

BYLAWS

of

MASSACHUSETTS LIBRARY SYSTEM, INC.

MARCH 1, 2010

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ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation shall be [tbd: Massachusetts Library System, Inc.], and shall herein be referred to as "the corporation."

Section 1.2 Offices. The principal business office of the corporation shall be at [], Massachusetts. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin July 1 and end the following June 30 of each year.

ARTICLE 2

Statement of Purposes

The corporation is organized exclusively for charitable, educational, scientific and literary purposes including, but not limited, to operate as a state-supported collaboration of member libraries providing leadership and services that foster cooperation, innovation, communication and sharing among member libraries of all types; to provide resources, services, education and collaboration to its member libraries and their users, and to assist member libraries in promoting equitable access to excellent services for people who live, work and study in Massachusetts. The corporation may undertake any and all activities in furtherance of or related to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts and which are not inconsistent with the corporation's qualification as an organization described in Massachusetts General Law Chapter 78, Section 19, and Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3

Members

Section 3.1 Members. Any public, academic, special, public school or private school library in Massachusetts that meets the eligibility requirements for participation in a regional library system as determined by the Massachusetts Board of Library Commissioners (“MBLC”) as codified in 605 Code of Massachusetts Regulations (“CMR”) Section 7.02, and has a signed participation agreement, may become a member of the corporation. Members shall designate representatives to the Council of Members, in accordance with Massachusetts General Laws (“MGL”) Chapter 78, Section 19D, and as set forth below in Article 4.

Section 3.2 Removal. Any member may be removed from the corporation for failure to meet the eligibility requirements for participation in a regional library system, (as codified in 605 CMR Section 7.02), by the Executive Board at any of its meeting at which a quorum is present, by a majority vote of the directors present at the meeting. No member shall be removed from the corporation unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the member whose removal is sought.

Section 3.3 Limitation on Member Authority. Members as such shall not have any fiduciary authority or legal responsibilities of the corporation. No library, entity, or person now or hereafter designated by the corporation as a "member" by such designation alone shall be or be deemed to be a member for purposes of the Articles of Organization or bylaws of the corporation or for purposes of Massachusetts General Law Chapter 180 or any other law, rule, or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the Council of Members or executive board of the corporation, as is applicable in each instance.

ARTICLE 4

Council of Members

Section 4.1 Composition. There shall be a Council of Members (“Council”) which shall be comprised of a designated representative (“designated representative”) from the following: one designated representative from each member public, academic, and special library; one designated representative from participating public school libraries within each public school district; and one designated representative from the participating private school libraries within each municipality. In addition, the executive director of the corporation and the liaison from the MBLC shall serve *ex officio* without vote on the Council of Members.

Section 4.2 Powers and Rights. The Council of Members, by majority vote at any meeting at which a quorum is present, shall have the right to elect directors and officers of the corporation (except the executive director as provided by Section 6.9) in accordance with Articles 5.3 and 6.2 below. If a quorum cannot be reached at such meeting duly noticed, then the authority to elect directors and/or officers shall pass to the executive board, by vote at the next executive board meeting at which a quorum is present, by a majority of the directors present at the meeting. The Council shall also have the right to approve the Plan of Service and the annual budget, and to recommend both to the MBLC for funding approval, and shall have such other powers and rights as are vested in "members" by Massachusetts law.

Section 4.3 Meetings. The Council of Members shall hold annual meetings each year and may elect the time and place for annual and other meetings. Meetings of the Council may be called by the Council, the president of the executive board of the corporation, or by a majority of the directors then in office, by giving written notice of the date, time, place, and purpose of such meeting to the Council of Members at least seven (7) days in advance of such meeting.

Section 4.4 Quorum and Action at Meetings. Five percent (5%) of the designated representatives to the Council of Members (as set forth in Section 4.1 above) shall constitute a quorum for the transaction of business at any meeting of the Council. At any meeting of the Council of Members at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law.

