

# BY-LAWS OF THE FRIENDS OF THE SOUTH BERWICK LIBRARY, INC.

## Article 1

### Name

The name of this association shall be the Friends of the South Berwick Library, Inc. (the Friends).

## Article 2

### Purpose

A. The association is organized and operated exclusively for charitable purposes within the meaning of 501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

B. The purposes of this association shall be to support and improve the South Berwick Public Library (the Library), to focus public attention on the Library, to stimulate the public's use of the Library's services, and to promote cultural opportunities through the Library.

## Article 3

### Membership

- A. **Eligibility.** Membership is open to all members of the library community who make a contribution in cash or in kind.
- B. **Membership.** Membership will be recorded on the books of the organization maintained by the Treasurer together with a record of the amount of donations. Memberships are one calendar year in duration beginning on the month that the contribution is received by the organization. Each membership shall be entitled to one vote and shall designate one voting member.
- C. **Voting Rights.** Each member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by a show of hands or by written or electronic ballot.
- D. **Termination of Membership.** Membership of any member shall be terminated one calendar year from the month for which said member has made a contribution but shall be reinstated upon the making of a contribution for the current fiscal year.

## Article 4

### Directors

- A. **Powers.** Subject to any limitations of the Articles of Incorporation, the Maine Nonprofit Corporation Act or these bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the association shall be controlled by the Board of Directors.

- B. **Number of Directors.** The number of directors constituting the entire Board shall be a minimum of five (5) and a maximum of twelve (12). The number of directors may be determined from time to time by action of the voting members or the Board of Directors, provided that any action by the Board of Directors to affect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds of all directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.
- C. **Qualifications for Office.** Every director must be a member in good standing of this organization. No person who is holding local public office is eligible to be a director. Each director is to be selected for knowledge of the charitable needs of the community and shall serve without compensation except for reasonable expenses incurred for the organization. Each director shall be at least 18 years of age.
- D. **Nominations of Directors.** Prior to the annual meeting of the voting members, the Nominations Committee shall present a list to the Secretary containing the names of eligible nominees as directors for the ensuing year. The Secretary shall notify voting members of the list of nominees prior to the annual meeting. Nominations for directors may also be received from the floor during any meeting of the voting members at which directors are to be elected.
- E. **Elections of Directors.** All directors shall be elected by the voting members of the organization at the annual meeting. The term of each director, upon being elected to office, shall begin at the beginning of the next fiscal year
- F. **Term of Office.** The regular term of office for each director shall be three (3) years, unless terminated by death, incapacity, resignation or removal. All directors shall hold office until the expiration of the term for which each was elected, until a successor has been duly elected and qualified, or until the director's prior resignation or removal.
- G. **Staggered Terms.** The terms of the directors shall be staggered. In order to stagger the terms of directors, as close as possible to one-third of the directors shall be selected each year.
- H. **Removal, Resignation.** Any director may resign from office at any time by giving written notice to an officer of the organization. Any director may be removed for cause by a two-thirds vote of all of the other directors then in office. Reasons for removal by cause may include the following:
- failure to attend three (3) consecutive regular meetings of the Board of Directors;
  - conviction of a felony;
  - material breach of his or her fiduciary duty.
- I. **Filling of Vacancies.** Any vacancy occurring on the Board of Directors may be filled by a vote of the majority of the remaining directors. A director then chosen shall serve for the balance of the unexpired term of the vacant office. If the Board of Directors accepts the resignation of a director, tendered to take effect at a future time, the Board may elect a successor to take office when the resignation becomes effective for the balance of the unexpired term of the resigning director. The Board has the power to fill or leave unfilled, until the next election, all vacancies occurring on the Board, including those created by an authorized increase in the number of directors. In the event that the Board decides not to fill a vacancy for a director whose office is subject to election by the voting membership, the President may call a special meeting of the voting members to elect such director.

- J. **Action By Unanimous Written Consent.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force and effect as if taken by a unanimous vote of directors, if authorized by writing signed individually or collectively by all directors. Such consent shall be filed with the regular minutes of the Board.
- K. **Place and Number of Meetings.** Meetings of the Board of Directors shall be held at any place which has been designated from time to time by resolution of the Board or by written consent of all directors. The Board shall hold at least three (3) meetings each calendar year.
- L. **Special Meetings.** Special meetings of the Board of Directors may be called anytime by the President or three (3) directors.
- M. **Quorum.** A quorum will be a majority of the Board of Directors as constituted. Majority equals half plus one.

