

BY-LAWS
THE RICHARD SALTER STORRS LIBRARY OF LONGMEADOW

ADOPTED: ANNUAL MEETING, MAY 28, 1987
AMENDED: ANNUAL MEETING, JUNE 12, 1996
AMENDED: ANNUAL MEETING, JUNE 11, 1997
AMENDED: ANNUAL MEETING, JUNE 13, 2001
AMENDED: ANNUAL MEETING, JUNE 8, 2011
AMENDED: OCTOBER 8, 2014 MEETING

ARTICLE I Name

This corporation shall be known as the Richard Salter Storrs Library of Longmeadow.

ARTICLE 11 Purpose

The purpose of the corporation shall be to establish and maintain a free public library in Longmeadow. The corporation shall operate exclusively for charitable, religious, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III Members

A. The Corporation shall not have any voting Corporators or Members. Any action or vote permitted to be taken by Members or Corporators pursuant to Massachusetts General Laws, Chapter 180 shall be taken by action or vote of the same percentage of the Directors of the Corporation, as hereinafter defined.

ARTICLE IV Officers/Directors/Committees

A. The officers of the Corporation shall be a President, one or more Vice Presidents, Clerk and Treasurer. The Board of Directors shall consist of not less than ten (10) nor more than eighteen (18) Directors, excluding non-voting Directors as hereinafter defined. In addition, the Board of Directors may establish, from time to time, the offices of Assistant Treasurer and/or Assistant Clerk, with such Assistant Treasurer and/or Assistant Clerk elected in accordance with Article IV(B), below. The President shall preside at all meetings of the Directors.

B. The President, Vice President(s), Clerk, Assistant Clerk (if any), Treasurer and Assistant Treasurer (if any) shall be elected at the annual meeting by the Directors of the Corporation from the Board of Directors. They shall hold office for one year or until a successor is elected and qualified. Notwithstanding anything contained herein to the contrary, in the event that an Officer of the Corporation resigns or otherwise ceases to serve as an Officer of the Corporation prior to

the expiration of such Officer's term, the Board of Directors may elect a successor Officer, who shall hold office until the next annual meeting of the Directors of the Corporation.

C. Directors shall be elected for a term of three years. Prior to the expiration of each Director's term, the Executive Committee shall determine whether any eligible Director wishes to seek an additional three year term. Directors in office at the time of adoption of this provision shall continue in office for the remaining years of the term for which he or she was elected. Thereafter, the new or returning Directors (those who are reaching the conclusion of their three year term) shall be elected at the annual meeting of Directors by a majority of the Directors then in office. Terms of approximately one-third of the directors will expire at each annual meeting of Directors. The Directors shall use their best efforts to attend all meetings of the Board of Directors.

D. The Directors shall hold their offices until others are chosen and qualified in their stead. The Chairperson of the Board of Selectmen, the Chairperson of the School Committee and the Town Clerk shall be non-voting members of the Board of Directors.

E. The Board of Directors shall exercise all the powers of the corporation and a majority of the Directors (one half of the then-total number plus one) shall constitute a quorum for transaction of business at any meeting of the Board. A lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. The Clerk of the corporation shall be the Clerk of the Board of Directors and record the minutes of its meetings in the record book of the corporation.

F. The Board of Directors may appoint an Executive Committee which shall have authority to exercise the powers of the Board of Directors between meetings of the Board of Directors. The Board of Directors shall appoint a Finance Committee, a Property Committee, a Nominating Committee, and such other ad hoc committees as it may from time to time deem advisable, and may define powers and duties of such committees.

ARTICLE V Meetings/Voting

A. Annual meetings of Directors of the Corporation shall be held on the second Wednesday in June at an hour and place determined by the Board of Directors. Any action required or permitted at the annual meeting may be taken at a special meeting in lieu of the annual meeting.

