

FRIENDS OF THE NEWBURYPORT PUBLIC LIBRARY, INC.

BYLAWS

Effective September 28, 2022

ARTICLE I

Name and Purpose

Section 1. Name. The name of the Corporation is the Friends of the Newburyport Public Library, Inc., which shall hereafter be referred to in these bylaws as the Corporation or the Friends.

Section 2. Mission. The mission of the Corporation is to:

- Provide direct financial assistance to the Newburyport Public Library for programs and other needs that are not covered by its city-funded operating budget or the resources of the City of Newburyport Library Directors;
- Foster community awareness of the library and its resources through the Friends' own programs, initiatives and activities;
- Advocate for the library at the local level for both public and private support;
- Receive and manage donor gifts and bequests.

Section 3. Location. The principal office of the Corporation shall initially be located at the place set forth in the Articles of Incorporation. The Directors may establish other offices and places of business in Newburyport, Massachusetts.

Section 4. Fiscal Year. Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall be the twelve-month period beginning July 1 and ending the following June 30th.

ARTICLE II

Members and Meetings

Section 1. Membership in the Corporation shall be open to any individual who supports the Corporation's purpose and who pays the annual membership dues.

Section 2. The Annual Meeting of the Members shall be held each year on a date in the month of September, to be determined by the Board of Directors. Members shall be notified of the Annual Meeting date at least two weeks prior to the date of the meeting. At the meeting, the President, the Treasurer and other board members will report on the state of the Corporation and its accomplishments during the prior year.

ARTICLE III

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. Directors must be members of the Friends of the Newburyport Public Library.

Section 2. Election and Number. The Board of Directors shall consist of at least eleven (11) and not more than nineteen (19) members. All Directors shall hold office for a two-year term or, if elected after an Annual Meeting, until the Annual Meeting following his or her election, at which time the Director may be elected to a full two-year term.

The Board of Directors may also elect students from Newburyport High School to serve as voting members of the Board of Directors.

The Head Librarian of the Newburyport Public Library shall serve as a non-voting member of the Board of Directors, ex officio.

Section 3. Nominating Process.

The President of the Board of Directors shall appoint one board member to serve as the facilitator of the search and nomination process, including record keeping, while the entire board serves as the nominating committee by identifying and screening potential nominees. . The list of recommended Officers and Directors shall be presented to the Board of Directors and elected at the Board of Directors meeting immediately prior to the Annual Meeting.

Section 4. Resignation and Removal. Any Director may resign by delivering a written resignation to the President or the Recording Secretary/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 Directors.

Section 5. Regular Meetings. Regular meetings of the Directors may be held at such date and times as the Directors may from time to time determine.

Section 6. Special Meetings. Special meetings of the Directors may be held at a time and place designated by the President, the Treasurer, or two or more Directors. Notice of all special meetings of the Directors shall be given to each Director by the Recording Secretary/Clerk or, in case of the death, absence, incapacity or refusal of the Recording Secretary/Clerk, by the President or one of the Directors calling the meeting.

Section 7. Quorum; Action at Meetings. Fifty percent (50%) of the Directors shall constitute a quorum but a lesser number may without further notice adjourn the meeting. 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 Incorporation, these bylaws, or any applicable law requires a different vote.

ARTICLE IV

Officers

Section 1. Officers. The Officers of the Corporation shall consist of a President, Vice President, Treasurer, Recording Secretary/Clerk, Corresponding Secretary, Membership Secretary and such other Officers as the Directors may determine.

Section 2. Election. The President, Treasurer, Vice-President, Recording Secretary/Clerk and Corresponding Secretary shall be elected bi-annually for a two-year term by the Board of Directors at the Board Meeting immediately prior to the Annual Meeting. Any other Officers determined necessary or desirable by the Directors may be elected by the Directors. Officers shall hold office until the completion of their elected term or until their resignation.

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 Recording Secretary/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 have such other powers and duties as are usually incident to that office and as may be vested in that office by the Directors. The President shall preside over meetings of the Directors and of the Members.

Section 5. Vice President. The Vice President shall have such powers and shall perform such duties as may be specified in the bylaws or prescribed by the Board of Directors. In the event of absence or disability of the President, the Vice President shall succeed to his or her powers and duties. In the absence of the President, the Vice President shall preside over meetings of the Directors and of the Members. In the absence of both the President and the Vice President, the Treasurer first and the Recording Secretary/Clerk second will serve as temporary President of the Board of Directors.

