

By-Laws of the Friends of the Griswold Memorial Library, Inc.

Article I: Name

Section 1.1. The name of the corporation is Friends of the Griswold Memorial Library, Inc. (the "Corporation").

Article II: Purpose

Section 2.1. The purpose of the Corporation is to initiate and administer programs exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3), and in furtherance of such purposes, but not in limitation thereof, to:

- (a) Maintain an association of persons interested in libraries;
- (b) Focus public attention on the library;
- (c) Stimulate the use of the library's resources and services;
- (d) Receive and encourage gifts, endowments, and bequests to Friends of the Griswold Memorial Library; (e) Support the development and enhancement of library services;
- (f) Make grants or otherwise distribute funds to the Griswold Memorial Library in Colrain, MA;
- and (g) Support the American Library Association Bill of Rights.

Article III: Members

Section 3.1. The Corporation shall have one class of members. All individuals who recognize and support the purposes of the organization shall, upon payment of their annual dues, be considered voting members of the organization.

Section 3.2. Each member shall be entitled to one vote at the annual meeting.

Article IV: Officers and Board Members

Section 4.1. The officers shall be a president, vice-president, treasurer, and clerk. The president and vice-president shall serve two-year terms; they may serve in any one position no more than two successive terms. The treasurer and clerk shall serve two-year terms without limit.

Section 4.2. There shall be at least 6 and no more than 20 board members. One-third of board members shall be elected each year to serve for three years.

Section 4.3. All officers and board members shall be elected at the annual meeting.

Section 4.4. The library director, his/her designee, and a member of the Griswold Memorial Library Board of Trustees shall serve as ex-officio directors.

Section 4.5. The officers and directors serve as the governing body of the Corporation. Vacancies in the officer or board positions shall be filled by a majority vote of the remaining officers and directors, and such persons shall serve until the next annual meeting.

Article V: Duties of Officers

Section 5.1. The president shall preside over and conducts meetings and appoint committees, including the nominating committee.

Section 5.2. The vice-president shall perform the duties of the president in the absence of the president, shall be chairman of the membership committee, and shall oversee the annual membership drive. The expectation is that the vice-president will become president.

Section 5.3. The clerk shall take the minutes of all meetings.

Section 5.4. Treasurer: The treasurer shall prepare a report for each meeting of the board, and shall prepare all reports and necessary forms incumbent to the organization.

Article VI: Election of Officers and Board Members

Section 6.1. The nominating committee shall put forward a slate of officers at the annual meeting. A nomination may be accepted from the floor only by consent of the nominee.

Section 6.2. The election of officers and board members occurs at the annual meeting, which shall be held in January. The officers and board members will be elected by a majority of those present and eligible to vote at the meeting.

Article VII: Meetings

Section 7.1. The annual meeting shall be held in January each year at a date to be decided by the president. Members shall be notified in writing at least two weeks prior to the date of the meeting.

Section 7.2. Board meetings shall be held at least bimonthly. The clerk shall notify the members and the media of the time and place of any meeting. Special meetings may be called at any time by the president, or by any three officers or board members.

Section 7.3. A majority of the officers and directors shall constitute a quorum.

Article VIII: Funds

Section 8.1. Dues shall be payable annually, with the sum determined by the board.

Section 8.2. Subject to the provisions of Article XV and the Corporation's articles of organization, the board of directors may make such contracts and employ such agents, servants, brokers, employees, and attorneys as it deems necessary or appropriate to the accomplishment the corporate purposes.

Section 8.3. All money received annually by the organization shall be deposited in a checking account and/or an investment fund and used for the purposes described in Article **11**, Section 2.1.

Section 8.4. The president and the treasurer shall sign appropriate signature card at the bank chosen by the organization.

Article IX: Amendments

Section 9.1. Amendments to these by-laws may be made at any meeting of the general membership by a two-thirds vote of those present and in good standing, after notification in writing of the proposed text of the amendment, two weeks before the meeting at which the voting is to take place.

Article X: Parliamentary Procedure

Section 10.1. *Robert's Rules of Order*, Revised, when not in conflict with these by-laws, shall govern the proceedings of the organization.

Article XI: Assets

Section 11.1. The Corporation may accept tangible assets other than money and may dispense of same by majority vote of the board.

Article XII: Dissolution

Section 12.1. In the event of dissolution of this Corporation, all of the net assets remaining after payment of any liabilities shall be paid over and distributed to the Town of Colrain, Massachusetts to establish a fund for the benefit of the GriswoldMemorial Library.

Article XIII: Indemnification of Directors and Others

Section 13.1. The Corporation may, to the extent legally permitted, indemnify any person serving or who has served as a director or officer of the Corporation, or at its request, as a director, officer, trustee, employee, member, or other agent of any organization in which the Corporation owns shares or of which it is a creditor, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, sui or other proceeding, whether civil or criminal, in which he or she may be threatened, while serving or thereafter, by reason of being or having been such a director, officer, trustee, employee, member, or agent.

