

BY-LAWS

OF

NORTH OF BOSTON LIBRARY EXCHANGE, INC. (NOBLE)

A MASSACHUSETTS NON-PROFIT CORPORATION

ARTICLE I

NAME, PURPOSES, LOCATION

CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name - North of Boston Library Exchange, Inc. (NOBLE) - and purposes of the Corporation shall be as set forth in the Articles of Organization.

1.2 Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall be located at 42A Cherry Hill Drive, Danvers, MA. The Executive Board may change the location of the principal office in the Commonwealth of Massachusetts by vote which change shall become effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The Executive Board may adopt and alter the seal of the Corporation.

1.4 Fiscal Year. The fiscal year of the Corporation shall unless otherwise decided by the Executive Board, end on June 30 in each year.

ARTICLE II

MEMBERSHIP

2.1 Membership. Member institutions are those which have signed a contract for full services with NOBLE. There shall be one class of voting members ("Members") of the Corporation. Each institution shall have one vote and appoint one voting representative, and may appoint one or more alternate voting representatives.

2.2 Rights of Members. The right of a Member to vote shall cease on the termination of its Membership. No Member shall be entitled to share in the distribution of the corporate assets upon the termination of its membership or the dissolution of the Corporation.

2.3 Non-Voting Representatives. The Executive Director shall be an ex-officio non-voting member of the Corporation. The Board of Library Commissioners shall receive notice and minutes of all meetings and shall be entitled to send a non-voting representative to all Meetings of the Corporation.

2.4 Maintenance of Membership. Membership shall be maintained by the annual payment of assessments, execution of an annual contract, and compliance with all the requirements of membership as stated in these Bylaws and in such other policies as may be approved by the Members of the Corporation.

2.5 Resignation of Membership. A Member may resign from membership upon written notice given to the President at least one (1) fiscal year prior to withdrawal. A Member who has resigned or whose membership has been revoked as provided below shall receive no refund on unused portions of any of their paid annual costs. Mandatory costs for data extraction and expunging will be borne by the departing library, at a cost of 20% of the final year's assessment, to be paid at least six months in advance of cessation of membership and prior to the provision of any data files. Data extraction will only be allowed for members in good standing.

2.6 Suspension or Revocation of Membership. The Executive Board may suspend or revoke the membership of a Member who fails to satisfy minimum criteria, as established by the Meeting of the Members. The terms of a suspension of membership shall be as established by NOBLE. Upon such a suspension or revocation, NOBLE reserves the right to revoke the membership of non-paying Members and may curtail network services for that library for the remainder of the fiscal year.

2.7 Reestablishment of Membership. If a library's membership terminates, whether by resignation, revocation or otherwise, the library may be reinstated to membership only upon a vote of the Members and payment of an initiation fee as established by Executive Board, including payments to NOBLE and charges incurred for system capacity, configuration and reconnection.

ARTICLE III

MEETINGS OF MEMBERS OF THE CORPORATION

3.1 Annual Meeting. There shall be an Annual Meeting of the Members of the Corporation.

a. Date. The Annual Meeting shall be held on the third Thursday of May at the time and place specified by the Executive Board. If it shall not have been held on the date fixed, or by adjournment therefrom, a meeting in lieu thereof shall be held within six (6) months after the end of the Corporation's fiscal year.

b. Notice; Waiver. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each Member entitled to vote at such meeting not less than ten nor more than fifty days before the date of the meeting. Such notice need not be given to a Member if a written waiver of notice, executed by the Member or its attorney, is filed with the records of the meeting.

c. Business. Business transacted at the Annual Meeting shall include the election of officers and any other proper business of the Corporation.

3.2 Regular Meetings. There shall be a minimum of four regular meetings annually, including the Annual Meeting, of the Members of the Corporation.

a. Date. Regular meetings shall be held on the third Thursday of designated months at the time and place specified by the Executive Board.

b. Notice; Waiver. Written notice of regular meetings stating the place, date, and hour of the meeting, shall be given to each Member entitled to vote at such meeting not less than seven days before the date of the meeting. Such notice need not be given to a Member if a written waiver of notice, executed by the Member or its attorney, is filed with the records of the meeting.

c. Business. Business transacted at any regular meeting may include any proper business of the Corporation.

