

BY-LAWS
of
FRIENDS OF ANDOVER MEMORIAL HALL LIBRARY, Inc.

ARTICLE I

NAME, PURPOSES AND OFFICERS

Section 1. NAME. The name of the corporation shall be FRIENDS OF ANDOVER MEMORIAL HALL LIBRARY, Inc.

Section 2. PURPOSES. The purposes of the corporation shall be:

- a.) To encourage public support for and interest in the Memorial Hall Library, which derives its principal financial support from municipal or philanthropic monies.
- b.) To raise funds to support programs for children, teens, and adults, concerts, museum passes, and other activities approved by the board.
- c.) To encourage gifts, endowments, and memorials for public library purposes.
- d.) To educate the community and foster awareness and use of the Memorial Hall Library and maintain favorable public relations for the library.
- e.) To encourage the donation of time and assistance by townspeople to the governing board and staff of the Memorial Hall Library.
- f.) To operate in compliance with IRS code section 501(c) (3) and M.G.L.c.180.

Section 3. PRINCIPAL OFFICE. The principal office of the corporation shall be located in Andover, Massachusetts. The Directors may at any time and from time to time change the location of the principal office of the corporation in the Commonwealth.

ARTICLE II

MEMBERSHIP

Section 1. MEMBERS Membership in the corporation shall be open to any individual or organization interested in the purposes. All members in good standing will be eligible to vote at the annual meeting both for the election of officers and changes in the constitution and by-laws. Members must vote in person. There shall be the following classes of members, and the Directors may vote from time to time to add new categories of members. To be a member in good standing each class shall pay an annual membership fee to be determined by the Board of Directors at the annual meeting.

- a.) Senior/Student
- b.) Family membership which shall consist of two or more members in one household.
- c.) Individual
- d.) Patron

e.) Benefactor

f.) Organization

g.) Honorary Members Non-Voting Members of the Andover Memorial Hall Library Board of Trustees from time to time so serving, and any other persons by vote of a simple majority of the Board of Directors, no annual payment of dues or any other sum to be required as a qualification as such member.

ARTICLE III

MEETINGS OF THE MEMBERS

Section 1. PLACE. All meetings of the members of the corporation shall be held at such place within or without the Commonwealth of Massachusetts as may be fixed by the Directors or the President and stated in the notice of the meeting.

Section 2. ANNUAL MEETING. The annual meeting of the members of the corporation shall be held in May of each year on a date to be determined by the Board of Directors, for the purpose of electing the Board of Directors and for the transaction of such other business as may properly come before the meeting. If in any year the annual meeting is not held in May, a special meeting may be held in lieu thereof at a later date and the business transacted at such meeting shall have the same force and effect as if transacted at the annual meeting. The President shall preside, or in his or her absence, the Vice President, or in the absence of both, a member of the Board chosen by a majority vote of those members present.

Section 3. SPECIAL MEETINGS. Special meetings of the members of the corporation may be called at any time by the President of the corporation, or a majority of the Board of Directors, and shall also be called upon the written request of three or more members of the corporation, addressed to the Clerk, and stating the purpose of such meeting.

Section 4. NOTICE. Written or electronic notice stating the place, day and hour of all meetings of members and stating, in general terms, the purpose or purposes thereof shall be given all members of every class at least seven days before the date of the meeting.

Section 5. VOTING. Each member of the corporation shall be entitled to one vote in person. The affirmative vote of a majority of the members present at any meeting shall be necessary for action with respect to the matter voted upon, except as otherwise provided by law or these By-Laws.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

Section 1. TITLES AND QUALIFICATIONS. The corporation shall have a board of Directors consisting of a President, a Vice President, a Treasurer, a Clerk, who may use the title of "Secretary", and such other officers and agents, as the Board of Directors may determine. The same person may hold more than one office, and any officer shall also serve as a director. The clerk shall be a resident of Andover Massachusetts.

Section 2. ELECTION AND TENURE OF THE BOARD OF DIRECTORS.

The Board of Directors shall consist of not less than 12 nor more than 21 members. The Board shall be elected by the members at their annual meeting or special meeting held in lieu thereof.

Directors shall be elected annually for a three (3) year term. No person shall serve more than two terms in succession plus any portion of an unfilled term. There shall be at least a one- year hiatus prior to re-appointment after the second full term is served. The Offices of President, Vice President, Treasurer and Clerk shall be elected annually by the Board of Directors and shall hold office for one year and until their successors are chosen and qualified. An immediate past president may continue to serve on the Board for an additional year.

Section 3. VACANCIES. Vacancies occurring among the officers or the Board of Directors may be filled by majority vote of the remaining members of the Board of Directors; such new officers or directors to hold office until the next annual meeting.