Section 13.2. Section 13.1 of this Article shall not apply to any matter as to which a director, officer, trustee, employee, member, or agent 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 Corporation's best interests. With respect to any matter disposed of by a compromise payment by such director, officer, trustee, employee, member, or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- (a) such compromise has been approved as in the Corporation's best interests, after notice that it involves such indemnification, by decisions of both the disinterested directors then in office and the Corporation's disinterested members; or
- (b) in the absence of a decision on the matter by the disinterested directors and members, there has been obtained, as a result of a decision by the directors then in office, a written opinion of independent legal counsel to the effect that such director, officer, trustee, employee, member, or agent appears to have acted in good faith in the reasonable belief that his or her action was in the Corporation's best interests.

Section 13.3. Expenses, including counsel fees, reasonably incurred by a director, officer, trustee, employee, member, or agent in connection with the defense of any action, suit, or other proceeding which appears to be covered by Section 13.1 of this Article, may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of a written agreement by such individual to repay the amounts so paid to the Corporation if it is determined ultimately that indemnification actually is not authorized by Section 13.1.

Section 13.4. The right of indemnification provided for by this Article shall not exclude or affect any other rights to which any director, officer, trustee, employee, member, or agent may be entitled. In addition, nothing in this Article shall affect any rights to indemnification to which Corporation personnel other than such directors, officers, trustees, employees, members, or agents may be entitled by contract or otherwise under law.

Section 13.5. As used in this Article, the terms "director," "officer," "trustee," "employee," "member," and "agent" include their respective heirs, executors, and administrators, and an "interested" director, officer, trustee, employee, member, or agent is one against whom in such capacity the proceeding in question or other proceeding on the same or similar grounds is then pending.

Article XIV: General Provisions

Section 14.1. The fiscal year of the Corporation shall end on December 31st of each year. Section

14.2. The Corporation's registered office shall be at 63 Foundry Village Road, Colrain, MA 01340.

Section 14.3. All bills, notes, checks, or other instruments for the payment of money shall be signed or countersigned by such officers and in such manner as from time to time may be prescribed by the board of directors.

Section 14.4. The seal of the Corporation shall be in such form as from time to time may be adopted by the board of directors.

Section 14.5. In the event that the Corporation is dissolved, the assets of the Corporation remaining after the satisfaction of the Corporation's obligations shall be distributed, in furtherance of its purposes asset forth in Article II of the Corporation's articles of organization, to a non-profit corporation selected by the board of directors which is exempt from Federal taxation under IRC Section 501(c)(3) and contributions to which are deductible under IRC Section 170(c)(2), as these sections may be amended from time to time.

Article XV: Avoidance of Excess Benefit Transactions

Section 15.1. The Corporation shall avoid "excess benefit transactions" as defined in IRC Section 4958, related regulations, and relevant case law. Accordingly, whenever the board is concerned that the total compensation package it is contemplating paying to a "disqualified person" (as defined in (d), below) might be at a level which is about the same or possibly more than the compensation paid to persons for similar work in similarly situated for-profit or non-profit organizations, then:

- (a) The determination shall be made by a board of directors or a committee of the board which is composed entirely of persons who are not a disqualified person, are unrelated to a disqualified person, and are not subject to the control of a disqualified person. A person who does not meet these criteria shall, nevertheless, not be considered a member of the board of directors or of a committee if he or she: (i) is present at the meeting only for such time period as is necessary to answer questions, (ii) otherwise recuses himself or herself from the meetings, and (iii) is not present during the debate and voting or otherwise casts a vote on the matter.
- (b) The determination shall be based on appropriate comparability data which shall include any or all of the following as the board deems relevant under the circumstances, consistent with applicable law:
 - (i) compensation levels paid by similarly situated organizations (both for-profit and non-profit) for functionally comparable positions;
 - (ii) the location of the Corporation (including the availability of similar specialties in

the geographic area;

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(iii) independent compensation surveys by nationally recognized independent firms;
and (iv) written offers from similar institutions for the services of the disqualified person.

- (c) The board or committee shall contemporaneously document the basis for its decision, in writing, based on its written evaluation of the disqualified person and the factors used by the board or committee in determining that the disqualified person's compensation is reasonable. Such written documentation shall include information documenting compliance with the requirements of (a), above.
- (d) A "disqualified person" shall be defined as: (i) any person who was, at any time during the five-year period ending on the date of the compensation decision, in a position to exercise substantial influence over the affairs of the Corporation, as a director, officer, member, high-level employee, or otherwise; (ii) a member of the family of such a person as defined in IRC Sections 4946(d) and 4958(1)(4), as these sections may be amended from time to time; or (iii) an entity in which individuals described in (i) and (ii) own more than a 35% interest.

Certificate of Adoption

This is to certify that the forgoing is a true and correct copy of the by-laws of Friends of the Griswold Memorial Library, Inc. and that these by-laws were adopted by the incorporator of Friends of the Griswold Memorial Library on the date set forth below.



Judith Roberts, President

Dated: 9/1/05