3.3 Special Meetings. Special meetings of the Members may be called by the President or by the Executive Board, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon

written application of three or more Members entitled to vote thereat. Any such application shall state the purpose or purposes of the meeting proposed to be called.

a. Notice; Waiver. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called shall be given to each Member entitled to vote at such meeting not less than seven nor more than fifty days before the date of the meeting. Such notice need not be given to a Member if a written waiver of notice, executed by the Member or its attorney is filed with the records of the meeting.

b. Business. Business transacted at any special meeting of Members shall be limited to the purposes stated in the notice.

3.4 List of Members. The Clerk shall prepare and make, annually, a complete list of the Members and their voting representatives and alternates entitled to vote at the meeting. Such list shall be open to the examination of any Member, during ordinary business hours, at the principal office of the corporation. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Member who is present.

3.5 Quorum. At each meeting of the Members, except as otherwise provided by statute or by the Articles of Organization, a majority of the Members entitled to vote thereat, present in person, shall be necessary and sufficient to constitute a quorum for the transaction of business. If, however, such quorum shall not be present at any meeting of the Members, the Members entitled to vote thereat, present in person, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the quorum shall be present. At any such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting in accordance with the original notice. If the adjournment is for more than ten days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting.

3.6 Telephone or Video Conference Meetings. Voting Members may participate in a meeting of the Voting Members by means of conference telephone, video or similar communications equipment by means of which all persons participating in the meeting are able to hear each other at the same time, and participation by such

means shall constitute presence in person at a meeting.

3.7 Action by Vote. When a quorum is present at any meeting, the vote of a majority of the Voting Members present in person and voting shall decide any question brought before such meeting, unless the question is one upon which by express provision of statute or of the articles of organization or of these by-laws a different vote is required, in which case such express provision shall govern and control the decision of such question.

3.8 Action by Written Consent. Any action by the Voting Members may be taken without a meeting if a written consent thereto is signed in writing or by electronic signature by all the Voting Members and filed with the records of the Voting Members' meetings. Such consent shall be treated as a vote of the Voting Members for all purposes.

3.9 Powers. The members of the Corporation shall have the authority and the responsibility to:

- a. approve the Annual Budget and Fee Schedules by or before the first of December;
- b. authorize policy and programs;
- c. elect the Officers of NOBLE at the Annual Meeting;
- d. upon the recommendation of the Executive Board, approve new Member applications.

ARTICLE IV

EXECUTIVE BOARD

4.1 Number. The Executive Board serves as the Board of Directors of NOBLE. The Executive Board shall consist of the Officers of NOBLE and no more than 5 at-large members selected by the President. Members of the Executive Board must be the voting representative of a Member of the Corporation. An alternate voting representative may not substitute for a member of the Executive Board. NOBLE's Executive Director shall be an ex-officio non-voting member of the Executive Board.

4.2 Powers. The affairs of the Corporation shall be managed by the Executive Board which shall have and may exercise all the

powers of the Corporation, except those powers reserved to the Members by law, the Articles of Organization, or these by-laws. The Executive Board shall be responsible for the appointment of the Executive Director. The annual evaluation of the Executive Director shall be performed by the Officers of NOBLE.

4.3 Resignation. Any Executive Board Member may resign at any time by giving written notice to the President or the Clerk. The resignation of any Executive Board Member shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal. An Officer may be removed with or without cause by a two-thirds vote of the Corporation, at a special meeting called for the purpose. An Executive Board member-at-large may be removed with or without cause by a two-thirds vote of the entire voting membership of the Executive Board.

4.5 Regular Meetings. Regular meetings of the Executive Board may be held at such places and at such times as the Board shall by resolution determine.

4.6 Special Meetings. Special meetings of the Executive Board shall be held whenever called by the President or the Clerk or any two of the Executive Board Members. Notice (by at least one of the following: fax, telephone, writing, or e-mail) of each such meeting shall be given to each Executive Board Member, at least 24 hours before the time the meeting is to be held. Each such notice shall state the time and place of the meeting but need not state the purposes thereof, except as otherwise provided by statute or by these by-laws. Emergency meetings may be called with less notice, providing an attempt is made to notify all Executive Board Members, giving each an opportunity to attend. Any meeting of the board shall be a legal meeting without any notice thereof having been given if all of the Executive Board Members then in office shall be present thereat.

