

BY-LAWS of the WORCESTER MEDICAL LIBRARY, INC.

Adopted April 12, 1978

Amended April 13, 2022

ARTICLE I

NAME, LOCATION, PURPOSES, AND SEAL

1. The name by which the Corporation shall be known is Worcester Medical Library, Inc.
2. The location of the principal office of the Corporation is the City of Worcester.
3. The purposes for which the Corporation is formed are as follows: to establish and maintain a library of medicine and the allied sciences, and to promote and advance medical education and medical science.
4. It shall have a corporate seal bearing the name of the Corporation and such other devices and inscriptions as the Board of Trustees may determine.

ARTICLE II

MEMBERSHIP

1. There shall be three categories of membership; regular, associate, and honorary.
2. Regular members shall be the voting members in good standing of the Worcester District Medical Society. Each regular member present shall have a vote at all meetings of the Corporation.
3. An associate member shall not have the right to vote, but shall have all other privileges of members of the Corporation. Any member of the Massachusetts Medical Society residing outside of the Worcester District, any member of the Worcester Dental Society, and any other person approved by the Board of Trustees, may become an associate member upon payment of an annual fee as may be fixed by the Board of Trustees.
4. An honorary member shall not have the right to vote, but shall have all other privileges of members of the Corporation. Honorary membership shall be conferred by majority vote of the Corporation at the annual meeting to a person whose name has been placed in nomination for this category of membership by the Chairman of The Board of Trustees, with the majority approval of the Board. There shall be no fee for honorary membership.
5. All members shall enjoy the following privileges:
 - a. Attendance at the annual meeting of the Corporation and all special meetings of the Corporation,
 - b. The right to request a special meeting in accordance with Article III, section 3 of these by-laws, and
 - c. The use of the educational materials of the Corporation, subject to the current library rules.

ARTICLE III

MEETINGS

1. The annual meeting of the Corporation shall be held in the spring of each year.
2. A special meeting of the Corporation may be called at any time by the president.
3. A special meeting shall be called by the president at the written request of twenty members.
4. Due notice, stating the purposes for which any meeting is to be held, shall be sent to all the members by mail or electronic means. The hour and place of all meetings of the Corporation shall be determined by the president.
5. Twenty-one members shall constitute a quorum for the transaction of business. A lesser number may adjourn the meeting from time to time.

ARTICLE IV

OFFICERS

1. The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Secretary, such other officers as the Corporation may from time to time authorize, and a Board of Trustees who shall be thirteen in number, and shall consist of the said four officers and nine others.
2. The President, Vice-President, Secretary, and Treasurer will all be regular members of the Corporation, elected for a term of one year at the annual meeting of the Corporation.
3. The nine trustees other than the officers will be members of the Corporation. They will each serve for a term of three years. Three will be elected each year at the annual meeting of the Corporation.

ARTICLE V

PRESIDENT AND CHAIRMAN OF THE BOARD OF TRUSTEES

1. The President shall preside at all meetings of the Corporation and shall exercise a general supervision over the affairs of the Corporation, including the appointment of special committees as necessary.
2. At the first meeting of the Trustees following the annual meeting of the Corporation, the Trustees shall choose from their own number a Chairman of the Board of Trustees, who shall preside over their meetings and shall perform such duties as may be assigned to him by the Trustees.

ARTICLE VI

TREASURER

1. The Treasurer shall be custodian of the funds and valuable papers of the Corporation subject to the orders of the Corporation and of the Trustees, and custodian of the corporate seal. He shall collect all money due the corporation. He shall keep an accurate account of all receipts and disbursements, and shall make disbursements for all routine expenses under the authority of the Trustees or as may be ordered by vote of the Corporation in any meeting duly called. He shall keep accurate records of the invested funds under the direction of the Trustees in performance of their duties under Article IX, of these by-laws.

Checks shall be drawn and notes and other obligations issued by him only upon regularly numbered blanks, with the name of the Corporation written or printed on the face thereof. He shall, when thereto required, give bond to the Corporation for the faithful performance of his duties, in such sum and with such sureties as the Trustees may require. The custody of such bond shall be with such as the Trustees may designate.

2. The fiscal year of the Corporation shall end on December 31.
3. The funds of the Corporation shall be used only in furtherance of the purposes for which the Corporation is formed.
4. The Treasurer shall annually make to the Corporation a written report of his doings and of the state of the treasury and shall subject all his accounts to the inspection of the Trustees, auditors, and their agents.
5. The Treasurer may delegate administrative duties to the Librarian or other individual with the approval of the Trustees.

