

The Friends of the Ayer Library Bylaws

ARTICLE I: NAME

Section 1: Name

This organization shall be called The Friends of the Ayer Library, Incorporated.

ARTICLE II: PURPOSE

Section 1: Purpose

The purpose of The Friends is to foster community interest in the library's services and resources and to support and cooperate with the library in developing such services and resources.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons 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 section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 provision 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 section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal 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 deferral tax code.

ARTICLE III: MEMBERSHIP AND DUES

Section 1: Membership

Membership in The Friends is open to any individual, family, organization or business that has indicated an interest in being involved in The Friends by paying the membership dues.

Section 2: Dues

There shall be a membership fee established by the Executive Board. Dues for each calendar year will be set at each annual membership meeting and are due no later than February 1. The fee shall be the same no matter the time of year one joins.

Section 3: Membership Year

Membership shall be one year from the time a member joins or renews.

Section 4: Membership Privileges

Members are entitled to attend all Friends meetings and may hold office and/or serve on committees. Each member in good standing (those who have paid dues for the year) shall have one vote at any meeting.

Section 5: Annual Membership Meeting

The annual membership meeting shall be held in October. Members shall be notified at least two weeks prior via email or phone. Intervening meetings may be called with 30 days' notice to members. A quorum for conducting business at the annual membership meeting shall be the number of members present.

Section 6: Majority Required

Issues requiring a vote to be taken will pass with a simple majority of voting members present.

ARTICLE IV: OFFICERS AND GOVERNMENT

Section 1: Executive Board

The Executive Board shall consist of the officers: (president, vice president, secretary and treasurer), at-large members appointed by the officers, and all committee chairs. One officer may hold more than one office concurrently. The Library Director may serve or appoint a staff designee as an ex-officio member of the Board without voting privileges.

Section 2: Executive Board Meetings

Board meetings shall be held quarterly. Special meetings may be called by any member of the Board. Board members are expected to attend all meetings. The Board will provide its meeting minutes to the Library Trustees and the Library Director. The minutes will be accessible to the public at the Library.

Section 3: Quorum

A simple majority of the Executive Board shall constitute a quorum. Issues requiring a vote to be taken will pass with a simple majority of voting Board members present.

Section 4: Committees

The Board shall have the authority to appoint committees to assist in carrying out the goals of The Friends. Committee chairs shall be appointed by the Board.

Section 5: President's Duties

The President/Director shall call, preside over and conduct all meetings of the Executive Board, and may represent The Friends at private and public activities.

Section 6: Vice President's Duties

The Vice President shall perform the duties of the President in the absence of the President.

Section 7: Secretary's Duties

The Secretary shall keep minutes of meetings, distribute agendas, take care of all necessary correspondence and public communications.

Section 8: Treasurer's Duties

The Treasurer shall keep and maintain all financial records and bank accounts. The Treasurer shall prepare a financial report for the annual membership meeting and shall file all state and federal tax forms and the annual report to the Secretary of the Commonwealth.

Section 9: Member at Large Duties

Members at Large shall advise the Executive Board and shall take on special projects as needed.

Section 10: Nomination to the Executive Board

Officers shall be nominated by the Executive Board at least two months prior to the annual membership meeting. Nominations shall be submitted to the membership with the consent of the nominees with the announcement of the annual membership meeting. Additional nominations may be made from the floor at the annual membership meeting by any member with the consent of the nominee.

Section 11: Elections of Officers to the Executive Board

Officers shall be elected by majority vote of those present at the annual membership meeting for the term of one year and will take office as soon as the election concludes.

Section 12: Vacancies of Officers on the Executive Board

If an officer fails to attend two consecutive board meetings, the Executive Board may elect a replacement to serve until the next election.

ARTICLE V: FISCAL MANAGEMENT

Section 1: Fiscal Year

The fiscal year of The Friends shall be the calendar year.

Section 2: Expenses Incurred

No officer, committee or individual member shall incur any expenses over \$500 on behalf of The Friends unless duly authorized by the Executive Board. Authorization can be made between Executive Board meetings with written unanimous agreement.

Section 3: Records

The official financial records of The Friends shall be maintained at the Ayer Library.

ARTICLE VI: PARLIAMENTARY AUTHORITY AND AMENDMENTS

Section 1: Parliamentary Authority

In questions of procedure, Robert's Rules of Order shall apply when not in conflict with these bylaws.

Section 2: Amendments to the Bylaws

Amendments to these bylaws may be proposed at any Executive Board meeting. Amendments shall pass by a two-thirds majority vote at any Executive Board meeting.

ARTICLE VII: DISSOLUTION

Section 1: Method

Upon proper written notification from the Executive Board, a meeting of the general membership may be held to dissolve The Friends. A majority vote of the present members may dissolve The Friends provided all expenses have been met and that: (a) the Treasurer certifies that no outstanding bills remain and (b) the balance on hand is less than \$50. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Middlesex County, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated for such purposes.

Section 2: Dissolution Statement

The Executive Board shall file a formal dissolution statement with the Library Director declaring The Friends dissolved and relinquishing its rights and privileges as outlined above.

Adopted October 18, 2017

Amended October 17, 2018

Amended October 17, 2019

Amended November 3, 2020

Amended April 21, 2021

Amended July 21, 2021