

**Bylaws
of
Friends of the Conway Public Library**

Adopted April 17, 2013

ARTICLE I
Articles of Association

The Friends of the Conway Public Library, hereby referred to as “the Association”, the objectives for which it is established, the nature of the affairs to be transacted by it, and the principle location of the Association shall be set forth in the Articles of Association, as from time to time amended, and these Bylaws. The powers of the Association and of its officers and all matters concerning the conduct and regulation of the affairs of the Association shall be subject to such provisions in regard thereto, if any, as are set forth in such Articles of Association, and such Articles of Association are hereby made part of these Bylaws.

ARTICLE II
Membership

The members of the Association shall be those persons who manifest their interest in the organization by financial support in the form of annual dues as set by the Board of Directors.

ARTICLE III
Board of Directors

Section 1- General Powers

The business and affairs of the Association shall be managed by a Board of Directors, hereby referred to as “the Board”, of not less than five (5) persons and not more than 15. The Directors shall, in all cases, act as a Board and they may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they may deem proper, not inconsistent with these Bylaws and the laws of the State of New Hampshire.

Section 2 – Newly Created Directorships and Vacancies

Newly created Directorships resulting from an increase in the number of Directors, in accordance with Article III, Section 1, and by vacancies occurring on the Board for any reason may be filled by a two-thirds vote of the remaining Directors of the Board. The terms of the Directors shall be one (1) year or until the next annual meeting.

Section 3 – Resignation of Directors

A Director may resign at any time by giving written notice to the Board, the Chair, one of the Co-Chairs, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective. No new Director need be appointed unless resignation drops the Board below five (5) active members as per Article III Section 1.

Section 4 – Removal of Directors

- A. An individual serving on the Board of Directors may be removed by the Board of Directors for good cause, including but not limited to, failure to attend three (3) meetings in a row without notice, shown upon a vote to remove of two-thirds of the active Board.
- B. No new Director need be appointed unless resignation drops the Board below five (5) active members.
- C. In the event that the number of active Directors drops below Five (5), as set forth in Article III, Section 1, the Directorship may be filled by a two-thirds vote of the Directors for the unexpired portion of the term.

Section 5 – Inactive Directors (Snow-Birds, Et al)

- A. A Director may request, in writing to the Board, the Chair, one of the Co-Chairs, or the Secretary of the Association, to be put on inactive status if s/he is going to be out of town or unable to attend regular Board meetings for a length of time not to exceed five (5) months but more than one (1) month.
- B. Unless otherwise specified in the request, inactive status shall take effect upon receipt of request by the Board, the Chair, a Co-Chair, or Secretary and the acceptance of inactive status shall not be necessary to make it effective.
- C. Directors on inactive status have no voting privileges and shall not be considered for the purpose of establishing a quorum.
- D. Should this request drop the number of active directors below five (5), an Interim Director shall be appointed by a two-thirds vote of the remaining Directors to serve until the next regular meeting after the Annual Meeting.

Section 6 – Meetings

- A. *Meetings* - The Board shall hold regular monthly meetings at a time and place to be designated by resolution of the Directors. If monthly meetings are not feasible, the Board will meet no less than four times a year. The Annual Meeting will be counted as one of these required meetings.
- B. *Notice* - Notice of a change in time or place of meetings shall be given at least seven (7) days previously thereto by written notice delivered personally, by e-mail, fax, or mail to each Director, if possible. The attendance of a Director at a

meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transactions of any business because the meeting is not lawfully called, convened, or a Director was not notified.

Every attempt shall be made to post meetings with local media.

- C. *Special Meetings* - Special meetings of the Directors may be called by or at the request of the Chair, a Co-Chair, or any two Directors. The person or persons authorized to call a special meeting of the Directors may fix the time and place for the special meeting.
- D. *Governance* - All meetings of the Board of Directors shall be governed by Roberts Rules of Order.
- E. *Quorum* - At any meeting of the Directors, a majority of the active Directors shall be necessary to constitute a quorum for the transaction of business and the act of two-thirds of Directors present at any meeting at which a quorum is present shall be the act of the Board. In the presence or absence of a quorum, two-thirds of those present may, without further notice, adjourn a meeting to a future date.

Section 7 – Committees

The Board may create committees when and as needed. Each such committee shall serve at the pleasure of the Board and will only act in an advisory capacity to the Board. No committee shall expend funds unless approved by the Board.

Section 8 – Liaisons

- A. The Board shall encourage and welcome a liaison from the library, either a staff member or the Library Director, as well as a member of the Trustees to attend all Board meetings and report to the Board any pertinent information. Such liaisons shall have no voting privileges.
- B. The Board shall appoint one member of the Board to act as liaison to the Board of Trustees. Such liaison shall attend Trustee meetings and report back to the Board of Directors. The Board may develop a format for such reporting.

ARTICLE IV Officers

Section 1 – Number

The officers of the Association shall be a Chair, or Co-Chairs, Secretary, and Treasurer. Such other officers and assistant officers, as may be deemed necessary, may be elected or appointed by the Directors by resolution.

Section 2 – Election and Term of Office

- A. Officers shall be elected by the Board at the first meeting directly after the Annual Meeting.
- B. All Officers shall hold office for a term of one year.

