

THE FRIENDS OF THE MORSE INSTITUTE LIBRARY
BYLAWS (as voted 9/26/18)

ARTICLE I -- NAME AND LOCATION:

The name of the Corporation shall be The Friends of the Morse Institute Library, also known as FRIENDS, with its office in the Town of Natick, MA.

ARTICLE II --PURPOSES:

The purpose of the Corporation is to bring together interested persons in order to (1) promote the recognition and use of the Institute; (2) actively support, both financially and intellectually, the Institute as a center of cultural, educational, and recreational activity; and (3) encourage involvement in community affairs and activities. However, in no event shall the Friends be involved in or responsible for the day-to-day operations of the Institute including the setting and administering of its policies and procedures, or its budget. The Friends shall also operate independently of the Trustees of the Morse Institute Library.

The corporation shall not be operated for profit. Its net earnings shall not inure to the benefit of any private individual but shall inure to the benefit of the Institute, at the discretion of the Corporation.

ARTICLE III -- STEERING COMMITTEE:

- (1) The business of the Corporation shall be managed and directed by a Steering Committee which shall have the powers of a board of directors. The Steering Committee shall fix all fees, dues and assessments, direct the disposition of Corporation funds and generally act for the Corporation in all matters, provided, however, that all the powers conferred by this Article of the Bylaws shall be exercised subject to all other provisions of these Bylaws, and to the laws of the Commonwealth of Massachusetts.
- (2) The Steering Committee shall consist of not more than seven (7) nor less than five (5) Regular members elected by the Regular membership at large at the Annual Meeting. The number of the members of the Steering Committee shall be established at the Annual Meeting.
- (3) The Steering Committee shall annually elect one of its members as President, one of its members as Vice President, one of its members as Treasurer, and one of its members as Secretary. At the option of the Steering Committee, the Vice President may also hold the office of Secretary.

- (4) The duties of the officers of this Corporation shall be:
- (a) President - The President shall be the chief executive officer of the Corporation and shall be responsible for the day-to-day operations of the Corporation. In addition, he or she shall be vested with all the powers of and perform all duties as may be determined from time to time by the Steering Committee.
 - (b) Vice President - The Vice President shall perform such duties as may be determined from time to time by the Steering Committee. The Vice President shall be vested with all powers of and perform all the duties of the President in the President's absence or inability to act, but only as long as such absence or inability continues.
 - (c) Secretary - The Secretary shall attend all meetings of the Steering Committee and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Steering Committee. In the event the Secretary is absent at any meeting, the person serving as chairperson of the meeting shall appoint a temporary secretary to take minutes of the meeting.
 - (d) Treasurer - The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the Corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Steering Committee.

Any officer may be removed, with cause, by the affirmative vote of a majority of the Steering Committee present at a duly held meeting of the Steering Committee.

The Steering Committee may establish additional committees of members of the Corporation or of members of the Steering Committee and shall appoint chairpersons of such committees. The Steering Committee shall have the authority to fix the duties and responsibilities of such committees. Such committees shall act under the supervision of the Steering Committee.

- (5) The members of the Steering Committee shall be elected for two-year terms. A member of the Steering Committee may not serve for more than two consecutive terms (four [4] years). Following two consecutive terms on the Steering Committee, a member may be re-elected to the Steering Committee after a minimum of one year off the Steering Committee. The Director of the Institute and/or his/her designated liaison and one member of the Morse Institute Trustees shall be invited to attend all regular meetings of both the Steering Committee and the Corporation.

- (6) Steering Committee meetings shall be held at such times and places as are necessary and convenient to carry on the business of the Corporation. Notice of meetings shall be given to members of the Steering Committee in writing or by telephone at least seventy-two (72) hours in advance of the meeting. Meetings of the Steering Committee may be called by the President or by any two (2) members of the committee.
- (7) A majority of the members of the Steering Committee then in office shall constitute a quorum. The Steering Committee shall act by majority vote when a quorum is present except as otherwise provided by these bylaws or by law.
- (8) Any action required or permitted to be taken at any meeting of the Steering Committee may be taken without a meeting if all of the members of the Steering Committee then in office consent to the action in writing and the written consents are filed with the records of the meetings of the Steering Committee.

