



BYLAWS OF THE TRUSTEES OF FORBES LIBRARY

ARTICLE I: NAME, PURPOSE AND POWERS

Section 1. Name of Entity

The name by which this organization is known is the “Trustees of the Forbes Library.”

Section 2. Purpose

The organization was established under the September 25, 1876 will of the Honorable Charles Edward Forbes (the “Forbes Will”) and has been duly organized as a Massachusetts public charitable corporation with the purpose of operating a library for the benefit of the public in the City of Northampton.

Section 3. Powers

The organization shall have all the powers and privileges granted to similar public charitable corporations under the General Laws of the Commonwealth, provided that such powers (i) are not inconsistent with the grant of authority in the Forbes Will, and (ii) shall be exercised only as are permitted to be exercised by a non-profit corporation which qualifies as a corporation described in Section 501(c)(3) of the Internal Revenue Code as amended, and that the organization shall engage in no activity either directly or indirectly which would cause the loss of such qualification.

ARTICLE II: LOCATION

The principal offices of the organization are located at 20 West Street in the City of Northampton, Massachusetts.

ARTICLE III: TRUSTEES

Section 1. Membership in the Organization

The membership of the organization shall consist of a Board of Trustees made up of Trustees elected by the inhabitants of Northampton as provided for in the Forbes Will.

Section 2. Election, Appointments and Terms

Trustees are chosen by the inhabitants of Northampton at municipal elections. Each Trustee is elected to a four-year term. Trustees may be re-elected to subsequent terms.

Section 3. Resignation

Each Trustee is expected to fulfill the four-year term to which the Trustee is elected. A Trustee may resign by giving notice in writing to the Board of Trustees.

Section 4. Vacancies

Whenever a vacancy occurs on the board of trustees under the will of Charles E. Forbes, the president of the board shall declare a vacancy and, within 30 days following the date of the vacancy, call a meeting of the trustees to fill the vacancy. The board of trustees shall choose a person to fill the vacancy from among the voters entitled to vote for the office. Persons appointed by the trustees to fill a vacancy shall serve only until the next regular city election, when the office shall be filled by the voters. The candidate elected to an office filled by appointment prior to the election shall be sworn to the office immediately, and shall serve for the unexpired term of the seat to which such candidate was elected. If the seat to which the candidate was elected would have been on the ballot for the next regular city election notwithstanding the vacancy, such candidate shall be elected for a full four-year term. No vacancy shall be filled under this section if a regular city election is to be held within 120 days following the date the vacancy is declared to exist.

- As soon as a vacancy is known, the board president should be alerted.
- The president will decide in consultation with the director if a special meeting should be called to announce the vacancy or if it will be added to the agenda of the next regular meeting.
- The vacancy should be broadly publicized to the community at large utilizing print and social media for a period of 10 days.
- Interested candidates will be asked to provide a statement explaining why they wish to serve as a trustee.
- Candidates will be invited to a special meeting to address the board and answer questions by the trustees.
- Library administration, staff, Friends of Forbes boards members, and the general public should be invited to submit questions for the candidates.
- At the conclusion of the candidate questioning the trustees will select a candidate by roll call vote. If there are multiple candidates, the lowest vote getter will be dropped during each round until someone gets a majority vote.

Section 5. Duties

The Board of Trustees shall be responsible for all of the duties allocated to the Trustees under the Forbes Will, and shall perform any other duties necessary or appropriate to the exercise of the powers set forth at Article I, Section 3 of these Bylaws. The Trustees shall exercise their duties consistently with the terms of any duly executed agreement between the Trustees and the City of Northampton.

The duties of the Trustees shall include, without limitation:

Annual review and approval of the Forbes Library budget and the Forbes Library's book budget.

The appointment of, and execution of a written contract with, a qualified Library Director who shall serve as the Forbes Library's executive and administrative director under the review and direction of the Board of Trustees.

