

**Topsham Public Library By-laws
Draft 2020**

ARTICLE I

NAME, PURPOSE AND MEMBERSHIP

- A. **Name.** The name of this organization shall be The Topsham Public Library (the "Corporation").
- B. **Purpose.** The purpose of the Corporation is to serve as a public library and community center for the residents of the Town of Topsham, Maine (the "Town") and other individuals who wish to become members of the Library. The Corporation is a Maine nonprofit corporation and is organized for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986.
- C. **Membership.** All residents of Topsham, Maine shall be members of the Corporation ("Members", collectively referred to herein as the "Membership"):

ARTICLE II

BOARD OF TRUSTEES

- A. **Description.** The Board of Trustees (collectively, the "Board"; individual members to be referred to herein as "Trustee" or "Trustees"), shall be responsible for the management of the affairs of the Corporation. The Board shall be deemed to be the "Board of Directors" as that term is used in the Maine Nonprofit Corporations Act.
- B. **Qualification.** The Trustees shall be Members of the Corporation. No employee of the Corporation or the Town may be a Trustee.
- C. **Number.** There shall be no fewer than nine (9) and no more than twelve (12) Trustees (or ~~(13)~~ **fourteen (14)** Trustees including a Student Members on the Board -see item (H.)
- D. **Election and Term.** Trustees shall be elected at the annual or special meeting of the Corporation. Trustees shall serve a term of three (3) years. There is no limit to the number of terms a Trustee may serve in his or her lifetime, but no Trustee shall serve more than two (2) consecutive terms.
- E. **Resignation.** Resignation from the Board shall be by written notice to the President of the Board and the Library Director. Resignation shall be effective upon receipt of such notice by the President of the Board. If any Trustee resigns, dies, ceases to be a resident of Topsham, or is otherwise unable to continue as a Trustee, the remaining Trustees may elect a person to serve as Trustee for the remainder of the term vacated.
- F. **Conflict of Interest.** No member of the Board or a member of his or her immediate family shall benefit financially from such Trustee's membership on the Board. If a Trustee or his or her immediate family member is being considered for a contract or other financial relationship with the Corporation, that Trustee must disclose to the Board the conflict of interest. A Trustee with a conflict of interest shall not vote on any matters concerning said conflict, although a Trustee with a conflict of interest may participate in discussions regarding such matters after disclosing the conflict and may answer questions raised by other Trustees regarding the matter. The Board may adopt specific policies and procedures to further address potential conflicts of interest.
- G. **Library Committees.** The Board may designate Members, who need not be Trustees, to serve as a committee of the Library. The Board may create any number of committees it deems necessary. The Board may delegate to a committee any authority held by the Board, except as otherwise provided by law.
- H. **Student Board Member.** The Board may also appoint a **up to two (2)** non-voting seats to a ~~one or more~~ **students** aged 14 and up to assist the Board's outreach to Topsham teens. ~~This~~ **These** ~~students~~ **member** shall be appointed on the recommendation of the Governance Committee and with parental permission, and will serve a

term of ~~one (1)~~ **two (2)** years. No student shall serve more than ~~4 (four)~~ **two (2)** terms. **If more than one student member is appointed, their terms shall start in alternating years.**

ARTICLE III

MEETINGS

- A. **Meetings of the Corporation.** All meetings of the Corporation shall be held at the Library. All meetings of the Corporation shall be governed by the latest edition of Robert's Rules of Order, newly revised.
- 1) **Annual Meeting.**
 - a) **Date.** The annual meeting of the Corporation shall be held in June or July.
 - b) **Notice.** Written notice of the time and place of the annual meeting of the Corporation shall be posted at the Library and at least one other public place in the Town. Such notice shall be posted at least seven (7) days prior to the date of the meeting.
 - c) **Nominations for Trustees.** Any nominations to the Board made by the Governance Committee shall not limit the opportunity for nominations for Trustee by any member of the Corporation. However, any candidate for the Board must submit his or her intention to be considered for the Board seven (7) days prior to the annual meeting of the Corporation.
 - 2) **Special Meeting.**
 - a) **Who May Call.** A special meeting of the Corporation may be called at any time by any of the following persons:
 1. The President of the Board of Trustees;
 2. A majority of Board Members; or
 3. Any 25 members of the Corporation.
 - b) **Notice.** Any person or group calling a special meeting shall post a written notice of date and time of the meeting at the Library and shall notify the Library Director and, if necessary, the President of the Board by first class mail. Such notice shall be provided at least seven (7) days prior to the date of the special meeting.
 - c) **Quorum.** The following shall constitute a quorum for a special meeting:
 1. For special meetings called by the President or majority of the Board: a majority of the Board.
 2. For special meetings called by the Membership: thirteen (13) of the twenty-five (25) Members who called the special meeting shall constitute a quorum.
 - d) **Removal of Trustee(s).** A special meeting of the Membership may be called for the express purpose of removing the entire Board or any individual Trustee or Trustees, with or without cause, by a vote of the Membership as provided in this section. Notice of such meeting shall be given in accordance with this section and shall state the name(s) of those Trustee(s) whose removal will be voted on at the meeting. A vote of two-thirds (2/3) of those members present at the meeting is necessary to

remove a Trustee. If a Trustee is removed pursuant to this section, the Members may then elect a new Trustee to fill the remainder of the removed Trustee(s) term(s) by special meeting.

