



**Friends of the Waltham Public Library, Inc.**  
735 Main Street • Waltham, MA 02451-0698

## **Constitution and By-laws of the Friends of the Waltham Public Library**

### **Article I**

#### **Name**

The name of this organization shall be "Friends of the Waltham Public Library."

### **Article II**

#### **Purposes**

The purposes of this organization shall be to provide a means for drawing public attention to the services and accomplishments of the library; to ascertain, and assist the Library Director in addressing, problems related to library services and their delivery; to initiate means to improve services; to raise money for the improvement of library services and facilities; to contribute toward gaining for this city that strength in the records of art, literature and science which is its traditional heritage.

### **Article III**

#### **Membership**

- Section 1. Membership in the Friends will be open to any individual interested in helping to carry out its objectives.
- Section 2. There shall be such categories of full members and membership fees as will be deemed necessary or desirable by the Board of Directors upon the recommendations of the Membership Committee.
- Section 3. All full members in good standing shall 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; proxy votes will not be allowed.

Section 4. The Board of Directors may, from time to time, recommend appointment of honorary or other classes of members and associated privileges as deemed appropriate or desirable. Such recommendations shall be approved by the full members at the annual meeting.

Section 5. All full members shall have the right to hold office and/or serve on committees.

## **Article IV**

### **Officers and Government**

Section 1. The officers of this organization shall be a President, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer who shall be elected at the annual meeting for a one-year term.

Section 2. The Board of Directors shall consist of the officers, the Library Director (*ex officio*), and 21 members at large. In addition, there may be associate members of the Board of Directors. Associate members shall be *ex officio* with all rights and privileges of Directors except the right to vote. Directors and associate members shall be elected at the annual meeting for a term of one year. Directors who have been unable to attend at least two meetings will not be considered for a Director position for the subsequent year.

Section 3. Officers shall have no term limits.

Section 4. The Board of Directors shall serve as the governing body and will control disbursement of funds, and perform all functions deemed necessary and appropriate for carrying out the stated purposes of the organization.

Section 5. Matters arising for the consideration of the Board of Directors may, at its option, be presented to the general membership for action. Five members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 6. The President shall convene and preside over all meetings.

Section 7. The Vice President shall be empowered to perform any duties of the President in the absence of, or due to the disability of, the President.

Section 8. The Secretary shall record attendance, keep meeting minutes, maintain a membership directory, notify members of meetings, conduct the correspondence of the organization, and perform all duties required under the Friends of the Waltham Public Library Conflict of Interest Policy.

Section 9. The Treasurer shall be responsible for the collection of dues, maintenance of financial records, and disbursement of funds. The Treasurer will also be required to present an annual report of the financial status of the organization as reviewed by a certified professional auditing firm.

- Section 10. The Assistant Treasurer shall be empowered to perform any and all duties of the Treasurer in the event the Treasurer is unable or unwilling to perform assigned duties.
- Section 11. A slate of officers shall be presented by the Nominating Committee at the annual meeting. Nominations may be made from the floor with the consent of the nominee.
- Section 12. During any vacancy in the Board of Directors, the remaining members shall constitute the full Board until such vacancy is filled at the next meeting of the general membership.
- Section 13. Any officer may be required to give a bond for faithful performance of his duties in such form and with such sureties as the Board of Directors may determine. The cost of bonding will be borne by the Friends.

## **Article V**

### **Committees**

- Section 1. There shall be a Nominating Committee, appointed by the President, which shall consist of three members. This committee must be appointed and must meet at least 60 days prior to the annual meeting for the purpose of determining the slate of officers, at large Directors, and associate members of the Board of Directors.
- Section 2. There shall be an Investment Committee consisting of no fewer than five members: 1 ) President of the Friends; 2) Member of the Budget and Finance Committee; 3) Library Director; 4) Library Trustee and Friends Member; 5) Another Member of the Friends Board of Directors. Those not obvious by title will be appointed by the President subject to final approval by the Friends Board of Directors. This committee shall be responsible for managing endowment and other long term investment moneys in adherence with the Investment Guidelines adopted by the Friends Board of Directors.
- Section 3. There shall be a Book Sale Committee, a Budget and Finance Committee, a Membership Committee, and a Program Committee, the chairs of each to be appointed by the President. The President shall also create other such committees, and appoint their respective chairs, as are necessary for the effective functioning of the organization.
- Section 4. Committee vacancies other than the Chair shall be filled by appointment of the Chair of that committee with the approval of the Board.
- Section 5. There shall be an Audit Committee, appointed by the President, consisting of not fewer than three members. The Treasurer may not be a member of the Audit Committee. The Audit Committee will oversee the financial reporting and disclosure process of the Friends and monitor accounting policies and practices. If the Board of Directors, in accordance with the Conflict of Interest Policy, chooses to designate a Committee to determine whether a conflict of interest exists, it shall designate the Audit Committee.