Section 4.5 Proxy Voting. At all meetings of the Council of Members, votes may be cast by written proxy, and such proxy votes shall be counted toward the quorum solely for purposes of said vote. Proxies shall be filed with the clerk of the meeting before being voted. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy shall be deemed valid unless challenged at or prior to its exercise, in which event the burden of proving invalidity shall rest on the challenger.

Section 4.6 Removal from the Council of Members. Any designated representative to the Council of Members may be removed if the library represented by such individual fails to qualify as a member, pursuant to Section 3.1 above, or for failure to attend three consecutive Council of Members meetings. Removal shall be by majority vote of directors present at an executive board meeting at which a quorum is present. No designated representative to the Council of Members shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the designated representative whose removal is sought.

ARTICLE 5

Executive Board

Section 5.1 Definition. Those individuals serving on the executive board shall throughout these bylaws hereafter be referred to as directors.

Section 5.2 Authority. The business and affairs of the corporation shall be controlled and governed by executive board, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the Council of Members of the corporation by law, the Articles of Organization, or these bylaws.

Section 5.3 Composition. The number of directors shall be determined by the executive board provided, however, that there shall be no more than 15 directors. Directors shall be elected by the Council of Members as provided by Section 4.2 above. The executive board shall determine the manner by which new directors are nominated. The guiding principle for the composition of the executive board shall be one of fair representation of member libraries according to library size, geographic region and type. Three *ex-officio* non-voting directors shall also serve on the executive board as follows: the executive director of the corporation, a representative of the Massachusetts Board of Library Commissioners (“MBLC”) who shall be appointed by the MBLC, and a representative of the Boston Public Library (“BPL”) serving as Library of Last Recourse (“LLR”) who shall be appointed by the BPL.

Section 5.4 Terms of Office. Except as specifically provided in Sections 6.5 and 6.6 below with regard to the office of past-president, the term of all directors shall be three years and shall commence at the end of the meeting at which directors are elected. Directors shall serve no more than two consecutive three-year terms. Directors who are precluded from serving more than two consecutive terms may be eligible for re-election as directors one year after the expiration of their second three-year term.

Section 5.5 Meetings. The executive board shall hold annual meetings each year and may elect the time and place for annual and other meetings of the board. Other meetings of the executive board may be called by the president of the board or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

Section 5.6 Quorum and Voting. A majority of the executive board shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the executive board at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these Bylaws.

Section 5.7 Meetings by Telephone; Remote Participation. One or more directors may participate in any annual, regular, or special meeting of the board by means of conference telephone or other means of remote participation, by which all persons participating in the meeting are able to hear and communicate with each other at the same time. Such participation shall constitute presence in person at such meeting.

Section 5.8 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in multiple counterparts at different times and places, shall have the same force and effect as a vote of the executive board.

Section 5.9. Electronic Notice; Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, such notice may be delivered by electronic mail to the last and best known electronic mail address provided by each director, and the board shall annually (or more frequently) update its list of directors' electronic mail address. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5.10 Committees. The executive board shall create a standing Nominating Committee, which shall be comprised of individuals who do not serve simultaneously on the executive board except as provided by Section 6.6 below regarding the office of past-president. It may also create such other standing and special committees, and task forces, as it determines to be in the best interest of the corporation. The executive board shall determine the duties, powers, and composition of such committees, except as provided above and except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the executive board at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the executive board. Any committee may be terminated at any time by the executive board.

Section 5.11 Compensation. Directors shall not receive any salaries for their services on the board and shall be precluded from receiving compensation for services rendered to the corporation in any other capacity.

Section 5.12 Resignation. Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 5.13 Removal. Any director may be removed, with or without assignment of cause, by a vote of a majority of the entire executive board at any meeting of the executive board. No director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

Section 5.14 Vacancies. In the event of a vacancy in any office or on the executive board, the executive board may designate an individual to fill the vacancy until the next election.