Section 4. RESIGNATIONS. A director or officer may at any time resign by

written resignation addressed and delivered to the President or Clerk of the corporation. Such resignation shall be effective as of the date delivered or as otherwise stated therein.

Section 5. REMOVAL. A director or officer may be removed at any time with or without cause by a two- thirds vote of the Board of Directors at any regular or special meeting thereof, provided that notice of intention to remove such director or officer is set forth in the notice of the meeting. Any such director shall be entitled to appear before and be heard at such meeting. Any officer may be removed from office, either with or without cause at any time by a two-thirds vote of the Board of Directors at any duly held regular or special meeting of the Board of Directors.

ARTICLE V

POWERS AND DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS

Section 1. GENERAL POWERS OF THE BOARD. The Board of Directors shall have general management and control of the property and affairs of the corporation and shall have and may exercise all powers of the corporation except such as are expressly reserved to the members by law or by these By-Laws.

Section 2. CERTAIN SPECIFIC POWERS OF THE BOARD. Without limitation of the foregoing general powers, the Board of Directors shall have power to elect or appoint committees, officers, or agents; to make rules and regulations governing such officers, employees, and agents; and generally to take any action which they may deem fit and proper to carry out the charitable purposes of the corporation as set forth in the Articles of Organization. An Executive Committee may be appointed from among the directors by resolution passed by a majority of the whole Board then in office, and such a committee shall have all of the powers of the Board of Directors except as specially limited by the Board.

Section 3. CUSTODY AND INVESTMENT OF FUNDS. The Board of Directors may from time to time engage the services of a national banking association or any state- chartered banking institution to have the custody and safekeeping of the funds of the corporation, or any of said funds, and to undertake the management and investment thereof, collect the income, and make

disbursements from time to time from the principal or income of funds so held to such persons and in such manner as the Board shall prescribe.

Section 4. PRESIDENT. The President shall, if present, be the presiding officer at all meetings of the members of the corporation and at all meetings of the Board of Directors. He or she shall be the chief executive officer of the corporation with authority generally to administer the operation and personnel of the corporation and to perform such other duties as may be prescribed by law or by the Board of Directors.

Section 5. VICE PRESIDENT. In the President's absence, the Vice President shall carry out such duties.

Section 6. TREASURER. The Treasurer shall have general charge of the financial affairs of the corporation, with custody of all moneys, securities, valuable papers, books, and accounts, and shall have authority, in the name and on behalf of the corporation, subject always to the general supervision and control of the Board of Directors and except as they may otherwise order and as otherwise provided by law or these By-Laws, to receive and pay moneys; to collect debts due the corporation; to endorse for deposit bills, checks, drafts, and promissory notes payable to the corporation; to execute transfers or assignments of certificates of stock, bonds, and other securities; and, except as otherwise proved in these By-Laws, to execute, under the corporate seal or otherwise, deeds, mortgages, bonds, contracts agreements, and other documents. He or she shall keep full and accurate accounts of the financial transactions of the corporation including distributions made by it from time to time and shall make such statements or reports therefrom as the Board of Directors may from time to time require. He or she shall sign such other instruments and perform such other duties as may be prescribed by law or by the Board of Directors. If required by the Board, he or she shall give bond for the faithful performance of his or her duties, in such form, in such amount, and with such surety as the Board may prescribe.

Section 7. CLERK. The Clerk shall keep a record of the votes and business transacted, including the minutes, at all meetings of members of the corporation and of the Board of Directors to be kept for long term retention. He or she shall also have custody of the corporate seal, if there is one. He or she shall give notices of meetings as required by these By-Laws or by law and shall perform such other duties as may be prescribed by the Board of Directors or may be imposed upon him or her by law.

Section 8. HONORARY MEMBERS. The Library Director, staff appointed by the Director of the library, and the Trustees of the Andover Memorial Hall Library, the latter to be designated by the Library's Board of Trustees, shall be honorary members of the corporation to serve in an advisory capacity and without vote. The members shall, further, have the power to appoint from time to time any number of persons to serve the Board in an honorary and advisory capacity and without vote. Persons serving as honorary members need not be members of the corporation and will not become members by reason of their appointment. Meetings of the Board shall not be invalidated by reason of omission of notice to honorary members of any meeting.

ARTICLE VI

BOARD OF DIRECTORS MEETINGS

Section 1. TIME AND PLACE. There shall be monthly meetings of the Board of Directors at such time and specific location as the Board shall determine. Special meetings of the Board of Directors may be held upon order of the President, written request of any two directors, at such time and at such place, within the Commonwealth of Massachusetts, as may be designated in the notice.

Section 2. NOTICE. A Director present at any meeting of the Board shall be presumed to have received due notice thereof. The clerk shall provide notice of the regular and specially called meetings of the Board. The notice shall be served by electronic means at least two days prior to any meeting, to each member of the Board of Directors stating the place, day and hour of the meeting, the agenda, and purpose of the meeting.

