

The Harvard Square Library

BY-LAWS OF HARVARD SQUARE LIBRARY, INC. **Adopted as of June 9, 2008; amended March 2, 2009**

- NAME

The name of the Corporation shall be Harvard Square Library, Inc.

ARTICLE II - PURPOSE

The primary purpose of Harvard Square Library, Inc., is to advance the Unitarian Universalist Religion. To do this the Library will:

- A. present and publicize Unitarian Universalism and liberal religion more generally by various means and media, including but not limited to electronic devices and transmissions to person and organizations in the Unitarian Universalist movement and to the general public;
- B. engage in such other related actions as may from time to time be necessary or convenient in carrying out the above-stated primary purpose, so long as such actions fall within the charitable, scientific, educational or literary purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1954 or any equivalent law; and
- C. raise funds as necessary or convenient for sustaining the foregoing efforts.

Notwithstanding any other provisions of these By-Laws, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under said Section or corresponding provisions of any subsequent tax laws.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

I - MEMBERS

The Members of the Corporation shall be the persons who from time to time are Members of the Standing Committee of the First Parish (Unitarian Universalist) in Cambridge (Massachusetts)(hereinafter referred to as "First Parish").

ARTICLE IV – MEETINGS OF MEMBERS

Section 4.01. *General.* The Members shall meet annually on the third Tuesday of May of each year, at such place and time as shall be designated by the Chair of the Standing Committee, for the election or removal of Directors, the hearing of reports and the transaction of such other business as may properly come before the meeting. If for any reason the annual meeting is not so held, a special meeting may be held in lieu thereof and the business of the annual meeting may be transacted at such special meeting. Special meetings for any purpose may be called, and additional business for annual meetings may be specified, by said Chair. The Members may, but need not, elect one or more of themselves to the Board of Directors of the Corporation.

Section 4.02. *Voting and Other Procedures and Requirements.* Meetings of Members shall be governed by all the usual requirements of the Standing Committee relating to its meetings, including those regarding notice, voting, proxies, quorums and the like.

ARTICLE V – BOARD OF DIRECTORS

Section 5.01 *Power of Board and Qualification of Directors.* Subject to the powers and authority of the Members, all corporate powers shall be exercised by, or under the authority of, and the business of the Corporation shall be managed under the direction of, the Board of Directors. A director need not be a resident of the Commonwealth of Massachusetts.

Section 5.02 *Number of Directors.* The Board of Directors shall consist of not less than seven persons.

Section 5.03 *Selection and Term of Directors.* The Board of Directors shall from time to time as appropriate recommend new members of the Board to the Standing Committee. Each director shall serve for a term of three years and until his successor is elected and qualifies, provided, however, that approximately one-third of the initial directors named in the Articles of Organization shall be designated as serving a one-year term, approximately one-third of such initial directors shall be designated as serving a two-year term, and the remaining initial directors shall serve a three-year term. A director may be elected to an unlimited number of three-year terms, successive or otherwise.

Section 5.04 *Successor and Additional Directors.* The Board shall recommend to the Standing Committee the election of a successor director to one who has died, resigned, become incapacitated or for any other reason whatsoever no longer serves, and shall also have the power to recommend the election of additional directors. If at any time the directors remaining in office constitute fewer than a quorum of the Board, the Board shall promptly recommend to the Standing Committee a person or persons to fill the vacancy or vacancies necessary to comply with quorum requirements.

Section 5.05 *Removal of Directors.* Except as otherwise required by law or restricted by the Articles of Organization or these Bylaws, the Board shall have the power to recommend to the Members the removal of any one or more of the directors with or without cause.

Section 5.06 *Resignation.* Any director may resign at any time by delivering written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date. The Board of Directors shall promptly notify the Members of any resignation.

Section 5.07 *Quorum of Directors and Voting.* Unless a greater proportion is required by law, a majority of the number of directors then in office, but not fewer than four directors, shall constitute a quorum for the transaction of business, and, except as otherwise provided by law, the vote of a majority of the directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Section 5.08 *Meetings of the Board.*

A. An annual meeting of the Board of Directors shall be held each year at such time and place as shall be fixed by the Board, for the election of officers and for the transaction of such other business as may properly come before the meeting.

B. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the President or any three directors.

C. Regular and special meetings of the Board may be held at such places in or out of the Commonwealth of Massachusetts as designated by the Board.

D. Reasonable written notice must be given of all meetings, including the purpose of the meeting and the business to come before the meeting. However, notice of a meeting need not be given to any director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the

beginning of such meeting, or promptly upon his arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 5.09 Action by Directors Without a Meeting; Meetings by Conference Telephone.

A. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent in writing to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each director. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

B. Any one or more members of the Board may participate in a regular or special meeting of the Board by means of conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 5.10 Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation as director. However, a director may be reimbursed for reasonable expenses incurred in the performance of his duties as Director.

ARTICLE VI - COMMITTEES

Section 6.01 Committees. The Board may create one or more committees and appoint members of the Board and others to serve on them. Each committee may have two or more members, who serve at the pleasure of the Board. To the extent specified by the Board, each committee may exercise the authority of the Board, except that a committee may not exercise authority prohibited by law.

Section 6.02 Committee Rules. Any provisions of these By-laws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall also apply to committees and their members.

