

**FRIENDS OF THE LANE MEMORIAL LIBRARY**  
**BY-LAWS**

**ARTICLE I**  
**NAME, PURPOSE AND PRINCIPAL OFFICES**

Section 1: NAME:

The name of the corporation shall be FRIENDS OF THE LANE MEMORIAL LIBRARY.

Section 2: PURPOSE:

The purpose of the Corporation shall be to maintain an association of persons interested in the Lane Memorial Library (hereinafter referred to as "the Library"); to focus public attention on the Library; to foster awareness of and stimulate the use of the Library's resources and services; to receive and 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. The Corporation is organized solely for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations qualifying as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3: RESTRICTIONS ON PURPOSE:

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

Section 4: PRINCIPAL OFFICE:

The principal office of the Corporation shall be located at 2 Academy Avenue, Hampton, New Hampshire. The Directors may at any time and from time to time change the location of the principal office within the State of New Hampshire.

## **ARTICLE II MEMBERSHIP**

### Section 1: MEMBERS:

Membership in the Corporation shall be open to all individuals, associations, organizations, and corporations in sympathy with its purposes, upon payment of dues.

### Section 2: CATEGORIES OF MEMBERSHIP:

Categories of members and dues obligations shall be as established by the Board of Directors. The Directors may, from time to time, amend such categories and the dues obligations.

### Section 3: RIGHTS OF MEMBERS:

Each Membership in Good Standing shall be entitled to one vote, whenever votes are solicited, provided such Membership is in good standing two days prior to the mailing of notices of any meeting at which a vote will be solicited. The right of any member to vote shall cease on the termination of his/her/its membership. No member shall be entitled to share in the distribution of any part of the income, assets or property of the Corporation, whether upon liquidation, dissolution or otherwise.

### Section 4: GOOD STANDING DEFINED:

A member will be deemed to be in good standing if that member has paid its dues within the then current fiscal year of the Corporation.

### Section 5: MEMBERSHIP LIST:

The Clerk shall keep a list of all the names and addresses of all members and shall keep records of dates of all payments of dues. This list shall be conclusive as to whether or not a person is a member of the Corporation, and whether or not such member is in good standing for the purpose of any vote.

### Section 6: RESIGNATION OF MEMBERS:

Any member may resign at any time by written notice to the President or Clerk of the Corporation. Such resignation shall become effective as of the date received by the Corporation, or as otherwise stated therein. A member will be deemed to have resigned if the member has not paid renewal dues within ninety (90) days of the beginning of the membership year.

### Section 7: REMOVAL:

A member may be removed with or without cause by a two-thirds vote of the full membership, at any duly called regular or special meeting of the members, provided that a proposal to remove such member was specifically set forth in the notice of the meeting. Any such member is entitled to appear and be heard at such meeting.

### **ARTICLE III MEETINGS OF THE MEMBERS**

Section 1: ANNUAL MEETING:

The Annual Meeting of members shall be held on the second Tuesday of September each year at 7:00 p.m. at the principal office of the Corporation, or at such other reasonable time and place as may be set by the Board of Directors within 15 days either way thereof for the purpose of Electing the Board of Directors and for transacting such other business as may properly come before the meeting.

Section 2: SPECIAL MEETINGS:

Special Meetings of the membership may be called at any time by the President of the Corporation, or a majority of the Board of Directors. Special Meetings shall also be called by the President or Clerk upon the written request of three or more members in good standing, addressed to the Clerk and stating the object of the meeting.

Section 3: NOTICE:

Notice of any and all meetings stating the time, date, hour, place, and in general terms, the purpose(s) shall be given to the membership at least two weeks prior to the meeting.

Section 4: QUORUM:

At any meeting of the membership, ten (10) members in good standing in person or by proxy shall constitute a quorum. A majority of the members present, even though less than a quorum, may vote to adjourn the meeting to continue at a later time. Any meeting so adjourned may, upon obtaining a quorum, be held without further notice. Any and all business, which could have been conducted at the meeting as originally scheduled, may be conducted at the meeting so adjourned.

Section 5: VOTING:

Each member shall be entitled to one vote in person or by proxy duly appointed. A proxy will be deemed duly appointed if done so by an instrument in writing, signed by the member in good standing and one witness. The execution of instrument must bear a date not more than six months prior to the date of the meeting at which it will be used.

Section 6: ACTION WITHOUT MEETING:

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at the meeting.

**ARTICLE IV  
DIRECTORS AND OFFICERS**

Section 1: DIRECTORS:

The Corporation shall have a Board of Directors consisting of not less than five (5) voting directors. Directors may not be of the same immediate family and may not be related by blood or marriage. No employee of the Corporation may serve on, chair or preside over the Board. Directors may, but need not be, Members In Good Standing in the Corporation. No director need also be an Officer, except for the President.

