

CENTRAL MASSACHUSETTS REGIONAL LIBRARY SYSTEM, INC.

BYLAWS

June 16, 1997

Revised December 1, 2005

Draft Revision
New article in bold

ARTICLE 5 EXECUTIVE BOARD

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.

[The intention of the new section is to institutionalize the relationship between the CMRLS Executive Board and Friends of CMRLS:]

Section 5.11 Liaison to the Friends of CMRLS.

The executive board shall designate an individual from among its elected members to serve as liaison to Friends of CMRLS. The liaison will serve for a term of one year commencing with the annual meeting. Liaisons shall represent the executive board at meetings of the Friends of CMRLS. Liaisons shall submit to the executive board at such meetings as the board may designate a report of the actions and recommendations of the Friends of CMRLS for the information of the executive board and for action as appropriate.

Section 5.44 12 Compensation. Directors, other than those serving ex officio without vote, shall not receive any salaries from the corporation for their services on the board and shall be precluded from receiving compensation from the corporation for services rendered to the corporation in any other capacity.

Section 5.42 13 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 5.43 14 Removal. Any director may be removed with or without cause or 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 15 Vacancies. Any vacancy occurring in the executive board shall be filled by the executive board. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of the corporation at which time s/he may be re-elected in accordance with terms of 5.4.

Reviewed by Personnel and Governance 8/26/09

Approved by CMRLS Executive Board 9/15/09