



## **BYLAWS OF THE PUBLIC LIBRARY ASSOCIATION OF EASTHAMPTON (A CORPORATION)**

As amended May 24, 1982; June 4, 1986, June 1, 1989; June 1992, June 1997;  
June 20, 2002; December 13, 2016; June 20, 2019

### **ARTICLE 1 – NAME**

The name of this corporation shall be the Public Library Association of Easthampton, Inc (PLAE)

### **ARTICLE 2 – PURPOSE**

The purpose of the Corporation is the formation and maintenance of a public library in Easthampton, Massachusetts. The Emily Williston Memorial Library and Museum is an independent, nonprofit, educational institution. Its mission is to help meet the informational, research, educational, and recreational needs of the City of Easthampton and surrounding communities through its collections, services, exhibits, and programs.

### **ARTICLE 3 – CORPORATORS or MEMBERS OF CORPORATION**

#### *3.1 Membership Eligibility*

An adult resident of Easthampton may be elected a Corporator of the Public Library Association of Easthampton, Inc. (one who is a member of a corporation) after consideration by the Board of Directors and by vote of two-thirds of the Corporators present at any annual or special meeting of the Corporation. Individuals who are monetarily compensated by the Association cannot be members of the Association and will have their membership deferred until employment is terminated.

#### *3.2 Number and Term*

The number of Corporators shall not exceed twenty-five (25). An active Corporator is one who participates in and supports library activities, programs, and operations. Corporators shall serve until their resignation or until such time as a Corporator ceases to be a resident of Easthampton. Failure to attend two consecutive meetings without Notifying the President or the Clerk of the Corporation may, at the discretion of the Board of Directors, be considered as resignation of such Corporator.

#### *3.3 City Appointments*

Two individuals appointed to the Board of Directors by the City of Easthampton as City representatives and observers of the Public Library Association of Easthampton shall also serve as Corporators of the Public Library Association of Easthampton with all rights and privileges of the position. This is in addition to the twenty-five (25) Corporators noted above. Upon the expiration of the City appointed two-year term, they will cease to be Corporators, but may apply and be elected as Corporators according to the established procedure of the Public Library Association of Easthampton.

#### *3.4 Emeritus Members of Corporation (added sentence)*

The Board of Directors may designate Corporators for Emeritus status in order to maintain an active list of twenty-five (25) Corporators. Emeritus members will be informed of the 2 Corporators' meetings. Corporators Emeriti shall retain voting rights and all other privileges of Corporators, but shall be exempt from attendance requirements. The Board of Directors will review the active status of Corporators Emeriti on an annual basis.

### *3.5 Meetings*

Corporators meet in December and June. The Annual Meeting of the Corporators shall be held in June following approval of the City budget and prior to July 1, the beginning of the Library fiscal year, to: a) hear and act upon the report of the Library Director, b) elect officers of the Corporation, c) elect any new members to the Board of Directors, d) approve the new budget, and e) transact any other business that might properly come before the meeting. All corporators will be informed via mail of the Annual Meeting. Special meetings of the Corporators may be called by the President, Vice-President, or by one-third of the Corporators by giving at least seven (7) days' notice to each Corporator.

The President, or in his or her absence the Vice-President, shall preside at all meetings of the Corporation.

A majority of the Corporators shall constitute a quorum. All meetings (Corporators, Directors, and Committees) shall be conducted according to Roberts Rules of Order Revised.

## **ARTICLE 4 – BOARD OF DIRECTORS**

### *4.1 Duties*

A Board of Directors shall be vested with the control and management of the Corporation.

### *4.2 Number and Election*

The Board of Directors shall consist of a minimum number of ten and a maximum number of fifteen directors. The Headmaster of Williston Northampton School (formerly referred to as the Principal of Williston Seminary) shall be a Director ex-officio as provided in the Article of Incorporation. New Directors may be elected to fill vacancies by a two-thirds vote of the Board of Directors.

### *4.3 Term*

Directors shall serve a three-year term for a maximum of two consecutive terms. Each Director shall serve until the expiration of their term except that membership shall cease on resignation or such time as a Director ceases to be a resident of Easthampton. The term of a Director who fills a vacancy created by a resignation expires at the time the original position expires.

### *4.4 Meetings*

The Board of Directors shall meet quarterly six times a year (January, March, May, June, September and November). At the June meeting, the budget is reviewed, nominations to the Board of Directors and a slate of officers are approved for recommendation for election at the Corporators Meeting. Special meetings of the Board of Directors may be called by the President, the Vice-President, or by one-third of the Directors by giving at least seven (7) days' notice to each member of the Board of Directors. A majority of the Board shall constitute a quorum.

## **ARTICLE 5 – DUTIES OF OFFICERS OF THE CORPORATION**

### *5.1 President*

The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall be the chief officer of the Corporation. The President shall have power in name and behalf of the Corporation to execute and deliver all deeds, mortgages, or other encumbrances upon real estate of the Corporation upon approval of the Board of Directors, and to sign and execute any other written instrument upon approval of the Board of Directors. The President shall appoint, subject to ratification by the Board of Directors, a Finance Committee to consist of no more than five (5) members and such other committees as deemed desirable. Before each annual meeting, the President shall be empowered to appoint up to three (3) members of the Corporation as a Nominating Committee to present a slate to be voted upon at the annual meeting of the Corporation and of the Board of Directors. The President shall be an ex-officio member of all committees. In case of absence or disability of any other officer of the Corporation, the President shall have authority to exercise all the power and to perform the duties of such other officer.

