

BY-LAWS OF THE JAMES LIBRARY AND CENTER FOR THE ARTS

as amended by the Annual Parish Meeting, June 4, 2006

ARTICLE 1. NAME

This Library shall be called “The James Library and Center for the Arts” in honor of its first benefactor, Josiah L. James, formerly of South Scituate.

ARTICLE 2. PURPOSE

It shall be the purpose of the James Library and Center for the Arts to provide members of the First Parish of Norwell and the general community a broad choice of educational, historical, religious and cultural materials, programs and activities that affirm and support the principles, purposes, and mission of First Parish of Norwell.

ARTICLE 3. JAMES BOARD

Owned by the First Parish Church of Norwell, the James Library and Center for the Arts shall be under the general control and supervision of the Parish, but shall be governed by a Board, known as the James Board, but hereafter referred to as the “Board”, in accordance with the following articles.

ARTICLE 4. ELECTION OF BOARD MEMBERS

The Board shall consist of nine (9) members each serving a staggered three (3) year term. A majority of the Board shall be voting members of the Parish. Vacancies may be filled by majority vote of the Board at any of its regular meetings after prior notice has been given.

ARTICLE 5. DUTIES OF THE BOARD

The Board shall establish all policies required to serve the best interests and purposes of the Library, including the interests of the Parish and of the general community. The Board shall adopt such financial arrangements as may be needed for the proper operation of the Library and all its functions, including the maintenance and repair of the building, its contents and grounds, provided nevertheless that the Board shall not undertake repairs, improvements or alternations of the Library building or grounds in excess of \$5000 without the approval of the Parish Committee. The Board and the Parish Committee shall consult with each other on matters of mutual concern.

ARTICLE 6. CHARITABLE TRUST TRUSTEES

The Trustees of the James Library and Center for the Arts Charitable Trust, hereafter referred to as “Trustees”, shall consist of three (3) members each serving a staggered three (3) year term. Trustees shall be appointed by the Board subject to ratification by the voting members of First Parish of Norwell, in accordance with the provisions of the James Library and Center for the Arts Charitable Trust. The Board will submit the name(s) of the Trustees to the First Parish of Norwell Nominating Committee. The Board shall fill vacancies after consultation with the Trustees. Any Trustee appointed to fill such a vacancy shall serve the remainder of the term of the Trustee whose office is being filled. The Trustees shall manage the provisions of the James Library and Center for the Arts Charitable Trust.

ARTICLE 7. ELECTION OF OFFICERS

The Board shall annually elect from among its members a chairperson, a vice chairperson, a secretary, a treasurer, a collector, and such other officers or committees as it deems necessary to carry out its responsibilities. The Board shall be authorized to employ, and set the compensation for, such employees as may be needed to operate the Library; to arrange for the use of its facilities; and to take any other action deemed appropriate for enhancing income through fundraising, or investing.

ARTICLE 8. MEETINGS

Actions of the Board shall be taken by majority vote of those present, provided a quorum of 5 are present, three of whom must be members of the Parish. The Chairperson shall preside at all meetings, but in the event of his/her absence, the Vice-Chairperson shall preside.

ARTICLE 9. SECRETARY

The Secretary shall keep a faithful record of the Board’s actions, subject to the approval of the Board, and shall perform such other related duties as determined by the Board.

ARTICLE 10. TREASURER

The Treasurer shall receive and deposit all moneys and other funds designed for the use and support of the Library, and disburse or invest the same under the direction of the Board. The Treasurer shall keep adequate records, ledgers, and books, make reports of receipts and disbursements, as well as the condition of the treasury at Board meetings, and prepare an annual report of the same for the board and for the Parish. The Treasurer shall annually submit the budget for the next fiscal year to the Parish Finance Committee prior to the beginning of that fiscal year. The Board shall be entitled to a full accounting and inspection of the books at any time. The Board shall order an independent audit to be made once a year.

ARTICLE 11. AMENDMENTS

These By-laws may be amended at any legal meeting of the Parish by a 2/3rds vote of those present and voting provided the proposal has been set forth in the official call to the meeting.