

CWF BY LAWS  
Updated 4/14/17

ARTICLE I: MEMBERSHIP

Membership in the Citywide Friends of the Boston Public Library (CWF) is open to anyone interested in supporting our public library system and its branch libraries. Library staff may be members of the organization but may not serve as officers or directors. Membership fees will be set by the Board of the CWF annually.

ARTICLE II: DIRECTORS

SECTION 1: The CWF shall be governed by no fewer than 9 and no more than 11 directors, who shall be elected as follows.

SECTION 2: At every Annual Meeting following the first Annual Meeting, all director seats will be subject to election. At the discretion of the Nominating Committee, a slate of candidates may be presented for approval at that time.

SECTION 3: Directors are eligible to serve as long as willing, elected, and not removed for grounds. Any director may resign by filing a written resignation with the Secretary of the Board of Directors, which shall take effect when accepted by said Board.

SECTION 4: Absence of a director without valid reason and without notification to the Secretary from three consecutive or six total regular scheduled Board meetings during one calendar year shall constitute just cause for removal.

SECTION 5: The Board of Directors may declare any seat on said Board vacant upon determination that the occupant of said seat is unable to carry out his/her duties for cause. Such action shall require a two-thirds vote of the members of the Board present at a regular or special meeting of the Corporation duly called for that purpose. Said meeting shall require thirty days' notice in writing to all members and shall require written notification to the involved board member of the grounds, and the time and place of the meeting.

SECTION 6: Any member who wishes to speak may do so at said meeting prior to action by the Board. The board member in question of removal shall have the right to speak and present written evidence on the subject of his or her removal, subject to the president's right to limit debate to a reasonable length of time. The board member in question may not vote on the removal.

SECTION 7: Any vacancy may be filled by a majority vote of the Board at any regular or special meeting called for that purpose. The Board has the power to name a successor who shall serve until the next Annual Meeting.

SECTION 8: The President may appoint one or more present or former Board members as Directors Emeritus, in recognition of their service of 5 or more years to the CWF board. These appointments are subject to confirmation by a majority of the Board at a regular meeting. Directors Emeritus are not subject to attendance requirements but enjoy all other rights and privileges of Board membership, and may participate but not vote at any meeting. Directors Emeritus serve lifetime terms and are not subject to regular election proceedings, may resign or be removed according to provisions laid out in Article I, sections 3,5, and 6, and will not count as part of the minimum or maximum number of elected board members as noted in Article II, section 1.

### ARTICLE III: POWERS AND DUTIES OF BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall have the following duties and powers:

- 1) To conduct the affairs of the Corporation and to employ an Executive Director and such other persons as may be deemed necessary;
- 2) To establish major policies governing affairs of the Corporation, in accordance with the Articles of Incorporation and the By-Laws of the CWF;
- 3) To receive, hold, and dispose of personal and real property;
- 4) To approve or disapprove the budget;
- 5) To establish or dissolve such committees as it may determine;
- 6) To determine and alter the Corporation's fiscal year and street address for the location of the Corporation's principal place of business, which shall be in Boston, Massachusetts;
- 7) To elect officers and perform such other functions as the By-Laws prescribe, and act on behalf of the Corporation for all statutory purposes;
- 8) To remove any officer, board member or committee member after reasonable notice and opportunity to be heard. All removal must be in accordance with the By-Laws of the Corporation.

### ARTICLE IV: OFFICERS AND THEIR DUTIES

SECTION 1: Officers shall be President, Vice President, Treasurer and Secretary. Officers shall be elected by the Board of Directors at their first meeting following the Annual Meeting.

SECTION 2: The President shall be the Chief Executive Officer of the CWF and the corporation's Board of Directors. He/she shall preside at all meetings of the Corporation and the Board. He/she shall have the power to call special meetings of the Corporation and the Board. He/she shall execute whatever documents are necessary for the well-being of the Corporation, subject to the By-Laws and Articles of Incorporation of the organization.

SECTION 3: The Vice-President shall assist the President in the performance of his/her duties as requested by the President. The Vice-President shall temporarily assume the

powers, duties, and responsibilities of the President in the event of that officer's absence or inability to function as President.

SECTION 4: The Treasurer shall be responsible for the funds of the Corporation. He/she shall cause accurate books of accounts to be kept of all the financial business of the Corporation. He/she shall collect all monies due the Corporation in such banking institutions as the Board of Directors may designate. The Treasurer shall make annual reports in writing to the Board of Directors of assets and business condition of the CWF and also shall report to the Board at each meeting on the financial condition of the Corporation. The Treasurer as directed by the board shall cause a financial review or equivalent to be performed by an outside qualified person no less than once every five years, at the direction of the Board, or when required by state and federal law. The Treasurer shall perform such other duties as assigned by the Board of Directors, subject to the By-Laws and Articles of Incorporation. The Treasurer shall comply with all city, state, and federal reporting requirements.

