

BY-LAWS
OF
FRIENDS OF THE CANTON PUBLIC LIBRARY, INC.

ARTICLE I
NAME, LOCATION AND FISCAL YEAR

Section 1. Name. The name of this corporation shall be: Friends of the Canton Public Library, Inc. (The Friends).

Section 2. Location. The principal office of the corporation shall initially be located at 786 Washington Street, Canton, Massachusetts 02021. The Directors may change the location of the principal office effective upon filing a certificate with the Secretary of the Commonwealth.

Section 3. Fiscal Year. The fiscal year of the corporation shall, unless otherwise decided by the Directors, end on December 31, in each year.

ARTICLE II
PURPOSES

Section 1. Purposes. The purposes for which the corporation is formed are those set forth in the Articles of Organization, as from time to time amended. Namely, The Friends is a non-profit membership corporation established to maintain an association of persons interested in the Canton Public Library (The Library) and is organized exclusively for charitable and educational purposes. Its primary objectives are:

- (1) To focus public attention on the Library.
- (2) To stimulate use of the Library's resources and services.
- (3) To encourage and receive gifts and bequests for acquisitions which otherwise might not be available to the Library.
- (4) To support and cooperate with the Library in developing Library services and facilities for the community.
- (5) To support the Library in any other manner which will benefit the Library and community.

ARTICLE III
AUTONOMY

Section 1. Autonomy. The Friends shall be separate and distinct from the Board of Trustees of the Canton Public library and shall not encroach in any manner upon the duties and responsibilities of the Trustees or the Library Director, but may cooperate or work in conjunction with either, in order to promote or benefit the library.

ARTICLE IV
MEMBERS

Section 1. Membership. Membership in the corporation shall be open to all individuals interested in the Library and shall be available without regard to race, color or national origin.

Section 2. Members in Good Standing. Only members in good standing shall be eligible to participate in business meetings of the corporation or to serve in any of its elective or appointive positions.

Section 3. Dues. Each member of the corporation shall pay annual dues as established by the Board of Directors.

ARTICLE V
MEETINGS

Section 1. Annual Meeting. The annual meeting of the corporation shall be held on the fourth Tuesday in April of each year at 786 Washington Street, Canton, Massachusetts.

Section 2. Special Meetings. Special meetings of the corporation may be called by the President or the Board of Directors provided members are notified, in writing, at least two weeks prior to the date of such meeting.

Section 3. Rules. Robert's Rules of Order Revised, when not in conflict with these by-laws or with the laws of the Commonwealth of Massachusetts, shall govern all meetings of the corporation.

ARTICLE VI
OFFICERS

Section 1. Officers. The officers of the corporation shall consist of a President, Vice-President, Treasurer, and a Secretary.

Section 2. Election. Officers shall be nominated by a committee appointed by the President in consultation with the Board of Directors. There will be three members of the nominating committee, all of whom must be members of the organization. The nominating committee will present a slate of candidates to the Board of Directors one month prior to the annual meeting. The nominated slate shall be submitted in writing to the membership, with the consent of the nominees, at least two weeks prior to the annual meeting. At the annual meeting nominations will be accepted from the floor with the consent of the nominees. Voting shall take place at the annual meeting by secret ballot. Officers shall be elected by a majority vote of those present and shall serve a term of two years. The terms will be staggered, with the President and Secretary elected together, and the Vice President and Treasurer

elected together. The term of office shall begin upon the election of each officer. Notwithstanding the foregoing, the initial term of the Vice President and Treasurer shall be three years.

Section 3. Vacancy. In the event that an officer resigns or fails to attend three consecutive Board meetings, for other than good cause, the Executive Board shall elect a replacement to serve until the next regular election.

Section 4. Executive Board. The Executive Board shall consist of the Officers of the corporation. The Library Director and a representative of the Board of Library Trustees shall serve as ex-officio members of the Executive Board.

ARTICLE VII DUTIES OF OFFICERS

Section 1. President. The President shall preside over all Membership Meetings and Board of Directors Meetings; with the consent of the Executive Board appoint all committee chairpersons and coordinate their activities, and be ex-officio member of such committees; submit an annual report of the operations of the Friends to the members at the annual meeting; and represent the Friends before any group requesting the presence of the Friends.

Section 2. Vice President. The Vice-President shall perform the duties of the President in the absence of the President and may serve as a chairperson of a special committee.

Section 3. Treasurer. The Treasurer shall be the chief financial officer of the Friends, responsible for the collection, safekeeping, and expenditure of all funds, securities, and property; keep and maintain the financial records of all business transactions; make quarterly financial reports to the Board of Directors, arrange for an annual audit of the accounts; and submit to the membership at the annual meeting a written financial report for the past fiscal year.

Section 4. Secretary. The Secretary shall keep the minutes of all Board meetings and the membership meetings; count attendance at same; keep a list of each member's address and telephone number; notify the membership of the time and place of meetings and conduct the correspondence of the Friends.

Section 5. Miscellaneous. Each officer shall perform such duties and have such powers additional to those enumerated as may be delegated, from time to time, by the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees. The standing committees of the

corporation shall be Membership, Programming, Publicity and Fundraising. The President shall, subject to approval by the Executive Board, appoint the chairpersons of each committee whose term shall be for one year. Each committee will be comprised of a minimum of three members, including its chairperson, to be appointed by the President, subject to approval by the Executive Board, to serve for a term of one year.

Section 2. Special Committees. The President, in consultation with the Executive Board, shall appoint special committees as needed. The purpose of the special committee and its time limits shall be clearly stated. The President shall appoint a chairperson for the committee and its membership shall conform to the same rules as those of standing committees.

Section 3. Reports. Reports of the committee shall be submitted by the committee chairperson at the Board of Directors meetings and at the Annual Meetings. Reports may also be submitted to other meetings of the members if requested by the members of that meeting.

ARTICLE IX BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall consist of the officers of the corporation, the chairpersons of the standing committees of the corporation and the immediate past president of the corporation.

Section 2. Duties. The duties of the Board of Directors shall be to transact all of the necessary business of the corporation and to present a report of the corporation to its members at all annual and special meetings.

Section 3. Meetings. Regular meetings of the Board of Directors shall be held quarterly at 786 Washington Street, Canton, Massachusetts, at a time to be fixed by the Board at its last regular meeting. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

ARTICLE X AMENDMENTS

Section 1. Amendments. These by-laws may be amended, repealed or altered, in whole or in part, by a majority vote at any regular or special meeting of the Board of Directors. Any amendment, repeal or alteration of these by-laws, as approved by the Board of Directors, must be ratified by a majority of the members present at its annual meeting or any special meeting duly called.