

***Bylaws of the  
Friends of the Medford Public Library, Inc.  
Medford, Massachusetts***

**Article I: Name**

This organization shall be called Friends of the Medford Public Library, Inc. (“Friends” or “FMPL”).

**Article II: Purpose**

The Friends is a non-profit organization under 501(c)(3) of the Internal Revenue Code. Its purpose is to stimulate interest in the use of the library; to receive and encourage gifts, endowments and bequests to the library; to assist in securing library materials that may not be available through city funding; to foster a greater realization of the importance of the library to the future development of the community; and to provide support for library programs that will enhance the lives of the greater Medford community.

**Article III: Membership**

**III.1: Categories and Dues**

Membership in the Friends of the Medford Public Library shall consist of the following categories:

- Student/Senior
- Individual
- Family/Household
- Super Friend
- Organization/Business

Both the Family/Household and Super Friend categories include the following household members: up to two adults and their children under age 18.

The Executive Board may add or remove a membership category and may change the dues amounts by a majority vote. The Executive Board may award an honorary lifetime membership for outstanding service.

Annual dues for each category are recorded in **Attachment A: Membership Dues Schedule**.

**III.2: Year**

The membership year shall be from January 1 to December 31. Membership dues for each year are due on or before January 1.

**III.3: Meetings**

There will be an Annual Meeting of the membership held in the fall of each year. The Executive Board shall set the date and notify the members of the date and the agenda at least 30 days prior to the meeting. This notification should be in writing, via email and/or mail.

The President has the authority to call a special meeting of the membership, if needed, such as in an emergency situation. To the extent possible, members shall be notified at least two weeks in advance via email and/or mail. If an emergency meeting occurs which does not allow for at least two weeks' notice, the Board shall email and/or mail information from the meeting to all members.

#### **III.4: Voting and Quorum**

Members are entitled to vote at the annual meeting and any other meeting where a vote of the membership is called. Each Individual, Student/Senior and Organization/Business member is allotted one vote. Family/Household members and Super Friend members with more than one person in the household are allotted two votes. Members must be present to vote.

A quorum at the annual meeting or any other meeting of the full membership shall be the number members present.

#### **Article IV: Executive Board**

##### **IV.1: Composition and Terms**

The Executive Board shall consist of the following elected Officers and Directors:

- President
- Vice President
- Recording Secretary
- Corresponding Secretary
- Treasurer
- Directors At Large (up to four)

The Executive Board shall additionally consist of the following non-voting ex officio members:

- Library Director or designee
- Representative of the Library Board of Trustees, when in attendance
- Committee Chairs who are not Officers or Directors

All Officers and Directors shall serve two-year terms.

##### **IV.2: Nominations and Elections**

Candidates for Officers and Directors may be nominated by an individual on the Executive Board or by a nominating committee appointed for that purpose. Members who are interested in serving on the Executive Board shall attend a monthly Executive Board meeting to make their interest known. At the Annual Meeting, nominations from the floor shall be accepted.

All candidates must be eligible members of the Friends at the time of nomination. Nominees for Vice President and President must have been members for at least two consecutive years prior to nomination. There is no restriction on the number of terms that any qualified member may hold. Current or prior board members may be nominated for new roles without restriction; however, no individual may hold more than one position at any time.

Elections shall take place at the Annual Meeting and be staggered as described in **Attachment B: Executive Board Election Schedule**. Voting shall be by show of hands, unless a written ballot is called for, and the winners announced before the meeting adjourns. Directors and Officers begin their terms at the first monthly Board meeting after the election.

In the event that an Officer or Director resigns, moves out of town, or fails to attend three consecutive board meetings, the Executive Board may elect a replacement to serve until the next regular election.

#### **IV.3: Authority and Duties**

In addition to the authority and duties explicitly or implicitly contained in these bylaws, the Executive Board has the authority to establish policies and practices, either written or otherwise; enter into partnerships with other organizations serving a similar purpose; create and amend plans for long-range operation, fundraising or other similar use; and serve in capacities not named in these bylaws if requested by the Library Director and consistent with the purpose in Article II and approved by the Executive Board.

**President:** The President presides at all meetings and prepares the agendas. The President performs all other duties incident to the office, including the signing of pertinent documents, and may delegate non-signatory duties as needed. The President represents the Friends to the Library Board of Trustees and to outside organizations when called upon to do so. The President has the same voting rights as the rest of the Executive Board.

**Vice President:** The Vice President shall assume the duties of the President, including running meetings, at the request of the President or when the President is absent. The Vice President may take on special projects. It is assumed but not required that the Vice President is in line to become the next President.

**Recording Secretary:** The Recording Secretary shall take notes at all meetings and maintain organizational files and documents.

**Corresponding Secretary:** The Corresponding Secretary shall handle all incoming and outgoing correspondence, and coordinate creation and distribution of all press releases or other public announcements.

**Treasurer:** The Treasurer shall be responsible for maintaining appropriate bank accounts and financial records for the organization. The Treasurer shall prepare an annual budget as contained in Article V.2. The Treasurer is also responsible for filing the state and federal tax forms for the organization. The Treasurer may oversee the hiring or appointment of a qualified person to review the organization's accounts pursuant to Article V.4.

