

**By-laws  
of the  
Friends of the Forbes Library, Inc.**

Article I

**Name**

The name of this organization shall be the Friends of Forbes Library, Inc. The Forbes Library is located in Northampton, Massachusetts. In the following bylaws, this organization shall be referred to as the Friends, the organization's Board of the Directors as the Board, and the Forbes Library as the Library.

Article II

**Purpose**

The Friends of Forbes is a nonprofit organization whose mission is to help and enrich the Forbes Library so that it may better serve the public and that the public may make more use of the Library's services and facilities. Through its membership and various fundraising activities, the Friends of Forbes provides financial support for programs, projects, events, and materials whose costs are not met from the Library's annual operating budget.

Article III

**Functions and Activities**

The functions and activities of the Friends may include, but shall not be limited to:

1. enlisting into membership in the Friends as many persons as possible who are supportive of the purposes of the Friends;
2. encouraging monetary gifts, bequests, and donations of tangible items that benefit the Library in the fulfillment of its mission;
3. encouraging use of the Library by persons of all age levels;
4. cooperating with the Library in the dissemination of information concerning the activities, programs, and contents of the Library;
5. rendering assistance in the establishment or operation of programs, either continuing or new, with approval by the Board, when called upon to do so by the Trustees or administration of the Library;
6. bringing suggestions of possible benefits to the Library to the attention of the Trustees or administration of the Library;
7. sponsoring programs or activities for the purpose of raising funds; and,
8. publishing a newsletter and using social media to disseminate information regarding projects and programs funded by the Friends.

Article IV

**Membership and Dues**

Membership in the Friends shall be open to any person, regardless of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, and to any organization or corporation, interested in the purpose of the organization and supportive of the Friends' purposes upon application for enrollment and payment of annual dues.

The amount of annual dues and membership categories shall be determined by the Board. Annual dues and membership are effective from January 1 to December 31 annually.

Article V

#### **Powers**

The Friends shall have all powers permitted by law which are necessary or desirable for carrying out the purposes for which the Organization was founded.

Article VI

#### **Administration**

The Board shall consist of not more than 12 members. Board members will begin their three year term on election to the Board. A position on the board is open to all members; nominations are made by any Board member. The names of prospective members should be submitted to the Board for approval. The new member will be elected on a majority vote by the Board.

Each outgoing board member whose term has expired shall give up his or her office upon the election of his or her successor. Each board member may serve four consecutive three-year terms. A retiring member may not be elected to the Board for another term until after a lapse of one year.

Trustees and members of the administrative staff of the Library shall not be eligible for membership on the Board except in an *ex officio* capacity at the discretion of the Board. If serving in such a capacity, such staff member shall not be counted in determining the number of board members and shall not have voting power.

Article VII

#### **Officers**

The officers of the Friends shall be a President, Vice President, Secretary, and Treasurer. Officers shall be nominated for a one-year term by a majority of the Directors present and voting at the last Board meeting prior to the Annual Meeting. They shall take office immediately upon approval by a majority of the Friends voting at the annual meeting in April.

Any vacancy that may occur during the term of an office shall be filled by the Board at its first meeting following the occurrence of such vacancy but for the unexpired portion of the term only.

The President shall summon and preside at all meetings of the Board and at all public meetings of the Friends. The Vice-President shall so serve in the absence of the President. The Secretary shall keep minutes of all meetings and hold such minutes available for perusal upon request by any member.

#### **President**

It shall be the duty of the President to preside at all regular meetings of the Board and the membership unless the President specifically designates another officer. The President or his or her designee shall represent the organization to the Trustees. The President shall be an ex-officio member of all committees. The President shall disburse monies directed by the board or general membership when the Treasurer is unable to do so. The President sends out notices of meetings and correspondence pertaining to the Board's duties.

### **Vice President**

The Vice President shall conduct meetings at the request of the President or in the President's absence. The Vice President shall advise the President and take on special projects as needed.

### **Secretary**

The Secretary, under the direction of the President, shall take minutes at all Friends meetings and maintain organization of files and documents. The Secretary will circulate the minutes to the Friends for upcoming meetings. Hard copies of the above shall be kept in the Friends' file in the Library and posted electronically, if available.

