to provide materials and programs agreed upon by the Board but not covered in the library's operating budget ,
- C. Stimulate and encourage gifts, endowments, bequests and other support. The corporation may solicit and receive contributions of money, securities, and real and personal property from any and all sources and may receive and hold in trust or otherwise funds received by gift or bequest. The Board may decline any gift not deemed to be in the best interest of the Friends.
- D. Sponsor community events and activities
- E. Encourage volunteer activities by our members and others

Article III. Membership

Any person interested in the Grafton Public Library and the purpose of the Friends of the Library, is eligible to join the Friends. Membership is not restricted to residents of Grafton. Membership dues are paid once a year. Renewal forms are sent out annually in the fall. All members shall have equal rights and privileges, and members over the age of 17 shall be entitled to one vote at any meeting of the membership.

Article IV. Officers

The officers of this organization shall be a President, Vice-President, Treasurer and Secretary. No term limits for Officers and Board members, except the President will not serve consecutive terms

- A. The President shall be elected by the voting membership at the annual meeting for a two-year term. The duties of President shall be:
 - 1. to preside over meetings of the Board of Directors and the general membership;
 - 2. to set the date and time for meetings and to organize the order of business;
 - 3. to represent the organization to other organizations;
 - 4. to appoint committee chairs;

5.to serve as an ex-officio member on all committees of the organization, except for the Nominating Committee.

B. The Vice President shall be elected by the voting membership at the annual meeting for a one-year term. The duties of Vice President shall be:

1. to assume all duties of the President in the absence of the President;
2. to perform duties assigned by the President.

C. The Treasurer shall be elected by the voting membership at the annual meeting for a one-year term. The duties of Treasurer shall be:

1. Collect all receipts and deposit in the Friends of Grafton Library's accounts and to pay all obligations
2. to keep and maintain the financial records of the organization;
3. to make annual reports in writing to the Board of Directors of the assets and business condition of the organization;
4. to report to the Board of Directors at each of its meetings on the financial condition of the organization;
5. to file reports as required by the Attorney General's office and the IRS

D. The secretary shall be elected by the voting membership at the annual meeting for a one-year term. The duties of Secretary shall be:

1. to record and maintain minutes at all meetings of the Board of Directors and send the minutes to the Board for review;
2. to handle correspondence as needed under the direction of the President.

E. An officer or member of the Board of Directors of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as an officer notwithstanding any provision of law imposing such liability except for liability: (i) for any breach of the officer's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, and (iii) for any transaction from which the officer derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer occurring prior to such amendment or repeal.

Article V. Board of Directors

The Board of Directors shall consist of the officers of the organization, the Membership chair, the Publicity chair, director of Down Under Bookstore and four members-at-large to be elected by the voting membership at annual meeting. The Library Director shall serve as a non-voting, ex-officio member of the Board. Any vacancies that occur shall be filled by an appointment by the remaining members of the Board. The Board of Directors will follow the Commonwealth of Massachusetts Conflict of Interest Law when considering any actions.

Article VI. Meetings

- A. There will be a general meeting of the membership annually in June at which officers of the organization will be elected.
- B. A quorum for the meetings of the Board of Directors shall be a majority of the members of the Board of Directors.
- C. All meetings are open to the public and are conducted according to Roberts Rules of Order, as reflected in these Bylaws.
- D. Those wishing to add an agenda item to an upcoming Board Meeting must request permission from the President at least Seven (7) days before the meeting in writing. Last minute items will be added to the agenda at the discretion of the President.

Article VII. Committees

All committee chairs shall submit all projects and proposed actions to the Board of Directors for approval prior to carrying out such projects or actions.

A. Standing Committees.

1. The Nominating Committee shall be composed of at least two members appointed by the Board of Directors. Responsibilities shall be:

Presentation of at least one nomination for each office to the general membership at the Annual Meeting.

2. The Membership Committee shall be composed of at least two members, Chair to be appointed by the President for a one-year term without limit to the number of consecutive terms. Responsibilities include:

- a. maintaining the membership list;
- b. ensuring that renewal notices are mailed;
- c. recording and acknowledging all membership dues received and forwarding all monies to the Treasurer for deposit;

B. Temporary committees may be formed as deemed necessary by the President.

Article VIII. Finances

A. A budget for the next fiscal year shall be prepared by the Treasurer and President and approved by a majority vote of the Board of Directors at the last meeting of each fiscal year. Funding requests from the Library Director for the next fiscal year must be submitted in April for consideration and inclusion in the Friends of the Grafton Public Library's annual budget.

B. Any changes in membership dues must be approved by a majority vote of the Board of Directors.

C. At the end of each calendar year, the Treasurer shall provide a detailed accounting of the previous years expenditures to be reviewed by the Board.

A. Article IX Amendments

These Bylaws may be amended by a two-thirds vote of the members in attendance at Annual Meeting or a Special Meeting of the membership. Copies of the proposed change(s) to the Bylaws will be made available to the members 30 days before the meeting.

Article X Dissolution

In the event of the dissolution of the corporation, after all just debts have been paid, the remaining assets shall revert to the Town of Grafton for the exclusive use of the Grafton Public Library.

Approved by the Membership of Friends of the Grafton Public Library
Date:

Amended by the Membership of Friends of the Grafton Public Library
Date: