

OPERATING BY-LAWS OF
WILBRAHAM FRIENDS OF THE LIBRARY, INC.

Table of Contents

Section 1. CAVEATS

Section 2. NAME, PURPOSES, LOCATION, AND FISCAL YEAR

- A. Name and Purposes
- B. Location
- C. Fiscal Year

Section 3. MEMBERS

- A. Number, Election and Qualification
- B. Powers and Rights
- C. Resignation
- D. Meetings
- E. Notice of Meetings
- F. Quorum
- G. Action by Vote or Writing

Section 4. BOARD OF DIRECTORS

- A. Number and Election
- B. Tenure
- C. Powers
- D. Committees
- E. Suspension or Removal
- F. Resignation
- G. Vacancies
- H. Meetings
- I. Notice of Meetings
- J. Quorum
- K. Action by Vote or Writing

Section 5. OFFICERS

- A. Number and Qualification
- B. Election and Tenure
- C. President and Vice Presidents
- D. Treasurer
- E. Clerk
- F. Suspension or Removal
- G. Resignation
- H. Vacancies

Section 6. EXECUTION OF PAPERS

Section 7. PERSONAL LIABILITY

Section 8. AMENDMENTS

Section 1. CAVEATS

- a. For purposes of expediency, the masculine case is used throughout these by-laws although all references to persons should be assumed as either gender.
- b. All references to written materials will also encompass electronic media such as e-mail.
- c. The Wilbraham Friends of the Library, Inc. may be referred to as “WFOL” for sake of brevity in written materials.

Section 2. NAME, PURPOSES, LOCATION, AND FISCAL YEAR

- A. Name and Purposes. The name and purposes of the corporation will be Wilbraham Friends of the Library, Inc. (WFOL). Its purpose is to provide financial and other forms of support to the Wilbraham Public Library (WPL) and to engage in any other activity as set forth in the Articles of Organization. All operations and activities of WFOL will follow these bylaws unless otherwise provided by law or by the Articles of Organization.
- A. B. Location. Wilbraham Friends of the Library will operate primarily at the WPL, 25 Crane Park Drive, Wilbraham MA. 01095
- C. Fiscal Year. The fiscal year of the corporation will, unless otherwise decided by the Directors, start on July 1 and end on June 30 of the following year. All budgets and financial reporting will be done in accordance with this fiscal year.

Section 3. MEMBERS

- A. A. Number, Election and Qualification. Every individual who pays dues to WFOL is a member for one year from the month in which the dues were paid. As long as dues are current, an individual is considered a member in good standing. If a membership is in question the Board of Directors will determine who is a member in good standing.

- C. B. Powers and Rights. Members may participate in all activities of WFOL including attending all regular Board meetings. Member comments are welcome; only Directors will participate in votes. Members will elect Directors and officers.
- D. C. Resignation. A member may resign by notifying the Board in writing. The resignation will be effective upon receipt or at a time specified in the resignation notice. No adjustment of dues will be made.
- E. D. Meetings. Meetings of the members may be called by the Board or by groups of individual members in good standing (minimal number 10).
- F. 1. An Annual Meeting will be held in June at the Library or at an alternative date and place set by the Board of Directors. Notice of the annual meeting should be posted at the Library and notice provided
- G. to all members at least one week prior.
- H. 2. Other than the Annual Meeting, meetings of the members may be held at any location within Hampden County Massachusetts and whenever the President, Board, or ten or more members, may determine. Such meetings will be called by the Clerk, or in his absence, by any officer .
- I. E. Notice of Meetings A minimum of five (5) business days will be considered as reasonable notice of the time and place of all meetings of the members. Notice of all meetings will be posted in the Library. Additional notifications of members may be made in an expedient manner as determined by the President and Clerk.
- J. F. Quorum. At any meeting of the members a majority of members present (but not less than five) will constitute a quorum.
- G. Action by Vote or by Writing. Each member present at a meeting will have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present in person or duly represented will decide any question, including election to any office. Actions required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the results are filed with the records of the meetings. Such consents will be treated for all purposes as a vote at a meeting.