## **Article 5** **Officers**

- A. Officers of this organization shall be: President, Vice President, Secretary, Treasurer and Library Liaison. All officers shall be directors.
- B. **Election of Officers.** The Officers shall be elected by the Board of Directors following the annual meeting or whenever a vacancy occurs.
- C. **Terms.** The terms of the officers shall be for ~~2~~ 1 years beginning the month after the election or until a successor is elected.
- D. **Vacancies.** Vacancies shall be appointed by a majority of the members of the Board of Directors until the next regular election.
- E. **President.** The President shall be the chief executive and operating officer of the organization and shall have general charge of the business affairs and property of the organization. The President shall preside at all meetings. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these bylaws or the Board of Directors.
- F. **Vice President.** At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these bylaws.
- G. **Secretary.** The Secretary shall record the minutes of all meetings of the organization. The Secretary shall give the notices of the special meetings of the voting members as provided in these bylaws. The Secretary shall also maintain and protect a file of all official and legal documents of the association. The Secretary shall track the terms of all directors and officers and shall notify the Nominations Committee of any expiring terms. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the bylaws.

- H. **Treasurer.** The Treasurer shall have custody of all the organization's funds; keep full and accurate accounts of all receipts and disbursements, an inventory of assets, and a record of the liabilities; deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds as ordered by the President or the Board of Directors taking proper vouchers for disbursements; and prepare all statements and reports required by law, by the President or by the Board of Directors. The Treasurer shall also keep a membership record containing names and addresses of each member, and the date upon which the membership ceased. The Treasurer will be a member of the Finance Committee. The Treasurer shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these bylaws, the Board of Directors, or the President. The Board of Directors or the President may delegate all or part of the authority and duties of the Treasurer to subordinate officers.
- I. **Library Liaison.** The Library Liaison shall be the liaison to the Library and shall coordinate relevant activities between the Friends and the South Berwick Library. In addition, the Library Liaison shall be the chairperson of the Programs Committee.
- J. **Removal.** Any officer may be removed from office by an affirmative vote of a majority of the total Board of Directors. Removal of an Officer shall also constitute removal of that person as a member of the Board of Directors.

## **Article 6** **Meetings**

- A. **Meetings of Members.** Meetings shall be held at least annually, unless Board of Directors votes to alter this schedule. The date is to be determined by the Board of Directors.
- B. **Special Meetings.** Special meetings of the voting members for any purpose or purposes may be called at any time by the President, by a majority of the directors, or upon written petition by at least ten (10) of the voting members.
- C. **Notice of Meetings of Members.** Notice of each regular and special meeting shall be posted at least seven (7) days at the Library and on the Friends' website. The notice of the annual meeting shall designate it as such.
- D. **Quorum.** The presence in person of the minimum of two officers and three members of the voting membership shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting may be adjourned by a vote of the members present.

**Article 7**  
**Committees**

- A. **Committee Powers.** Committees of the association shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the organization or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this Article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Maine Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors
- B. **Limitations.** Except in cases where these bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the organization or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the organization.
- C. **Nominations Committee.** The Nominations Committee shall be responsible for submitting and recommending to the Board of Directors the names of persons with appropriate skills and good reputation to serve as directors of the association.
- D. **Finance Committee.** The Finance Committee shall in general be responsible to oversee the preparation of all statements, reports, returns and audits of the organization's finances. The Finance Committee shall also submit recommendations to the Board for the selection of auditors and accountants.
- E. **Programs Committee.** The Programs Committee shall promote and develop cultural opportunities and activities for the Library community.
- F. **Special Committees.** The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have the duties and responsibilities as the Board shall designate from time to time.

**Article 8**  
**Administration of Donations**

- A. **Donations.** All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction by the Board, may be used for the general purposes of the organization. Donations include bequests and devises of deceased persons. At the discretion of the Board of Directors, the organization may raise revenues through fund-raising activities and donations. The Board of Directors has the right to refuse any donation made or offered to the organization with or without cause in its sole discretion.
- B. **All Donations Subject to these Bylaws.** Donors may make donations to or for the use of the organization by naming or identifying the organization in the gift transfer instrument. Each donor by making a donation to or for the use of the organization accepts and agrees to all the terms of these bylaws. Further, each donor specifically provides that any fund created as a result of such donation shall be subject to the provisions in these bylaws.

