

Constitution and Bylaws of the Friends of the Hudson Public Library, Inc.

Article I – Corporation

The name of this organization shall be the FRIENDS OF THE HUDSON PUBLIC LIBRARY, INC.

Article II – Purpose

The purpose of this organization shall be to stimulate the interest of the community in the services and needs of the Hudson Public Library (hereinafter referred to as the "Library"), and to promote a program of assistance through volunteer help and fundraising that will enable the Library to provide programs and services of interest to the community.

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC section 501(c)(3) or the corresponding provisions of any subsequent Federal tax laws.

No part of the earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)) and does not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public service.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be given to the Hudson Public Library Gifts and Grants Trust Fund and spent at the discretion of the Board of Library Trustees.

In any taxable year in which the corporation is a private foundation as described in IRC Section 509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942 and the corporation shall not (a) engage in any act of self-dealing as defined in IRC Section 4941(d), retain any excess business holdings as defined in IRC Section 4943(c), (b) make any investments in such a manner as to subject the corporation to tax under IRC Section 4944, or (c) make any taxable expenditures as defined in IRC Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

Article III – Membership and Dues

Membership in this organization shall be open to all individuals in sympathy with its purposes, and to representatives of organization and clubs when such representation is desired.

Membership shall be defined in terms of payment of annual dues designated by the following classes and is valid for one (1) year.

| Class | Dues |
|---------------------|----------|
| Student | *Free |
| Individual / Family | \$25.00 |
| Supporting | \$50.00 |
| Sponsor | \$75.00 |
| Patron | \$100.00 |
| Benefactor | \$150.00 |

*A student membership does not entitle the bearer to the Friends “Members-Only Preview” of the book sale.

Voting is limited to paid-up members over the age of eighteen (18).

Dues are processed on a rolling basis, meaning membership term is based on the date of payment.

Article IV – Power of Officers and Director

The officers of this organization shall be President, Vice President, Secretary, Treasurer, and Library Director. In addition, there MAY be an assistant officer for the position of Secretary and/or Treasurer. The Library Director, or their designee, shall be an ex-officio, non-voting member. All officers shall serve without compensation. Vacancies of the offices of Vice President, Secretary, and/or Treasurer during the one-year term shall be appointed by the President and approved by a majority of the remaining officers. Vacancy of the office of President shall be appointed by agreement of the remaining officers.

In as much as the purpose of the Friends is to support Library-related programs, expenditure of funds for other than Library related programs or fundraising activities would require the concurrence of the officers. Decisions concerning Library programs and expenditures will be made on a quarterly basis at the recommendation of the Library Director (or their designee). Decisions concerning fundraising activities will be made on a rolling basis on the recommendation of an officer, the membership, or the Library Director (or their designee). Any two of the officers may expend up to Five Hundred Dollars (\$500) without the vote of the membership to meet a time sensitive need.

The President of the Friends of the Hudson Public Library shall call meetings when necessary, preside at meetings, organize all mailings and publicity, and confer with

library staff to plan forthcoming events. The President shall have the authority to appoint committees consistent with the purposes of this organization.

The Vice President shall be empowered to perform any duties of the President in the absence of, or due to the disability of, the President. They shall also be responsible for maintaining the Membership List, including term of membership.

The Secretary shall take minutes during all meetings of the Friends (including attendance), notify members of meetings, and maintain the email lists for "Members" and "Volunteers" and send out appropriate communications to both.

The Treasurer shall be authorized to expend general funds to meet the operating expense of the Friends. The Treasurer shall make all deposits, maintain the books, pay all bills, and file necessary tax returns. At the end of June and December the Treasurer shall make available a full accounting of all financial activities (a balance sheet, a statement of receipts and expenditures, as well as an Annual Report) to the Officers of the Friends of the Library, the Library Director, and the Hudson Public Library Board of Trustees.

Article V – Meetings and Elections

The organization shall hold an annual meeting each October for the election of officers, and other meetings as the President shall determine. Notice of the annual meeting shall be posted in the Library and local newspaper at least two weeks in advance of the annual meeting.

Meeting of the general membership shall be open to the general public, but only members shall be entitled to vote.

Four members, including officers, shall constitute a quorum sufficient for the transaction of business at any meeting of the general membership, and a majority vote of the members present shall be considered final.

Article VI – Date of Organization

The date of the organization in Massachusetts is 12/26/1990. Date of revival is 12/24/2019.

Article VII – Amendments

This constitution may be amended by a majority vote of those members present at any duly called meeting of the organization, provided that at least seven days prior to the meeting, notice of the proposed amendment or amendments shall have been published on the Friends' page of the Hudson Public Library website.

Bylaws of the corporation have been duly adopted.

Officers have been duly elected.

Fiscal year has been duly changed to December 31st.

Adopted March 15, 1966

Revised September 15, 1988

Revised June 24, 1991

Revised May 18, 2005

Revised October 15, 2015

Revised November 26, 2019