**Friends of Clapp Memorial By-Laws - 2016 (Draft Version)**

**ARTICLE 1. NAME**

The name of this Corporation shall be THE FRIENDS OF CLAPP MEMORIAL LIBRARY, INC., hereinafter known as the FRIENDS, a Non-Profit Corporation. Its principle office shall be located in Belchertown, Hampshire County, Commonwealth of Massachusetts.

**ARTICLE 2. PURPOSES**

The Corporation is organized exclusively for one (1) or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations directly related to Clapp Memorial Library that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

The principle purpose of this Corporation shall be to promote the services provided by Clapp Memorial Library (“CML”) to the community, to stimulate library use by providing programs and activities open to the public, to assist the library as needed with the Board’s approval and to raise funds for these purposes through public support.

The Corporation may undertake any other related activity which is consistent with its status as a Massachusetts Non-Profit Corporation (Chapter 180 of the General Laws) and which is also consistent with its tax-exempt status under USC Section 501 (c) 3.

**ARTICLE 3. MEMBERSHIP**

**Section 1. Qualifications**

Membership in this organization shall be open to all interested in supporting CML in Belchertown, MA and are in agreement with the purposes of the Corporation.

**Section 2. Membership Year**

Membership is on an annual basis. The membership year shall begin on January 1 and end on December 31, of the same calendar year.

**Section 3. Dues Structure**

The following membership categories will be available:

***Individual Family Patron***

Dues structure for each will be defined by a vote of the Board and reviewed on an annual basis.

**ARTICLE 4. MEMBERSHIP MEETINGS**

**Section 1. MEETINGS**

The annual meeting of members shall be held within 6 months of the close of the fiscal year at CML, with at least two weeks’ notice given to the members. The place, date and time of the annual meeting will be posted on the Friends Bulletin Board, located in the Library and on the Friends website.

Special meetings of members may be called at any time by the Board with reasonable notice.

**Section 2. PURPOSE**

The purpose of the meeting shall be to elect a Board (Officers) and for the transaction of such other business as may come before the meeting.

**Section 3. QUORUM**

At any meeting of the members, nine (9) members in good standing, above the age of 18, shall constitute a quorum. When a quorum is present at a meeting, a majority of the votes properly cast shall decide any question, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

**Section 4. ELECTION OF OFFICERS**

During the annual meeting, the members shall elect to fill open positions, Officers for two (2) year terms. Any member in good standing above the age of 18 and who is not a Trustee of the Clapp Memorial Library qualifies for election to the Board.

The officers shall hold office for two years or until their successors shall be chosen in their stead. No officer shall hold the same office for more than two consecutive terms, unless no other member is nominated for the said office, and the incumbent is willing to serve an additional term. No individual shall hold more than one officer’s position.

Nominations will be accepted from the floor at the annual meeting and voted on. Officers shall be elected by a majority vote of the members voting at the meeting. Each individual member in a membership category is entitled to one vote.

**ARTICLE 5. THE BOARD**

**Section 1. COMPOSITION**

The Board shall be comprised of nine (9) members, one of whom shall be the Library Direction (ex-officio, non-voting), five (5) elected officers, and up to 3 at-large voting members. These five (5) members are elected as Officers. The Officers shall be: President, Vice-President, Treasurer, Recording Secretary, and Membership Secretary. The Library Director may designate a staff member to serve in his or her place.

The 3 at-large voting members will be elected at the annual meeting.

**Section 2. VACANCIES**

Any vacancies that occur between annual meetings shall be filled by a majority vote of the Board at any duly constituted meeting. Appointees shall serve the unexpired term of the Board member being replaced or until the next Annual Meeting.

**Section 3. SUSPENSION OR REMOVAL**

Any officer or at-large member may be removed from office at any time with or without cause, by a vote of a majority of the Officers then in office, at any meeting of the Board.

