

BYLAWS
FRIENDS OF THE REUBEN HOAR LIBRARY, INC.

ARTICLE I Articles of Organization

Section 1. The name, location of principal office and purposes of the corporation shall be set forth in the Articles of Organization and these bylaws, the powers of the corporation and of its directors and members, and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization; and the Articles of Organization are hereby made a part of these bylaws.

Section 2. All references in these bylaws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended, including, but not limited to, amendment by the becoming effective of the articles of merger to which the corporation is a party.

ARTICLE II Members

Section 1. There shall be voting members and non voting members of the corporation. The voting members shall be those members otherwise designated and qualified who have attained the age of eighteen years. The non voting members shall be those members otherwise designated and qualified who have not attained the age of eighteen years.

Section 2. There shall be five designations of members of the corporation: individual members, supporting members, sustaining members, benefactor members, and life members.

Members shall be those persons who sign the articles of organization, those persons who pay annual dues at the rate specified by the corporation for individual members, supporting members, sustaining members, or benefactor members, and persons at least sixty (60) years of age who have paid a one-time fee to become life members. Dues for the calendar year shall be established at each annual meeting for the following year. Annual rates will be established for individual, supporting, sustaining, and benefactor memberships. An individual membership confers voting membership on one person. A supporting, sustaining, or benefactor membership confers voting membership at the specified level on both spouses. A one time fee will be established for life membership, which confers voting membership for life on one person. Dues for the first year of organization shall be as follows: Individual \$5, Supporting \$25, Sustaining \$50, Benefactor \$100 and Life \$250.

Dues increases shall be proposed to the membership by mail thirty (30) days prior to the annual meeting and approved by 2/3 of the voting membership present. Continuation of the current structure shall not require a vote.

Section 3. The term of membership of a signer of the Articles of Organization shall continue until December 31, 1996. The term of membership of a person who becomes a member of any designation by the payment of annual dues shall be the calendar year for which such dues are paid except that the term of membership of a person who becomes a member by the payment of annual dues prior to January 1, 1996, shall be from the date such dues are paid to December 31, 1996. The term of membership of a life member shall commence at the time of payment of dues as a life member and shall continue for life.

Section 4. All members shall have the right to receive notice of and to attend meetings of members of the corporation. Voting members additionally shall have the right to vote with respect to the affairs of the corporation and to hold office in the corporation.

Article III Meetings of the Members

Section 1. The annual meeting of the members shall be held during the month of October in Littleton Massachusetts, as stated in the notice of the meeting. Purposes for which an annual meeting is to be held in addition to those prescribed by law or by these bylaws may be specified by the Board of Directors and shall be stated in the notice thereof.

Section 2. Special meetings of the members may be called by the President or by the Board of Directors and shall be called by the Corresponding Secretary or, in the case of the death, absence, incapacity, or refusal by the Corresponding Secretary, by any other member upon written application of ten or more voting members for the purpose or purposes as may be specified in the call of the meeting. The date which shall not be less than fourteen nor more than thirty days after the call, the hour and the place in Littleton, Massachusetts, shall be determined by the board of directors.

Section 3.

A written notice of each meeting of the members, stating the place, day, hour, and the purposes for which the meeting is to be held shall be sent to each member by the Corresponding Secretary, or, if the Corresponding Secretary shall fail, or refuse to give such notice, by any other officer at least fourteen days before the meeting, such notice addressed to the member's last known address. Notices of meetings of members shall be given in like manner to non-voting members, but failure to give notice of a meeting to any non-voting member shall not affect the validity of such meeting or of any action, otherwise lawful, taken thereat.

Section 4. The number of voting members present at a meeting shall constitute a quorum for the transaction of business. A majority of the voting members present at a meeting shall, except where a larger vote is required by law or by these bylaws, decide any question brought before the meeting.

Section 5. All meetings shall be conducted according to Roberts Rules of Order, Revised, except when in conflict with these bylaws or with the laws of the Commonwealth of Massachusetts.

Article IV Governance

Section 1.

The initial Board of Directors shall be composed of the officers and two members at large elected by the incorporators who shall hold office until the end of the calendar year 1996. After the election of the initial Board of Directors, the persons holding office as directors shall be the officers and the members at large elected at the annual meeting of members. The term of each officer or other member of the board shall be the calendar year commencing next after the meeting of members at which such officer or member is elected.

No person who upon expiration of the current term of such person will have served in a particular office or as a director at large for three consecutive terms shall be eligible for reelection to that office, but will be eligible for election at any meeting of members held one or more after the date such term expired. A person not eligible for reelection to a particular office because of length of service in that office is eligible for election to any other office.

Section 2.

