Bylaws of Friends of the Georgetown Peabody Library, Inc.

Adopted on *October 7, 2026*

Article I: Name

The name of the organization shall be Friends of the Georgetown Peabody Library, Inc. ("the Friends").

Article II: Purpose

The Friends is a public charity organized under Chapter 180 of the Massachusetts General Laws. The purpose of the organization is to support and enhance the resources and services of the Georgetown Peabody Library; promote public interest and engagement in the Library's programs and services; raise funds to support and supplement library resources, technology, and programs not otherwise funded by public sources; and encourage gifts, endowments, and bequests to the Library.

The Friends shall operate exclusively for charitable, recreational, cultural, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article III: Membership

Section 1. Eligibility and duration

Membership is open to any individual, family, or organization that supports the purposes of the Friends and makes a financial contribution (donation) to the Friends. Membership is based on charitable giving, rather than fixed dues. Membership shall be granted for the full calendar year in which the donation was paid; any member who joins or renews their membership with a donation made between September 1 and December 31 will be considered a member in good standing for the remaining months of the current year and for the entire following calendar year.

Section 2. Categories or levels of giving

Membership categories or levels of giving shall be established and adjusted as needed by the Board of Directors. The Board may change the membership categories or levels at its discretion, but these shall be outlined or confirmed annually.

Section 3. Amount of contribution

Membership shall be granted for any amount of contribution, provided the contribution is made in good faith.

Section 4. Voting and other membership rights

- All members may attend the annual meeting and any special meeting of the membership as a whole and may participate in discussions.

- Each member is entitled to one vote at the annual meeting and any special meeting of the membership as a whole.
- Members present at the annual meeting or a special meeting of the membership (or voting remotely) may vote to elect Officers and Directors, amend Articles and/or Bylaws, and approve major actions such as the dissolution of the Corporation.

Section 5. Honorary Members
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 any monetary donation or contribution. Honorary Members shall have all the privileges of membership except the right to hold office.

Article IV: Board of Directors and Officers

Section 1. Composition
The Board of Directors shall consist of between six (6) and thirteen (13) members, including four (4) elected Officers, the immediate past president (an Officer), and at least one (1) but not more than eight (8) elected Directors, with all Officers having the powers of Directors:

- President
- Vice President
- Clerk or Secretary
- Treasurer
- Immediate past President (ex officio, can vote as an Officer)
- Between one and eight (1-8) elected Directors

Section 2: Nomination
Officers shall be nominated by a committee selected by the President not less than 10 weeks before the annual meeting. The nominating committee shall consist of three members and may include Board members. The slate of nominations shall be submitted in writing and/or presented to the Board, and this slate shall be posted on social media and in the library approximately one month before the annual meeting. Additional nominations may be made from the floor with the consent of the additional nominees provided that the name(s) of the nominee(s) is/are provided to the current Secretary not later than 10 days before the date of the annual meeting.

Section 2. Powers and Duties
The Board shall manage the affairs, funds, and policies of the organization and authorize all expenditures, subject to the direction of the membership in accordance with these Bylaws.

Section 3. Officer and Director Duties

- President: Presides over meetings, appoints committees, and serves as ex officio member of all committees (except the Nominating Committee).
- Vice President: Acts in the absence of the President and assists as needed.

- Recording Secretary: Keeps meeting minutes and coordinates with Directors regarding correspondence.
- Treasurer: Maintains financial records, deposits funds, and disburses money as authorized by the Board.
- Directors: Advise officers and accept duties assigned by the Board. Directors may undertake specified roles as needed or requested (examples: Director of Correspondence: Maintains membership records, sends/posts notices, and handles correspondence to members; Director, Assistant Treasurer: Assists the Treasurer as needed; etc.)

Section 4. Committees

- The Board may establish standing committees as needed to carry out the organization's mission, including but not limited to Fundraising, Book Sales, and Annual Appeal.
- The President may create special committees for specific tasks or events.
- Committee chairs shall be appointed by the President and approved by the Board, and may be Board members or current Friends. Chairs shall report on the activities and status of their committees at Board meetings.
- Committee chairs are encouraged to conduct outreach and invite volunteers to work on their committees, engaging more current or prospective Friends in active support of fundraising and programs.

Section 5. Elections
Officers and Directors shall be elected at the Annual Meeting by ballot or via electronic means per Article V section 5. If only one candidate is nominated for a position, the election may be by voice or upraised hand vote.

Section 6. Terms
All Officers shall serve for one calendar year, beginning in January, and may be re-elected for up to three consecutive terms.

All Directors shall serve for two calendar years, beginning in January, and may be re-elected for up to three consecutive terms. To ensure continuity through staggered terms, two of the four Directors shall be elected at each annual meeting, so that only two Director positions are up for election on any given year. Note the 2025 exception to launch staggered terms: Four Directors will be elected at the 2025 Annual Meeting only, two of whom will serve two-year terms and two of whom will serve one-year terms.

Section 7. Incoming members of the Board
Newly elected incoming members of the Board shall be invited to attend (without voting rights) any Board meetings that take place before the January start of the new members' terms. Newly elected incoming Board members may also be invited to participate in committees and/or be trained in upcoming responsibilities by existing Board members.

Section 8. Vacancies
Vacancies shall be filled by the Board for the remainder of the unexpired term.