Section 2: OFFICERS:

The Corporation shall have a President, a Vice President, a Treasurer and a Clerk, who may use the title "Secretary," The Corporation may also have such other officers as the Board of Directors or the Membership may determine. The same person may hold more than one office. The President must also be a Director. Any other Officer may also serve as a director. However, with the exception of the President, no officer need be a Director. The Clerk shall be a resident of New Hampshire unless a resident agent shall have been appointed as required by New Hampshire Law.

Section 3: NUMBER, TENURE AND ELECTION OF DIRECTORS:

The number of the Board of Directors shall be chosen and fixed and the Directors shall be elected by the members at their annual meeting or at any special meeting called in lieu thereof. Each Director shall hold office for one year or until his/her successor is elected and qualified. ~~No Director shall hold office for more than six (6) consecutive terms.~~<sup>4</sup>

Section 4: ELECTION AND TENURE OF OFFICERS:

The officers shall be elected by the Board of Directors. Each Officer shall hold office at for one year or until his/her successor is elected and duly qualified. No Officer shall hold the same office for more than six (6) consecutive full terms.

Section 5: RESIGNATION:

Any Officer or Director may resign at any time by written notice to the President or Clerk of the Corporation. Such resignation shall become effective as of the date received by the Corporation, or as otherwise stated therein.

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<sup>1</sup> Amended 9/27/11

Section 6: REMOVAL:

Any member of the Board of Directors may be removed with or without cause by a two-thirds vote of a quorum of the full general membership, at any duly called regular or special meeting of the members, provided that a proposal to remove such Director was specifically set forth in the notice of the meeting. Any such Director shall be entitled to appear and be heard at such meeting. Any officer may be removed from office at any time with or without cause by a majority vote of the Directors then in office or by a majority vote of the members at a duly held regular or special meeting.

Section 7: VACANCIES:

Any vacancy in the Board of Directors, however occurring, shall be promptly filled by the Directors then remaining at a special meeting called therefore. The number of Directors remaining shall be deemed to constitute a quorum and the vote of a majority of those shall be sufficient to fill the vacancy/vacancies. Any person so chosen to fill a vacancy shall hold office until the next annual meeting of the membership. Any vacancy in any office shall be similarly filled by the Directors and the person so chosen shall hold office until the remainder of the Officer's term.

**ARTICLE V**  
**POWERS AND DUTIES OF DIRECTORS AND OFFICERS**

Section 1: DIRECTORS:

The Board of Directors shall be responsible for the general management and supervision of the Corporation, except with respect to those powers reserved to the members by law, the Articles of Organization, or these bylaws. The Board of Directors, may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the Board of Directors may impose.

Section 2: PRESIDENT:

The President shall be the chief executive officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors and shall preside at all meetings at which he or she is present. The President shall also have such other powers and duties as customarily belong to the office of the President or as may be designated from time to time by the Board of Directors.

Section 3: VICE PRESIDENT:

The Vice-President shall perform the duties of the President in the absence of the President.

Section 4: TREASURER:

The Treasurer shall be the chief financial officer of the Corporation. He/she shall have custody of all moneys, securities, financial papers, books and accounts. He/she shall keep full and accurate accounts of all financial

transactions of the Corporation. The Treasurer shall also have such powers and duties as shall customarily belong to the Office of Treasurer, or as may be designated from time to time by the President or the Board of Directors.

Section 5: CLERK:

The Clerk shall record all proceedings of the members and directors, including all votes and business transacted at all meetings, in a book or books to be kept therefore and shall have custody of the seal and records of the Corporation. He/she shall give notice of all meetings as required by these bylaws and shall perform such other duties as may be prescribed by the Board of Directors or imposed on him/her by law.

Section 6: OTHER OFFICERS:

Other Officers shall have such powers as may be designated from time to time by the Board of Directors.

Section 7: HONORARY DIRECTORS:

The Library staff director and one Trustee of the Lane Memorial Library, the latter to be designated by the Library's Board of Trustees, shall be Honorary Directors of the corporation, to serve in an advisory capacity, and without vote. The Directors shall, further, have the power to appoint from time to time any number of persons to serve the Board in an honorary capacity and without vote. Persons serving as Honorary Directors need not be members of the Corporation and will not become members by reason of their appointment. They shall hold office for three years. Meetings of the Board shall not be invalidated by any reason of omission of notice to Honorary Directors of any meeting.

**ARTICLE VI**  
**MEETINGS OF THE BOARD OF DIRECTORS**

Section 1: PLACE:

Meetings of the Board of Directors shall be held at such place within or without New Hampshire as may be named in the notice of such meeting.

Section 2: ANNUAL AND REGULAR MEETINGS:

The Annual Meeting of the Board of Directors shall be held each year immediately after and at the place of the annual meeting of the members at which the Board is elected. In the event that the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times as the Directors may fix.

Section 3: SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called by the President, or any other officer or director, at other times throughout the year.

Section 4: NOTICE:

No notice need be given for a regular or annual meeting. Forty-eight hours notice by mail, telegraph, telephone, or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances.

Section 5: QUORUM:

A majority of the Directors then in office shall constitute a quorum, but a smaller number may adjourn finally from time to time until a quorum is present. If a quorum is present, a majority of the Directors present may take any action on behalf of the Board except to the extent that a larger number is required by law, the Articles of Association, or these bylaws.

Section 6: ACTION BY CONSENT:

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 7: TELEPHONE CONFERENCE MEETINGS:

Members of the Board of Directors of the Corporation or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communication equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Minutes of such meeting shall be duly made and filed with the records of the Corporation.

**ARTICLE VII**  
**VOTE OF INTERESTED DIRECTORS, CONFLICT OF INTEREST POLICY**

Section 1: DUTY TO DISCLOSE:

Each Director, prior to taking a position on the board, and all present Directors, shall submit in writing to the Board of Directors, a list of all businesses or other organizations of which he or she is an officer, director, trustee, member, owner (either as sole proprietor or partner), shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or transaction in which the Director would have conflicting interests. All members of the Board of Directors shall become familiar with the statements of all Directors in order to guide their conduct should a conflict arise.

Section 2: VOTING ON MATTERS IN CONFLICT OF INTEREST:

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by his written statement or not, and after answering any questions that might be asked of him, shall withdraw from the meeting for so long as the matter shall continue under discussion. In addition, other Directors who themselves have had any pecuniary

benefit transactions with the Corporation within the same fiscal year, should also not be present and not participate in the discussion. Should the matter be brought to vote, neither the Director nor any other Director with a pecuniary benefit transaction with the Corporation in the same fiscal year shall vote on it. The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including, but not limited to the requirement of a two thirds vote where the financial benefit to the Director or Trustee is between \$500.00 and \$5,000.00 in a fiscal year, and to the requirement of a two thirds vote and publication in a required newspaper where the benefit exceeds \$5,000.00 in a fiscal year.

Section 3: STATUTORY REQUIREMENTS:

The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19, II and 292:6-a) are hereby incorporated in to and made an integral part of this conflict of interest policy. Copies of the relevant New Hampshire Statutes are attached hereto so that every Board member is aware of the statutory requirements. These requirements include, but are not limited to, (1) the absolute prohibitions on loans from a charitable trust to a director, officer or trustee and (2) prohibition of any sale or lease (for a term greater than five years) or a conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the attached statutes.

**ARTICLE VIII  
INDEMNIFICATION AND INSURANCE OF DIRECTORS,  
OFFICERS, EMPLOYEES AND OTHER AGENTS**

SECTION1: DIRECTORS AND OFFICERS:

To the extent allowed by law, the Corporation shall indemnify each person who may serve or who has served at any time as Director or Officer of the Corporation against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served as such Director or Officer.

SECTION2: LIMITATIONS ON INDEMNIFICATION:

Indemnification hereunder is subject to the provision that as to any matter disposed of by a compromise payment, whether pursuant to a consent decree, settlement or otherwise, the payment and indemnification must first be approved by either a court of competent jurisdiction or by the Corporation. The approval of the Corporation shall not be unreasonably withheld, Indemnification shall not be made, and no person shall be entitled to indemnification, in any case where it shall be finally adjudged that such Director or Officer is or was (a) derelict in the performance of his or her duties in connection with the actions or omissions giving rise to such claim, action,



suit or proceeding, or (b) has not acted in good faith in the reasonable belief that his or her actions was in the best interest of the Corporation.

**SECTION 3: EMPLOYEES AND OTHER AGENTS:**

The Board of Directors may, by general vote or by pertaining to a specific employee or agent or class thereof, authorize indemnification of the Corporation's employees and agents, other than those Officers, Directors and persons referred to in Section 1 above, to whatever extent they may determine, which may be in the same manner and to the same extent provided in Section 1 above.

**SECTION 4: INSURANCE:**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or other agent of the Corporation against any liability incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.

**ARTICLE IX  
DISSOLUTION**

**Section 1: DISSOLUTION, DISTRIBUTION OF ASSETS:**

Upon dissolution of the Corporation, after payment of all debts and liabilities of the Corporation, all assets shall be expended for or applied to the purposes of the Corporation or shall be distributed to one or more organizations exempt under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, whose purpose and mission fulfill as nearly as possible the purpose of this Corporation, as the Board of Directors shall determine; provided that no such distribution shall be in any manner inconsistent with the laws of the State of New Hampshire. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for purposes exempt under section 501(c)(3), or the corresponding section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I above.

**ARTICLE X  
PARLIAMENTARY PROCEDURE**

Section 1: CONDUCT OF MEETING:

All proceedings of this organization shall be governed by Robert's Rules of Order, as revised, to the extent that they do not conflict with these bylaws or the laws of the State of New Hampshire.

**ARTICLE XI  
AMENDMENT OF BYLAWS**

Section 1: AMENDMENT:

These bylaws may be amended by the Board of Directors, after notice, at any regular or special meeting duly called therefore. Amendment will be effective upon the vote of three-fourths of the Directors.

Approved June 7, 2005