SECTION 5: The Secretary shall keep written records of the proceedings of the Corporation and shall report such proceedings in writing regularly to the Board of Directors, and shall take care of all correspondence and other written contacts between the Board of Directors and other persons and organizations. The Secretary shall comply with all city, state, and federal reporting requirements.

SECTION 6: The term of office for all officers shall be one year. Each officer shall hold his/her offices until his/her successor is elected, or until he/she resigns, dies or is removed. If the office of any officer becomes vacant, the Directors may elect a successor from their number who shall hold offices for the unexpired term of his/her predecessor.

SECTION 7: The Board of Directors may declare any office vacant upon determination that said officer is unable to carry out his/her duties or for cause. Such action shall require a two-thirds vote of the members of the Board present at a regular or special meeting of the Corporation duly called for that purpose. Said meeting shall require thirty days' notice in writing to all members and shall require written notification to the involved officer of the grounds, and the time and place of the meeting. Any member who wishes to speak may do so at said meeting prior to action by the Board. The officer in question of removal shall have the right to speak and present written evidence on the subject of his or her removal, subject to the president's right to limit debate to a reasonable length of time. The officer in question may not vote on the removal.

SECTION 8: Any vacancy may be filled by a majority vote of the Board of Directors at any regular or special meeting called for that purpose. In this event, the person elected to fill the vacancy shall hold office for the unexpired term of his/her predecessor.

## ARTICLE V: NOMINATION PROCEDURES

SECTION 1: There shall be a Nominating Committee to consist of three or more members appointed by the President to present a slate to the Board of Directors for Board approval. If approved by the Board, the slate is to be presented to the membership at the Annual Meeting.

SECTION 2: Any member present at the Annual Meeting may be nominated for election to the Board of Directors.

## ARTICLE VI: MEETINGS

SECTION 1: There shall be an Annual Meeting each year to be held between March 1 and June 1; the specific date, time, and place to be established by the Board of Directors at least sixty days prior to said meeting. At least thirty days' notice shall be given to members of the date, time, place, and agenda of the Annual Meeting.

SECTION 2: A special meeting of the Corporation may be called by the President, by the Board of Directors, or at the written request of ten or more members. At least fifteen days' notice must be given each member.

SECTION 3: Meetings of the Board of Directors shall be held on a schedule and at a date, time, and place to be determined by the Board. At least nine regular meetings must be held per year. A scheduled meeting may be altered by a two-thirds majority of Board members.

SECTION 4: Scheduled meetings of the Board may be canceled or postponed by a majority decision of the Board. Notification must be given to all members of the Board via mutually agreed upon channels.

SECTION 5: A special meeting of the Board of Directors may be called by the President or at the written request of five or more members of the Board. At least five days' written notice must be given each Board member, except in an emergency situation.

SECTION 6: A simple majority of currently serving Board members must be present at all Board meetings to constitute a quorum.

SECTION 7: Electronic voting may be conducted between scheduled meetings at the discretion of the President. All questions to be considered via electronic voting must be sent through the President, who will also set the timeline of no less than 48 hours for a response. Voting may then proceed electronically unless a Board member chooses to call the question to a meeting for discussion. Any Board member who wishes to defer the question to a meeting must specifically state their intention to do so--a simple "No" vote is not sufficient. If a member chooses to call the question to a meeting, voting then ceases and the measure is automatically added to the agenda of the next scheduled meeting.

## ARTICLE VII: COMMITTEES

SECTION 1: The Board of Directors may create such committees, standing or special, as the directors deem necessary.

SECTION 2: Committees for the CWF may include but are not limited to: Membership; Fundraising; Program; Library Budget; Book Sale; Public Relations and Information; CWF Budget; Finance; Branch Representative; and Technology.

SECTION 3: The chairperson of each committee shall be responsible for deciding the time and place of committee meetings, for reporting the activities of the committee verbally and in writing to the Board of Directors, and for giving committee members timely notice of committee meetings.

SECTION 4: A committee will report to the Board of Directors during regular meetings, and in writing if requested.

## ARTICLE VIII: NON-DISCRIMINATION

Selection of members, officers, directors and staff shall not be based upon race, color, religion, age, sex, national origin, sexual orientation, gender identity, physical disabilities, marital or family status.

## ARTICLE IX: AMENDMENTS TO BY-LAWS

These By-Laws may be amended, altered, or repealed and new By-Laws adopted by a two-thirds majority of members of the CWF at an Annual Meeting or at a special meeting called for that purpose.

## ARTICLE X: PARLIAMENTARY AUTHORITY

All questions of parliamentary procedure shall be governed by the most recent edition of "Roberts Rules of Order," as interpreted and carried out by the President, or such other person selected to chair the meeting, subject to a veto by a vote of two-thirds of the directors or members present.