

FRIENDS OF THE LAWRENCE LIBRARY

PO Box 30, Pepperell, MA 01463

CONSTITUTION AND BY-LAWS

ARTICLE I - Organization

The Friends of the Lawrence Library was organized in 1965 and became incorporated in 1972 under Chapter 180 of the Massachusetts General Laws.

ARTICLE II - Purpose

The purposes of this organization shall be to foster closer relations between the Library and the community, to stimulate public awareness of the services and needs of the Library, to sponsor cultural programs, to assist the Lawrence Library by raising funds for special needs beyond the command of the library budget, to encourage gifts and bequests, and to cooperate with the librarians and trustees in the development of library services.

ARTICLE III - Form of Organization

The Friends of the Lawrence Library shall be a voluntary association of persons interested in furthering its purposes and membership therein shall be governed by its ~~By-Laws~~. The Friends of the Lawrence Library, Inc. (hereinafter referred to as FLL) shall operate as a non-profit corporation which shall disperse of all of the net proceeds (after organizational costs) of money earned or received by it to provide for the special needs of the library and such programs or projects as may be approved by the Library Trustees.

ARTICLE IV - Membership

Section 1: Eligibility

- a. All persons interested in the purposes of ~~The Friends of the Lawrence Library, Inc.~~ (hereinafter referred to as FLL) the FLL shall be eligible for membership.
- b. To become a member, one must pay ~~his/her~~ their dues.
- c. Each individual member shall be entitled to one vote at any duly called meeting of the FLL. Each member must vote in person and may not vote by proxy.

Section 2: Dues

- a. Dues shall be payable annually.
- b. There shall be four classes of dues:

Individual members	\$ 10.00
Family members	\$ 25.00
Patron	\$ 50.00
Benefactor	\$100.00

- c. In order to vote at any FLL meeting, one must be a member.

ARTICLE V – Officers

Section 1: The officers of the FLL shall be a President (or two Co-Presidents), Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary (or two Co-Corresponding Secretaries).

Section 2: The Board of Directors of the FLL shall consist of the officers and four members at large, one to be the outgoing President (or Co-Presidents), the other three to be appointed by the incoming officers.

Section 3: Officers shall be nominated by a Nominating Committee of three (3) appointed by the President (or Co-Presidents) at the April meeting. The Nominating Committee shall submit nominations in writing to the membership by publishing on the Lawrence Library website and/or other social media and/or posting making ~~them available to the membership~~ at the Lawrence Library two (2) weeks prior to the annual meeting. Additional nominations may be made from the floor at the Annual Meeting, if such nominations are made by one member and seconded by another member.

Section 4: Officers shall be elected by a majority of those present at the Annual Meeting. The term of the officers shall be for one (1) year or until successors have been elected, and shall begin immediately following the Annual Meeting.

ARTICLE VI - Duties of the Officers

The Officers shall have the usual duties and authority exercised by Officers of a non-profit organization, including, but not limited therein, by the following:

Section 1: President (or Co-Presidents)

- a. Preside at all meetings of the membership and call additional meetings as necessary.
- b. Coordinate and oversee all activities and duties.
- c. Attend or keep well informed of all committee meetings.
- d. Appoint all Standing Committee chairpersons prior to June meeting.
- e. Prepare a budget **with the Treasurer** for the coming year and have it ready for discussion at the ~~June FLL~~ **Annual Meeting**.
- f. Appoint chairpersons to form any temporary committees as needed.
- g. Appoint a Nominating Committee at the April meeting.
- h. Collect and keep yearly FLL file.
- i. Be responsible for Annual Reports, to be ready for distribution at the Annual Meeting plus ~~two (2) copies~~ **one (1) copy** for the FLL file.
- j. Co-sign all checks with Treasurer over \$1000 and review monthly bank statements.
- k. Publish Annual Meeting notice **via e-mail and/or** on the Lawrence Library website and/or other social media and ~~/or post make available to the membership~~ at the Lawrence Library two (2) weeks prior to the Annual Meeting.
- l. **Be responsible for the filing of a non-profit annual report with the Corporations Division of the Office of the Secretary of the Commonwealth of Massachusetts on or before November 1st.**
- m. Perform all other duties as required by law.

Section 2: Vice President

The Vice-President shall fulfill the duties of the President (Co-Presidents) in the absence or inability of the President (Co-Presidents) to perform ~~his/her~~ **their** duties.

Section 3: Treasurer

- a. Deposit all monies received or collected by the FLL into an FLL account kept at a local bank designated by vote at a general membership meeting. Such account or accounts may be in the form of a checking account or savings account or both.
- b. Keep an accurate record of all credits and debits of the organization.

- c. Pay all bills incurred by the FLL from the above-mentioned funds. Have all checks over \$1000 co-signed by the President (or Co-President). Have all receipts available for review ~~for~~ **by President (or Co-President)s.**
- d. Be responsible for having the books audited prior to the Annual Meeting.
- e. Check on insurance policy to make sure it is adequate and up to date (due ~~in~~ **April** ~~May 1st~~).
- f. File state and federal tax returns with the appropriate government agencies **after fiscal year end.**
- g. **Send 1099-NEC forms to state and federal revenue agencies and each independent contractor paid \$600 or more during calendar year (due in January).**
- h. Make arrangements with the bank for new signatures after the Annual Meeting.
- i. Renew bulk mailing permit (if applicable) and post office box.

Section 4: Recording Secretary

- a. Keep a detailed record of all proceedings at monthly meetings of the membership and of the directors.
- b. Distribute copies of minutes to ~~Head Librarian~~ **Library Director**, Children's Librarian, FLL President (or Co-Presidents), ~~and FLL file,s (two copies) and~~ **Recording Secretary**, and file one copy in the binder kept at the Lawrence Library.
- c. Certify that the execution of any document is the free act and deed of the organization.
- d. Perform all other duties as required by law.

