

BYLAWS

Friends of the Keene Public Library

Board Endorsed on April 15, 2020

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 supportive of its purposes, and to representatives of organizations and clubs when such representation is desired.

Section 2. Each member who has made a financial contribution in the calendar year prior to the annual meeting shall be entitled to one vote.

ARTICLE IV Officers

FKPL Board approved Bylaws 6-9-2021

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

Section 2. Officers shall be nominated by a committee chosen by the Board of Directors 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 Board of Directors and such persons shall serve until the next regular election.

Section 5: The term of office shall be a minimum of two years, renewable at the Board's discretion and subject to the election process described in Section 3 of this Article.

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 Board of Directors all matters within their 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 Board of Directors 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. Assistant Treasurer. To perform the duties of the treasurer in the absence of the treasurer.

Section 5. Secretary. To oversee all relevant non-financial records.

ARTICLE VI Board of Directors

Section 1. The Board of Directors shall consist of the officers of the organization a representative of the Keene Public Library Board of Trustees appointed by the Trustees, the executive director of the Library or their designee approved by the FKPL Board, and other members such that the Board has a minimum of ten and a maximum of sixteen members. All board members are voting members with the exception of the executive director of the library and the Trustee representative.

Section 2. Powers. Subject to the provisions of the laws of this state and any limitations in these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Term. The term of office shall be three years, renewable at the Board's discretion.

Section 4. Board members shall be elected by the majority vote of those present at the annual meeting. The term shall begin immediately.

Section 5. Vacancies shall be filled by appointment by the Board of Directors and such persons shall serve until the next regular election.

Section 6. Committees shall be appointed by the Board of Directors as necessary.

Section 7. Meetings of the Board of Directors shall be held as necessary to plan, coordinate and execute the purposes of the organization. Emergency meetings may be called by the president. If necessary due to timing or other constraints, votes may be exercised electronically provided the majority of board members participate in the vote.

Section 8. A majority of the Board of Directors shall constitute a quorum at the Board meeting.

Section 9. Removal. Directors may be removed, either with or without cause, by the Board of Directors, at any time. Any Director may resign at any time by giving written notice to the Board of Directors or the President or Secretary.

Section 10. Each Board member is expected to make an annual donation to the organization in an amount of their choosing.

Section 11. Each Board member shall serve on at least one committee.

ARTICLE VII Committees

The Board may at its discretion establish committees to serve the purposes of the organization. Such committees may be ongoing or ad hoc. The Board shall determine the charge, and delegate the responsibilities, of these committees. The President shall recommend a committee chair to be approved by the Board. Committees may have non-Board members serving provided that the non-Board members do not constitute the majority of committee members unless an exception is made by the Board. The President shall be an ex officio member of all committees.

ARTICLE VIII Meetings

Section 1. An annual meeting of the members shall be held on a date in the month of May or June to be determined by the Board of Directors. 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 Board of Directors.

ARTICLE IX Fiscal Year

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

ARTICLE X Funds

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

Section 2. All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. The Treasurer or other authorized member deemed appropriate by Treasurer shall have the authority to deposit all funds of the Corporation in some bank to be named by the board. Officers having charge or control of funds shall give bond as may be required by the board for safe custody of the funds of the corporation, cost of bond to be borne by the corporation.

Section 3. The Board of Directors shall appoint a qualified financial professional, not an officer, to examine the treasurer's books prior to the annual meeting.

ARTICLE XI Non-Liability and Indemnification

Section 1. Non-liability

The Members, Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the Corporation.

The Directors, and/or Officers, shall have no personal liability to the Corporation or its Members for breach of fiduciary duty as a director, and/or officer, either, except with respect to:

- A. Any breach of the duty of loyalty to the Corporation;

- B. Acts, or omissions found to be in bad faith, or otherwise found to involve intentional misconduct or knowing violation of law; and/or
- C. Any transaction from which said Directors and/or Officers derive an improper personal benefit.

Section 2. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

Unless otherwise provided in the articles, the Corporation shall indemnify any individual made a party to a proceeding because he/she is or was a director of the corporation, against liability incurred in the proceeding, but only if such indemnification is both (i) determined permissible and (ii) authorized, as defined in this Section and subject to the limitation specified in subsection (c) below.

- (a) Determination and Authorization. The corporation shall not indemnify a director under this Section unless:
 - (1) Determination. A determination has been made in accordance with the procedures set forth in Section 8.55(b) of the New Hampshire Business Corporation Act that the director met the standard of conduct set forth in subsection (b) below, and
 - (2) Authorization. Payment has been authorized in accordance with the procedures set forth in Section 8.55(c) of the New Hampshire Business Corporation Act
- (b) Standard of Conduct. The individual shall demonstrate that:
 - (1) he/she conducted himself in good faith; and
 - (2) he/she reasonably believed:
 - (i) In the case of conduct in his/her official capacity with the corporation, that his/her conduct was in its best interests;
 - (ii) In all other cases, that his/her conduct was not opposed to its best interest; and
 - (iii) In the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful.

Section 3: INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, the Bylaws or provisions of law.

ARTICLE XII 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 XIII 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 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 establish 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.

Section 2 Disclosure (this section is copied from our current Conflict of Interest policy)

- a. Each director and officer shall disclose to the full Board, as it arises, each transaction or matter in which the director or officer or related party has an interest.
- b. Additionally, each Board member shall, on an annual basis, complete a form identifying any involvements which may pose a potential conflict of interest.
- c. Though in no way descriptive of all conflict situations, the following actions may result in a conflict of interest:
 1. Acceptance of any gifts, entertainment, services, loans or promises of future benefits from any person who might benefit from said individual's relationship to Friends of the Keene Public Library.
 2. Performing for personal gain any service to Friends of the Keene Public Library or any supplier of goods or services to Friends of the Keene Public Library as an employee consultant or in any other capacity that promises compensation of any kind.
- d. The Board of Directors shall maintain a record of all transactions and matters disclosed pursuant to this policy, and shall determine the extent to which the persons or organizations involved in the transaction or matter should be made known to those dealing with such persons or organization on Friends of the Keene Public Library's behalf.

Section 3 Non-Participation

Whenever any contract, transaction or other matter comes before the Board of Directors or one of its committees which reasonably could affect or be affected by the personal financial business or other interest of a director or related party or be deemed to be a prohibited act of self-dealing involving a director or related party, such director, if present at the applicable meeting, shall remind the Board or committee of their or the related party's interest and shall refrain from active participation in any decision made concerning the matter. Said refusal shall be prominently reflected in the Board's meeting minutes.

When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the body, excluding the interested person. If the conflict is discovered after the vote has occurred, the interested person shall disclose such conflict immediately upon discovery. In the event that a potential conflict of interest is not disclosed, the matter shall be referred to the Board for determination of continued membership of the individual concerned.

Section 4 Related Party

For the purposes of this policy, “related party” to any person means (a) a member of the immediate family or a close relative or spouse of a close relative of the person; or (b) an organization of which the person or his or her family member, close relative or spouse of a close relative is an officer, director, partner, employee or agent, or of which one or more of the directors, officers or otherwise related parties, individually or collectively own a significant portion of the voting stock, control interest or beneficial interest.