- C. **Segregation of Funds.** No donation shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Board may segregate any fund whenever convenient or useful as determined by the Board in its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common investment.
- D. **Improper Donor Directions.** If any direction by the donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the charitable purposes of the organization, then the donation shall not be accepted.

## **Article 9**

### **Prohibited Activities**

- A. **Actions Jeopardizing Tax Status.** This organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.
- B. **Private Inurement.** No part of the net income or net assets of the organization shall benefit its directors, officers, members or other private persons.
- C. **Non-Discrimination.** In the conduct of all aspects of its activities, the organization shall not discriminate on the grounds of race, color, national origin or gender.

## **Article 10**

### **Other Financial Matters**

- A. **Fiscal Year.** The fiscal year of the organization shall commence on the first day of July and end on the thirtieth day of June of each year.
- B. **Contracts.** The Board of Directors may authorize any officer to enter into any contract on behalf of the organization. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement.
- C. **Financial Accounts.** The organization may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for organization's purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the organization, shall be executed by any two (2) authorized board members, except that any check issued in the amount of five hundred dollars (\$500) or less may be executed solely by the Treasurer, President or authorized board members as voted by the board.
- D. **Auditing of Accounts.** The accounts of each fund shall, without revealing the identity of any donor who directed anonymity at the time of the donation, be audited in accordance with generally accepted auditing practices by an independent auditor appointed or approved by the Board at such times as the Board may determine.

- E. **Limitations on Debt.** No debt shall be incurred by the organization beyond the accounts payable incurred by it as a result of its ordinary operating expenses.
- F. **Liability of Directors and Officers.** No director or officer of the organization shall be personally liable to its creditors. The organization alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this organization.
- G. **Liability of Members.** No member of the organization shall be personally liable to its creditors. All creditors shall look only to the organization's assets for payment.
- H. **Indemnification.** Each member of the Board of Directors and each officer of the organization may, in the discretion of the other members of the Board of Directors, be indemnified by the organization against all loss, costs, damage, expenses and charges reasonably incurred or suffered by him in connection with the defense or reasonable settlement of any action, suit or proceeding to which he may be made a party by reason of his having been a member of the Board of Directors.

#### **Article 11** **Prohibition Against Personal Gain**

No officer or director shall receive any pay, compensation or benefit from the association directly or indirectly, for performing such duties. No member of the association shall receive any pay, compensation or benefits from the association for being a member. This bylaw shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the association by any officer or director duly authorized and also shall not prohibit the employment of persons, including members, to perform duties for the association and receive compensation therefore, upon proper authorization by the Board of Directors.

#### **Article 12** **Dissolution**

In the event the association shall ever be dissolved, none of its asset shall inure to the benefits of any officer, director, or member. Any successor association must qualify under the terms of Section 501 (c) (3) of the Internal Revenue Code. If no successor association exists, its assets shall be assigned to the town of South Berwick expressly for the use of the South Berwick Public Library.

#### **Article 13** **Amendments**

- A. **Adoption.** Except as otherwise provided herein with respect to greater voting requirements, these bylaws may be adopted, amended, restated or repealed by a majority of the voting members present at the meeting.
- B. **Notice.** Proposed Amendments shall be posted fourteen (14) days at the Library and on the Friends website.

- C. **Inspection of Bylaws.** The original or copy of these bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be maintained by the Secretary, and shall be open to inspection by the members, officers and directors at any reasonable time

**Article 14**  
**Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that may be adopted.

**ADOPTED 2/06/2006**

Jan L. Clark, President  
Rebecca Gowdy, 1<sup>st</sup> Vice President  
Cynthia Gagnon, 2<sup>nd</sup> Vice President  
Jane Cowen-Fletcher, Secretary  
Marie Merrow, Treasurer

**Amended 6/07/2011**

Patti Mitchem, President  
John Belliveau, 1<sup>st</sup> Vice President  
Karen Benoit, Secretary  
Kathy Landers, Treasurer

**Amended 4/7/2015**

Karen Benoit, President  
Bridget Pote, Vice-President  
Patti Mitchem, Secretary  
Marilyn Ladner, Treasurer