**Section 4. DUTIES**

The Board shall meet regularly throughout the year to conduct the affairs and activities of the Friends, subject to state law and the limitations of the Articles of Organization and these By-Laws. The Officers shall have the authority to enter into contracts, to hire and discharge employees or agents, maintain bank accounts, and to conduct all other authorized corporate activities. Officers may engage other members, on the membership’s behalf, to coordinate activities and events that support the purpose of the Friends.

**Section 5. MEETINGS**

The Board shall set a regular schedule of meetings. A notice of each regularly scheduled meeting place, date, and time will be posted to the Friends Bulletin Board at least two (2) weeks prior to the meeting. Three (3) officers shall constitute a quorum, and at all meetings, a simple majority of voting members shall carry any motion. Special meetings may be called by the President or any three (3) members of the Board upon a forty-eight (48) hour notice to all Board Members.

Any business whatsoever may be transacted any meeting of the Board.

All Board meetings are open to the public.

**ARTICLE 6. DUTIES OF THE OFFICERS**

**Section 1. PRESIDENT**

The President shall preside over and conduct all meetings of the Board and Meetings of the Membership, and supervise all the activities of the Corporation. The President shall ensure that ready reference/working files are maintained by all Board members, including the President, describing their duties and action concerning ongoing/recurring actions. The desired goal of these files is to assure that transitions by new position holders occur in a timely and efficient manner by turning the files over to the new position holder. The President shall perform any other duties incident to the office or required by law, by the Articles of Organization or these By-Laws.

**Section 2. VICE PRESIDENT**

In the absence of the President, the Vice President shall conduct all the duties of the President. The Vice President shall also perform such other duties and responsibilities as determined by the Board, prescribed by law, the Articles of Organization or these By-Laws.

**Section 3. TREASURER**

The Treasurer shall keep and maintain all financial records of the Corporation, make deposits and withdrawals as authorized, pay bills and make timely reports to the Directors and the Members of the Corporation. The Treasurer shall, in a timely manner, ensure that the financial accountant for this Corporation submits the required financial forms and reports to the IRS and the Commonwealth of Massachusetts as necessary

**Section 4. RECORDING SECRETARY**

This Secretary shall record and maintain the minutes of all Board and Membership meetings, with the date and time of each meeting, and the names of those present. A copy of the most recently approved meeting minutes will be posted to the Friends’ Bulletin Board. The Secretary shall be the custodian of these minutes, along with the Articles of Organization, the original and amended By-Laws and all other records of this Corporation, making them available at reasonable times for perusal by any member of the Corporation.

The Recording Secretary shall also file with the Commonwealth of Massachusetts (with the assistance from Board members as necessary) and the federal/state government (if applicable), copies of corporation records and reports as required by law. Coordination with the Treasurer and other Board members is essential.

**Section 5. MEMBERSHIP SECRETARY**

The Membership Secretary shall maintain a current membership list by recording the names, addresses, telephone numbers and other pertinent information (as needed). This list will not be released for any reason other than business connected with the stated purpose of the Friends.

**ARTICLE 7. PERSONAL LIABILITY**

Board members, Directors, and members shall not be held personally liable for any debt, liability or other obligation unless the debt, liability or obligation is the result of an illegal act by the individual.

**ARTICLE 8. CONFLICT OF INTEREST**

No member or Officer of this organization shall derive any profit or compensation from any assets of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No part of the activities of the Corporation shall endorse or be used to provide actions in attempting to influence legislation that does not directly affect libraries, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501 (c) 3 of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE 9. AMENDMENTS**

Amendments to these By-Laws may be made at any annual meeting of the Membership by a two-thirds vote of those members in good standing who are present. Notice of the meeting at which amendments shall be voted shall be published in the Friends Newsletter or the local newspaper at least two (2) weeks prior to the meeting at which the voting is to take place. Such notice will also be posted to the Friends Bulletin Board located in Library, at least two (2) weeks in advance of the meeting.

**ARTICLE 10. PARLIAMENTARY PROCEDURE**

Robert’s Rules of Order, revised, will be used as a guide.

**ARTICLE 11. DISSOLUTION**

Dissolution of the Corporation (the Friends) shall be governed by the provisions contained in the Articles of Organization.