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 a full and accurate record of the Corporation's finances. 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 bylaws or by the Directors.

Section 7. Recording Secretary/Clerk. The Recording Secretary/Clerk shall give such notices of meetings of Directors as are required by these bylaws and shall keep a record of all the meetings of the Directors and the Members. The Recording Secretary/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 bylaws or by the Directors. In the absence of the Recording Secretary/Clerk from any meeting of Directors, a temporary Recording Secretary/Clerk designated by the person presiding at the meeting shall perform the duties of the Recording Secretary/Clerk.

Section 8. Corresponding Secretary. The Corresponding Secretary is charged with managing the correspondence of the Corporation and keeping a record of correspondence received and sent. This includes, but is not limited to, acknowledgment of gifts, bequests, and annual appeal donations received by the Corporation.

Section 9. Membership Secretary. The Membership Secretary is responsible for maintaining membership records, keeping the board informed as to the number of members, notifying members when their memberships have expired, communicating with members by mail and electronically as needed by the Corporation, including, but not limited to, mail blasts regarding upcoming events, sending notices to members for whom the Corporation does not have e-mail address and such other communications with members as may, from time to time, be needed.

ARTICLE V

Committees

Section 1. Investment Committee. The Investment Committee shall consist of four members, at least three of whom must be members of the Board of Directors. A non-board member may be appointed by the Board of Directors, if it determines that it would be beneficial to have an additional person with financial management and/or investment expertise on the committee.

Section 2. Other Committees. The Board of Directors may appoint other committees as may be needed. Each such committee shall include a member of the Board of Directors and may also include individuals who are not members of the Board of Directors. Each such committee shall at all times be subject to the direction of the President of the Board of Directors.

ARTICLE VI

Investments and Designated or Restricted Funds

The Corporation is authorized to receive funds from other organizations, and from individuals, and to designate such funds for investments or for such special charitable purposes as may be specified by the donor, provided that no part of the assets and no part of any net earnings of said designated funds shall be divided among or inure to the benefit of any officer or director of the Corporation or any private individual or be appropriated for any purposes other than the charitable purposes of the Corporation as set forth in its Articles of Organization. The Board of Directors may, from time to time, adopt policies and procedures regarding the acceptance and administration of said restricted gifts. The principal of any funds designated specifically for restricted purposes may not be spent except by a vote of two thirds of the Directors.

ARTICLE VII
Indemnification

Section 1. Indemnification of Officers, Directors and Employees The Corporation shall, to the extent legally permissible, indemnify each person who is serving, or who has served at any time in the past, as an Officer, Director or Employee against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, penalties and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors and Employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director or Employee under this Article shall apply to such Officer, Director or Employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 2. Insurance. The Corporation shall purchase and maintain insurance, in such amounts as the Board of Directors deems appropriate, for or on behalf of any individual who is a Director, Officer or Employee of the Corporation, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or Officer, whether or not the Corporation would have authority to indemnify or advance expenses to him or her against the same liability under this Article.

ARTICLE VIII
Miscellaneous Provisions


Section 1. Execution of Instruments. All contracts, deeds, leases, bonds, notes and other instruments authorized to be executed by an officer of the Corporation on its behalf shall be signed by the President and the Treasurer, except as the Directors may otherwise determine. Checks, wire transfers or any other form of disbursement of the Corporation's funds which exceed the amount of Five Thousand Dollars (\$5,000.00) shall also require the signatures of both the President and the Treasurer. In the event that either the President or the Treasurer is not available, then the Vice-President or the Recording Secretary/Clerk of the Corporation may, instead, serve as an authorized signatory; provided, however, that either the President or the Treasurer must be one of the signatories. Checks and other disbursements that are for less than \$5,000.00 may be signed by either the President or Treasurer.


Section 2. Corporate Records. The original or attested copies of the Articles of Incorporation, bylaws and records of all meetings of the Directors shall be kept in Massachusetts at the principal office of the Corporation or the Archival Center of the Newburyport Public Library, but such corporate records need not all be kept in the same office.

ARTICLE IX
Amendment of These Bylaws

These bylaws may, at any time, be amended or repealed, in whole or in part, by vote of a majority of the Members of the Corporation in attendance at an annual or special meeting. Members will be given 15 days' notice of such meeting by electronic and first-class mail.

Signed this 28th day of September 2022.


H. Stacey Brandon
President


Ruth Allen
Recording Secretary/Clerk