ARTICLE 6

Officers

Section 6.1 Officers. The officers of the corporation shall be a president, past president, vice president, treasurer, clerk and executive director and such other officers as may be elected in accordance with the provisions of this Article.

Section 6.2 Election and Length of Terms. The officers of the corporation shall be elected annually by the Council of Members, as provided by Section 4.2 above. The executive board shall determine the manner by which new officers are nominated and the length of term of each office. Each officer shall hold office until a successor shall have been elected and qualified.

Section 6.3 Vacancies. In the event of a vacancy in any office of the corporation, the executive board may designate a director to fill the vacancy until the next election.

Section 6.4 Removal. Any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire executive board at any meeting of the executive board. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought.

Section 6.5 President. The president shall preside at all meetings of the executive board. The president, or other proper officer or agent of the corporation authorized by the executive board, may sign any deeds, mortgages, bonds, contracts, or other instruments which the executive board has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the executive board from time to time. Notwithstanding the term limit provision for directors set forth in Section 5.4 above, the president may serve an additional term on the executive board as past president, *ex officio* with voting rights, upon the completion of his/her term as president of the corporation, as set forth in Section 6.6 below.

Section 6.6 Past President. Upon completion of the term as president of the corporation, the president may serve an additional term on the executive board as past president, *ex officio* with voting rights, notwithstanding the term limit provision for directors set forth in Section 5.4 above, and shall serve as past president until his/her successor takes the office. The past president shall serve as Chair of the Nominating Committee.

Section 6.7 Vice President. There shall be a vice president who shall have such powers and perform such duties as shall be designated by the executive board. In the absence or disability of the president, the vice president shall assume all powers and perform all the duties of the chair until such time as the executive board shall otherwise direct. The vice president shall be the president-elect.

Section 6.8 Treasurer. The treasurer, or other proper officer or agent of the corporation authorized by the executive board, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the executive board; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the executive board.

Section 6.9 Clerk. The clerk, or other proper officer or agent of the corporation authorized by the executive board, shall keep the minutes of the meetings of the executive board in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the executive board.

Section 6.10 Executive Director. The executive director shall be the chief executive officer of the corporation, and shall direct the affairs and manage the daily activities of the corporation. The executive director shall have responsibility for establishing the policies and priorities of the corporation, in conjunction with the executive board, and shall be generally responsible for hiring and employment of employees and independent contractors working for the corporation. The executive director of the corporation shall be selected by the executive board and shall serve on the board of directors *ex officio* without vote.

ARTICLE 7

Corporate Transactions

Section 7.1 Contracts. The executive board may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 7.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or agent of the corporation as from time to time may be determined by the executive board. In the absence of such determination of the board, such instruments shall be signed by the treasurer of the corporation.

Section 7.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the executive board shall select.

Section 7.4 Contributions. The executive board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE 8

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of executive board; and a register of the names and addresses of the directors of the corporation. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 9

Restrictions on Activities

Notwithstanding any other provisions of these bylaws, no director, officer, employee, agent, or any other representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken by an organization exempt under section 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future tax code.

ARTICLE 10

Dissolution

In the event of dissolution of the corporation, the executive board shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the executive board shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 11

Conflicts of Interest

Whenever a director, officer, or Council member has a financial or personal interest in any matter coming before the executive board or Council of Members, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. The minutes of meetings at which such votes are taken shall record such disclosure and abstention.

ARTICLE 12

Personal Liability

No one serving on the Council of Members and no officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 13

Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served on the Council of Members or as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such indemnified person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 14

Amendments to Bylaws

These bylaws may be amended by a two-thirds vote of the entire executive board, except that amendments affecting the rights, powers and/or authority of the Members or the Council of Members require approval by both a majority vote of a quorum at a duly noticed meeting of the Council of Members and a two-thirds vote of the entire executive board.

(End of Bylaws)