Section 6.03 Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. The creation of, delegation of authority to, or action by a committee shall not operate to relieve the Board or any individual director of any responsibility imposed upon it or such director by law.

ARTICLE VII – OFFICERS, AGENTS AND EMPLOYEES

Section 7.01 Officers. The Board of Directors shall elect a President, a Clerk and a Treasurer. The Board may also elect as officers one or more Vice-Presidents, Assistant Vice-Presidents, a Secretary, Assistant Secretaries, Assistant Clerks, Assistant Treasurers and other officers and may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices may be held by the same person.

Section 7.02 Term of Office and Removal. Each officer shall hold office for the term of three years, or for such lesser time to fill the unexpired term for which he is elected, and until his successor has been elected and qualified. All officers shall be elected at the annual meeting of the Board, except as may be necessary to fill a vacancy or a newly created office. Any officer may be removed by the Board at any time with or without cause. Election of an officer shall not of itself create any contract rights in the officer or the Corporation.

Section 7.03 Resignation. Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to the Corporation.

Section 7.04 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be specified by the Board of

Directors and, to the extent not so specified, as may be provided by statute and as generally pertain to their respective offices, and such authority and duties of the following officers shall include, but not be limited to, the following:

A. President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President, if any, shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. Clerk. The Clerk shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Directors, and for authenticating the records of the Corporation, and shall give or cause to be given all notices in accordance with the Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Clerk. The Clerk shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He shall on reasonable prior notice at all reasonable times exhibit the books and accounts to any officer or director of the Corporation who may so request, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his duties as the Board may require, for which he shall be reimbursed.

Section 7.05 Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 7.06 Compensation of Officers, Agents and Employees.

A. The Corporation shall not pay any compensation to officers for officer services rendered to the Corporation. However, an officer may be reimbursed for reasonable expenses incurred in the performance of his duties.

B. The Corporation may pay compensation in reasonable amounts to agents, consultants, contractors, employees and the like for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any committee or officer, then by such committee or officer.

C. Notwithstanding the provisions of Section 5.10 and of Subsection B of this Section 7.06, a director or officer shall not by virtue of such office be precluded from receiving compensation for services rendered as described in Subsection B above.

D. The Board may require agents, consultants, contractors, employees and the like to give security for the faithful performance of their duties, and the cost of such security shall be reimbursed by the Corporation.

ARTICLE VIII- MISCELLANEOUS

Section 8.01 Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31.

Section 8.02 Corporate Seal. The corporate seal, if any, shall be in such form as may be approved from time to time by the Board of Directors.

Section 8.03 Checks. Checks drawn on the funds of the Corporation shall be signed by the Treasurer, except as may otherwise be specified from time to time by the Board of Directors.

Section 8.04 Execution of Other Documents. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 8.05 Books and Records. The Corporation shall keep at its office correct and complete books and records of its accounts, the activities and transactions of the Corporation, the minutes of the proceedings of the Board of Directors and any committees of the Corporation, and a current list of the directors and officers of the Corporation and their residential addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 8.06 Amendment of Articles of Organization and By-laws. The Articles of Organization of the Corporation may be amended from time to time by an affirmative vote of two-thirds of the Members of the Corporation. The By-laws of the Corporation may be amended from time to time or repealed in whole or in part by a majority of the Directors of the Corporation, provided, however, that the powers, authority and manner of selection of the Members shall not be changed without the prior written consent of the Members.

Section 8.07 Indemnification and Insurance.

A. The Corporation shall indemnify any director, any former director, any officer, or any former officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director or officer; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person: (1) conducted himself in good faith; (2) believed in the case of conduct in his official capacity with the Corporation that his conduct was in the best interest of the Corporation; and in all other cases that his conduct was at least not opposed to the best interests of the Corporation; or (3) in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of the Corporation in which the director or officer was judged liable to the Corporation, or (2) in which improper personal benefit is charged.

B. The Corporation shall indemnify a director who entirely prevails in the defense of any proceeding to which he was a party because he is or was a director of the Corporation, for reasonable expenses incurred by him in connection with the proceeding.

C. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such director or officer. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that such director or officer shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

D. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

E. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

F. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him which arises out of such person's status in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

G. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

H. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE IX – CONFLICTS OF INTEREST

Whenever a director or officer has a financial interest or personal interest in any matter coming before the Board of Directors, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of the meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE X – DISPOSITION OF PROPERTY

Section 10.01 *No Benefit to Officers and Directors.* No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of the Corporation's assets on dissolution of the Corporation.

Section 10.02 *Private Foundation.* In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d), (b) retain any excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the organization to tax under Section 4944, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

Section 10.03 *Disposition of Property on Dissolution.* In the event of dissolution, all of the remaining assets and property of the Corporation shall, after payment of necessary expenses thereof, be distributed to the Unitarian Universalist Association of Congregations, 25 Beacon Street, Boston, Massachusetts (hereinafter, the "UUA"), or to any successor organization having substantially the same purpose, if the UUA or such successor organization, as the case may be, shall then qualify under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, and otherwise to such other qualified organization as may then be designated by the Board of Directors, all subject to compliance with then applicable law, including authorization of the Massachusetts Supreme Judicial Court if then required.

Harvard Square Library Officers and Directors

The First Parish in Cambridge, Unitarian Universalist April 8, 2009

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