

THE FRIENDS OF THE AUBURN PUBLIC LIBRARY, INC.

BY-LAWS

ARTICLE I

General Provisions

Section 1. Name. The name of the Corporation shall be The Friends of the **Auburn Public Library, Inc.**

Section 2. Location. The principal office of the Corporation shall initially be located at **369 Southbridge Street Auburn, MA 01501** as set forth the in the Articles of Organization of the Corporation. The directors may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. Fiscal Year. Except as from time to time otherwise determined by the directors, the fiscal year of the Corporation shall end on the 30th day of June of each year **OR December 31 of each year.**

Section 4. No Members. The Corporation shall have no members. No person now or hereafter designated by the Corporation as a "member" for any purpose shall be or be deemed to be a member for purposes of the Articles of Organization or By-laws of the Corporation or for purposes of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the directors of the corporation.

Section 5. Purpose. **North Reding/Flint PL** The purpose of the 501(c)(3) non-profit corporation shall be to actively support, financially and intellectually, the Library as a center of cultural, educational, and recreational activities for the community and enhance the lives of the residents. **The corporation will Wendell PL** heighten and promote public awareness of the functions, resources, services and needs of the **Auburn Public Library.**

This organization is established to stimulate interest in the use of the library facilities, encourage, solicit and receive gifts, endowments and bequests to the Library from corporations, businesses, community organizations and private citizens in order to enable the Library to enhance services, expand programs and add new dimensions that maximize the Library's role and usefulness in the community. This includes fundraising events, museum passes, adult and children's programs, special events, staff development, and other extraordinary items not included in the library annual budget. The Friends will support and cooperate with the Library in identifying and developing library services and facilities to meet community needs **and which may not be available through Town funding**

And in furtherance of these purposes, to engage in activities that are educational and charitable as defined in Section 501c (3) of the Internal Revenue Code and to carry out such activities and programs in furtherance of such purpose as may be carried out by a Corporation organized under Massachusetts General Laws Chapter 180.

Section 6. Non Discrimination. Friends of the Auburn Public Library do not and shall not discriminate on the basis of race, color, religion (creed), gender expression, age, national origin (ancestry), disability, marital status, when including/accepting Friends. We are committed to providing an inclusive and welcoming environment for all Friends.

ARTICLE II

Directors

Section 1. Powers. The business and property of the Corporation shall be managed by a Board of Directors who may exercise all the powers of the Corporation.

Section 2. Number. The Board of Directors shall be of such number, no less than **five**, as the Directors shall determine from time to time. The Board shall attempt to maintain an odd number of Directors.

Section 3. Election and Term. A majority of the Directors then in office shall elect the Board of Directors at the annual meeting of the Directors or at a special meeting in lieu of an annual meeting. All Directors shall hold office until the next annual meeting or special meeting in lieu of an annual meeting or until their respective successors are chosen. Any vacancy in the Board may be filled by the Directors.

Section 4. Resignation and Removal. Any Director may resign by delivering a written resignation to the Corporation at its principal office or to the President or Clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors then in office.

Section 5. Annual Meeting. An annual meeting of the Directors of the Corporation shall be held at such time and place as the Directors may determine. If the annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall given to all Directors not less than seven (7) days prior to the date of the annual meeting via email, mail, or facsimile transmission. Notice of any special meeting shall be given as directed under Section 7 of these By-laws.

Section 6. Regular Meetings. Regular meetings of the Directors may be held at such places and times as the Directors may from time to time determine, provided that any Director who is absent when such determination is **made** shall be given notice thereof.

Section 7. Special Meetings. Special meetings of the Directors may be held at any time and place designated in a call by the President, or two or more Directors. Notice of all special meetings of the Directors shall be given to each Director by the Clerk or, in case of the death, absence, incapacity or refusal of the Clerk, by one of the Directors calling the meeting. Such notice shall be given to each Director in person or by telephone, email or facsimile transmission sent to each such director's business or home address at least twenty-four (24) hours in advance of the meeting, or by mail addressed to such business or home address and postmarked at least forty-eight

(48) hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (i) to any Director who, either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (ii) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a director or an officer.

Section 8. Action at Meetings. A majority of the Directors then in office shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these By-laws, or any applicable law requires a different vote.

Section 9. Action by Consent. Any action by the Directors or any committee may be taken without a meeting if a written consent thereto is signed by all the Directors or all the members of the applicable committees and filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 10. Non-Voting Directors. The Directors may create classes of non-voting directorship such as honorary directors, associate directors, regional directors, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the Directors determine and may assign to such persons such responsibilities, duties and privileges as the Directors determine. A representative of the Board of Trustees and the Library Director or a designee will be non-voting directors of the Corporation. Persons elected as non-voting directors shall not be directors for the purposes of these By-laws and shall have no votes at any meetings of the Directors.

Section 11. Committees. The Directors may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the Corporation, and may delegate such powers and duties thereto as the Board of Directors may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee.

ARTICLE III

Officers

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, a Clerk, and such other officers as the Directors may determine.

Section 2. Election. The President, Vice President, Treasurer and Clerk shall be elected annually by the Directors. Any other officers determined necessary or desirable by the Directors may be elected by the Directors. Any two or more offices may be held by the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these By-laws, all officers

shall hold office until the annual meeting of the Directors or until their respective successors are chosen and qualified.

Section 3. Resignation and Removal. Any officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Directors may remove any officer with or without cause by a vote of a majority of the Directors then in office.

Section 4. President. The President shall be the chief executive officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors. The President shall, subject to the direction and control of the Board of Directors, preside when present at all meetings of the Directors. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors.

Section 5. Vice President. The Vice President shall perform the duties of the President in the absence of the President and may serve as a chairperson of a special committee.

Section 6. Treasurer. The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the Corporation and shall keep full and accurate books of account. The Treasurer shall maintain custody of all funds, securities and valuable documents of the Corporation, except as the Directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors.

Section 7. Clerk. The Clerk shall give such notices of meetings of Directors as are required by these By-laws and shall keep a record of all the meetings of Directors. The Clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the Directors. In the absence of the Clerk from any meeting of Directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk.

ARTICLE IIV

Miscellaneous Provisions

Section 1. Execution of Instruments. All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities. Except as the Board of Directors may otherwise designate, the President or Treasurer may appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this Corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this Corporation.

Section 3. Corporate Records. The original or attested copies of the Articles of Organization, By-laws and records of all meetings of incorporators and Directors shall be kept in Massachusetts at the principal office of the Corporation or of the Clerk, but such corporate records

need not all be kept in the same office.

Section 4. Definitions. All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the Corporation as amended and in effect from time to time.

ARTICLE V

Parliamentary Authority and Amendment of By-laws

Section 1. Parliamentary Authority. In questions of procedure, Robert's Rules of Order shall apply when not in conflict with these bylaws.

Section 2. Amendment. These By-laws may at any time be amended or repealed, in whole or in part, by vote of a majority of the Directors.

ARTICLE VI^{Ayer}

Dissolution

Section 1: Method. Upon proper written notification from the Executive Board, a meeting of the **Directors** may be held to dissolve The Friends. A majority vote of the present **Directors** may dissolve The Friends provided all expenses have been met and that the Treasurer certifies that no outstanding bills remain. 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 **Worcester** 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.