Section 9. Removal
Any Officer or Director may be removed, with or without cause, by a two-thirds vote of the Board.

Article V: Meetings

Section 1. Annual Meeting of the membership
An Annual Meeting of the membership shall be held each October on a date set not less than 10 weeks ahead of time by the Board. Notice shall be posted preferably six weeks but at least one month in advance at the library, via email and/or online if possible, and in a local publication if available.

Section 2. Special Meetings of the membership
The President shall call a special meeting of the membership within thirty (30) days upon:

- Written request by a majority of the membership, or
- A vote of the Board of Directors.

Notice of a special meeting of the membership shall be posted preferably one month but at least two weeks in advance (except in the case of an emergency concern) at the library, via email and/or online if possible, and in a local publication if available.

Section 3. Board Meetings and general sessions
The President may call meetings of the Board of Directors as necessary, quarterly in any calendar year at a minimum. Notice must be posted at the library and/or online approximately two weeks in advance.

Board meetings are working sessions limited to the Board of Directors; however, the Board may, at its discretion, invite specific general members to attend and participate in discussion of specific agenda items that directly involve or benefit from their input.

General members are always welcome to stay engaged and active with the Friends through committees, volunteer opportunities, events, and the annual meeting of the membership. In addition, the Friends hold a general session open to all members following each board meeting. This is a chance for committees to meet and/or for members to share updates, ideas, and questions, and to stay connected with the work of the Friends and the library.

Section 4. Annual planning
The Board shall set and complete an agenda item at the May or June meeting to evaluate progress and establish plans and priorities for the upcoming year, including:

- Upcoming needs and/or fundraising initiatives
- Amount of the upcoming year's discretionary fund for library programs
- Changes to membership categories or giving levels, if any

- Proposed amendments to the Bylaws or Articles, if any
- Honorary Members, if any

Section 5. Electronic or Online Voting and Meetings

- The Board of Directors may take action without an in-person meeting by voting via email, provided that all voting members of the Board are given notice of the proposed action and provided with the full text of any motion to be considered.
    - A motion made by email must be seconded by another Board member to proceed to a vote. All votes must be submitted by email and clearly indicate the member's vote ("yes," "no," or "abstain"). A reasonable deadline for responses, not less than 48 hours, shall be set by the Secretary or the President.
    - Unless otherwise required by law or these bylaws, the motion shall pass if a quorum of Board members responds and a majority of those voting approve the motion. The results shall be recorded in the minutes of the next regular Board meeting.
    - Email voting shall be used only for routine or time-sensitive matters that cannot reasonably wait until the next scheduled meeting. Matters requiring extensive discussion should be reserved for regular or special meetings.
- For any Board meeting or annual or special meeting of the membership, participation and voting may be conducted by video conferencing (e.g., Zoom) or other online means.
    - Participation by such means constitutes presence in person at the meeting.
    - A video conference must be monitored and/or moderated by the President or another Board member – especially in the case of a hybrid in-person/electronic meeting – who ensures everyone has a chance to speak and can hear remote participants, counts votes as needed, etc.
    - Voting by Officers and/or Directors may take place during online Board meetings using real-time voice or visual polls, provided that the method used allows verification of members' identity and ensures confidentiality when required. Votes conducted online shall have the same force and effect as those conducted at an in-person meeting.
    - Voting by the membership at large (including Board members) for an annual or special meeting may take place online before or by the end of the meeting unless otherwise specified. The online platform must allow for verification of members' eligibility to vote, must ensure confidentiality when required, and must be established and/or monitored by the President or another Board member. Votes conducted online shall have the same force and effect as those conducted at an in-person meeting.
        - Votes can be conducted for a single meeting or issue both online and in person, provided the vote count is then consolidated before finalization.

        - Voting results must be communicated to the membership accurately and in as timely a manner as possible.
    - Any action taken or election held by electronic means shall be deemed valid and binding if conducted in accordance with this section and other applicable provisions of these bylaws and state law.

Article VI: Quorum

Section 1. Membership Meetings

A quorum at a membership meeting shall consist of the members present.

Section 2. Board Meetings

A quorum of the Board shall be one half the number of current Directors (counting Officers as Directors) plus one. For example, if the Board has 12 current Directors, a quorum would be 6+1 or 7 Directors and may or may not include all of the Officers.

Article VII: Finances and Liability

Section 1. Fiscal Responsibility

All funds shall be deposited to the Friends' account and disbursed by the Treasurer as authorized by the Board.

Section 2. Liability

No member or officer shall be personally liable for the obligations of the organization. The organization's liabilities shall be limited to its funds and assets.

Section 3. Financial Limitations

No officer or member may incur debt or enter contracts exceeding available funds. No loans shall be authorized.

Article VIII: Amendments

These Bylaws may be amended at any Annual or special meeting by a two-thirds vote of the members present, provided that:

- The amendment has been submitted in writing to the Board at least thirty (30) days in advance;
- The meeting notice has been issued in compliance with these Bylaws; and
- A summary of the proposed amendment(s) and a statement of intent to hold a vote is provided to all current members at least three weeks before the meeting if not sooner.

Article IX: Parliamentary Authority

Meetings shall be guided by the most recent edition of Robert's Rules of Order, unless otherwise specified by these Bylaws.