B. Meetings of the Board of Trustees. All meetings of the Board shall be held on Library property unless otherwise specified by the Board. All meetings of the Board shall be governed by the latest edition of Robert's Rules of Order, newly revised.

- 1) Regular Meetings. The Board shall meet at least 8 times each year, on a date and time that the Trustees shall select. Written notice of such meetings shall be posted in the Library and on the Library web site at least seven (7) days before such meeting. Trustees shall be notified of such meetings by email or telephone. Meetings shall be held on a consistent day and week of the month as much as possible. A majority of the Trustees may cancel a Board meeting. Notice of such cancellation shall be posted as soon as possible at the Library and on the Library website.
- 2) Special Meetings. The President or any three (3) Trustees may call a special meeting of the Board. The person or persons calling the special meeting shall notify the other Trustees and the Library Director of the date and time of the meeting by email or telephone at least three (3) business days prior to the date of the special meeting. Written notice of such special meeting shall be posted at the Library and on the Library web site at least three (3) business days prior to the date of the special meeting.
- 3) Quorum. A majority of the Board shall constitute a quorum at any Board meeting.
- 4) Minutes. Minutes shall be taken by the Secretary at all Board Meetings and shall be reviewed and approved by the Board.
- 5) Votes or Action by Electronic Means. The President may request that the Trustees vote via email on a proposed action. The Board may establish procedures it deems appropriate to insure the security and validity of such votes. All such votes shall be added to the minutes of the first meeting of the Board following such electronic vote.
- 6) All Board Meetings Open to the Membership. All Board meetings shall be open to all Members. All minutes of Board meetings shall be recorded by the Secretary and made available to any Member upon request.

C. Meetings of Library Committees. Committee meetings may be open to the membership. Minutes may be kept but are not required.

ARTICLE IV

OFFICERS

A. Provisions Applicable to All Officers. The Officers of the Corporation shall be the President, Vice-President, Treasurer and Clerk/Secretary.

- 1) *Election.* With the exception of a paid Treasurer, who shall not be a member of the Board, the Officers shall be members of the Board, and shall be elected by the Trustees at each annual meeting (after the election of the new Trustees).
- 2) *Term.* Officers serve a term of one year, ending with the election of new Officers at each annual meeting. There is no limit to the number of terms a person may serve as an Officer.
- 3) *Voting.* With the exception of a paid Treasurer, who shall not be a member of the Board or the Membership, the Officers may vote at any meeting of the Board or of the Membership.
- 4) *Delegation of authority.* The Board may delegate any authority it has to any Officer or to the Library Director, except as otherwise provided by law.

- B. **The President.** The President shall preside at all meetings of the Board and the Membership at which the President is present ; annually appoint board members to committees; annually appoint committee chairs; annually evaluate the performance of Library Director; represent the full Board in implementing policy and decisions; represent the full Board to the members of the Corporation, the town and town Select Board and, shall enter into contracts, sign correspondence, and along with the Treasurer, sign checks on behalf of the Corporation as authorized by the full Board.
- C. **The Vice-President.** The Vice-President shall have the authority of the President at any meeting of the Board or the membership where the President is absent.
- D. **The Treasurer.** Unlike the other Officers, the Treasurer may be a paid position. Given this fact, and to avoid any conflicts of interest, a paid Treasurer shall not be a member of the Board and shall not be entitled to vote at meetings of the Board or the Membership. The Board shall obligate and authorize the Treasurer, as directed by the Finance Committee, to direct any disbursements from Corporation funds other than town operating funds, which will be obligated and authorized by the Library Director, and overseen by the Treasurer.

The Treasurer shall also:

- Prepare/submit to the Board of Trustees and the Finance Committee the monthly Treasurer’s Report. This report should include operating budget, endowment/investment funds and all receipts of the organization.
- Oversee the obligations and disbursement of all operating funds and participate in the development of the annual budget for submission to the Board of Trustees.
- Ensure that operating funds are not obligated in excess of the annual town allocation except as authorized by the Board.
- Sign all checks of the corporation over ~~\$1,000.~~ **\$2,500.**
- Keep a list of all donors to the corporation.

- E. **The Secretary.** The Secretary shall keep accurate records or minutes of all Board and Membership meetings. In the event of a special vote to be taken by email/telephone outside of the regular monthly Board meetings, the Secretary shall state the motion to be voted upon and note who made the motion and who seconded. The Secretary shall record the outcome of the vote in the minutes of the next regular Board meeting. The Secretary shall keep an updated list of Trustees, their terms of office and contact information for each Trustee.

ARTICLE V

MISCELLANEOUS PROVISIONS

- A. **Amendment of these bylaws.** These bylaws may be amended at any regular or special meeting of the Membership by a vote of a majority of the Members present, provided that notice of the particular bylaw amendment or amendments is set forth in the written notice posted for that meeting.
- B. **Audit.** The Board shall obtain an audit of the finances and books of the Corporation at least once every two years.
- C. **Corporate Seal.** The Seal of the Corporation shall be a circle with the following words inscribed with the circle: "Topsham Public Library, Corporate Seal, 1939, Maine."
- D. **Indemnification.** Every person who is or shall have been a Trustee or Officer of the Corporation and his or her personal representative shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Trustee or Officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith or other than in the reasonable belief that his or her action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Costs and expense of actions for which this section provides indemnification shall include, among other things, attorney's fees, damages and reasonable amounts paid in settlement.
- E. **Insurance.** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee or agent of the Corporation, or is serving at the request of the Corporation in any capacity, against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under these bylaws.