

RESTATED ARTICLES OF ORGANIZATION – v3 – 08/21/25

Per the Commonwealth's official form

(<https://www.sec.state.ma.us/divisions/corporations/download/180res.pdf>)

ARTICLE I

The name of the corporation is:

Friends of the Georgetown Peabody Library, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following activities:

This Corporation is organized exclusively for charitable, recreational, cultural, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code), including, but not limited to:

- Supporting and enhancing the resources and services of the Georgetown Peabody Library located in Georgetown, Massachusetts;
- Promoting public interest and engagement in the Library's programs and services;
- Raising funds to support and supplement library resources, technology, and programs not otherwise funded by public sources;
- Encouraging gifts, endowments, and bequests to the Library.

This Corporation is a public charity organized under Chapter 180 of the Massachusetts General Laws.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, 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 set forth herein.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below.

Membership in the Corporation shall be open to any individual, family, or organization that makes a financial contribution (donation) to the Corporation in support of its mission. Membership is based on charitable giving, rather than fixed dues, and shall be granted for a period determined by the Board of Directors (e.g., one year from the date of donation).

The Board may establish suggested giving levels and recognize donors accordingly, but membership shall not be denied based on the amount of contribution, provided the contribution is made in good faith.

The rights and responsibilities of members, including voting privileges, shall be defined in the Bylaws.

Any person who has performed distinguished service may, on the recommendation of the Board of Directors, be elected by the organization as an Honorary Member without dues. Honorary Members shall have all the privileges of membership except the right to vote or hold office.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

[Note: Articles I-IV are considered permanent and may only be changed by filing Articles of Amendment. Note also that many nonprofits state “None” for Article IV, an option that is mentioned in the form.]

- 1) **Fiscal Year.** The fiscal year of the Corporation shall end on the 31st day of December each year unless otherwise determined by the Board of Directors.
- 2) **Board of Directors.** The management of the Corporation shall be vested in a Board of Directors, the number and qualifications of which shall be set forth in the Bylaws. Directors shall serve without compensation except as otherwise authorized by the Board for reimbursement of reasonable expenses.

- 3) **Specific Powers.** The corporation shall have the power to enter into contracts, borrow money, issue notes and bonds, acquire and dispose of property, and engage in all lawful activities necessary or incidental to the fulfillment of its purposes.
- 4) **Financial Management.**
 - a) All funds shall be deposited to the account of Friends of the Georgetown Peabody Library and shall be disbursed by the Treasurer upon the authorization of the Board of Directors.
 - b) The organization's liabilities shall not exceed its common funds and assets.
 - c) No Officer, Director, or member shall have authority to borrow money or incur any indebtedness or liability, other than current expenses, in the name of or on behalf of the corporation.
 - d) No contract shall be entered into and no obligation shall be incurred beyond the amount on hand or in the bank after deducting therefrom, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.
- 5) **Personal Liability.** The members, directors, and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for payment of any such contract or claim, or for payment of any debt, damages, judgment, or decree, or any money that may otherwise become due or payable to them from the Corporation.
- 6) **Amendments.** These Articles of Organization may be amended by a two-thirds (2/3) vote of the members present and voting at any annual or special meeting of the Corporation, provided that notice of the proposed amendment has been given to all members at least thirty (30) days prior to the meeting.
- 7) **Dissolution.** Upon the dissolution of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or 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. Preference shall be given to transferring assets to the Georgetown Peabody Library, or its successor, if qualified under Section 501(c)(3).

ARTICLE V

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective

date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VI

The information contained in Article VI is not a permanent part of the Articles of Organization.

[Street address]

[Name, residential address, post office address of each director and officer]

[Fiscal year information]

[If any: Resident agent name and business address]

[Two signatures]