4.7 Quorum. At each meeting of the Executive Board, except as otherwise provided by statute or by these by-laws, a majority of the voting Executive Board Members then in office shall be required to constitute a quorum for the transaction of business at any meeting.

4.8 Telephone or Video Conference Meetings. Executive Board Members may participate in a meeting of the Executive Board by means of conference telephone, video or similar communications equipment by means of which all persons participating in the

meeting are able to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.9 Action by Vote. When a quorum is present, the affirmative vote of a majority of the Executive Board Members present and voting at the meeting shall be necessary for the adoption of any resolution or the taking of any other action. In the absence of a quorum, the Executive Board Members present may adjourn any meeting from time to time until a quorum be had. Notice of any such adjourned meeting shall be given to each Executive Board Member in the manner prescribed by these by-laws.

4.10 Action by Written Consent. Any action by the Executive Board may be taken without a meeting if a written consent thereto is signed in writing or by electronic signature by all the Executive Board Members and filed with the records of the Executive Board meetings. Such consent shall be treated as a vote of the Executive Board for all purposes.

4.11 Committees.

a. There shall be a Personnel Committee appointed by the President. The Chair will be an Executive Board Member. This Committee will consist of up to five members.

b. The Executive Board shall establish ad hoc committees as needed. The President will select members of any such committee and at least one Executive Board member shall serve on any committee.

4.12 Committee Meeting Minutes. Each committee shall keep regular minutes of its meetings and report the same to the Executive Board when required.

4.13 Ex-Officio. NOBLE Executive Board members hold their office by virtue of being the designated voting representative of a NOBLE member library. If the Executive Board Member is no longer the designated voting representative of the member library, the person's office with NOBLE is also automatically and immediately terminated, except as follows. If the person is no longer the designated voting representative of the participating library because the Executive Board Member is either (i) taking a voluntary leave or (ii) moving to a similar position with another NOBLE member library then, with the approval of the Executive Board, the person may continue in his or her position with NOBLE. Any vacancy will be filled for officers per Section 5.8 and for at-large members can be filled at the President's discretion.

ARTICLE V

OFFICERS

5.1 Number, Terms and Qualifications. The Officers of the Corporation shall be President (2-year term); Vice-President/-President-Elect (2-year term); Treasurer (2-year term); and Clerk (1-year term). All terms shall run from July 1 to June 30. An Officer must be the voting representative of a member of the Corporation. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. No person may hold more than one office at the same time.

5.2 Elections. In odd number years, Members at Annual Meeting shall elect Vice-President/President-Elect and Clerk; in even number years, Treasurer and Clerk. A Nominating Committee should be appointed by the President by the end of March.

5.3 President. The President shall have general charge and supervision of the affairs of the Corporation, subject to the control of the Executive Board. The President shall preside at all meetings of the Members and at all meetings of the Executive Board except as the Members or Executive Board otherwise determine.

5.4 Vice-President/President Elect. The Vice-President/-President Elect shall assume the duties of the President in his/her absence, assist the President in special projects, become President upon the expiration of the current President's term of office or if the office otherwise becomes vacant.

5.5 Treasurer. The Treasurer, subject to the control of the Executive Board, shall be in charge of the Corporation's financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Executive Board or the President. The Treasurer shall also be in charge of the Corporation's books of account and accounting records and of its accounting procedures.

5.6 Clerk. The Clerk shall record and maintain records of all proceedings of the Members and Executive Board in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its Clerk or of its resident agent and shall be open at all reasonable times to the inspection of any Member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of

the articles of organization and by-laws and names of all Members and Executive Board Members and the address of each. If the Clerk is absent from any meeting of Members or Executive Board, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

5.7 Other Officers. Members may designate other officers, who shall perform such duties as the Corporation may designate from time to time.