## **Article VI**

### **Meetings**

- Section 1. This organization shall hold its annual meeting in the month of April for the purpose of electing officers, receiving reports, or other business.
- Section 2. Additional meetings may be called throughout the year at the discretion of the Board of Directors. Written public notice of such meetings shall be given at least 10 calendar days in advance.
- Section 3. Any business whatsoever may be transacted at any meeting of the Board of Directors, the nature of that business having been specified in the notice of that meeting except when such meetings are called at short notice and/or for special purposes.
- Section 4. Minutes of all meetings shall be kept and made available to all members at an administrative office of the library.
- Section 5. The general membership shall have the right to carry any motion proper thereto by a simple majority of those present.

## **Article VII**

### **Amendments**

- Section 1. This Constitution and its By-laws, or parts thereof, may be altered, amended or repealed by a majority vote of members present at the annual meeting or any other general meeting provided written notice is given at least 10 calendar days in advance.
- Section 2. Any changes in the Constitution or By-laws may be suggested by any member of the Friends to the Board of Directors. Notice of these or any other such proposed changes shall be included in the written notice of any meeting called for that purpose.

## **Article VIII**

### **Conduct of Meetings**

Roberts' Rules of Order, Revised, except where in conflict with the Constitution and By-laws, shall be used in the conduction of all proceedings of this organization.

## **Article IX**

### **Financial Administration**

- Section 1. The fiscal year of this organization shall run from July 1 through June 30.
- Section 2. Funds shall be deposited, in accordance with the wishes of the Board of Directors, by the Treasurer who shall keep adequate accounts.
- Section 3. Funds shall be disbursed by the Treasurer only with receipt of an approved voucher signed by either the Library Director or Friends' President.

## **Article X**

### **Conflict of Interest**

- Section 1. No member of the Board of Directors or other officer of the Friends shall receive directly or indirectly any salary, compensation or emolument from the Friends as a member or officer.
- Section 2. All Board members, Officers, Committee members, and other persons who make decisions on behalf of the Corporation (collectively "Decision Makers") shall comply with the Conflict of Interest Policy.
- Section 3. Whenever a Decision Maker has a financial or personal interest in any matter he / she must disclose such interest in accordance with the Conflict of Interest Policy.

## **Article XI**

### **Dissolution**

- Section 1. Upon proper written notification from the Board of Directors, a meeting of the general membership may be held to dissolve the Friends organization. A majority vote of the members present may dissolve the Friends provided all expenses have been met and that: (a) the Treasurer certifies that no outstanding bills remain; (b) the balance on hand is less than fifty dollars. Such funds remaining after dissolution shall be turned over to the Trustees of the Waltham Public Library.
- Section 2. The Board of Directors shall have the power to select the appropriate method for the disbursement of any funds remaining in the treasury in excess of \$50.00.
- Section 3. The Board of Directors shall file a formal dissolution statement with the Library Director declaring the Friends dissolved and relinquishing its rights and privileges as outlined herein.

## **Article XII**

### **Reorganization**

- Section 1. Any time after proper dissolution of the Friends reorganization of the Friends may be initiated by the formation of a committee appointed by the Library Director.
- Section 2. The Committee to Reorganize shall nominate and elect a Chair who shall preside over all meetings of that group and initiate the formation of such committees and appointment of such other temporary officers as are deemed necessary by the Committee for the purpose of electing new officers and Board members of the reorganized Friends.
- Section 3. The Committee to Reorganize, by majority vote, shall have the right to make changes in this Constitution and By-laws to which however they shall be bound, upon resolution to adopt, until the first annual meeting.

August 28, 1984

Revised and Approved October 26, 1996 and April 23, 1997.

Final Approval April 14, 2011.