Section 3. QUORUM. At all meetings of the Board of Directors, a quorum shall be defined as no fewer than five (5) Directors for the transaction of any business. If the number fixed from time to time to serve on the Board of Directors is less than nine (9), then the quorum for such a Board shall be a majority of the number fixed.

Section 4. INFORMAL ACTION. Any action required or permitted to be taken at any meeting of the directors 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 directors. Such written consents shall be filed by electronic means and treated for all purposes as a vote at a meeting.

Section 5. COMMITTEES. Committees of the Friends shall include the following:

- 1) An Executive Committee composed of the officers specified in Article IV
- 2) A nominating committee of at least three Board of Directors who shall present nominations of officers specified in Article IV at the Annual Meeting
- 3) A membership committee
- 4) Other committees may be appointed by the Board of Directors or by the President with the approval of the Board.

ARTICLE VII

INDEMNIFICATION AND INSURANCE OF DIRECTORS, OFFICERS,

EMPLOYEES, AND OTHER AGENTS

Section 1. DIRECTORS AND OFFICERS. Each director and officer of the corporation in each instance, whether elected by the members of the corporation or by the Board of Directors and whether or not then in office, shall be indemnified by the corporation against all charges which may be reasonably incurred or paid by him or her in connection with any claim, action, suit or proceeding including appeals in which he or she may be involved by reason or his or her being or having been such director or officer, made or brought against him or her by reason of any act or

omission, or alleged act or omission by him or her in any or each such capacity, and also against all charges which may be reasonably incurred or paid by him or her (other than to the corporation for its account) in reasonable settlement of any such claim, action, suit or proceeding.

Section 2. DEFINITION OF "CHARGES". As used in this Article VII the term "charges" shall include, without limitation, judgment awards, settlement awards, awards by other tribunals or bodies, attorneys' fees, costs, fines, penalties and other liabilities.

Section 3. LIMIT UPON INDEMNIFICATION. Indemnification under this Article VII, whether under Section 1 or Section 2, shall not be made, and no person shall be entitled to indemnification, in any case where such claim, action, suit or proceeding shall proceed to final adjudication and it shall be finally adjudged, nor shall any settlement be determined reasonable if it is found, that such director, officer, person, employee or agent (a) is or was derelict in the performance of his or her duties in connection with the alleged acts or omissions giving rise to such claim, action, suit or proceeding, or (b) has not acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, or (c) commit a criminal act.

Section 4. OTHER REMEDIES. The rights of indemnification herein provided for shall be severable, shall not be exclusive of other rights to which any director, officer, employee or agent may now or hereafter be entitled, shall continue as to a person who has ceased to be such director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 5. INSURANCE. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or other agent of another organization, in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him or her against such liability.

ARTICLE VIII

INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors. Provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall, unless otherwise fixed by the Board of Directors, end on the last day of March in every year.

ARTICLE X

CORPORATE SEAL

The corporation may but need not have a seal, which shall consist of a circular die bearing the name of the corporation and such other device or inscription as the Board of Directors may determine. The form of the seal may be changed by order of the Board of Directors.

ARTICLE XI

MISCELLANEOUS RESTRICTIONS

Section 1. SHARING PROFITS PROHIBITED. No member, director, officer, employee, member of a committee, or other person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors.

Section 2. DISSOLUTION. Upon the dissolution or liquidation of the corporation, whether the same be voluntary or involuntary, or upon any distribution whatever of the assets or property, no member, director or officer of the corporation will be entitled to or receive any part of the assets or property of the corporation (other than as reasonable compensation for services actually rendered). Upon any such dissolution or liquidation of the corporation, all of the assets and property of the corporation remaining after payment of all of its liabilities shall be disposed of by being transferred to such other charitable, religious, scientific, literary, or educational organization or organizations which are then exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended and which are devoted to aims similar or substantially similar to those of this corporation in such manner and as may be determined by the Board of Directors.

Section 3. EXEMPT ACTIVITIES. Notwithstanding any other provision of these By-Laws, no member, director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws not inconsistent with any provision of the Articles of Organization or statute may be made, either by the affirmative vote of a majority of the members of the corporation present and entitled to vote thereon at any regular or special meeting of the Board of Directors duly called after notice of that purpose, or (except with respect to any provision hereof which by law, the Articles of Organization or these By-Laws requires action by the members) by the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting of the directors duly called after notice to the directors of that purpose. Not later than the time of giving notice of the meeting of

members next following the making, amending or repealing by the directors of any By-Law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-Laws. Any By-Law made, altered, amended or repealed by the directors may be altered, amended, repealed, or reinstated by the members.

**Approved by the Friends of Memorial Hall Library Board of Directors
on September 14, 2020.**

Friends' Member Vote at Annual Meeting ...