

**Friends of Jacob Edwards Library**

**DRAFT BYLAWS  
Proposed February 2, 2025**

**BY-LAWS OF THE FRIENDS OF THE JACOB EDWARDS LIBRARY**

Article I: The name of the organization.

The Organization shall be called the Friends of the Jacob Edwards Library, Inc.

Article II: Purpose and objectives.

The Friends of the Jacob Edwards Library has as its purpose the intent to foster support for the Jacob Edwards Library in the community.

This is a charitable endeavor, to receive contributions and to pay them over to an organization that is described in Section 501 (c )(3) and exempt from taxation under Section 501 (a) of the Internal Revenue Code.

**Remove this? Bernadette says the By-laws were not needed for the 501 c 3 application.**

The organization to be. supported is the Jacob Edwards Library, a department of the Town of Southbridge, Massachusetts.

Article III Membership.

Article III . Section I: Classes & dues.

111.1. a. Membership in the Friends of the Jacob Edwards Library shall consist of the following classes:

Individual  
Family  
Patron  
Life Member  
Honorary Member (non-voting)

111.1. b. All Classifications except Honorary are voting.

111.1.c. Dues for the calendar year shall be established at each annual meeting for the following year.

**This is the first mention of "year". Do we want to follow the financial year instead?**

111.1.d. Dues increases shall be proposed to the membership by mail thirty days prior to the annual meeting and approved by 2/3 of the voting members present.

Article III . Section 2: Year.

The membership year shall be the calendar year.

**Change to financial year?**

Members joining during the membership year shall be credited only for the months remaining in that year. Membership dues for each year are due on or before February 1st .

Article III. Section 3: Voting. Each member, except for Honorary Members, shall have one vote. Honorary Members do not vote, In the case of another organization joining this one, a representative of that organization shall have one vote.

Issues requiring a vote to be taken at an annual meeting shall require a simple majority of voting members present to pass.

Voice votes are acceptable unless a show-of-hands is specifically requested by a voting member.

Article III. Section 4: Meetings.

111.4.a. The annual meeting of the membership shall be held on April 1 of each year.

**Do we need to change this?**

111.4.b. Intervening meetings may be called as necessary.

III.4.c. Programs for the membership shall be held as deemed necessary and announced at least thirty days prior to the event.

Article III. Section 5: Notice.

III.5.a. Members shall be reminded of the annual meeting in writing thirty days prior to the meeting.

**We announce this in the newsletter right? Any other method?**

III.5.b. Intervening meetings shall be announced to the general membership in writing

fourteen days prior to the meeting. Executive board members shall be notified by telephone of such extraordinary meetings.

Article III, Section 6: Quorum, A quorum **for meetings** shall be of the current membership, excluding honorary members.

### **So this means the 70+ people ?**

Article III . Section 7: Contributions, Any capital contribution of money In any amount or any other property of value shall not be repaid to any member upon dissolution of the corporation, Funds or property remaining In the holdings of tils corporation upon Its dissolution shall become the property of the Board of Trustees of the Jacob Edwards Library to be used for the support of the Jacob Edwards Library.

Article IV: Governance.

**Comment from Bernadette: "need to review all sections – is the wording of the different positions and processes up to date with current practices?"**

Article IV. Section I: Officers and elections.

IV.1.a. Officers shall be nominated by a nominating committee of three, chaired by the Immediate past president, and appointed by the President from the voting membership.

Not less than one month prior to the annual meeting, the nominating committee shall present to the executive board a slate of candidates for each office.

Candidates must be voting members.

After executive board approval , the names of candidates and the offices for which they are nominated shall be posted. At the annual meeting, nominations from the floor shall be accepted. Voting shall take place at the annual meeting and the winners announced before the membership meeting adjourns, Officers begin terms at the end of the annual meeting at which they are elected.

IV.1.b. The following officers shall exist :

President : The president shall preside at all regular meetings of the executive board and the membership unless another officer is specifically designated. The president votes only in the case of a tie vote. The president shall represent the Friends at Library Trustee meetings when called upon by the Trustees to do so.

Vice-President : The vice-president shall conduct meetings at the request of the president, or in the president's absence, and write and distribute all press releases or other public announcements.

Secretary: The secretary shall take notes at all meetings, maintain organizational files and documents, handle all incoming and outgoing correspondence, and keep the calendar of meetings.

Treasurer: The treasurer shall be responsible for maintaining appropriate bank accounts and financial records for the organization. The treasurer shall prepare financial statements for the executive board and arrange for an annual audit of accounts.

The treasurer shall be allowed to expend up to and including \$50.00 without executive board approval .

**Google didn't like the usage of "expend" here.**

Article IV, Section 2: Executive Board.

IV. 2. a. The executive board shall consist of the following officers and others:

President  
Vice-president  
Secretary  
Treasurer  
Immediate past president  
Chair of the Library Board of Trustees (non-voting)  
Library Director (non-voting)  
The chairs of each standing committee (non-voting)

#### **4 Votes**

IV.2.b. The executive board meetings shall be held twice annually as called by the president. Such meetings shall be open to all members.

IV.2.c. Notice must be given to all executive board members at least fourteen days in advance of meetings.

IV.2.d. A quorum board shall be one half the number of voting officers on the executive board, plus one. An issue shall be passed if a simple majority of the executive board members votes "yes" at a meeting that has a quorum. Discussions may be held at a meeting that lacks a quorum, but no binding vote may be taken.

**This refers to a quorum of the executive board.**

IV.2.e. In the case of an emergency, the secretary shall be instructed by the president to poll the executive board for votes on an Issue. This may be done by mail or by telephone.

**So we could fund get-well gifts outside of the meeting. Yes? We should re-write this to allow spending outside of meetings for get well or sympathy gifts.**

IV.2.f. In the event an officer resigns or fails to attend three consecutive board and/or membership meetings, the executive board shall elect a replacement to serve until the next regular election.

Article IV. Section 3: Committees.

IV.3.a. There shall be the following standing committees:

Publicity: The vice-president shall chair this committee.

Fund raising / finances: The treasurer shall chair this committee.

Nominating: The Immediate past president shall chair this committee.

IV. 3. b, The president shall appoint committee chairs at the beginning of each organizational year, i.e. In April. at the annual meeting.

IV.3.c. Ad hoc committees may be formed for specific projects with the approval of the executive board. The president shall appoint each committee chair.

IV.3.d. All committee members must be voting members of the organization at the time of their appointment.

IV.3.e. Committee budgets must be submitted to the executive committee In writing.

IV.3.f . The president or a designated member of the executive board shall be an at-large member of each committee.

Article V: Amendments to the by-laws. Amendments shall be proposed to the executive board a by-laws committee at least three months prior to the annual meeting.

**The above sentence needs editing.**

**Comment from Bernadette: "review process of amending bylaws"**

Voting on changes shall take place at the annual meeting, and pass by a simple majority of those voting members present .

Article VI: Parliamentary Procedure, In questions of procedure, Robert's Rules of Order shall apply when not In conflict with these by-laws.

Article VII: Enabling Article.

**Do we need to change this because of the past dates? Is this pointless?**

Article VI. I. Section 1 : Adoption of by-laws. The by-laws shall be adopted by all dues paid members as of July 1, 1989.

Article VI. I. Section 2: Officers and executive board. The steering committee that has organized this group shall function as the executive board until elections can be held In April, 1996, In accordance with the procedures In the by-laws.