ARTICLE IV - NOMINATIONS AND ELECTIONS:

- (1) The election of members of the Steering Committee shall be held at the Annual Meeting of the Corporation; votes shall be tabulated within seven (7) days. The term of office of each member of the Steering Committee shall begin upon receipt of notification of the election results and shall continue until that person shall resign, die or be removed or until his/her successor shall be elected and accept office.
- (2) Prior to the Annual Meeting each year the Steering Committee shall select a chairperson of a Nominating Committee and two additional members. The chairperson shall be a member of the Steering Committee; the two (2) additional members shall be selected from the Regular membership. No member of the Nominating Committee shall be eligible for nomination to the Steering Committee.
- (3) The Nominating Committee shall select at least one candidate for each available position on the Steering Committee from the Regular membership and prepare a slate of nominees which shall be provided in writing to the membership prior to the Annual Meeting. Nominations from the floor shall also be accepted.
- (4) If any vacancy in the membership of the Steering Committee shall occur during the year, such vacancy shall be filled temporarily by the Steering Committee and the person or persons thus selected shall fill such vacancies until the next Annual Meeting of the Corporation.

ARTICLE V - MEETINGS OF THE CORPORATION:

- (1) The Corporation shall meet not less than once annually at a place, date and time to be designated by the Steering Committee.
- (2) The Annual Meeting shall be held in September for the purposes of electing members of the Steering Committee and hearing reports from the Steering Committee.
- (3) Special Meetings of members may be convened by the Steering Committee as required, and shall be called upon the written request of three (3) or more Regular members.
- (4) Notices of meetings of members shall be given in writing to all members of the Corporation at least seven (7) days prior to the meeting.
- (5) Ten (10) Regular members of the Corporation shall constitute a quorum for the transaction of any business at any meetings.

ARTICLE VI - MEMBERSHIP:

- (1) Only Regular members of the Corporation will be entitled to vote and hold office.
- (2) Membership shall be open to all persons upon payment of dues who are interested in the purpose of the Corporation. Regular members of the Corporation shall be those who have paid their dues by the date of the Annual Meeting.

ARTICLE VII - DUES AND FISCAL YEAR:

- (1) The Steering Committee shall establish the dues for each year by no later than July 1 of each year.
- (2) The fiscal year of the Corporation shall be September 1-August 31.

ARTICLE VIII - RULES AND REGULATIONS; REMOVAL OF STEERING COMMITTEE MEMBERS AND REGULAR MEMBERS:

- (1) The Steering Committee shall enforce the observance of these Bylaws and all amendments hereto, and may make from time to time and amend and repeal such rules for the government and welfare of the Corporation as may seem to it expedient and shall be consistent with these Bylaws, or any amendments hereto, and shall enforce the rules so made.
- (2) Any members of the Steering Committee may be removed from office by a unanimous vote of the other members of Steering Committee who shall state in writing the reasons for such removal. Any Steering Committee member so removed shall have the right to have his/her removal put to a vote of two-thirds of the Regular members present at a meeting at which a quorum is present and voting.
- (3) Any member of the Corporation may be expelled therefrom for cause by a unanimous vote of the Steering Committee at any meeting at which there is a quorum present and voting. No member shall be so expelled unless the member shall have received a statement of the charges and be given one week's notice in writing of the time and place of the meeting of the Steering Committee at which the charges will be considered and unless the member shall have been given an opportunity to be heard at such meeting. Upon the giving of any such notice to any member, the Steering Committee may deprive the member of the privilege of attending corporation functions until the question of the member's expulsion is determined.

ARTICLE IX - FUNDS AND LIABILITY:

- (1) All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by Steering Committee.
- (2) All monies, funds and income of the Corporation shall be contributed for projects benefiting the Morse Institute, including but not limited to the enhancement of ongoing programs; the commencement of new programs; the enhancement of the physical plant; and the establishment of and contribution to materials collections considered above the Institute's normal and customary sources of funding.
- (3) No member personally shall be held financially liable for any undertakings of the Corporation.
- (4) The liabilities of the organization shall be limited to its common funds and assets.
- (5) The Steering Committee shall not have authority to borrow money or incur any

indebtedness or liability, other than current expenses, in the name of or on behalf of this Corporation.

- (6) No contract shall be entered into nor any obligation incurred beyond the amount on hand and in the bank after deducting therefrom, or providing for, the total of unpaid accounts and unpaid obligations and liabilities.
- (7) In case of dissolution of the Corporation, all remaining funds after the payment of all indebtedness shall be turned over to the Director of the Morse Institute and the Institute Trustees in the name of the Friends of the Morse Institute.

ARTICLE X - AMENDMENT OF BYLAWS:

The Bylaws may be amended by a two-thirds (2/3) vote of the Regular members who are present at any meeting. The intention to amend the Bylaws must be given to all members by written notice at least seven days prior to the meeting at which the Bylaws are to be presented for consideration and a vote.

Last Revision: 09/26/18