In consultation with the Library Director, the administration of all bequests and endowments given to the Forbes Library and accrued under the Forbes Will, and of all other bequests, endowments, gifts, and memorials which have accrued or may accrue to the Forbes Library.

No individual Trustee shall act or speak for the Board of Trustees unless specifically authorized to do so by vote of the Trustees.

Section 6. Committees

The Board of Trustees shall organize a Standing Committee of the Calvin Coolidge Presidential Library and Museum, as provided for in Article VI.

The Board of Trustees may from time to time organize other standing and ad hoc committees for particular tasks or for the study and investigation of special issues, and such committees may include members of the community at large. The President of the Board of Trustees shall appoint the members based on input by the board.

ARTICLE IV: OFFICERS

Section 1. Officers

The Trustees shall annually elect a President, a Vice-President, and appoint a Secretary and Treasurer by a majority vote of the full Board of Trustees.

Section 2. President

The President of the Board of Trustees shall preside at all meetings of the Board of Trustees; shall be the official signatory for the organization; shall have the power to convene special meetings of the Board of Trustees; shall enforce these Bylaws; shall appoint all committees of the Board of Trustees; and shall serve *ex officio* as a member of all committees of the Board of Trustees.

Section 3. Vice-President

The Vice-President shall carry out the duties of the President at the President's request, or in the absence or incapacitation of the President, and shall be an additional official signatory for the organization.

Section 4. Secretary

The Secretary, or their designee, shall attend all meetings of the Board of Trustees and shall keep full, true and accurate minutes of all business transacted at each such meeting, and shall discharge all other duties, which shall be assigned by the Board of Trustees.

The Secretary shall, at the direction of the President, be an official signatory of the organization.

Section 5. Treasurer

The Treasurer shall attend meetings of the Board of Trustees quarterly and as needed and provide a report for each meeting. Duties of the Treasurer shall include assisting in the oversight of the budget, ensuring all appropriate financial reports are made available to the Trustees on a timely basis, and making all financial information available to the Trustees. The Treasurer shall also review the annual audit, as required by law, and answer any questions the Trustees may have relating to the audit. Additionally, the Treasurer is responsible for preparing the annual financial report to the City of Northampton required under the Forbes Will. The Treasurer shall, at the direction of the President, be an official signatory of the Corporation.

ARTICLE V:
MEETINGS

Section 1. Place of Meeting

Meetings of the Trustees shall be held at the Forbes Library or in such other place as shall be specified in the notice of meeting.

Section 2. Annual and Regular Meetings

The Trustees shall hold annually a meeting of the full Board of Trustees for the election of new officers and the transaction of general business. The annual meeting shall be held in January of each year, on such date and hour as specified in the notice of meeting. In the event that the annual meeting is not held in January, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

The Board of Trustees shall hold regular monthly meetings at times convenient to the Trustees to transact the business of the organization. Monthly meetings may be cancelled by majority vote of the Board of Trustees.

Section 3. Special Meetings

The President may call special meetings of the Board of Trustees at other times throughout the year when, in their opinion, the interests of the organization would be served by such a meeting. Special meetings may also be called by a majority of the Trustees.

Section 4. Notice of Meetings

Meetings of the Board of Trustees, any subcommittee of the Board of Trustees, and any other multiple member body established by the Board of Trustees shall conform to the provisions of the Open Meeting Law, M.G.L. c. 30A, § 18, as it may be amended from time to time, or to any successor open meeting statute.

Section 5. Public Comment Period

Each meeting shall commence with a public comment period which will be interactive. The length of the public comment period may be limited by the Trustees.

Section 6. Quorum and Voting

A simple majority (51% or more) of the Board of Trustees shall constitute a quorum to transact business at any regular or special meeting of the Trustees. Except as provided in Section 9 of

this Article V, all votes of the Trustees shall be in person and shall take place at regular or special meetings of the Board of Trustees. The President or other presiding officer shall vote on all questions before the Board of Trustees.