Section 4. Board of Directors

- A. A. Number and Election. A Director must be a member. At the annual meeting members set the number of Directors and may elect Directors up to that number. At any special or regular meeting the members or Directors then in office may increase the number of Directors and elect new Directors up to that limit. The Board may decrease the number of Directors, but only to eliminate vacancies that have occurred of one or more Director positions.
- B. B. Tenure. Each Director will hold office until the next annual meeting and until his successor is elected and qualified, or until he either dies, resigns, ceases to be a member, or is removed.
- C. C. Powers. All WFOL affairs will be managed by the Board of Directors or their designates.
- D. D. Committees. The Directors may elect or appoint one or more committees as they deem necessary. The continuance of a committee is at the Directors discretion. Unless the Directors otherwise designate, committees will conduct their affairs in the same manner as is provided in these By-laws for the
- E. Directors. Members of any committee will remain in office at the pleasure of the Directors.
- F. E. Suspension or Removal. A Director may be suspended or removed by vote of a majority of the Directors then in office. Such action can occur only after reasonable notice and after he has had the opportunity to be heard.
- G. F, Resignation. A Director may resign by delivering his written resignation to the President, Treasurer or Clerk of WFOL. Such resignation will be effective upon receipt or at a time specified in the resignation notice.
- H. G. Vacancies. Any vacancy in the Board of Directors, except a vacancy due to enlarging the Board, may be filled by the members or Directors. Each successor will hold office for the unexpired term or until he either dies, resigns, is removed or becomes disqualified.
- I. H. Meetings. Meetings of the Directors will usually be held at the Library and at such times as the Directors may determine. A minimum of six (6) regular Board meetings should be held annually. Additional Board meetings may be called by the President or by two or more Directors with at least 48 hours notice to all Directors.

J.

K.

- L. I. Notice of Meetings. Reasonable notice of the time and place of all meetings of the Directors will be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law or unless the following are to be considered at the meeting:
- M. - contracts or transactions of the corporation with interested persons
 - N. - amendments to these By-laws
 - O. - an increase or decrease in the number of Directors
 - P. - removal or suspension of a Director.
- a. J. Quorum. At any meeting of the Directors a minimum of five Directors then in office will constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- b. K. Action by Vote or by Writing. When a quorum is present at any meeting, a majority of the Directors present will decide any question, including election of any open offices. Actions required or permitted to be taken at any Directors meeting may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents will be treated for all purposes as a vote at a meeting.

Section 5. OFFICERS

- A. A. Number and Qualifications. The officers of the corporation will be a President, Treasurer, Clerk and such other officers as the Directors may determine. e.g. Vice President(s). The Clerk must be a resident of Massachusetts. A person may hold more than one position on the board at the same time.
- B. B. Election and Tenure. The President, Treasurer and Clerk will be elected at the annual meeting of the members. Other officers, if any, may be elected by the Directors at any time. Each officer will hold office until the next annual meeting of the members and until his successor is chosen and qualified unless a shorter period will have been specified by the terms of his election or appointment, or until he either dies, resigns or becomes disqualified.
- C. C. President and Vice President. The President will be the chief executive officer of WFOL and, subject to the control of the Directors, will have general charge and supervision of the affairs. The President will preside at all meetings of the members and at all meetings of the Directors.

- D.
E.

F. In the absence of a Vice President, the President may designate another Director to act in his stead. The Vice President will have all the powers and duties of the President during the absence of the President or in the event of his inability to act. The Vice President will have such duties and powers as the Directors will determine and will oversee membership activities.

D. Treasurer. The Treasurer will be the chief financial officer and the chief accounting officer of the corporation. He will be in charge of its financial affairs, funds, securities and valuable papers and will keep full and accurate records thereof. He will also be in charge of its account books and records, and of its accounting procedures. He may also have other duties and powers as designated by the Directors or the President.

A. E. Clerk. The Clerk will record and maintain records and or minutes of all proceedings of the members and Directors. Records will be kept within the Library in a secure location or at the home of the Clerk and will be open at all reasonable times to the inspection of any member. Included with these materials are the records of all meetings of any incorporators and the original, or attested copies, of the Articles of Organizations and By-Laws and names of all members and Directors and the address of each. If the Clerk is absent from any proceeding where his presence is necessary, a temporary Clerk will be chosen by the Directors to fulfill the duties of the Clerk at the proceeding.

B. F. Suspension or Removal. An officer may be suspended or removed by vote of a majority of Directors at any WFOL meeting called for such purpose. Such actions may occur only after reasonable notice and after the officer has had an opportunity to be heard.

C. G. Resignation. An officer may resign by delivering his written resignation to the President, Treasurer or Clerk of the corporation. Such resignation will be effective upon receipt unless specified to be effective at some other time in the notice.

D. H. Vacancies. If a Board office becomes vacant, the Directors may elect a successor for that office. Each such successor will hold office for the unexpired term, and until his successor is elected and qualified, or until he either dies, resigns, is removed or becomes disqualified.

Section 5. EXECUTION OF PAPERS

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by WFOL will be signed by the President or by the Treasurer.

Section 7. PERSONAL LIABILITY

The members, Directors and officers of WFOL will not be personally liable for any debt, liability or obligation of WFOL. All persons, corporations or other entities extending credit to, contracting with, or having any claim against WFOL, may look only to the funds and property of WFOL for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from WFOL.

Section 8. AMENDMENTS

These operating By-laws may be altered, amended or repealed in whole or in part by vote of a majority of the Directors. Any By-law revisions will be considered temporary until voted on at the next meeting of the membership. A notice stating the substance of the changes will be posted in the library and additional notifications of members may be made in an expedient manner as determined by the President and Clerk.