

By-Laws
Friends of the Middleboro Public Library

ARTICLE I

Name: The name of the corporation shall be The Friends of the Middleboro Public Library, Inc. (“Corporation”). The business of the corporation may be conducted as “The Friends of the Middleborough Public Library, Inc.” or “The Friends of the Middleborough Public Library” or “The Peter H. Peirce Homestead.”

Place of Operation: The Corporation shall maintain its principal office in Middleborough, MA. Currently, the Corporation’s principal office is located at 132 North Main Street, Middleborough, MA 02346. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate of amendment with the Secretary of the Commonwealth.

Purpose: The Corporation is organized exclusively for charitable, educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

More specifically, the Corporation’s purposes focus on the literacy and education components of IRS nonprofit 501(c)(3) classifications. Among other lawful activities, the Corporation may provide funding for programs offered by the staff of the Middleborough Public Library and enhance and enliven the experience of library users. It may sponsor educational and cultural programs for adults, teens, and children, and may partner with other organizations to benefit the community at large.

The Corporation will attempt to build a strong network of volunteers, donors, and partners who aspire to promote education, community engagement, and cultural preservation, thereby impacting the quality of life for residents of Middleborough and surrounding communities.

The Corporation will also manage the Peter H. Peirce Homestead at 132 North Main Street Middleborough to further fulfill its purposes, including the promotion of literacy and education within the community.

The Corporation will also manage and operate its off street parking lot located at 68 North Main Street, Middleborough for the convenience of patrons of the public library and visitors to the Peter H. Peirce Homestead. Such management and operation shall include selling, leasing or otherwise changing the use of that lot by lawful action taken by the Corporation.

Corporate Seal: The directors may adopt and alter the seal of the Corporation.

Fiscal Year: The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on June 30 in each year.

Earnings: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these by-laws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding

section of any future federal tax code; or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II

PATRONS, SUSTAINING ASSOCIATES, AND SPECIAL CONTRIBUTORS

The Corporation will have patrons, sustaining associates, and special contributors. The management of the affairs of the Corporation shall be vested in its Board of Directors (BOD), as further defined in these by-laws and outlined in any future policy and procedure manual.

The BOD may designate certain persons or groups of people as patrons or sustaining associates or special contributors in accordance with the level of their contributions to the Corporation. Such persons or a group's designee may be invited by the BOD to serve in an honorary capacity and shall not, in such capacity, have any right to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities in the operation or management of the Corporation.

ARTICLE III

MEETINGS

Annual Meeting: An annual meeting of the BOD shall be held, at a date and time as the president or directors shall determine. The annual meeting may be held at the principal office of the Corporation or at such other place within the Commonwealth of Massachusetts as the president or directors shall determine.

If an annual meeting is not held as herein provided, a special meeting of the directors may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this section, to the annual meeting of the BOD shall be deemed to refer to such special meeting.

Regular Meetings: Regular meetings of the BOD may be held without call or notice at such places and at such times as the BOD may from time to time determine. Notice of the first regular meeting following any such schedule or change in schedule shall be given to absent directors.

The purpose of a regular meeting shall be specified and given to each director if either contracts or transactions of the Corporation with interested persons are to be considered at the meeting. All shall be given as otherwise required by law, the Articles of Organization or these by-laws.

Special Meetings: Special meetings of the directors may be held at any time and at any place designated in the call of the meeting when called by the president of the BOD or by two or more directors. Reasonable notice of the time and place of special meetings of the BOD shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization, or these By-laws.

Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least seventy-two hours prior to any meeting, by digital format at least forty-eight hours prior to any meeting, or by facsimile at least twenty-four hours prior to any meeting, addressed to the director's usual or last known business or residence address, or to give notice in person or by telephone at least twenty-four hours before any meeting. A notice of a meeting need not specify the purposes of the meeting unless otherwise required by law, the Articles of Organization, or these By-laws. Each director agrees that notice to the director's usual or last known business or residence address or email address shall be reasonable notice, and further agrees that any changes in such address(es) shall be disclosed to the BOD

within 5 days of such change.

Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting, unless such purposes are required to be specified by law, the Articles of Organization, or these By-laws.

ARTICLE IV

BOARD OF DIRECTORS

Number and Election: The affairs and business of the Corporation shall be conducted by the directors who shall exercise all the powers of the Corporation.

The Corporation shall have a BOD, whose number shall consist of not less than three (3) directors. Each director shall be a resident of Middleborough.

At any meeting, the BOD may increase the number of directors and elect new directors to complete the number so fixed; or it may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal, or disqualification of one or more directors.

Term and Tenure: Each director shall hold office for a term of four (4) years and thereafter until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

Committees: The BOD may appoint committees and may delegate to any such committee or committees any or all of their powers. The BOD shall retain the right to dissolve any committee created by the BOD by the same manner of vote as it took to create such committee.

Any committee to which the powers of the directors are delegated shall consist solely of directors.

Unless the BOD otherwise designates, each committee may make rules for the holding and conduct of its meetings, and the number of committee members required for a quorum, or to take action.

The members of any committee shall remain in office at the pleasure of the BOD.

Suspension or Removal: A director may be suspended or removed with or without cause by 2/3 vote of the BOD.

A director may be removed with cause only after reasonable written notice describing in detail the bases of the cause for removal, and, within 30 days from the date of such notice, the BOD shall schedule a special meeting for such director to be given an opportunity to be heard. Such director may be represented by counsel at such hearing.

Resignation: A director may resign by delivering his or her written resignation to the BOD, the president, treasurer, or clerk of the Corporation, to a meeting of the BOD or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Vacancies: Any vacancy in the BOD may be filled by the directors. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers, notwithstanding the existence of one or more vacancies in their number.

Quorum: At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned, without further notice.

Action by Vote: When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

Action by Writing: Any action required or permitted to be taken at any meeting of the BOD may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors, and certified by the Clerk of the BOD. Such consent shall be treated for all purposes as a vote at a meeting.

Presence Through Communications Equipment: Unless otherwise provided by law or the Articles of Organization, or these By-laws, members of the BOD may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. At any meeting where there is a director attending by remote location, each vote of the BOD at that meeting shall be by roll-call vote.

Compensation: Directors shall serve without compensation for their services but, upon presentation of the appropriate receipts, may be reimbursed for reasonable expenses incurred on behalf of the Corporation

ARTICLE V

OFFICERS

Number and Qualification: The officers of the Corporation shall be a president, vice president, treasurer, assistant treasurer, and clerk. The officers shall be residents of Middleborough.

If required by the BOD, any officer shall give the Corporation bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the BOD.

Election: The officers shall be elected every four years by the BOD.

Tenure: An existing officer shall hold the position for a four-year period, or until a successor is chosen and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

President and Vice President: The president shall be the chief executive officer of the Corporation and, subject to the control of the BOD, shall have general charge and supervision of the day to day affairs of the Corporation in a manner consistent with the prior acts and votes of the BOD.

The president shall preside at all meetings of the BOD, except as directors otherwise determine.

The vice president shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.

Treasurer and Assistant Treasurer: The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He or she shall be in charge of its financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. He or she shall be in charge of its books of accounts and accounting records and of its accounting procedures. He or she shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. He or she shall have such other duties and powers as designated by the BOD or the president.

The assistant treasurer shall have and may exercise all the powers and duties of the treasurer during the absence of the treasurer or in the event of his or her inability to act.

Clerk: The clerk shall record and maintain records of all proceedings of the BOD in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk and shall be open at all reasonable times to the inspection of any director.

Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of directors and the current address of each.

If the clerk is absent from any meeting of the directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

Suspension or Removal: An officer may be suspended or removed without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause, in the same way and manner as a director may be removed. (See Article IV Board of Directors: Suspension or Removal.)

