

FRIENDS OF THE THAYER MEMORIAL LIBRARY

CONSTITUTION AND BYLAWS

May 6, 2008

Article I Name

The name of this organization shall be the FRIENDS OF THE THAYER MEMORIAL LIBRARY INCORPORATED.

Article II Purpose

The purpose of this organization shall be to stimulate the interest of the community in the services and needs of the Thayer Memorial Library, to enrich the cultural life of the community and to promote a program of assistance through volunteer help and fund raising that will enable the Thayer Memorial Library to keep pace with the growth of the Town of Lancaster, MA.

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Massachusetts.

In any year in which the organization is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not A) engage in any act of self-dealing as defined in IRC 4941(d), B) retain any excess business holdings as defined in Section 4943(c), C) make any investments in such manner as to subject the organization to tax under Section 4944, or D) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Article III Membership and Dues

- Section 1: Membership shall be open to all individuals in sympathy with its purposes and to representatives of organizations and clubs where such representation is desired.
- Section 2: Membership shall be defined in terms of payment of annual dues. The amount of dues owed for membership for the coming year will be set at the annual meeting by a vote of the members present at that meeting. Annual dues shall be payable the first day of July.
- Section 3: Each organization and individual member of the Friends of the Thayer Memorial Library shall be entitled to one vote.

Article IV Officers and Executive Board

- Section 1: The officers of this organization shall be Chairperson, Vice-Chairperson, Secretary and Treasurer – all of whom shall be elected by a majority vote of the members present at the annual meeting. Vacancies occurring during the year shall be filled by appointment by the Executive Board until the next regular election.
- Section 2: Any person, excluding staff members of the Thayer Memorial Library and members of The Trustees of the Thayer Memorial Library, may serve as officers of this organization.
- Section 3: The Executive Board shall consist of the officers and the chairs of the standing committees.

- Section 4: Officers shall be elected at the annual meeting each May. Officers shall hold office for a period of three years or until he or she resigns or is removed or is otherwise disqualified to serve, and until his or her successor shall be elected and qualified, whichever comes first.
- Section 5: Any vacancies caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Friends of the Thayer Memorial Library. In the event of a vacancy in an office other than the Chairperson, such vacancy may be filled temporarily by appointment by the Chairperson until such time as the organization shall fill the vacancy.

Article V Duties of Officers and Executive Board

- Section 1: The officers shall have the following duties:

Chairperson: The Chairperson shall be the chief officer of the organization and shall, subject to the control of the Friends of the Thayer Memorial Library, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by the bylaws, or which may be prescribed from time to time by the Friends of the Thayer Memorial Library. The Chairperson shall preside at all meetings of the Friends of the Thayer Memorial Library and, if this organization has members, at all meeting of the members. The Chairperson of the Friends of the Thayer Memorial Library shall be *ex officio* member of all committees.

Vice-Chairperson: In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice-Chairperson shall also keep a membership list containing the name and address of each and any member.

Secretary: The Secretary shall be historian of this organization. The Secretary shall certify and keep the original of these Bylaws as amended or otherwise altered to date. The Secretary shall also keep a book of minutes of all meetings of the organization, and, if applicable, meetings of committees of members, recording the time and place of holding, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and the proceedings thereof. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Friends of the Thayer Memorial Library.

Treasurer: The Treasurer shall receive, and give receipt for, monies due and payable to the organization from any source whatsoever. The Treasurer shall be authorized to expend general funds up to \$100 within the purposes of the organization as stated with the approval of the Executive Board. Amounts over \$100 will require a 2/3 vote of the Executive Board. It is understood that authority is not granted by voting members to expend funds above current assets. A Treasurer's report will be presented at each meeting. The Treasurer shall render to the Chair and members at each meeting, or whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Friends of the Thayer Memorial Library.

- Section 2: The Executive Board shall manage the affairs of the organization between meetings of the general membership.
- Section 3: The Executive Board shall have authority to appoint committees consistent with the purposes of this organization.

Article VI Meetings

- Section 1: This organization shall hold an annual meeting each May for the election of officers. Meetings of the general membership shall be held at minimum three times a year. These meetings shall be open to the public, but only members shall be entitled to vote. At least seven days notice shall be given prior to any meeting.
- Section 2: Business shall be conducted by a majority vote of members present at any meeting of the general membership.
- Section 3: The Executive Board shall meet at least twice during the year.
- Section 4: Three members of the Executive Board shall constitute a quorum.

Article VII Amendments

This constitution may be amended by a 2/3 majority of those members present at any duly called meeting of the organization provided that at least 14 days prior to the meeting notice of the meeting to consider bylaw changes has been posted at the Thayer Memorial Library and Lancaster Town Hall and copies of the proposed bylaw changes are made available for review at the Thayer Memorial Library at least seven days prior to the meeting.