All votes require a majority of Trustees present or participating to pass. A roll call vote will be required for all Action Items. The roll will be called by the Secretary or their designee in alphabetical order.

Section 7. Attendance and Reporting

In addition to the Secretary and Treasurer, the Library Director and Assistant Director shall personally attend all meetings of the Board of Trustees unless such attendance is excused by the President or other presiding officer of the meeting. The Library Director and the Treasurer shall make a report to the Board of Trustees at each meeting.

Section 8. Executive Session

- a. An executive session of the Board of Trustees shall be defined as any meeting or part of a meeting which is closed to certain persons for deliberation on certain matters.
- b. No executive session shall be held until the Board of Trustees has first convened in an opening session for which notice has been given, a majority of the Trustees has voted to go into executive session and the vote of each Trustee is recorded on a roll call vote and entered into the minutes, and the presiding officer has stated before the executive session if the Board of Trustees will reconvene after the executive session.
- c. In accordance with the Board of Trustees' commitment to follow the Open Meeting Law, executive sessions may be held for the following purposes only:
 1. To discuss the reputation, character, physical condition or mental health, rather than professional competence, of an individual, or to discuss the discipline or dismissal of, or complaints or charges brought against, a Trustee, employee, or individual. The individual to be discussed in such executive session shall be entitled to written notice of the purpose of such proposed executive session at least 48 hours in advance, provided that such notice may be waived by written agreement.
 2. To conduct strategy sessions in preparation for negotiations with nonunion personnel, or to conduct collective bargaining sessions or contract negotiations with nonunion personnel.
 3. To discuss strategy with respect to collective bargaining or litigation if an open meeting may have a detrimental effect on the bargaining or litigating position of the Board of Trustees and the President so declares.
 4. To discuss the deployment of security personnel or devices, or strategies with respect thereto.
 5. To investigate charges of criminal misconduct or to consider the filing of criminal complaints.

6. To consider the purchase, exchange, lease or value of real property, if the President declares that such discussions may have a detrimental effect on the negotiating position of the Board of Trustees.
7. To comply with, or act under the authority of, the provisions of any general or special law or federal grant-in-aid requirements.
8. To consider or interview applicants for employment or appointment by a preliminary screening committee if the President declares that an open meeting will have a detrimental effect in obtaining qualified applicants, provided, however, that this clause shall not apply to any meetings, including meetings of a preliminary screening committee, to consider and interview applicants who have passed a prior preliminary screening.
9. To meet or confer with a mediator, as defined in M.G.L. c. 233, § 23C, with respect to any litigation or any decision on any public business involving another party, group or entity, provided that (i) any decision to participate in mediation shall be made in an open session and the parties, issues involved and purpose of the mediation shall be disclosed; and (ii) no action shall be taken with respect to the issues subject to mediation without deliberation and approval for such action at an open session.

Section 9. Remote Participation

- a. Trustees may participate remotely in meetings, only if physical attendance would be unreasonably difficult on account of personal illness or disability, emergency, military service or geographic distance, and subject to the following requirements:
 1. All Trustees who participate remotely and all persons physically present at the meeting location shall be clearly audible to one another.
 2. Media acceptable for remote participation shall include telephone, internet or satellite-enabled audio or videoconferencing. If video technology is in use, all remote participants must be clearly visible to all persons physically present in the meeting location. Accommodations shall be made for any Trustee who requires TTY service or other form of adaptive telecommunications.
 3. The President or, in the President's absence, the Vice-President, may decide how to address technical difficulties that arise in the course of remote communication. The President may suspend discussions or deliberations while reasonable efforts are made to correct any problem that interferes with a remote participant's ability to hear or be heard clearly by all persons physically present at the meeting location.
 4. Any Trustee who participates remotely may vote and shall not be deemed absent.
 5. Any additional costs associated with remote participation shall be borne by the remotely participating Trustee.
- b. The following procedures shall be observed in connection with remote participation:
 1. Any Trustee who wishes to participate remotely shall, as soon as reasonably possible prior to the meeting in question, notify the President or, in the

President's absence, the Vice-President, of the Trustee's desire to do so and the reason for and facts supporting the request.

