ARTICLE I

NAME

The name of this organization shall be “Friends of the Boyden Library Foundation.”

ARTICLE II

PURPOSE

This organization is a non-profit foundation established to stimulate interest in the use of the library facilities; to receive and encourage gifts, endowments and bequests to the library; to assist in securing library materials which may not be available through town funding; and to provide programs that will enhance the lives of the residents of Foxborough.

ARTICLE III

NON-DISCRIMINATION

The organization does not discriminate on the basis of disability, gender, sexual orientation, age, race, color, national or ethnic origin, in its selection of members, officers, and chairpersons.

ARTICLE IV

MEMBERSHIP

Section 1: Membership:

Membership in the Friends of the Boyden Library shall be open to all individuals and consist of the following categories: Senior/Student, Good Friend, Great Friend, Best Friend.

Section 2: Voting:

Each member of the Board of Directors shall have one vote for Friends business. Unless otherwise specified herein, issues requiring a vote to be taken shall require a simple majority of voting members present to pass. Voice votes are acceptable unless a voting member specifically requests a show of hands. No proxies are allowed.

At the Annual Meeting, non-Board serving Friends members shall have an opportunity to vote for the slate presented by the Nominating Chair at the Annual Meeting. Each adult member, whose membership is in good standing, shall be entitled to one vote (the definition of an adult is an individual of legal voting age). Voice votes are acceptable unless a voting member specifically requests a show of hands. No proxies are allowed.

Section 3: Dues:

Dues are payable each year. Dues for the upcoming year shall be reviewed and amended, if necessary, at the Annual Meeting by the Board of Directors. The membership year will follow the calendar year, January 1-December 31. All members of the Board shall be up-to-date with their annual dues.
ARTICLE V
BOARD OF DIRECTORS

Section 1: Make-up:

The Board shall be comprised of the following (4) positions: President, Vice-President, Secretary, and Treasurer (the Executive Committee). With the remaining nine (9) seats on the Board comprised as follows: Book Sale Chair, Membership Chair, Newsletter Chair, Public Relations Chair and five (5) At-Large positions.

Section 2: Officer Roles and Responsibilities:

**President (2 Year Term)**
It shall be the duty of the President to preside at all regular meetings of the Executive Board and the membership unless the President specifically designates another officer. The President or his or her designee shall represent the organization to the Board of Library Trustees.

**Vice President (2 Year Term)**
The Vice-President shall conduct meetings at the request of the President or in the President’s absence. The Vice-President shall advise the President and take on special projects as needed.

**Secretary (2 Year Term)**
The Secretary, under the direction of the President, shall take minutes at all Friends meetings and maintain organization files and documents. The Secretary will circulate the minutes as well as agendas, for upcoming meetings to the Friends. Hard copies of the above shall be kept in the Friends' file in the Library and posted electronically, if available.

**Treasurer (2 Year Term)**
The Treasurer shall be responsible for maintaining appropriate bank accounts and financial records for the organization. The Treasurer shall prepare monthly financial statements for the Executive Board and work with the President in the preparation of tax returns, charitable organization public filings and such other financial reports, records and forecasts as may be needed or required.

**Book Sale Chair (2 Year Term)**
The Book Sale Chair oversees all aspects of the Annual Book Sale, including coordinating any subcommittees. The Book Sale Chair also oversees all the volunteers helping with the book sale, before, during, and after.

**Membership Chair (2 Year Term)**
The Membership Chair maintains the database of Friends members, handles membership correspondence, and outreach. Membership dues will be handled in conjunction with the Treasurer.

**Newsletter Chair (2 Year Term)**
The Newsletter Chair prepares the quarterly Friends newsletter. This includes writing and editing the newsletter and submitting it for printing. Other members may also submit articles to the newsletter. The Chair also ensures the printed newsletter is addressed, sorted for bulk mailing and delivered to the Post Office.

**Public Relations Chair (2 Year Term)**
The Public Relations Chair coordinates press matters for local media relative to Friends events or news. The Chair shall oversee the content and upkeep of the Friends’ website and online presence, and will
work in conjunction with the Membership Chair to assist in membership recruitment and marketing efforts.

**At-Large Members (1 Year term)**
At-Large members of the Board, not serving as Officers of the Board will work on one or more committees.

Section 3: Terms:
Executive Board Members and Chairs will serve for two (2) years. At-Large Members will serve for one (1) year. Members may not serve in any one position for more than three (3) consecutive terms.

Section 4: Committees:
Any non-elected, Ad-Hoc, or special committees shall be appointed by the President.