Section 3 – Removal of Officers

Any officer elected by the Board may be removed by a two-thirds vote of the *full Board of Directors* whenever, in their judgment, the best interest of the Association would be served thereby.

Section 4 – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a two-thirds vote of the Board, a quorum being present, for the unexpired portion of the term.

Section 5 – Powers

- A. **CHAIR** – The Chair shall, when present, preside at all meetings of the Association and the Board and shall perform such other duties and have such other powers as the Board may, from time to time, determine. The Chair shall be the official spokesperson of the Association and shall be ex-officio member of all committees. The chair shall have the authority to sign all notes or other documents on behalf of the Association, except as specifically limited by the Board. Any correspondence or records generated by or received by the Chair shall be open to inspection by the Board at all times and is property of the Association.
- B. **CO-CHAIRS** – The Co-Chairs shall perform all the same duties and have all the same powers as the Chair and be subject to all the same provisions as set forth in Article IV Section 5 (A) and share all such duties as to be worked out between the two.
- C. **SECRETARY** – The Secretary shall keep accurate minutes of all meetings of the Board and the Annual meeting, shall maintain official files, and shall assist the Chair or Co-Chairs with Association correspondence. The Secretary's records shall be property of the Association. The Secretary shall ensure that each member of the Board receives a copy of the minutes and the notice of each Board meeting in a timely fashion. The Secretary shall perform any other duties as the Board may prescribe. The Secretary shall have the authority to delegate duties with the approval of the Board.
- D. **TREASURER** – The Treasurer shall receive and disburse all funds of the Association, shall keep its funds in a bank designated by the Board, and shall deposit all money to the credit of the Association. The Treasurer shall supervise the management of all grant and endowments funds maintained by the

Association. The Treasurer shall keep accurate records of all receipts and disbursements and shall perform such other duties as may be necessary to the efficient management of the Association. The Treasurer shall present a financial report to the Board at each regularly scheduled meeting of the Board. In addition, the Treasurer shall present the next year's budget at the end of each fiscal year for the Board's approval, and prepare a financial statement for the Annual Meeting and present such statement. The Treasurer's records shall be property of the Association and shall be made available to the Board for inspection upon request. The Treasurer shall have the authority to delegate duties with the approval of the Board.

ARTICLE V Amendments

These By-laws may be amended, altered or repealed at any Board of Directors meeting by a two-thirds vote, a quorum being present, provided that the proposed action is inserted in the notice of the meeting. However, in no way may any amendment be made which would affect the Association's qualification as a tax exempt organization pursuant to Section 501(c)(3) of the federal tax code or corresponding section of any future federal tax code.

ARTICLE VI Nondiscrimination

The Association shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap, sexual orientation, ethnicity, or any other basis as outlined by NH laws pertaining to such and the Civil Rights Act of 1964.

ARTICLE VII Liability

Section 1 – Limitation of Liability

The Directors and Officers shall serve on a volunteer basis, without compensation and, pursuant to NH RSA 508:16, shall not be liable for bodily injury and property damage if the claim for such damages arises from an act committed in good faith and without the willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Association. The Directors and Officers of the Association shall not be liable to the Association or to its members for monetary damages for breach of their fiduciary duties to the full extent permitted by NH RSA Chapter 292.

Section 2 – Indemnification

The Association shall indemnify and hold its Directors and Officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the Director or Officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived in improper personal benefit.

ARTICLE VIII Bond

The Board of Directors of the Friends of the Conway Public Library shall purchase a surety bond or insurance in an amount deemed by them to be necessary for the protection of the Association funds. Those persons to be specifically bonded will be determined by the Board of Directors to sign checks and make disbursements of Association funds.

ARTICLE IX Dissolution

The Association may be dissolved at a Board of Directors meeting held specifically for this purpose by two-thirds vote, a quorum being present, provided that the proposed action is inserted in the notice of the meeting, in accordance with the provisions set forth in NH RSA Chapter 292. In the event of dissolution of this Association, its assets shall be donated by the Board, after all obligations have been fulfilled, to the Trustees of the Conway Public Library in the form of an irrevocable trust to be used solely for the purpose of enhancing the collections for circulation, principle and interest to be expended. All unspent grant funds shall be returned to Donor unless Donor specifies otherwise, in which case grant funds shall be spent as requested by Donor. If, upon ballot vote at a regular town meeting, the governance of the library should shift to the Board of Selectman, the irrevocable trust shall be donated to the selectman for the same purpose as previously stated in this article.

The Individual members of the Board of Directors shall not be held liable for the Association in the event of dissolution or the Association's inability to meet financial obligations.

UNANIMOUS CONSENT

WE, the undersigned, being all officers of the Board of Directors of the FRIENDS OF THE CONWAY PUBLIC LIBRARY, do hereby acknowledge ratification of these amended Bylaws of the FRIENDS OF THE CONWAY PUBLIC LIBRARY, dated _____2013, Articles I through IX inclusive, by no less than a two-

thirds vote of the Board, a quorum being present. Concurrently herewith, we the undersigned, being all officers of the Board of Directors of the FRIENDS OF THE CONWAY PUBLIC LIBRARY, hereby reject and rescind any and all previous Bylaws.

Signed this _____ day of _____ 2013.

Anne Smith – Co-Chair

Janet Kucera – Co-Chair

Susan Pfeil – Secretary

Amy Snow – Treasurer