2. At the start of the meeting, the President or, in the President's absence, the Vice-President, shall announce the name of any Trustee who will be participating remotely. This information shall also be recorded in the minutes.
3. All votes taken during any meeting in which a Trustee participates remotely shall be by roll call vote.
4. A Trustee participating remotely may participate in an executive session, but shall state at the beginning of any such session that no other person is present or able to hear the discussion at the remote location, unless the presence of that person is approved by a majority vote of the Board of Trustees.
5. Whenever feasible, the President or the President's designee shall distribute to each remote participant, in advance of the meeting, copies of any documents or exhibits reasonably anticipated to be used during the meeting. If used during the meeting, such documents shall be part of the official record of the meeting and shall be listed in the meeting minutes.

ARTICLE VI:
STANDING COMMITTEE OF
THE CALVIN COOLIDGE PRESIDENTIAL LIBRARY AND MUSEUM

Section 1. Mission

The Standing Committee of the Calvin Coolidge Presidential Library and Museum (the "Coolidge Standing Committee") supports the mission of the Calvin Coolidge Presidential Library and Museum (the "Museum"), which gathers, preserves, and provides access to historical materials and artifacts related to the lives of Calvin and Grace Coolidge and the Presidency of Calvin Coolidge, facilitates conversations, and provides opportunities for the public to engage in interactions on civics, history and current events.

The Board of Trustees may from time to time promulgate written priorities and recommendations for the Coolidge Standing Committee's fulfillment of its responsibilities.

Section 2. Powers, Duties and Responsibilities

The Coolidge Standing Committee is responsible for:

- a. Managing the Museum, including general operations, programming, fundraising, grant applications and publicity.
- b. Preparing an annual budget for the Museum. The Museum's budget relies primarily on funds allocated by the Board of Trustees, supplemented by funds raised or acquired separately by the Coolidge Standing Committee.
- c. Working with the Library Director and the Archivist of the Museum to seek, interview and hire Museum staff. All Museum staff are employees of Forbes Library and subject to Forbes Library's employee policies and procedures.
- d. Making recommendations to the Board of Trustees regarding amendments to this Article, changes to the Museum's mission, the incurrence of debt, building maintenance, and capital improvements, and changes in the location of the Museum within the City of

Northampton. Final decisions in all such matters shall be made solely by the Board of Trustees.

- e. Fundraising in support of capital improvement projects approved by the Board of Trustees.
- f. Communicating its actions to the Board of Trustees and the Library Director in a timely manner.

Section 3. Membership

The Coolidge Standing Committee shall be composed of not less than 13 and not more than 17 members. Committee appointments shall be made by the President of the Board of Trustees or their designee, and may include members of the community at large. The membership of the Coolidge Standing Committee shall include at least one Trustee and the Library Director or their designee. Coolidge Standing Committee members may recommend candidates to the Board of Trustees.

The members of the Coolidge Standing Committee may, by majority vote, confer Emeritus status for life on an individual in recognition of their meritorious service to the Coolidge Standing Committee. Emeritus members shall be elected from among persons who have retired from or assumed a largely inactive status with the Coolidge Standing Committee after having served with distinction. Emeritus status may be removed only for cause.

Persons deserving of special recognition because of their association with or support of the purposes of the Museum, or because of distinguished public service, may be designated Honorary members by the Coolidge Standing Committee.

Emeritus members and Honorary members shall be entitled to attend and participate in meetings and serve on subcommittees, but in each case without a vote, and shall not be counted as members of the Coolidge Standing Committee under this Section. There shall be no limit on the number of Emeritus members or Honorary members.