Resignation: An officer may resign by delivering his or her written resignation to the president, treasurer, or clerk of the Corporation, to a meeting of the BOD, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Vacancies: If the office of any officer becomes vacant, the directors may elect a successor.

Each such successor shall hold office for the unexpired term, and in the case in the case of the president, vice president, treasurer, assistant treasurer, and clerk until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VI

EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer or by the clerk. For any payments exceeding \$1,000.00, a signature of two people with one being the president or treasure and the second being another authorized person shall be required.

ARTICLE VII

INDEMNIFICATION OF THE DIRECTORS AND OFFICERS

Right to Indemnification: The Corporation shall indemnify and reimburse out of the corporate funds, any person (or the personal representative of any person) who at any time serves or shall have served as a director or officer of the Corporation, or who serves or shall have served at its request as a member, director, officer, or employee whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

In effecting such indemnity and reimbursement, the Corporation may enter into such agreements and direct the officers of the Corporation to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in its judgment be reasonably necessary or desirable.

Such indemnifications or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Indemnification in Advance of Final Disposition of Action: Indemnification of the persons specified above shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this By-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts as the same may be amended ("Chapter 180") and upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Article 7 of these Bylaws and under Section 6 of Chapter 180.

Insurance: The Corporation shall have authority to purchase and maintain insurance on behalf of any person who is or was a director or officer, employee of the Corporation, or is or was serving at the request of the Corporation as a director or officer, employee or other agent of another against any liability incurred by him or her in any such capacity, or arising out of its, his or her status as such, whether or not the Corporation would have the power to indemnify it, him or her against such liability.

ARTICLE VIII

CONFLICTS OF INTEREST POLICY

Conflict of Interest: No contract or transaction between the Corporation and one or more of its directors, or between the Corporation and any other organization of which one or more of its directors are members, shareholders, directors, trustees or officers, or in which any of them has any financial or other interest (either direct or indirect), shall be void or voidable, or in any way affected, solely for this reason, or solely because the director is present or participates in the meeting of the directors, or of a committee thereof, which authorizes, approves or ratifies the contract or transaction, if:

(a) The material facts of his or her relationship or interest as to the contract or transaction are fully disclosed in writing or are known to the directors or the committee which authorizes, approves, or ratifies the contract or transaction;

(b) The directors or the committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; provided, however, that where the potential conflict of interest at issue involves a contract or transaction with one or more non-profit organizations in which all of the directors of the Corporation also serve as directors, the contract or transaction shall be authorized, approved or ratified in good faith by the affirmative vote of a majority of the directors or committee members without an interest in the contract or transaction, other than their interests as directors of the other non-profit organization(s); and

(c) The contract or transaction is in the best interests of the Corporation as of the time it is authorized, approved, or ratified by the directors or a committee thereof.

Participation of Interested Persons: A person with a conflict of interest may be counted in determining the presence of a quorum at a meeting of the directors or of a committee thereof which authorizes, approves, or ratifies the contract or transaction in which the person has a conflict. However, the person with the conflict of interest must withdraw from the discussion and voting of the interested contract or transaction in which they have a conflict of interest.

Annual Disclosure: Each director must provide the Board of Directors with an annual written disclosure of the following:

- (i) the director's business involvements with the Corporation; and
- (ii) the director's other board memberships, whether for-profit or non-profit organizations.

Such annual written disclosure must be circulated to the entire BOD and must be updated throughout the year, as necessary.

ARTICLE IX

DISPOSALS OF ASSETS

Upon the dissolution of the Corporation, any assets remaining after the payment of all final expenses and liabilities, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not disposed of shall be disposed by a Court of competent jurisdiction in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

AMENDMENTS

These By-laws may be altered, amended, or repealed in whole or in part by vote of the directors, provided that no amendment may be adopted which is inconsistent with the Articles of Organization.