

**BYLAWS OF THE
WESTERN MASSACHUSETTS REGIONAL LIBRARY SYSTEM, INC.**

Voted May 14, 1997; amended May 18, 1998; amended November 15, 2000;
amended November 19, 2002; amended November 17, 2004

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation shall be the Western Massachusetts Regional 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 in Whately, 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.

Section 1.4 Corporate Seal. The Executive Board, as described in Article 5, may, if it so chooses, adopt and alter the seal of the corporation.

Section 1.5 Policies and Procedures. The corporation may adopt policies and procedures to guide the conduct of its operations and services beyond the general provisions of these Bylaws.

ARTICLE 2

Statement of Purposes

The corporation is organized to operate a regional library system and to provide, support, and promote library programs, services, and materials. Purposes include, but are not limited to:

- Interlibrary Loan
- Delivery
- Advisory and Technical Assistance
- Continuing Education and Training
- Supplemental Reference
- Supplemental Materials and Cooperative Programs
- Regional Coordination and Administration

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 the Western Massachusetts Regional service area, as defined by the Massachusetts Board of Library Commissioners (MBLC), that meets the MBLC's eligibility requirements for participation in a regional library system may become a member of the corporation. Members shall designate representatives to the Council of Members, as described 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 by a vote of a majority of the entire Executive Board at any meeting of the board. 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. A library removed from membership in the corporation may at any time reapply for membership, provided the factors resulting in its membership termination have been satisfactorily addressed.

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 which shall be comprised of: 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 representative from the participating private school libraries within each municipality. In addition, the regional administrator of the corporation and the liaison from the Massachusetts Board of Library Commissioners shall serve *ex officio* without vote on the Council of Members. The governing authority of each member library shall submit in writing the name(s) of the designated representative from that library as specified in the Massachusetts General Law Chapter 180 or any other law, rule, or regulation.

Section 4.2 Powers and Rights. The Council of Members, by majority vote except

where noted, shall have the right to elect directors and officers of the corporation as provided in Articles 5.3 and 6.2 below. The Council shall also have the right to approve and revise the Plan of Service and the Annual Budget, and to recommend both to the Massachusetts Board of Library Commissioners for funding approval. The Council 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 10% of the Council's members, 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 twenty-one (21) days in advance of such meeting.

Section 4.4 Quorum and Action at Meetings. Ten percent of the Council of Members shall constitute a quorum for the transaction of business at any meeting of the Council. At any meeting of the 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.

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 the 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. The Executive Board shall have sole authority to hire and remove the Regional Administrator.

Section 5.3 Composition. The Executive Board shall consist of at least twelve voting members: four public, two school, two academic and two special library representatives, who shall be elected by the Council of Members at its annual meeting. The board shall also contain a minimum of one lay person who shall be elected by the Council of Members and also the Past President who may represent one of any of the multi type members. All five officers as defined in Section 6.1 shall serve as five voting members of the board. In addition, the Regional Administrator of the corporation and the liaison from the Massachusetts Board of Library Commissioners shall serve ex officio without vote on the Executive Board.

Section 5.4 Terms of Office. Directors shall be elected to a term of 2 calendar years except the Vice President/President Elect who shall be elected to a three calendar year term. Directors shall be limited to 2 full consecutive terms before serving again.

Section 5.5 Meetings. The Executive Board shall hold an annual meeting each year and may elect the time and place for the 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 seven (7) 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. One or more directors may participate in any annual, regular, or special meeting of the board by means of conference telephone or similar communications equipment by which all persons participating in the meeting are able to 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 counterparts or communicated through facsimile or other means, shall have the same force and effect as a vote of the Executive Board.

Section 5.9 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, 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 may create such standing and special committees 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 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, other than those serving *ex officio* without vote, 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. This provision does not preclude reimbursement for submitted expenses incurred in the course of doing business on behalf of the corporation.

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 for failure to attend three consecutive Executive Board meetings without first notifying the clerk of the corporation. Removal may occur by vote of a majority of the entire Council of Members at any meeting of the Council or by a vote of three-fourths of the entire Executive Board at any meeting of the directors. 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. Any vacancy occurring in the Executive Board shall be filled by the Executive Board. A director elected to fill a vacancy shall serve until the next annual meeting of the corporation.

ARTICLE 6

Officers

Section 6.1 Officers. The officers of the corporation shall be a President, Vice President/President Elect, Past President, Treasurer, and Clerk of the Executive Board.

Section 6.2 Election. The Vice President/President Elect, Treasurer and Clerk of the corporation shall be elected annually from the Executive Board by the Council of Members at the annual meeting. The office of the President shall be filled annually by the Vice President/President Elect who has completed his/her one year term as Vice President/President Elect. Each officer shall hold office until a successor shall have been elected and qualified.

Section 6.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Executive Board until the next annual meeting.

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. After completion of his/her term of office, the President shall serve as Past President on the Executive Board, with voting rights, for a one year term.

Section 6.6 Vice President/President Elect. There shall be a Vice President/President Elect 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/President Elect shall assume all powers and perform all the duties of the President until such time as the Executive Board shall otherwise direct. At the end of the outgoing President's term, the Vice President/President Elect shall assume the office of the President for a full year.

Section 6.7 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 6.8 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 6.9 Past President. Upon the assumption of the presidential duties by the Vice President/President Elect, the out-going President shall assume the office of Past President, shall hold the right to vote and shall have such powers and perform such duties as shall be designated by the Executive Board.

ARTICLE 7

Regional Administrator

Section 7.1 The Executive Board shall hire and evaluate the Regional Administrator who shall coordinate and implement Regional activities as designated in the Plan of Service; administer personnel policies as approved by the Executive Board; make recommendations on policies and budgets to the Executive Board; and serve as liaison to other organizations.

ARTICLE 8

Corporate Transactions

Section 8.1 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 8.2 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 approved 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 8.3 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 approve.

Section 8.4 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 9

Books and Records

Section 9.1 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 10

Corporate Practice & Policy

Section 10.1 Voluntary Service. As set forth in Article 5.11, directors (other than those serving *ex officio* without vote) may not receive compensation for services rendered to the corporation as directors or in any other capacity.

Section 10.2 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.

Section 10.3 Open Meetings. Meetings of the Council of Members and the Executive Board shall be open to the public. However, meetings may be closed to the public in order to discuss personnel issues or other matters involving the reputation, character, physical condition or mental health of an individual. Notice of Council of Members and Executive Board meetings shall be given at least 48 hours prior to the meeting through such electronic or other means as the Board may reasonably determine to reach interested members of the public.

ARTICLE 11

Restrictions on Activities

Section 11.1 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 12

Dissolution

Section 12.1 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 13

Personal Liability

Section 13.1 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 14

Indemnification

Section 14.1 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 15

Amendments to Bylaws

Section 15.1 These bylaws may be amended by a majority vote of both the Council of Members at any Council meeting, and a majority vote of directors at any meeting of the Executive Board or as allowed under Articles 5.7 and 5.8. Proposed amendments must be announced to the Council at least seven days in advance. The bylaws may also be amended through a mail ballot to the Council of Members following a majority vote of the Executive Board; in the latter situation, explanatory statements shall accompany the written ballot for any substantive change.

(End of Bylaws)