

BYLAWS

Friends of the Keene Public Library

ARTICLE I Name

Section 1. The name of the organization shall be Friends of the Keene Public Library.

ARTICLE II Purpose

Section 1. The purpose of this organization shall be to maintain an association of persons interested in libraries; to focus public attention of the library, to stimulate the use of the library's resources and services; to encourage gifts, endowments, and bequests to the library; to support and cooperate with the library in developing library services and facilities for the community; and to support the freedom to read as expressed in the American Library Association Bill of Rights.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, official, or individual. The corporation shall not engage in propaganda or intervention in any political campaign on behalf of any candidate for public office. No substantial part of the activities of the corporation shall involve attempts to influence legislation.

Section 2. In the event of the dissolution of the corporation, and prior to completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged, and all the remaining assets, property and income owned or held by the corporation shall be expended for or applied to the purposes of the corporation, or one or more of such purposes, by transferring and conveying such assets, property and income to one or more corporations or organizations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes to which exemption from income taxes has been granted under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and no part of such remaining assets, property or income shall be distributed to members or to any other person whatsoever.

ARTICLE III Membership

Section 1. Membership in this organization shall be open to all individuals in sympathy with its purposes, and to representatives of organizations and clubs when such representation is desired, in which case dues shall be paid by the organization or club.

Section 2. Each membership shall be entitled to one vote.

ARTICLE IV Officers

Section 1. The officers of this organization shall be a president, vice-president, treasurer and secretary.

Section 2. Officers and heads of Standing Committees shall be nominated by a committee chosen by the executive board at least two months before the annual membership meeting. The nomination shall be submitted in writing to the membership with the consent of the nominee at least two weeks prior to the annual meeting. Additional nominations may be made from the floor with the consent of the nominee.

Section 3. Officers shall be elected by the majority vote of those present at the annual meeting. The term shall begin immediately.

Section 4. Vacancies shall be filled by appointment by the executive board and such persons shall serve until the next regular election.

ARTICLE V **Duties of the Officers**

Section 1. President. To preside over and conduct meetings and to appoint all committees and be an ex officio member thereof, except as limited herein; to submit an annual report of the operations of the organization to the members at the annual meeting, and from time to time to report to the executive board all matters within his knowledge that should be brought to their attention in the best interests of the corporation.

Section 2. Vice-president. To perform the duties of the president in the absence of the president.

Section 3. Treasurer. To be responsible for the collection, safekeeping, and expenditure of all funds, securities and property; to keep and maintain the financial records of the business transactions of the organization; to render to the president and secretary or to the executive board whenever they may require it an account of all his transactions as treasurer and a financial statement in form satisfactory to them, showing the condition of the corporation; to submit to the membership at the annual meeting a written financial report for the past fiscal year.

Section 4. Secretary. To oversee all relevant non-financial records.

ARTICLE VI **Executive Board**

Section 1. The executive board shall consist of the officers of the organization and the chairperson of all standing committees, two members-at-large, and a representative of the Board of Trustees, selected by the board. A staff member of the library shall serve as an ex officio member of the executive board.

Section 2. Advisory Committees shall be appointed by the executive board when necessary.

Section 3. Meetings of the executive board shall be held monthly. Emergency meetings may be called by the president.

Section 4. A majority of the executive board shall constitute a quorum.

ARTICLE VII **Meetings**

Section 1. An annual meeting shall be held on a date in the month of May to be determined by the executive board. Members should be notified in writing at least two weeks prior to the date of the meeting.

Section 2. Additional general meetings shall be scheduled as approved by the executive board.

ARTICLE VIII **Dues**

Section 1. The annual dues shall be determined by the executive board and approved by the membership.

Section 2. The fiscal year of the organization shall begin on January 1 of each year and end December 31 of each year.

ARTICLE IX Funds

Section 1. No funds shall be disbursed without the authority of the president or treasurer.

Section 2. The executive board shall appoint an auditor, not an officer, to audit the treasurer's books prior to the annual meeting.

ARTICLE X Amendments

Section 1. Amendments to these by-laws may be made at any meeting of the general membership by a two-thirds vote of those present, after notification in writing to each member at least two weeks before the meeting at which the voting is to take place.

ARTICLE XI Parliamentary Procedures

Section 1. Robert's Rules of Order Revised, when not in conflict with these by-laws, or with the laws of the State of New Hampshire, shall govern the proceedings of the organization.

ARTICLE XII Conflict of Interest Policy for Directors and Officers

Section 1. Fiduciary Responsibility and Private Foundation Rules.

All decisions of the Board of Directors, its committees and the officers of Friends of the Keene Public Library are to be made solely on the basis of a desire to promote the best interests of Friends of the Keene Public Library in carrying out its charitable purposes. Directors and officers are fiduciaries and have an obligation to be sufficiently well informed about the affairs of the Friends of the Keene Public Library and the qualifications of any officers, professionals, committees or others on whom they may rely to make honest, prudent and good-faith decisions within the areas of their responsibility. As fiduciaries, directors and officers also have an obligation to put Friends of the Keene Public Library's interests before their own interests and the interest of all related parties (see definition below) when making decisions about Friends of the Keene Public Library matters.

Persons who serve as directors and officers or otherwise may be involved in the affairs of other institutions and organizations. An effective Board of Directors and body of officers cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most such potential conflicts are and will be deemed to be inconsequential, the Board of Directors should be aware of situations that involve financial, business, or other relationships that could be troublesome for Friends of the Keene Public Library or the individual.

In order to protect Friends of the Keene Public Library and its directors and officers from potential acts of prohibited self-dealing and otherwise to protect the interests of Friends of the Keene Public Library, the Board of Directors hereby establishes the following policy for disclosure of conflicting interest and for non-participation in matters which involve or may appear to involve conflicts of interest or self-dealing.