CONSTITUTION AND BYLAWS
OF THE
FRIENDS OF THE BERKSHIRE ATHENAEUM
Pittsfield, Massachusetts

ARTICLE I: NAME
This organization shall be known as “The Friends of the Berkshire Athenaeum.”

ARTICLE II: PURPOSE
The general purpose of this organization, an auxiliary unit of the Berkshire Athenaeum, shall be to promote the objectives and interests of the Berkshire Athenaeum in lawful ways to the end that the Athenaeum may better serve the public, and that the public may make more complete use of the Athenaeum’s services and facilities and have better understanding of the Athenaeum’s needs.

ARTICLE III: POWERS
This organization shall have all the powers permitted by law, which are necessary or desirable for carrying out the purposes for which it was founded.

ARTICLE IV: MEMBERSHIP
4.1. General Membership: Membership shall be open to anyone interested in advancing the purposes of this organization.
4.2. Classes and Dues: Shall be determined by the Executive Committee.

ARTICLE V: ORGANIZATION OR GOVERNMENT
The business of this organization shall be conducted by an Executive Committee.

ARTICLE VI: OFFICERS
6.1. Officers: The officers of this organization shall be a president, vice president, secretary, and treasurer. The officers shall be elected by ballot at the annual meeting of the organization by majority vote of all Friends in attendance. The officers must be members of the Friends of the Berkshire Athenaeum. The officers shall hold office for two years or until their successors shall be chosen in their stead. No officer shall hold the same office for more than two consecutive terms, unless no other member is nominated for the said office, and the incumbent is willing to serve an additional term. No individual shall hold more than one officer’s position, as set forth in this Article.
6.2. President: The president of this organization shall preside at all meetings of the organization and preserve order therein; and shall perform such other duties as are usually attached to the office of president in similar organizations.
6.3. Vice President: The vice president of this organization shall perform the duties of the president whenever the president is absent and shall chair the Financial Oversight Committee.
6.4. Secretary: The secretary of this organization shall take notes at all meetings, and shall maintain organizational files and documents.
6.5 Treasurer: The treasurer shall be responsible for maintaining appropriate bank accounts and financial records for the organization. The treasurer shall, with the Finance
Committee, prepare an annual budget, prepare financial statements for the Executive Committee, and arrange for an audit of accounts. The treasurer, and individuals as designated by the treasurer, shall have authority to sign checks for the organization.

6.6. **Vacancies:** The Executive Committee of the Friends shall have the power at any time to fill vacancies among the officers, and officers so elected to fill such vacancies shall serve until the next annual meeting of the Friends or until successors are elected.

**ARTICLE VII: COMMITTEES**

7.1. **Executive Committee:**

7.1.a. The Executive Committee shall be comprised of the officers and eleven members.

7.1.b. Elections: Four members of the Executive Committee shall be elected at each annual meeting of the organization for two years, and three members of the Executive Committee shall be elected the third year, to serve a term of three years, except in the case of a vacancy a successor shall be elected for the unexpired term at the annual meeting or at a special meeting of the organization called for that purpose.

7.1.c. Ex Officio Members: The President of the Board of Trustees of the Athenaeum, the immediate past president of the Friends, and the Library Director shall be non-voting ex officio members of the Executive Committee.

7.1.d. Powers: The Executive Committee shall have full power to fill any vacancies extant in its membership, provide for additional committees, delegate powers to any officer, provide for the nomination of officers and other members of the Executive Committee, and take any action deemed appropriate to carry on the affairs of the organization.

7.1.e. Attendance: Membership on the Executive Committee is contingent upon attendance at monthly meetings, unless excused. Unexcused absence from three (3) consecutive meetings shall result in termination of membership on the Executive Committee.

7.1.f. Committee Quorum: A quorum of the Executive Committee shall be a majority of the members of the committee.

7.2. **Standing Committees:** The standing committees of the organization shall be:

7.2.a. Finance Committee: The president, treasurer of the organization and two other members of the Executive Committee, shall constitute its Finance Committee. No investment of the moneys or funds of the organization shall be made or changed by the Friends without a recommendation of the Finance Committee, except as otherwise provided in these by-laws.

7.2.b. Nominating Committee shall present a list of candidates for election as officers and for general membership to the Executive Committee for action at the annual meeting. The Committee shall inform the Executive Committee of its prior to the annual meeting. In the event of a vacancy on the Executive Committee during the year the Nominating Committee may make recommendation to the Executive Committee the names of replacements to be voted at a special meeting as provided by Article 7.1.b.

7.2.c. Program Committee

7.2.d. Membership Committee
7.2.e. Book Sale Committee

7.2.f. Financial Oversight Committee: This committee, to be chaired by the vice president of the Executive Committee, shall conduct an internal audit of the financial records of the organization as provided by Article XII in a timely manner.

7.3. Other Committees: The Executive Committee may establish other committees either of their own number, or otherwise, to further the fulfillment of Friends purposes, and shall define their duties.

7.4. Committee Membership: The president shall appoint the members of all committees.

7.5. Committee Chairs: The president of the Friends shall appoint the chairs of all committees, except for the Financial Oversight Committee as provided in Article 7.2.f.

ARTICLE VIII: MEETINGS

8.1. Annual Meeting: The annual meeting for the election of officers and other members of the Executive Committee shall be held at a time and place to be determined by the Executive Committee.

8.2. Special Meetings: Special meetings of the organization may be called at the discretion of the Executive Committee on written or electronic notice to the members, and held in a timely manner as determined by the Executive Committee.

8.3. Quorum: A quorum at any annual or special meeting of this organization shall be comprised of all those voting members present.

8.4. Voting: Each Friend shall have one vote in meetings of the organization. Only votes cast in person shall be counted. All votes shall be determined by a majority of votes cast.

ARTICLE IX: FISCAL PERIOD

The fiscal period of the organization shall be July 1 through June 30.

ARTICLE X: CONFLICT OF INTEREST

No Friend shall vote on any matter in which that Friend has a direct or indirect financial interest.

ARTICLE XI: RULES OF ORDER

All meetings and the deliberations therein shall be conducted in accordance with the rules set forth in Robert’s Rules of Order or in the spirit of Robert’s Rules of Order as approved by the Executive Committee, except where the same shall conflict with the specific provisions of these bylaws.

ARTICLE XII: AUDIT

An internal audit conducted by the Financial Oversight Committee shall, as often as deemed appropriate by the Executive Committee, make a full and thorough examination of the treasurer’s books and vouchers, and of the moneys, funds, and securities of the organization, and report the condition of the same to the corporation.

ARTICLE XIII: AMENDMENTS
This constitution and bylaws may only be amended by a vote of all members present and voting at the
annual meeting, or at any special meeting called expressly for that purpose, on written notice or
electronic notice to all members.

Revised November 13, 2013