**Directors At Large:** Up to four Directors At Large shall be elected for two-year terms each, with the terms staggered according to **Attachment B: Executive Board Election Schedule**. The Directors shall advise the Executive Board and shall take on special projects as needed.

#### **IV.4: Monthly Meetings and Voting**

The Executive Board shall meet monthly at least 10 times per year. Monthly meetings shall be open to members and the public. Additional sessions of the Executive Board may be called by the President as needed and announced via email or other means. To the extent possible, the schedule for regular meetings will be established in January of each year and announced to members and the public via the Friends' website and the Library newsletter.

A quorum is a simple majority of the voting Executive Board members. If a quorum is not present, discussion of any topic may take place but no binding vote may occur. When issues arise that need immediate voting outside of a regular meeting, voting may take place via email or phone, provided a quorum can be reached, and the results noted in the next meeting's minutes.

#### **IV.5: Executive Sessions**

The President may call an Executive Session to discuss sensitive topics, such as reports of nominating and awards committees or discussions involving the reputation of persons. Executive Sessions shall be closed to all persons except Officers and Directors and any individuals invited by the Executive Board.

#### **IV.6: Committees**

The Executive Board may create and abolish standing or ad-hoc committees as needed. The Executive Board may appoint chairpersons from interested volunteers or from the Executive Board itself. The chairs of committees who are not already Executive Board members will be considered non-voting members of the Executive Board during the time the committee is active. Committee participants may be members of the Friends, library staff, partner organizations, or any interested individual from the community. Chairs for each committee may be appointed from the Executive Board or members of the Friends.

### **Article V: Finances**

#### **V.1: Fiscal Year**

The fiscal year for the organization shall be January 1 to December 31.

#### **V.2: Annual Budget**

The annual budget shall be prepared by the Treasurer in consultation with the Executive Board and the Library Director. The budget shall be approved by the Executive Board at the start of the fiscal year. Once approved, the budget may be amended by the Executive Board. Funding requests from the Library not specifically designated in the budget shall be voted on individually and added to the budget. The budget may be reviewed mid-year to determine if major amendments are needed.

#### **V.3. Authority**

The Executive Board has the authority to establish one or more accounts at financial institutions for the management of finances, including a primary bank account and, if desired, a reserve account, trust, or endowment fund. The Treasurer and President shall have signatory authority on accounts.

**V.4. Review of Accounts**

The Executive Board may arrange for a qualified individual to review all accounts and financial documents of the organization at such intervals as deemed prudent by the Executive Board.

**Article VI: Amendments to the Bylaws**

**VI.1: Amendments Allowed by the Executive Board**

Amendments to the sections listed below may be made by the Executive Board at any regular monthly meeting where a quorum is present. The intention to revise any of these sections must be announced to members at least two weeks in advance of the meeting when the vote will be taken.

Article III (Membership)

Article IV, Section 3-6 (Duties, Meetings, Committees)

Article V (Finances)

[Attachments](#)

**VI.2: Other Amendments**

Amendments to all other sections require a vote of members at the Annual Meeting. Proposed amendments shall be provided to the full Executive Board at least 30 days in advance and to members at least two weeks in advance of the meeting.

**Article VII: Parliamentary Procedure**

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

**Article VIII: Dissolution of Organization**

In the event that the Friends is to be dissolved, dissolution shall occur by special session of the Executive Board to be announced to the membership in writing 30 days in advance. A resolution of dissolution shall be presented and must pass with a 2/3 vote of the Executive Board.

Upon dissolution, assets shall be distributed to the Library or to another Medford-based organization for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and consistent with the purpose of this organization. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction.

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Original Adoption: January 8, 1991  
Amended: February 27, 1995  
Amended: (date unknown)  
Revised: November 5, 2016  
Amended: January 30, 2017

**Attachment A: Membership Dues Schedule**

As of the 2016 date of adoption of the revised bylaws, membership dues are as follows:

Student/Senior	\$10
Individual	\$15
Family/Household	\$25
Super Friend	\$50
Organization/Business	\$100

## **Attachment B: Executive Board Election Schedule**

Officers and Directors shall be elected on a staggered schedule such that approximately half the Executive Board is up for election each year. Each position is assigned to even/odd years as shown below. For the purpose of this schedule, the Directors At Large shall be assigned numbers, 1 through 4, with 1 and 2 going to the Directors already serving under the previous Executive Board structure and 3 and 4 going to the newly created Director positions.

### *Even Years:*

President  
Treasurer  
Corresponding Secretary  
Director At Large 2  
Director At Large 4

### *Odd Years:*

Vice President  
Recording Secretary  
Director At Large 1  
Director At Large 3

### **Exception for transition year:**

The schedule for elections in 2016 and 2017 only shall be as follows to allow for the transition from the old structure to the new structure:

### *2016:*

President  
Vice President  
Treasurer  
Corresponding Secretary  
Director At Large 2 (vacancy)  
Director At Large 3 (new position)  
Director At Large 4 (new position)

### *2017:*

Vice President  
Recording Secretary  
Director At Large 1  
Director At Large 3

The determination of which individual serves in the Director At Large 3 role with the initial one-year term shall be made by random selection at the time of the 2016 election.