Section 4. Appointment and Term of Office

Members of the Coolidge Advisory Committee at the time of the creation of the Coolidge Standing Committee shall be offered initial appointments with two-year terms. All other appointments to the Coolidge Standing Committee shall be for three-year terms, beginning in October of the first year of the term and ending in September of the final year of the term, subject to early termination by removal or resignation as described in Section 4 of this Article. The Trustees may at their sole discretion extend a Coolidge Standing Committee member's appointment by additional three-year terms. There shall not be a limit on the number of terms served by members of the Coolidge Standing Committee.

Section 5. Officers

The Coolidge Standing Committee shall have a Chair, Vice-Chair and Committee Secretary, to be elected at the Coolidge Standing Committee's Annual Meeting by majority of the members present. Vacancies may be filled at any meeting of the Coolidge Standing Committee by a majority of the members present. There are no limits on the number of terms served by officers.

The Chair shall preside at all regular and special meetings of the Coolidge Standing Committee, appoint members of subcommittees, and shall be a member *ex officio* of all such

subcommittees. The Chair shall also be entitled to be given notice of committee meetings and, if present, vote at such meetings.

The Vice-Chair shall perform the duties of the Chair at regular and special meetings in the absence of the Chair, and such other duties as required by the Chair or the Coolidge Standing Committee.

The Secretary, or their designee, shall attend all meetings of the Coolidge Standing Committee and shall keep full, true and accurate minutes of all business transacted at each such meeting. The Secretary is a non voting member unless appointed as a member of the Coolidge Standing Committee by the Board of Trustees.

Section 6. Resignation and Removal

Any member of the Coolidge Standing Committee may resign by giving written notice to the Chair of the Coolidge Standing Committee. Members may be removed in a vote by the majority of the Board of Trustees or in a vote by the majority of the members of the Coolidge Standing Committee. Appointments to fulfill the remainder of a term by a departed member may be made by recommendation of members of the Coolidge Standing Committee and approval by the Trustees.

Section 7. Meetings

The Coolidge Standing Committee shall meet at least eight times per year, to include an Annual Meeting. The Archivist shall personally attend all meetings unless such attendance is excused by the Chair.

Meetings of the Coolidge Standing Committee and its subcommittees must conform to the standards of Massachusetts Open Meeting Law and notice of all meetings shall be given accordingly.

A quorum for a Coolidge Standing Committee meeting shall be achieved once a majority of the Coolidge Standing Committee members currently in office is present. Coolidge Standing Committee members may participate in meetings remotely on the same terms and conditions applicable to the Board of Trustees as set forth in Article V, Section 9. The Chair of the Coolidge Standing Committee shall determine whether a member is successfully present by electronic means.

A simple majority of voting members present shall be required for the Coolidge Standing Committee to take action in all circumstances unless otherwise specified in these Bylaws.

Members shall participate in all regular and special meetings of the Coolidge Standing Committee unless excused by the Chair. Unexcused absences from three consecutive regular meetings may be considered cause for removal by the Board of Trustees.

Section 8. Subcommittees

The Coolidge Standing Committee may from time to time organize other standing and ad hoc subcommittees for particular tasks or for the study and investigation of special issues. Only members of the Coolidge Standing Committee shall vote on such subcommittees.

ARTICLE VII:
AMENDMENTS

Section 1. Amendments

These Bylaws may be amended, altered or repealed, in whole or in part, by the vote of a majority of the Trustees present at any meeting of the Board of Trustees, provided that, in all cases, notice as defined in this Article be properly given.

Section 2. Notice

For purposes of this Article, notice shall consist of (i) notice of a meeting as required under Article V, Section 4 of these Bylaws; (ii) a statement of the intention to amend, alter or repeal these Bylaws; and (iii) the full text of such amendment or alteration, or the full text of the Bylaw or Bylaws to be repealed.

Section 3. Certification

The Secretary shall certify in writing to the President and the Board of Trustees that the requirements of Section 2 of this Article have been complied with before any vote on the proposed amendment, alteration or repeal may be taken.

Approved by Board of Trustees: November 18, 2021, updated April 26, 2022, updated December 23, 2023