

***BY LAWS
OF
FRIENDS OF TUCKER FREE LIBRARY***

1.0 NAME, ORGANIZATION

NAME: The name of this organization, a New Hampshire non-profit corporation, shall be 'Friends of Tucker Free Library', hereinafter referred to as an Association ('Association').

OFFICE: The principle office of this Association is located at the Tucker Free Library, P.O. Box 688, 31 Western Avenue, Henniker, NH 03242.

2.0 PURPOSE

MISSION The mission of the Friends of the Tucker Free Library is to provide a public organization for the purpose of enhancing the Tucker Free Library's goal of providing the residents of Henniker with a center for information that stimulates the knowledge, culture and pure enjoyment of reading and learning.

OBJECTIVES

1. To maintain an association of persons interested in the Tucker Free Library. Tucker Free Library is referred to in these bylaws as TFL.
2. To cooperate with and support TFL in developing library services and facilities for the community.
3. To focus attention on TFL by acting as advocates and champions for the Library.
4. To stimulate the use of TFL resources and services.
5. To cultivate and receive gifts and bequests on behalf of TFL.

2.1 POWERS

The Association shall have all the powers necessary to carry out the foregoing objectives and all the powers of non-profit corporations organized under the laws of the State of New Hampshire. The Association shall work in conjunction with the Trustees and staff of the library to achieve the foregoing ends, to acquaint the community with the needs of the library, and to help improve their facilities. The Association shall operate in full compliance with IRS Code Section 501(c)(3) and related State of NH statutes.

3.0 MEMBERSHIP

CRITERIA: Any person or organization who supports the purposes of the Association may become a member of the Association by the payment of annual dues in effect at the time. Members are known as 'Friends'.

DUES: The dues schedule shall be as established by the Board of Directors.

VOTING: Each member and organizational representative present shall be entitled to cast one vote on all matters which come before a meeting of the Association. Library staff and Trustees are non-dues paying, non-voting members. Board members of the Friends are non-dues paying, non-voting members.

3.1 **MEMBERSHIP MEETINGS**

ANNUAL MEETING: The annual Membership meeting of the Association shall be held once a year, at a time and place determined by the board. Action on motions shall be decided by a vote of a majority of those present. Notices of meetings shall be posted two weeks in advance of the date thereof.

SPECIAL MEETINGS: Special Membership meetings of the Association may be called by the president or the board or upon written request of five members. The notice shall be posted at least two weeks prior to the date of the meeting. The business to be discussed shall be stated in the *notification* to all association members.

4.0 **GOVERNING BODY / BOARD OF DIRECTORS**

MANAGEMENT: The management of the Association shall be vested in a Board of Directors. The Directors shall supervise and control the business, property and affairs of the Association, except as otherwise provided by law, the Articles of Agreement, or these Bylaws.

NUMBER: The Board of Directors of the Association shall consist of five (5) persons.

NOMINATIONS AND ELECTIONS: Directors of the Association shall be nominated by the Board and elected at the annual meeting of the Membership.

ELECTION TERMS: Directors of the Association shall be elected at the annual meeting of the Membership to serve for a term of not less than one year but not more than three (3) consecutive years or until their successors are elected. No Director shall serve more than three consecutive one-year terms, but may be reelected after a lapse of one year.

VACANCIES: Any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office. A Director elected to fill a vacancy shall be elected by the Board for the unexpired term of the member's predecessor in office.

RESIGNATION: Any officer may resign at any time by giving written notice to any member of the Board. Such resignation shall take effect at the time it is accepted by the Board. All materials must be returned the Board upon resignation.

REMOVAL: Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors by the affirmative vote of the majority of the full number of Directors then in office acting at a meeting of the Board, the notice of which has specified the proposed removal.

COMPENSATION: Directors shall not receive salaries for their services. By resolution of the Board of Directors, expenses of attendance at continuing education opportunities may be allowed. The Association shall not provide personal loans to any Director.

4.1 **DIRECTORS' MEETINGS**

REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held at least four (4) times per year upon call of the Chair, and at any intermediate times as agreed upon by the Board.

NOTICE OF MEETINGS: Notices shall be posted to board members at least one week before the meeting. Inclusion of notification in minutes of previous meeting shall constitute notice.

SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by any Director. Notice of meeting to be held at such time, day and place as shall be designated in the official notice of the meeting.

TELEPHONE MEETINGS: Any one or more Directors may participate in a meeting of the Board of Directors by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a meeting for purposes of determining if a quorum is present.

RECORD OF MEETINGS: The Secretary or, in the absence of the Secretary, one of the Directors participating in the meeting, shall keep a record of the meeting.

QUORUM: A majority of Directors then in office, shall constitute a quorum for the transaction of business at any meeting of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present at the meeting shall adjourn the meeting, without notice other than an announcement at the meeting, until a quorum shall be present.