### **Treasurer**

The Treasurer shall be responsible for maintaining appropriate bank accounts and financial records for the Organization. The Treasurer shall prepare monthly financial statement for the Board and work with the President in the preparation of tax returns, charitable organization public filings and such other financial reports, records and forecasts as may be needed or required. The Treasurer shall deposit all revenue received by the Friends and shall disburse money for any grants and expenses approved by the Board as required by law.

## **Article VIII**

### **Meetings**

The Board shall meet monthly on a date set at its discretion. All monthly meetings shall be preceded by written or electronic notice, stating the time, place, and agenda of the meeting. Such notice should be sent to the board members at least two days before the date of the meeting.

At any Board meeting, a quorum for the transaction of business shall be at least one half of the current members of the Board.

All members of the Board shall accept responsibility for attendance at the meetings of the Board. Frequent absences not reported in advance of the Board meeting may justify a member's dismissal by *vote of the Board*.

There shall be an annual meeting in April, open to the full membership of the Friends, to be held immediately following or at a date later than any regular meeting for that month. Members shall be notified of the meeting by mail and/or electronically at least 10 days in advance of the meeting date.

Special meetings of the Board may be called by the President, by request of at least four board members or by petition of at least twenty members of the Friends in good standing. Notice of the Annual Meeting and of any special meeting shall be publicized by all appropriate means.

The President may conduct an online vote when appropriate, such as when business must be conducted between regular meeting dates.

All meetings and the deliberations therein shall be conducted in accordance with the rules set forth in Robert's Rules of Order, Revised, except where the same shall conflict with specific provisions set forth in these articles.

Article IX

### **Committees**

The President shall appoint the following committees:

**Membership and Development Committee:** Plans and implements strategies for maintaining and increasing annual membership and conducts the annual fundraising drive. Duties include maintaining a supply of envelopes and cards as necessary for all mailings, delivering the twice yearly mailing to the post office, and checking that there is sufficient money in the account for the mailing

This committee maintains the membership database, periodically checking for returned mail, change of address ,and adding names of new members.

**Special Events Committee:** Aids in publicizing the activities of the Friends and in generating public awareness of its existence and goals. Plans and runs special projects such as Raffle Baskets and Wine Tasting, and helps with the Garden Tour.

**Finance Committee:** Advises the Board of Directors on fiscal policy and investments, in collaboration with the treasurer maintains records of holdings and transactions, and proposes a yearly budget for the Board.

**Nominating Committee:** Seeks candidates for Board officers and members and draws up a slate of officers for election at the annual meeting.

The President may designate specific board members as liaisons to ad hoc committees.

One board member shall attend each Trustees meeting on a rotating basis.

Non-board members will be encouraged to serve on special events committees.

Article X

### **Finances**

The fiscal period of the Friends shall be the year beginning January 1 and ending December 31. At the discretion of the Board or when circumstances make it necessary, an auditor, chosen by the Board, shall make a full and thorough examination of the Treasurer's books and vouchers and of monies, funds, and securities of the Friends and report the condition of the same to the Friends and to any other agency of authority requiring such reporting.

The Friends shall supplement with monies derived from annual membership dues, gifts, activities, and programs such materials, equipment, and services that cannot be provided by the Library's budget. After conferring with the Library's Director and its Trustees, the Board shall decide how it wishes to spend its assets. Balances in excess of current requirements may be set aside as a reserve fund and invested as determined by the Board.

Friends funding is supplementary in nature. Friends' funds should not be used to supplant or replace expenses that are the responsibility of the City.

Title XI

### **Amendments**

These articles may be amended by recommendation of the Board and approved by a two-thirds vote of the members present and voting at the Annual Meeting or at a special meeting called for this specific purpose. Notice of such proposed action shall be posted in the Library, published in the newsletter and on the Friends webpage ten days before the date of the meeting.

Article XII

### **Dissolution**

Upon dissolution of the Friends of the Forbes Library, Inc., its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or other instrument, in trust or otherwise, made before or after the dissolution shall be transferred to Forbes Library in the City of Northampton, Massachusetts.

Discussed January 11 and 18, 2017.