TheFriends of the Ipswich Public Library

Bylaws

Article 1
Name

The name of this organization shall be The Friends of the Ipswich Public Library (The Friends).

Article 2
Purpose and Activities

The purpose of The Friends shall be to enhance the facilities and augment the services of the Ipswich Public Library through a variety of fundraising activities; to assist and advise the Trustees of the Ipswich Public Library (Trustees); to enrich the cultural opportunities available to the citizens of Ipswich; to manage The Friends’ endowment for the future; and to do all the acts incident thereto.

Article 3
Membership

Membership shall be open to anyone interested in advancing the purposes of this organization. Membership dues shall be set each year by the Board of Directors. Membership shall run one calendar year.

Article 4
Board of Directors

Section 1:
There shall be a Board of Directors (Board) consisting of a minimum of nine members. If a Board Member is unable to complete the term of office, a replacement shall be selected by the Board.

Section 2:
The Board of Directors shall direct and control the policies and activities and manage the affairs of the Friends in the interval between Annual Meetings.

Section 3:
A quorum for Board Meetings shall be at least six members of the Board of Directors.
Section 4:
Board Members shall serve no more than two consecutive three-year terms without taking a break of at least one year, unless a two-thirds majority of the Board votes to extend their term. A former Director may serve on any Board-sponsored committee at any time.

Article 5
Officers

Section 1: Positions and Elections
The officers of The Friends shall be a President, Secretary and Treasurer to be elected by the Board of Directors one month prior to the Annual Meeting. Officers shall be presented to the Membership at the Annual Meeting.

Section 2: President
The President shall preside at all meetings of the Board of Directors. The President, or other proper officer or agent of The Friends authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, taxes or other instruments which the Board of Directors has authorized to be executed. The President shall set the agenda for meetings, request reports from directors, update the Board on activities and perform such other duties as may be prescribed by the Board of Directors from time to time. The President shall also be a member of the Endowment Committee.

Section 3: Treasurer
The Treasurer shall pay and record all bills; collect, record and acknowledge all donations; keep accurate records of all finances showing receipts, disbursements, balances and locations of bank accounts; provide a monthly financial report; and present complete accounts to the controller for audit by October 31st of each year. The Treasurer shall also be a member of the Endowment Committee.

Section 4: Secretary
The Secretary shall keep the minutes of the meetings of the Board of Directors in one location either electronically or in books; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of The Friends records; and in general perform all such duties as may from time to time be assigned by the Board of Directors. The Secretary shall distribute minutes of the prior meeting.

Section 5: Meetings
Meetings of the Board shall be held at least seven times annually, on a schedule to be set by the Board.
**Article 6**

**Committees**

*Section 1: Standing Committees*
There shall be the following standing committees: Program, Book Sale, Endowment, Publicity, and Membership. The President of The Friends shall appoint committee members from the general membership as needed.

*Section 2: Ad Hoc Committees*
Ad hoc committees may be formed for specific purposes by a majority vote of the Board of Directors.

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**Article 7**

**Meetings**

*Section 1: Annual Meeting*
The Annual Meeting of The Friends shall be held in January at a date to be determined by the Board of Directors, for the presentation of Directors, reports of officers, presentation of financial status of The Friends, or other business.

*Section 2: Special Meetings*
A special meeting of The Friends may be called at any time by the President on the written request of fifteen members.

*Section 3: Quorum*
Fifteen members shall constitute a quorum for annual meetings of The Friends.

*Section 4: Meeting Notification*
Members shall be notified by mail at least two weeks prior to the Annual Meeting.

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**Article 8**

**Rules of Order**

The rules of parliamentary practice as set forth in Roberts’ Rules of Order shall govern the proceedings of The Friends.
**Article 9**
**Amendments**

The Bylaws may be amended, revised, altered, or repealed at any meeting of The Friends by a two-thirds vote of the members present, provided that written notice of such amendments, revision, alteration, or repeal shall have been mailed at least fourteen days before said meeting to each member of The Friends at the latest address of such member on file with the Membership Committee.

**Article 10**
**Contributions**

The Board of Directors may accept and receive property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, or disposed of in accordance with the goals and purposes of The Friends as stated in Article 2. No gift, bequest, or devise of property shall be received or accepted if it is conditioned or limited in such a way as to require the disposition of the income or its principal to any person or organization other than a “charitable organization” or for other than the purposes stated in Article 2 of The Friends Bylaws. Further, no gift shall be accepted which might, in the opinion of the Board of Directors of The Friends, jeopardize the Federal Income Tax Exemption of The Friends pursuant to section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or afterwards amended.

**Article 11**
**Personal Liability**

No officer or director of The Friends shall be personally liable to The Friends for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provisions of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer’s or director’s duty of loyalty to The Friends, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.
Article 12
Indemnification of Directors and Officers

The organization shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, vice president, secretary, treasurer, assistant treasurer, clerk, assistant clerk or other office (collectively, “Indemnified office” or individually “Indemnified Officer”), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such Indemnified Office in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a “proceeding”) in which an Indemnified Officer may become involved by reason of serving in such capacity (other than a proceeding voluntarily initiated by such Indemnified Officer unless the proceeding was authorized by a majority of the full Board of Directors); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer’s action was in the best interests of the organization; and further provided that any compromise or settlement payment shall be approved by the organization in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the Board of Directors, include payment of expenses incurred in defending a civil or criminal action or proceeding in advance of the final undertaking by the person indemnified to repay such payment if such Indemnified Officer shall not be entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized under this Article, and each Director and Officer approving such payment shall be wholly protected, if:

(i) The payment has been approved or ratified (1) by a majority or a quorum of either (a) the members who are not at that time parties to the proceeding or (b) the Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board of Directors (in which selection Directors who are parties may participate);

(ii) The action is taken in reliance upon the opinion of legal counsel appointed for the purpose by vote of the Directors in the manner
specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full Board of Directors then in office; or

(iii) The Directors have otherwise acted in accordance with the standard of conduct applied to Directors under Chapter 180 of the Massachusetts General Laws, as amended; or

(iv) A court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this Article shall be in addition to and exclusive of all their rights to which any person may be entitled. Nothing contained in this Article shall affect any right to indemnification to which Directors, Officers or other persons may be entitled by contract or otherwise by law.

No amendment or repeal of the provisions of this Article which adversely affects the right of an Indemnified Officer under this Article shall apply with respect to such Indemnified Officer’s acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment of repeal was voted for or was made with the written consent of such Indemnified Officer.