ARTICLE VII

SECRETARY

1. The Secretary shall keep and shall have charge of the records of the Corporation and of the Trustees.
2. He shall send by mail to each member at least 14 days in advance, notice of the annual meeting, with the list of nominations. He shall send by mail to each member at least 7 days in advance, notice of any special meeting of the Corporation called by the President or called upon written request as provided in Article III of these by-laws. The notices of all meetings of the Corporation shall state the purposes for which the meeting is called.
3. He shall send by mail to each Trustee, at least 7 days in advance, notice of every regular meeting of the Trustees and of every special meeting of the Trustees called by the President or Chairman or called upon written request as provided in Article VIII of these by-laws. The purposes for which all special meetings of the Trustees are to be held shall be stated in the notice of the meeting.
5. The Secretary may delegate administrative duties to the Librarian or other individual with the approval of the Trustees.

ARTICLE VIII

TRUSTEES

1. Within one month following the annual meeting of the Corporation, the Board of Trustees shall meet for the organization and business of a regular meeting.
2. The Trustees are hereby given all the powers which the Corporation itself possesses, not incompatible with these by-laws or with the laws of the Commonwealth. They shall make such rules and orders for their regular meetings and for their procedure and may appoint such committees as they deem fit. They shall make such rules and regulations with reference to the use of the library by members of the Corporation, or by others, as they deem proper.
3. A quorum of the Trustees for the transaction of business shall be five.
4. Special meetings of the Trustees may be called at any time by the President or the Chairman of the Board of Trustees, and shall be called upon the written request of at least five Trustees delivered to the Secretary, stating the purposes for which the meeting is to be held.
5. Any vacancy occurring in the Officers or Board of Trustees from the death, resignation, removal or disability of any Officer or Trustee shall be filled by the remaining members of the Board at their next regular meeting or at a special meeting called for the purpose.
6. The Trustees may appoint any appropriate employees and remove them at their pleasure. The Trustees shall appoint a Librarian to supervise the educational materials of the Corporation. The Trustees may appoint a Curator.
7. The Trustees shall have access to the books, vouchers and funds of the Treasurer.

ARTICLE IX

PERMANENT FUNDS AND PROPERTY

1. The general care and management of the permanent funds and property of the Corporation, including any that may hereafter be acquired, is hereby placed in the Trustees, subject always to such directions as may be given from time to time by the Corporation.

2. The duties of the Trustees in this regard shall be:

- a. To treat each separate gift of legacy, or other acquisition designed for permanent investment, from whatever source received, as a separate and independent fund, designating it by either the name of the donor, or some other name indicative of the use to which it is made applicable,
- b. To keep all such funds constantly invested in interest bearing securities, having at all times, in the selection of such securities, particular regard to the safety of the principal,
- c. To expend, or cause to be expended at their discretion, the income derived from these investments, for the purposes authorized by the terms under which the several funds are or shall be held, and for no other,
- d. To cause to be kept in a book provided for the purpose an account current with each fund, -which book and account shall at all times be open to the inspection of any member of the Corporation who may desire to examine them,
- e. To have available at every annual meeting of the Corporation, in print and in detail, a complete report of the transactions of the year preceding, stating for each fund the income received, and expenditures made (and for what purpose), its present condition, and the name, character and amounts of the several securities in which it is held.

ARTICLE X

COMMITTEE ON NOMINATIONS

1. At the first meeting of the Trustees following the annual meeting, the Trustees shall elect a committee on nominations to consist of five members of the Corporation, who shall hold office for one year and until others are duly chosen in their stead.
2. This committee shall meet not later than two weeks prior to the date of the annual meeting, shall make nominations for all officers of the Corporations, and shall cause notice thereof to be sent by the Secretary with the call for the annual meeting.

ARTICLE XI

AUDITORS

1. At the first meeting of the Trustees following the annual meeting, the Trustees shall appoint auditors.
2. The auditors shall have access at all times to the books, records, and vouchers of the Treasurer and of the Trustees, and shall seasonably audit the accounts of the Trustees as to the invested funds and the accounts of the Treasurer, and shall present reports of such audits to the annual meeting of the Corporation.

ARTICLE XII

AMENDMENTS

1. These by-laws, or any of them, may be amended or repealed by vote of a majority present and voting at any meeting of the Corporation duly called and held for that purpose, which purpose shall be specifically stated in the call for the meeting.
2. Any proposed changes must be sent to members at least one month in advance of such meeting.