

Bylaws
of
Friends of the Woburn Public Library, Inc.

ARTICLE I
Name and Location

The name of this organization shall be Friends of the Woburn Public Library, Inc. Its principal office shall be 45 Pleasant St, Woburn, Massachusetts.

ARTICLE II
Purpose

The purposes of this organization are as follows:

- To promote increased awareness and use of the Woburn Public Library;
- To sponsor cultural and educational programs for the community;
- To encourage the extension and improvement of Library resources and services;
- To assist in fundraising for the Library.

ARTICLE III
Membership

- Section 1 Any persons or organizations interested in the purposes of the Friends of the Woburn Public Library shall be eligible for membership upon payment of annual dues.
- Section 2 There shall be the following classes of membership:
Individual
Student/Senior
Family
Business or Organization
Life Member
- Section 3 Each member eighteen years of age or older shall be entitled to one vote, to serve on committees, and to hold office.
- Section 4 The membership shall be due for renewal one year from the date of payment.
- Section 5 Membership dues for each year shall be paid annually.

ARTICLE IV
Officers

- Section 1 The officers of this organization shall be a President, a Vice President, a Treasurer, and a Secretary.
- Section 2 Open positions for Officers shall be filled by majority vote of the directors at the monthly meeting following the annual meeting of the membership.
- Section 3 The term of office shall be two (2) years.
- Section 4 Vacancies shall be filled for the remainder of the term by appointment of the Executive Board until the next regular election.
- Section 5 The President shall maintain direct communication with the Library Director; shall preside at all meetings of the Executive Board and meetings of the membership; shall be an ex-officio member of all committees except the Nominating Committee; shall appoint the committee chairpersons; shall prepare an Annual Report; shall represent this organization at the Library Board of Trustee meetings when called upon by the Trustees to do so; and shall perform all other duties pursuant to the office.
- Section 6 The Vice President shall perform all the duties of the President in the absence of the President; and shall perform such other duties as may be requested by the President or the Executive Board. The Vice President shall chair the Nominating Committee.
- Section 7 The Secretary shall record attendance and the minutes of all Executive Board and membership meetings; shall be custodian of these minutes and all other records of this organization; shall keep a membership list; shall handle all correspondence; shall notify members of meetings; and shall file with the state of Massachusetts and the federal government copies of corporation records and reports as required by law.
- Section 8 The Treasurer shall collect all membership dues; shall maintain bank accounts and financial records; shall disburse funds as authorized by the Executive Board; shall prepare monthly reports for all Executive Board Meetings; shall arrange for an annual audit of accounts; and shall file with the state of Massachusetts and to the Internal Revenue Service all necessary financial forms and reports.

ARTICLE V
Executive Board

- Section 1 The Executive Board shall manage the affairs of this organization.
- Section 2 The Board shall consist of eleven (11) members of this organization, four (4) of whom shall be the elected officers and seven (7) of whom shall be the Directors.

- Section 3 Directors shall be elected by majority vote of those present at the annual meeting of the membership.
- Section 4 The term of office for each director shall be two (2) years.
- Section 5 Vacancies shall be filled for the remainder of the term by appointment of the Board until the next regular election.
- Section 6 The Library Director, or a designated staff member, and a representative of the Library Board of Trustees shall be ex-officio, non-voting members of the Board.
- Section 7 There shall be at least one (1) regular meeting of the Board quarterly.
- Section 8 Special meetings of the Board may be called by the President or any three (3) members of the Board, upon forty-eight hours notice to all Board members.
- Section 9 A quorum at a Board meeting shall consist of the voting Board members present. In order for a motion to pass, a majority of voting members present is required.
- Section 10 No Board member shall receive compensation for any service rendered to this organization.

ARTICLE VI Membership Meetings

- Section 1 There shall be an Annual Meeting of the membership each fall at which time Directors shall be elected by a majority of those present and Annual Reports given.
- Section 2 A special membership meeting may be called at any time by the President, a majority of the Executive Board, or by petition to the Secretary from fifteen (15) members of this organization.
- Section 3 Written notice of the Annual Meeting and special membership meetings shall be sent to the membership at least thirty (30) days in advance.
- Section 4 A quorum at the Annual Meeting and special membership meetings shall consist of the number of members present.
- Section 5 Changes in the membership dues or structure may be made at the Annual Meeting by a two-thirds (2/3) vote of those present, provided that the proposed change has been submitted to the membership not later than thirty (30) days before the meeting.

ARTICLE VII
Nominations and Elections

- Section 1 Each year the Executive Board shall appoint a Nominating Committee consisting of the Vice President and at least three (3) additional members of this organization.
- Section 2 At least thirty (30) days prior to each annual meeting the Nominating Committee shall mail to the membership a list of the nominees, with a maximum of three (3) candidates per office, providing the consent of each nominee has been secured.
- Section 3 All nominees shall be members of this organization.
- Section 4 Election of officers and directors shall take place at the annual meeting by a voice vote, or if necessary, by secret written ballot.

ARTICLE VIII
Committees

- Section 1 There shall be the following standing committees: Programs, Membership, Nominating, Public Relations.
- Section 2 The Vice President shall be the chairperson of the nominating committee, and the Secretary shall be a member of the public relations committee..
- Section 3 The President shall appoint Executive Board members as chairpersons of the committees within thirty (30) days after his/her election to serve for two (2) years.
- Section 4 Committee chairpersons shall select only members of the Friends organization to serve on their committees.
- Section 5 The President shall create ad hoc committees as needed. The official resolution to be voted on by the Executive Board shall clearly state the purpose of the committee and the time limits on its responsibilities.

ARTICLE IX
Amendments

- Section 1 These Bylaws may be amended at the Annual Meeting or at any special meeting of the membership by a two-thirds (2/3) vote, provided that the proposed amendment has been submitted to the Executive Board not later than sixty (60) days and to the membership not later than thirty (30) days before the meeting.

ARTICLE X
Parliamentary Authority

Section 1 In questions of procedure, Robert's *Rules of Order* shall apply when not in conflict with these bylaws.

ARTICLE XI
Dissolution

Section 1 In the event of dissolution of this organization, the assets shall be applied and distributed as follows: after payment of obligations all remaining assets shall be transferred or conveyed to the Woburn Public Library Board of Trustees.

Adopted October 22, 1996

Revised October 22, 2000

Revised September 21, 2004

Revised October 17, 2007