



Friends of the Stoneham Library
431 Main Street, Stoneham, MA 02180

Constitution and By-Laws of the Friends of the Stoneham Library

Article I

Name

The name of this organization shall be "Friends of the Stoneham Library, Inc."

Article II

Purposes

The purposes of this non-profit educational organization is to foster community awareness and use of the library, sponsor programs designed to add to the cultural life of the community, maintain a membership of volunteers interested in good library services and advocate for the library to legislators. The activities of the association are to encourage gifts, endowments, memorials, money or other appropriate materials beyond the resources of the library budget; to increase the facilities and services of the Stoneham Public Library and to do volunteer work on specific library projects.

Article III

Membership

- Section 1. Membership in the Friends will be open to any individual interested in helping to carry out its objectives. This includes donating funds and volunteering time to help with planning or running the organization. To have a voting privilege in monthly meetings, members must have attained a seat on the Board of Directors or as a Director or Associate.
- Section 2. All members (except Ex Officio members) shall be eligible to vote at the annual meeting both for the election of officers and changes in the Constitution and By-laws. A minimum of two members along with the Executive Directors must participate to make these votes valid.



- Section 3. All members shall have the right to hold office and/or serve on committees.
- Section 4. The Board of Directors may appoint honorary or other classes of members and associated privileges as deemed appropriate or desirable. This includes additional Executive Directors roles, Director level roles, Associate level roles and Ex Officio members.
- Section 5. Ex-Officio Members: Each member of the Board of Trustees of the Stoneham public Library and employees of the Library, shall be an honorary member of the Friends. This class of members helps to provide guidance and direction for the organization but has no voting rights.
- Section 6. Business Member: A business may become a member of the Friends by donating funds, goods or services to the organization. In return, the business will have their logo featured on the Friends' website, social media, at events, and any other advertising as the Executive Directors see fit.

Article IV

Officers and Government

- Section 1. The Board of Directors shall consist of the Executive Directors, Director, Associate, and Ex Officio roles. All other donors and volunteers are hereby considered 'members' or "business members".
- Section 2. This organization shall have on its Executive Board: a President, a Vice President, a Secretary and a Treasurer.
- Section 3. Executive Directors and Directors shall be elected at the annual meeting (unless a mid-year vote is deemed necessary) for a two-year term and have term limits of serving no more than 3 consecutive terms (a total of 6 years).
- Section 4. Any officer that misses four or more Board of Director Meetings, or fails to perform their specified duties, can be removed from the position by vote, by the remaining Executive Directors. This ensures that the Board has the ability to vote on actions and operate effectively. Directors who have been unable to attend four or more consecutive meetings without reason, will not be considered for a position for the subsequent year.
- Section 5. The Executive 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 6. Matters arising for the consideration of the Board of Directors may, at its option, be presented to the general membership for action. Members of the Board of Directors shall constitute a quorum for the transaction of business.
- Section 7. The President serves as the face of the organization and sets the direction and strategic goals for the charity, in consultation with the Board. This role presides over board meetings with a set agenda, creates committees and appoints chairs for each, and oversees the charity's financial performance. The President sets and monitors short and long-term goals with the needs of the library and community in mind.
- Section 8. The Vice President serves when the President is unavailable. The responsibilities of the Vice President can also serve in dual positions as Secretary or Treasurer if there is a vacancy. The Vice-Chair ensures the organization is compliant with State and Federal Guidelines for non-profit charities, stays in line with its mission and values and creates procedural structure. This role works with the President on establishing a clear mission, setting organization goals, and ensuring Board and Membership meetings proceed smoothly.
- Section 9. The Treasurer shall be responsible for the collection of dues and donations, 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.
- Section 10. The Secretary shall record attendance, keep meeting minutes, maintain a membership directory, notify members of meetings and conduct the correspondence of the organization.
- Section 11. The Director of Events shall oversee the annual calendar of events planned and manage teams of volunteers for each. The Directors of Events shall report back in monthly meetings on planning progress and event results.
- 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. Ex Officio Directors consist of the Library Director, the Assistant Library Director, the Board of Trustees of the Library as well as employees of the Library. They work in tandem with the Friends of the Stoneham Library's Board of Directors to align on strategic direction in programs, funding needs for the



Library and maintaining strong relationships with both the Library Board as well as Friends volunteers.

Article V

Committees

- Section 1. 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.
- Section 2. There shall be a Membership Committee that helps its membership-based organization recruit and maintain members. Events are planned and executed by the committee and involve being at events and communicating the mission of the organization to potential volunteers. Aligns with the Board on annual membership goals and how to get there (member events, payment processing on website, etc.). This committee works with the Secretary to maintain a monthly membership report and report on membership progress at meetings.
- Section 3. There shall be a Publicity Committee with the main objective is to ensure that the community at large is aware of the organization's existence and mission with the library. It can help to maintain the charity website, social media accounts, flier postings around Stoneham and in local businesses and building a presence at local events. It maintains and recommends any updates or changes to the organization's technology platforms.
- Section 4. There shall be a Programs Committee that supports the library's program requirements and goals with volunteer support and funding. It aligns with Board and Library on Programs that the FOL will be sponsoring. It also works with the Board, Membership and Fundraising Committees on fund planning for the annual program calendar.
- Section 5. There shall be a Hospitality Committee that is responsible for demonstrating hospitality to members and guests at all meetings and events. This can include greeting and also organizing any food to refreshments for the attendees. It aligns with the Board on hospitality approach including greeters, refreshments and other



ideas for all events and meetings. It also works with the Board on any funding needed.

Section 6. There shall be a Grant Fundraising and Donor Relations Committee that is responsible for aligning with the Board on annual fundraising goals and how to get there (donor outreach, grant application writing, etc.). It works with the Treasurer to maintain monthly reports and report on progress at meetings.

Section 7. There shall be a Book Sales Room Committee that is responsible for the organization of the book room, managing incoming book donations, and contributing the annual book sale operations. It works with the Library on location of the room and any administration needs such as payment collections, office supplies or staffing needs.

Section 8. There shall be a Community Engagement Committee that is responsible for the organization of advocacy campaigns on behalf of the public library.

Section 9. There shall be Events Committees created and dissolved as the Board of Directors see fit. AS of the last update of these By-Laws, those are:

- FOSL Annual Meeting
- Books in Bloom
- Stoneham 300th Anniversary

Article VI

Meetings

Section 1. This organization shall hold its annual meeting in the month of June for the purpose of electing officers, receiving reports, updating the By-Laws, or other business.

Section 2. Additional meetings may be called throughout the year at the discretion of the Board of Directors in addition to the regular monthly meeting where the Executive Directors at a minimum are required to attend.

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 maintained by the Secretary of the



Executive Directors.

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 Executive 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 or State of Massachusetts law, 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 Executive 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 Stoneham 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.

Register of changes:

- Final Approval on September 2nd, 2023.
- Updated language for Director of Events on December 7th, 2023.
- Updated language to create Associate level roles and new committees on January 18th, 2024.