The officers of the corporation shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, and a Treasurer, a Membership Secretary and four Members of the Board at

Large. The Officers shall be voting members of the corporation and residents of the Commonwealth of Massachusetts. The duties of the officers are the ordinary duties of these offices and are more particularly enumerated in the following sections.

Section 3.

The President shall preside at all meetings of the Members and all meetings of the Board of Directors at which the President is present.

Section 4.

The Vice-President shall have all the powers and duties of the President in the absence or disability of the President.

Section 5.

The Recording Secretary shall keep an attested copy of the Articles of Organization and any of the articles in amendment thereof, these bylaws, and a true record of all meetings of the members and of the Board of Directors of the corporation, which copies, documents, and records shall be kept at the principal office of the corporation, and shall be open at all reasonable times to the inspection of any member or director.

Section 6.

The Corresponding Secretary shall have charge of and conduct all correspondence and give all notices, other than any notices of other formal communications required by these bylaws or by law to be given by the Recording Secretary of the Corporation, subject to the direction by the Board of Directors.

Section 7.

The Treasurer shall be the chief financial officer of the corporation and shall, subject to the direction and under the supervision of the Board of Directors, have general charge of the financial concerns of the corporation and the care and custody of the funds, securities, and valuable papers of the corporation except the Treasurer's own bond. The Treasurer shall deposit, or cause to be deposited, all funds of the corporation in such one or more depositories as the Board of Directors may designate. The Treasurer may endorse or cause to be endorsed, for deposit or collection all notes, checks, and other instruments payable to the corporation or to its order. The Treasurer shall keep, or cause to be kept, accurate books of account, which shall be the property of the corporation and subject at all reasonable times to inspection by any director. The Treasurer shall be responsible for the recording of all donations, the payment of all proper bills, and the preparation of all reports pertaining to the financial status and operations of the corporation which may be required by law or by any entity as a condition of the receipt of support therefrom. The Treasurer shall submit a report to each annual meeting of the members and shall report to the Board of Directors upon request.

Section 8.

The Membership Secretary shall keep or cause to be kept at the principal office of the corporation a complete list of all members, directors, and officers and their addresses for the inspection of the members and the directors.

Section 9.

The Members at Large of Directors of the Board shall not number more than four. They shall provide wisdom, opinion, and effort as appropriate.

Article V Vacancies

Section 1.

In the event that an officer or other member of the Board of Directors resigns or ceases to be a resident of the Commonwealth of Massachusetts the Board of Directors shall appoint a replacement to serve until the next regular election. In the event that an officer or other member of the Board of Directors fails to attend three consecutive board meeting the Board of Directors may appoint a replacement to serve until the next regular election.

Article VI Compensation for Services

Section 1.

No officer or director of the corporation shall receive any compensation from the corporation for services as such officer or director but may be reimbursed for reasonable expenses actual incurred in performing duties as such.

Article VII Gifts to the Corporation

Section 1.

All gifts made to and accepted by the corporation shall be made and accepted for use for its purposes and shall be administered pursuant to these bylaws as from time to time lawfully amended; but the corporation may decline to accept any particular gift as the Board of Directors may deem advisable. Gifts may be accepted on terms and conditions imposed by the donors limiting the use thereof to a specific objective or objectives within the purposes of the corporation, or limiting the use of the income of the principal thereof provided, however that if in the judgment of all of the directors at that time in office the object or objectives specified for such gift shall have ceased to be materially beneficial to or in the best interest of the corporation, or to be impossible or impractical of accomplishment, the Board of Directors may, by vote of not less than two-thirds of the whole number of directors then in office, determine that such gift may, to the extent the same may be lawful, thereafter be used for other objectives within the purposes of the corporation.

All moneys and property received and held by the corporation shall be held by it in its own right and as trustee of an express trust.

Article VIII Fiscal Year

Section 1.

The fiscal year shall end on December 31 of each year.

Article IX Property and Dissolution

Section 1

If the corporation is dissolved, all its property not needed for the payments of its debts and expenses shall be transferred to one or more organizations that engage in activities related to library improvement, development, or support and that qualify for exemption under Section 501 © (3) of the Internal Revenue Code of 1986 (or similar statutes hereafter enacted). The Board of Directors shall select the organizations to which such transfer or conveyance is made and shall determine how the property is apportioned among them. In the absence of such a selection or determination by the board, it may be made by a court having jurisdiction.

Article X Amendments

Section 1.

These by laws may be amended or repealed and new bylaws may be made by a vote of at least two-thirds of the members present at any annual meeting or special meeting of the members called for the purpose, the notice of which shall specify the subject matter of the proposed alteration, amendment, or repeal.