## 5.2 Vice President

The Vice-President shall, in the absence of the President, preside at all meetings of the Corporators or Board of Directors. The Vice- President shall assist in the performance of the President's duties as requested by the President. In case of absence or disability of the President, the Vice-President shall have authority to exercise all the power and perform all the duties of the President while, and as long as, such absence or disability continues.

## 5.3 Clerk

The Clerk shall keep a true and accurate record including all transactions and votes of all meetings of the Corporation and Board of Directors and shall give a seven (7) days' notice of all meetings. The Clerk shall perform such other duties as may be required by the Directors. The Clerk shall maintain records of dates of appointments and expiration of terms. The Clerk shall have custody of the corporate seal.

## 5.4 Treasurer

The Treasurer shall:

- A) Manage the financial assets of the Corporation. The Corporation, in an amount determined by the Board of Directors, may bond the Treasurer
- B) Work with an Accounting firm hired by the Board of Directors. Share all reports from the Accounting firm and the Investment firm with the Board of Directors.
- C) Monitor all financial accounts which at all reasonable times shall be open to the inspection of the Finance Committee.
- D) Render to the Directors, whenever they may require it, a statement of the financial condition of the Corporation.
- E) Present to the members of the Corporation at the annual meeting a report showing the receipts and disbursements of the preceding fiscal year and containing a statement of the Corporation's assets and liabilities.
- F) Have authority to endorse for collection and deposit to the credit of the Corporation all notes, bills, checks, drafts and other commercial paper received by the Corporation in the course of its business, and to sign checks, drafts, and notes made by the Corporation.
- G) Deposit all monies received in the name of the Corporation in such bank or banks or with such trust company or trust companies as the Board of Directors shall designate. All withdrawals from such deposits shall be made regularly with numbered checks or by electronic means.

## 5.5 Assistant Treasurer

In case of the absence or disability of the Treasurer, the Assistant Treasurer shall have authority to exercise all power and perform all the duties of the Treasurer while and so long as such absence or disability continues.

# ARTICLE 6 - COMMITTEES

## 6.1 Executive

The President, Vice-President, Clerk, Treasurer, and Assistant Treasurer shall constitute the Executive Committee. All officers shall be residents of the City of Easthampton and shall serve no more than two consecutive three-year terms or until such time as he or she ceases to be a resident of Easthampton or on the Board of Directors. Any officer may be removed from office by vote of two-thirds of the Board of Directors. The Executive Committee is empowered to take any action necessary for the operation and maintenance of the Library and Museum delegated to it by the Board of Directors.

## 6.2 Finance Committee

The Finance Committee shall have full control of all funds and investments of the Corporation with authority to buy, sell, exchange, or take any other action necessary or deemed advisable thereof. The President, Treasurer, and Assistant Treasurer with any two members of the Finance Committee are vested with the authority to sign papers necessary to affect any sale or exchange which may be voted by the Committee.

## Article 6.3 Investment Committee

The Investment Committee is appointed by the President and approved by the Board of Directors. It serves as a consulting body to the Treasurer and the Finance Committee.

#### *Article 6.4 Building Committee*

The Building Committee a) inventories and prioritizes the short-term needs of the library building and b) creates and monitors a long-range plan for the building. The Building Committee reports to the Finance Committee.

#### *Article 6.5 Fundraising/Development Committee*

The Fundraising/Development Committee CREATES fundraising AND development opportunities and, following approval by the Board of Directors, implements them. Both Board members and Corporators are allowed to serve on the committee and both are encouraged to participate, as they see fit, in fundraising activities and initiatives. Reasonable fundraising goals will be agreed upon between the Board President, Fundraising Committee Chair(s), and the Library Director. In addition to raising monies for the benefit of the library, fundraising events and initiatives will be developed in such a way as to promote the library and its resources, services, and/or programming efforts. All funds are managed by the Treasurer and recorded in the budget.

#### *Article 6.6 Nominating Committee*

Before each annual meeting, the President shall be empowered to appoint up to three (3) members of the Corporation as a Nominating Committee to present a slate to be voted upon at the annual meeting of the Corporation and of the Board of Directors

#### *Article 6.7 Emily's Friends of the Library*

Emily's Friends of the Library is an organization whose mission is to provide assistance and revenue that will enhance the library's offering of events, resources, and programs. Officers are elected for two-year terms. Any community member who pays annual dues can participate in monthly meetings and/or assist with any event or program. The Friends operate under the umbrella of the PLAE. The Friends' checking account is part of the PLAE accounts and can be accessed by the Treasurer.

#### *Article 6.8 Other Committees*

The President or the Board of Directors may appoint and dissolve additional committees.

### **ARTICLE 7 FISCAL YEAR**

The fiscal year of the Corporation shall be July 1 to June 30.

### **ARTICLE 8 MUSEUM**

The Public Library Association has and maintains a museum in association with the library.

### **ARTICLE 9 AMENDMENTS**

These by-laws may be amended by a two-thirds majority of the total recorded Corporators at any regular or special meeting of the Corporation, provided that at least seven (7) days written notice be given to the intention to amend such by-laws, and such notice shall specify the language of the proposed amendment.