At the annual meeting, reports of the President, Treasurer, and Library Director shall be read and made a part of the record of this Corporation. Any vacancy in the Board of Directors shall be filled by election at said meeting; officers shall be elected by the Directors; and any other business that may properly come before said meetings may be transacted.

Special meetings of Directors of the Corporation may be called by the President or a majority of the Board of Directors, and shall be called by the Clerk upon written application of three or more

Directors stating the time, place and purpose of the meeting.

B. Regular meetings of the Board of Directors shall be held at such places, within or without the Commonwealth of Massachusetts, and at such times as the Board of Directors may by vote from time to time determine. No notice shall be required for any regular meeting held at a time and place fixed in advance by the Board of Directors, if notice of the times and places so fixed for regular meetings shall have been given, within the same calendar year, in writing to each Director by leaving such notice with him or her or at his or her residence or usual place of business, or by mailing it, postage prepaid, addressed to such Director at his or her address as it appears upon the books of the corporation.

C. Special meetings of the Board of Directors may be held at any time and at any place within the Commonwealth of Massachusetts, when called by the President or by two (2) or more Directors, reasonable notice thereof being given to each Director by the Clerk, or, in case of the death, absence, incapacity, or refusal of the Clerk, by the officer or Directors calling the meeting, or at any time without call or formal notice, provided all the Directors are present or waive notice thereof by a writing that is filed with the records of the meeting. In any case, it shall be deemed sufficient notice to a Director to send notice by mail at least forty-eight (48) hours, or by electronic mail at least twenty four (24) hours before the meeting addressed to him or her at his or her usual or last known business or residence address or at the electronic mail address provided by the Director to the Board.

D. All votes to be taken at any meetings of the Board of Directors shall be by voice vote. Members of the Board of Directors may participate and vote at meetings by telephonic conference, if because of special circumstances the Director cannot participate in person. Voting may also be conducted by electronic mail circulated to all members of the Board of Directors when a voice vote and/or meeting is not practical under the circumstances. In such event, the President or the Clerk will notify all members of the need for the vote and, after the results of the vote from a quorum of the Directors, the President or Clerk will provide the results of the vote and said vote will be ratified and documented in the Minutes of the next scheduled meeting of the Board.

E. A vote of the majority of the quorum at any meeting shall be required for any resolution, election or other item upon which a vote shall be cast. Notwithstanding the foregoing, the Bylaws may only be amended, altered or repealed by an affirmative vote of not less than two thirds of the then-total membership of the Board of Directors, following not less than fourteen (14) days prior notice of any such amendment, alteration or revision.

ARTICLE VI Vacancies

A. Any Director or Officer may resign at any time by delivering his or her resignation in writing to the President or Clerk or to a meeting of the Board of Directors. The Board of Directors may, by vote at any meeting called for the purpose, remove from office any Director,

with cause, by a two-thirds (2/3) vote of those Directors present.

B. If the office of any Director becomes vacant, by reason of death, resignation, removal, disqualification or otherwise, a replacement may be elected by the Board of Directors at a meeting called for that purpose, which may be the same meeting at which a former holder of such office was removed. If the position of any officer thus becomes vacant, the Board of Directors may elect a replacement at any meeting, by vote of a majority of the Directors present and voting. Each such replacement shall hold office until the next annual meeting of the Directors of the Corporation. The Board of Directors shall have and may exercise all its powers notwithstanding the existence of one (1) or more vacancies in its number as fixed by the members, provided there be at least two (2) Directors in office.

ARTICLE VII Indemnification

In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Corporation shall indemnify, defend and save harmless any person and his or her heirs, executors and administrators against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment or liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such person shall be threatened, by reason of such person being or having been a Director or Officer, of the Corporation or serving or having served in any such capacity in any other organization at the request of the Corporation unless with respect to any matter such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation.

ARTICLE VIII Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE IX. Prohibited Activities, Distribution, Dissolution

1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

3. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

4. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

A true copy

Attested: _____