STAFF, GUEST ATTENDEES: The director of the library, designated liaison member of the Trustees of Tucker Free Library, and/or other staff members will be invited to participate in board meetings on a non-voting basis.

5.0 OFFICERS

CHAIR: The Chair shall preside at all meetings of the Association and of the Board and appoint standing committees (membership, program, public relations, etc.) and the chairpersons thereof. The Chair is an ex officio member of all committees, except the nominating committee.

IMMEDIATE PAST CHAIR: The Immediate Past Chair shall serve on the Board of Directors in a capacity of Officer to provide continuity of corporate stewardship, benefit of prior tenure and experience, advice and counsel.

VICE CHAIR: The Vice Chair shall, in the absence of the Chair, perform all the functions of the Chair.

SECRETARY: The Secretary shall keep a record of all meetings of the Board and of the Association. The Secretary shall distribute a draft of the minutes prior to each meeting, and record for the permanent record any corrections made at the time of acceptance.

TREASURER: The treasurer shall be responsible for handling all monies of the Association and shall keep appropriate and accurate records. Any check or disbursement must be signed either of the two designated signatories. A financial report shall be presented at all meetings of the board and at the annual meeting of the Association.

6.0 COMMITTEES, TASK FORCES, ADMINISTRATION

COMMITTEES: The Board of Directors may, at its discretion, designate one or more Directors, along with any Members or whomsoever else the Board shall so select, to constitute any committee, task force or team which it shall deem appropriate to appoint. Committees/teams shall have and may exercise such authority as may be specified by the Board of Directors, for such a period of time and as otherwise provided in the resolution establishing such committee. Each committee so established shall serve at the pleasure of the Board of Directors.

ADMINISTRATIVE. STAFF: The Board of Directors may designate an administrative staff member (“Executive Director”), who shall serve as staff to the Board to carry out the objectives of the Association , and may appoint such other staff members as it shall deem necessary, who shall hold their positions for such terms, and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

7.0 POLICIES

CONFLICT OF INTEREST: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. Where conflict of interest may be thought to exist for a board member, the member shall inform the Board and abstain from any inappropriate participation in the matter. The Board of Directors shall adopt policies as needed from time to time to assure the Association's business is properly conducted as a non-profit in compliance with Section 501 (c)(3) of the Internal Revenue Code and in conformance with the laws of the State of New Hampshire, including its requirements to assure that the conduct of such business is not compromised by conflicts of interests between the personal interests of its Directors and the interests of the Association.

NON-DISCRIMINATION: The Association shall not discriminate against any person in any manner on the basis of gender, age, religion, handicap or ethnic origin.

VOLUNTARY CONTRIBUTIONS: The Associations may accept gifts, grants, legacies and contributions from any source including persons, corporations, trusts, charities, and governments and governmental agencies.

DEPOSITORIES: The Board of Directors shall determine what depositories shall be used by the Association as long as such depositories are located within the State of New Hampshire and are authorized to transact business by the State of New Hampshire and are federally insured. All checks and orders for the payment of money from said depository shall be signed by such signatories as have been authorized and required in advance by the Board of Directors.

INDEMNIFICATION: Unless otherwise expressly authorized by the Board, the Directors and Officers shall serve without compensation and, pursuant to and to the full extent consistent with Section 508:16 of the New Hampshire Revised Statutes Annotated, shall not be liable for bodily injury, personal injury or property damage, or acts performed by reason of their affiliation with the Association, if the claim for such damages arises from an act committed in good faith and without willful or wanton negligence in the course of an activity carried on to accomplish the purpose of the corporation. The Board may at its discretion procure policies of insurance covering ‘Directors and Officers’ against personal or general liability for acts or omissions acting on behalf of the Association.

BOOKS AND RECORDS: The Association shall keep correct and complete books and record of accounts and shall also keep minutes of the proceedings of the Board of Directors and all other Committees as may be established.

8.0 FISCAL YEAR

DATE: The fiscal year of the Association shall start on January 1 and end on December 31.

9.0 PROCEDURES:

When any formality beyond the ordinary courtesies of joint action is required, Roberts Rules of Order (most recent edition) shall govern the proceedings.

10.0 AMENDMENTS:

These bylaws may be amended, in whole or in part, as proposed by the Board at any time and as voted by majority vote of those present at any scheduled meeting of the Membership of the Association provided that the meeting notice contains specific notice of intention and that a summary of proposed change(s) is published.

11.0 DISSOLUTION:

Upon the dissolution of the organization, after provision is made for payment of debts, all assets of the Association, from whatever source arising, shall be distributed for tax exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Tucker Free Library Board of Trustees, as agents to expend.

ADOPTED, October 27, 2019

RECORD COPY;

SIGNED: _____

FRIENDS of TUCKER FREE LIBRARY
Sylvia Lennox; Chair