5.8 Vacancies. Should any office other than President fall vacant, the Executive Board shall, at its next meeting, nominate a successor to serve for the balance of the term. Members of the Corporation shall elect a successor at their next meeting.

If the Presidency is vacated with more than one year remaining in the term, the Vice-President/President Elect shall automatically succeed for the unexpired portion of the term only. Members of the Corporation will then elect a new Vice-President/President Elect to fill the unexpired portion of the Vice-President/President Elect term, and automatically succeed as President.

If the Presidency is vacated with less than one year remaining in the term, the Vice-President/President Elect shall automatically succeed for the unexpired portion of the term, and then serve his/her own two year President term. Members of the Corporation would then elect a new Vice-President/President Elect to fill the unexpired portion of the Vice-President/President Elect term, and then serve his/her own two year term as Vice-President/President Elect, after which they automatically succeed to the Presidency.

5.9 Bonding.

a. President and Vice-President/President Elect. The President and Vice-President/President Elect shall each be bonded by a company approved by the Insurance Commissioner of the Commonwealth of Massachusetts in an amount of at least \$50,000.

b. Treasurer. The Treasurer, and Assistant Treasurer if any, shall be bonded by a company approved by the Insurance Commissioner of the Commonwealth of Massachusetts in an amount of at least \$100,000.

5.10 Ex-Officio. NOBLE officers hold their office by virtue of their being a designated voting representative of a NOBLE member library. If the officer is no longer the designated voting representative of the member library, the person's office with NOBLE is also automatically and immediately terminated, except as follows. If the person is no longer the designated

voting representative of the participating library because the officer is either (i) taking a voluntary leave or (ii) moving to a similar position with another NOBLE member library then, with the approval of the Executive Board, the person may continue in his or her position with NOBLE. Vacancies will be filled per Section 5.8.

ARTICLE VI

EXECUTIVE DIRECTOR

The Executive Director reports to the Executive Board and shall be responsible for the day-to-day operations of NOBLE and for formulating and recommending policy to the Executive Board.

ARTICLE VII

EXECUTION OF PAPERS

Except as the Executive Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the Corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President or Vice-President and the other is the Treasurer or Assistant Treasurer, if any, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions, or votes of the Corporation.

ARTICLE VIII

PERSONAL LIABILITY

The Members, Executive Board, and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of

any money that may otherwise become due or payable to them from the Corporation.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

9.1 Right to Indemnification. The Corporation shall indemnify and reimburse out of the corporate funds to the fullest extent permitted by M.G.L. ch. 180 any person (or the personal representative of any person) who at any time serves or shall have served as a Member representative, officer, employee, or other agent of the Corporation, or who serves or shall have served at its request as a Member representative, officer, employee, or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. In effecting such indemnity and reimbursement, the Members of the Corporation may enter into such agreements and direct the officers of the Corporation to make such payment or payments and take such other action (including employment of counsel) to defend against such claims and liabilities as may in their judgement be reasonably necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

9.2 Indemnification in Advance of Final Disposition of Action. Indemnification to the persons specified in Section 9.1 may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this by-law or under M.G.L. ch. 180.

9.3 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was A Director, officer, employee, or other agent of the

Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE X

AMENDMENTS

These by-laws may be altered, amended, or repealed in whole or in part by two-thirds votes of both Executive Board and the Members of the Corporation. Amendments of these by-laws may be presented at any meeting of the Members of the Corporation provided that the amendments have been submitted in writing at the previous meeting and have been included in the minutes of that meeting.

ARTICLE XI

PATRONS, SUSTAINING, ASSOCIATE, AND CONTRIBUTING MEMBERS

The Executive Board may designate certain institutions as associate, affiliate or other class of members in accordance with their contributions to the Corporation. Such persons shall serve in an honorary capacity and, except as the Executive Board shall otherwise designate, shall in such capacity have no right to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities, except as the Executive Board shall otherwise designate.

ARTICLE XII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order (Scott, Foresman publisher) shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws or with any special rules of organization the Corporation may adopt.

Adopted by Users' Council June 20, 1996

Amended May 25, 2006; June 14, 2007; October 16, 2014; June 14, 2018