Section 5: Corresponding Secretary (or Co-Corresponding Secretaries)

- a. Collect, document, and distribute ~~mail~~ **correspondence** and monies **received in the mail.**
- b. Be responsible for all correspondence and proceedings initiated between the organization and other persons.

Section 6: Board of Directors

- a. Advise the President (or Co-Presidents).
- b. Approve emergency expenditures.
- c. ~~Determine the Clipboard policies.~~

ARTICLE VII - Committees

Section 1: Only Members are eligible to serve on committees.

Section 2: The following Standing Committees exist: Membership, ~~Programs, Public Relations,~~ and ~~Art Gallery Hospitality~~. The Membership chairperson will maintain and update the membership list.

Section 3: The President (or Co-Presidents) shall appoint a chairperson for any special committee ~~he/she/they~~ may consider appropriate.

Section 4: Each committee chairperson will choose the members of ~~his/her/their~~ committee and such sub-committees as ~~he/she/they~~ deems appropriate and in such numbers as shall be determined by ~~him/her/them~~.

Section 5: All Committee Chairpersons (~~with the exception of the Art Gallery Chairperson~~) shall submit all projects and proposed actions to the Board of Directors for approval prior to implementing such projects or actions.

ARTICLE VIII - Meetings

Section 1: The Annual Meeting of the FLL shall take place in June. Notice for such meeting setting forth time and place shall be published ~~via e-mail and / or~~ on the Lawrence Library website and/or other social media and/or ~~posted made available to the membership~~ at the Lawrence Library two (2) weeks prior to the meeting. Seven (7) members shall constitute a quorum.

Section 2: Additional meetings of the membership of the FLL shall be held once a month. Seven (7) members shall constitute a quorum.

Section 3: Meetings of the Standing Committees and special committees may be called at such times and in such manner as the respective chairpersons may determine and may be held with or without publication of notice of same.

Section 4: Meetings of the Board of Directors shall be called at the discretion of the President (Co-President). Five (5) directors shall constitute a quorum.

Section 5: All meetings of the FLL, Board of Directors, and all Standing Committees shall be open and any member of the FLL may attend any of these meetings.

Section 6: In the event that the library should close for an unexpected reason but on a non-permanent basis, the Board of Directors shall have the ability to declare an Emergency. During the Emergency, the Board may meet at a new location, to be

announced to the general membership by publishing **via e-mail and/or** on the Lawrence Library website and/or other social media and/or posting at the Lawrence Library, as they so choose. During the Emergency, a group composed of the majority of the Board and enough members to make a quorum shall have the right and ability to carry out the organization's general business and expenses and shall meet when and where they can on an as-needed basis.

ARTICLE IX - Appropriations

Section 1: Fiscal year runs from July 1 through June 30th.

Section 2: The annual budget for the next fiscal year shall be approved by a majority vote of members present at the Annual Meeting of the FLL.

Section 23: Any expenditure **outside the approved budget** exceeding \$5200.00 shall be approved by a majority vote at a regular monthly general membership meeting of the FLL or by a quorum of the Board of Directors.

Section 34: Any expenditure **outside the approved budget** under \$5200.00 must be approved by the President (**or** Co-Presidents).

ARTICLE X - Parliamentary Procedure

Roberts' Rules of Order (revised), when not in conflict with these By-Laws and Constitution, shall govern the proceedings of this organization.

ARTICLE XI - Amendments

Amendments to this Constitution and By-Laws may be discussed at any general membership meeting of the FLL and must be voted on at the Annual Meeting and accepted by a majority vote of those present, provided that the proposed change or changes have been published **via e-mail and/or** on the Lawrence Library website and/or other social media and/or **posted made available to the membership** at the Lawrence Library at least two (2) weeks prior to the Annual Meeting at which action on such proposed amendment is to be considered.

ARTICLE XII - Indemnification

Each officer, director, member, employee or other agent of the Corporation shall be indemnified by the Corporation against all expenses, except as stated below, reasonably

incurred by ~~him/her~~them in connection with any action, suit or proceeding to which ~~he/shethey~~ shall be made a party or with which ~~he/shethey~~ shall be threatened by reason of ~~his/her~~their being or having been an officer, director, member, employee or other agent of the corporation, whether or not ~~he/shethey~~ continues to be an officer, director or member at the time of incurring such expenses provided that ~~he/shethey~~ forthwith notifyies the Corporation of any pending complaint or other action. Such indemnification includes payment by the Corporation of expenses incurred in defending a civil or criminal action proceeding, upon receipt of an undertaking by the person indemnified to repay payment if ~~he/shethey~~ shall be adjudicated to be not entitled to indemnification. No indemnification shall be provided for any persons with respect to any matter as to which ~~she/hethey~~ shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that ~~his/her~~their action was in the best interest of the Corporation. The absence of any express provision for indemnification shall not limit any right of indemnification existing independently of this Article.

ARTICLE XIII - Termination

In the event the Friends of the Lawrence Library, Inc. should be terminated, the funds will be distributed to an organization with similar purposes, which is also exempt under Internal Revenue Code, Section 501c3.

Certificate

These amendments adopted by vote on June 10, 2021 after notice thereof published via Constant Contact e-mail and posted at Lawrence Library on May 27, 2021.

Clerk

Adopted: 15 February 1968

Amended: June 8, 2006

Amended: June 11, 2009

Amended: June 10, 2010

Amended: June 13, 2013

Amended: June 11, 2020

Amended June 10, 2021