Section 5: Board Attendance:
All Board Members are expected to attend all Board meetings. If a member has three consecutive absences without notice, the Board member will be deemed to have resigned and the position declared vacant.

Section 6: Resignation:
If for any reason Board members cannot complete their term, they may tender their written resignation to the President. The President will appoint a member in good standing to fill the vacancy until the next election at the Annual Meeting.

**ARTICLE VI**

**MEETINGS**

Section 1: Meetings:
(a) Meetings will be held monthly, except for July and August. Meetings may be held in these exempted months, if requested by the Board of Directors. Members of the Board shall be notified of all meetings.

(b) Seven (7) members of the Board of Directors shall constitute a quorum at any meeting of this organization.

Section 2: Annual Meeting:
The Annual Meeting of the membership shall be held in October of each year. Business conducted at the Annual Meeting shall include: Committee Reports, Treasurer’s Reports, and election of Officers.

Section 3: Notice:
Notice of the Annual Meeting shall be published in a newspaper widely circulated in the Town of Foxborough and the Friends’ Newsletter.
ARTICLE VII

NOMINATIONS AND ELECTIONS

Section 1: Nominations and Elections:

(a) Not less than three months prior to the Annual Meeting, the President shall appoint a Nominating Committee from among the voting membership.

(b) Not less than one month prior to the Annual Meeting, the Nominating Committee shall present to the Executive Board a slate of candidates for each office. Only candidates who have been contacted by the Nominating Committee and have agreed to run will be included on the slate. All candidates must be current dues-paying members of the organization at the time of nomination.

(c) At the Annual Meeting, nominations from the floor shall be accepted (provided the person so nominated has indicated their acceptance of the nomination) and the membership shall elect new officers by vote. Officers will begin their term upon election.

Section 2: Elections:

The election of the Officers and Members of the Board shall occur at the Annual Meeting.

ARTICLE VIII

FINANCE

Section 1: Finance:

All funds shall be deposited into the Friends of the Boyden Library Foundation accounts and shall be disbursed by the Treasurer as authorized by the Board of Directors. For managing general organizational expenses, the following shall apply:

(a) Funding requests for library programs, materials, support, and special events will be presented at a monthly meeting. All expenditures of funds for Friends support shall be approved by a majority vote of voting members at the monthly meeting.

(b) If there is an occasion that expenditures need to happen between meetings or during the Friends’ summer hiatus, then the Executive Board will have discretion to spend no more than $350.00 without full Board approval, but will report back to the group the nature and reason for the expense at the next meeting.

Section 2: Audit:

The Executive Board shall appoint an auditor or an Audit Committee. The auditor or Audit Committee will conduct a yearly audit of all financial transactions undertaken by the organization. A report shall be given to the Board of Directors at a meeting prior to the annual tax filing date for that year.
ARTICLE IX
AMENDMENTS

These By-Laws may be amended at the Annual Meeting by a majority vote, provided notice of the proposal to amend has been included in the notice of the Annual Meeting. By-Law review will take place by a By-Law Committee at least every four years to assure continuity and accuracy.

ARTICLE X
EXEMPT ACTIVITIES

Notwithstanding any other provisions of these By-Laws, no representative of the Foundation shall take any action to carry on any activity by or on behalf of the Foundation not permitted 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.

ARTICLE XI
DISSOLUTION

Section 1: Dissolution:

If, for any reason, the organization is dissolved, custodianship of all assets of the organization remaining after payment of or provisions for all debts and liabilities shall revert to the Boyden Library Board of Trustees. Dissolution of the organization shall commence by:

(a) A resolution of dissolution will be presented to the full Board by the Executive Committee. Dissolution must pass with the consent of 2/3 of voting members of the Board.

(b) Written notice to the general membership with a thirty (30) day notice of a special meeting to vote on dissolution. Notice will be published in the local paper.

Section 2: Organizational Dissolution Reporting:

If dissolution is approved, the President and Treasurer will notify the Internal Revenue Service (IRS) to formally dissolve the 501(c)(3). Upon payment of all fees and debts incurred by the Organization, the Treasurer will transfer the remaining monies and interest as a one-time gift to the Boyden Library Board of Trustees. The Trustees, in consultation with the Library Director, must use the gift funds for the benefit of the Boyden library and its programs.
ARTICLE XII

PARLIAMENTARY AUTHORITY

In questions of procedure, Roberts Rules of Order shall apply when not in conflict with these By-Laws.

The above amended and restated By-Laws of this organization were adopted by the Board of Directors and the members. Effective October 5th 2011

Signed: [Signature]

Co -Presidents

Susan

Collin

Secretary

By-Law Chair

October 4th 2011