

## **Bylaws of the Whitefield Library**

*Revised and Adopted 20 April 2023*

### **Article I - Name, Location, Mission, and Vision**

#### **Section 1. Name/Location:**

The name of this organization is the Whitefield Library, located in the town of Whitefield/County of Lincoln, State of Maine.

#### **Section 2. Mission:**

The mission of Whitefield Library is to build community and nurture readers

#### **Section 3. Vision:**

Whitefield Library strives to enrich the lives of the residents of Whitefield, Windsor, Somerville, Jefferson, Alna, and Pittston by providing access to books, promoting a love of reading, and offering programs that celebrate the resources of our community.

### **Article II - Members**

The Whitefield Library association shall have no members. The Board of Directors (the Board) when meeting as the Board, may exercise the rights and powers of members.

### **Article III - Board of Directors**

#### **Section 1. Responsibilities:**

The Board of Directors is the governing body of Whitefield Library. Subject to state and federal law, the Board of Directors has the power and duty to determine rules and regulations governing library operations and services (bylaws, service policies, plans, mission statement, long range plan, significant changes in types of services, and changes in library hours) of Whitefield Library. The Board of Directors shall have the general care and oversight of the Whitefield Library property and business of the organization, and shall generally supervise the management of the library established under these bylaws. The Board of Directors has the responsibility of creating committees and appointing committee members. The Board of Directors shall create an annual budget and have exclusive control of the expenditures of all moneys collected, donated, or appropriated for the library fund and shall audit and approve all library expenditures.

#### **Section 2. Number:**

The Board of Directors shall consist of no more than fifteen members (15) and no fewer than nine (9) members including all Officers.

**Section 3. Terms of Office:**

Directors shall hold office for three (3) years or until their successors have been elected, unless removed from office by a two-thirds (2/3) vote of the Board. Directors may serve up to three consecutive terms. Thereafter, one full year must elapse before they are eligible to serve on the Board again.

**Section 4. Vacancy:**

If a vacancy occurs before a term expires, the Nominations Committee may recommend a replacement who must be approved and appointed by the Board of Directors. The appointed Director or a new nominee must be elected to a regular 3 year term at the next Annual Meeting if he or she wishes to serve on the Board of Directors.

**Section 5. Meeting Attendance.**

Directors shall be expected to attend all regular meetings except as they are prevented with notification to an Officer. When any Director has three "unexcused" absences consecutively, or attends fewer than five regular Board meetings in any twelve month period, that Director's position may be declared vacant by the Board of Directors.

**Article IV - Officers**

**Section 1. Officers:**

The Officers of Whitefield Library shall consist of a President, Vice-President, Secretary and Treasurer. No Officer shall hold more than one office at a time.

**Section 2. Nomination:**

The Officers shall be elected by the Board of Directors at the annual meeting of the association.

**Section 3. Terms of Office and Term Limits:**

Officers shall serve for a term of two (2) years or until their successors have been elected unless removed from office by a two-thirds (2/3) vote of the Board. Officer terms begin at the close of the annual meeting. Officers can serve for up to two (2) consecutive terms after which at least one year must lapse before re-election to that office by a 2/3 vote of the Board. These term limits do not apply to the Secretary or Treasurer roles.

**Section 4. Vacancy:**

If a vacancy occurs before an officer's term expires, the Board shall recommend a replacement who must be approved and appointed by the Board of Directors. The appointed

officer must be elected at the next Annual meeting if he or she wishes to complete the term of the retiring officer.

## **Article V - Duties of Officers**

### **Section 1. President:**

The President shall preside at meetings of the Board of Directors, call for special meetings, provides assistance in all committees, execute all documents authorized by the Board, and prepare an agenda for each Board meeting.

### **Section 2. Vice President:**

The Vice-President shall support and perform all duties of the President during the absence or disability of the President or at his/her request.

### **Section 3. Secretary:**

The Secretary shall be the recording officer and shall keep true and accurate minutes of all meetings of the association in a timely manner. He/she shall keep a complete list of the Board of Directors of the association, and note all attendance; including those Officers and Board members absent. In the absence of the Secretary at any meeting, a secretary may be chosen pro tem.

### **Section 4. Treasurer:**

The Treasurer shall keep all financial records up to date, sign all checks drawn on funds approved by the Board in the name of Whitefield Library, sign all bills/invoices for disbursements from the library fund, and perform such duties as generally devolve upon the office. The Treasurer shall make reports at the regular meetings to the Board showing in detail the amount and investment of, and income and disbursements from, the funds in their charge.

## **Article VI - Committees**

**Section 1. Committees:** The Board may establish such committees as it deems necessary or appropriate for furthering the purposes of the association. All Committees shall report on their meetings at the next Board meeting after their committee meeting. Committee members shall be appointed by the Board. Each Committee shall choose a Chair.

**Section 2. Nominations Committee:** There shall be a Nominating Committee consisting of three (3) members appointed by the Board of Directors at least three (3) months prior to the Annual Meeting or as needed when a Board or Officer vacancy occurs. The Nominating Committee shall circulate to the Board its nominations at least five (5) days prior to the meeting when a vote on the nominee(s) is to occur. Following the election at which the

nominations are to be voted on, the Nominations Committee shall be disbanded. Nominations may be made from the floor during any meeting by any Director.

## **Article VII - Meetings**

### **Section 1. Regular Meeting.**

The regular Board of Directors meetings shall be held each month (unless the Board votes to cancel), with the date, time, and place of the meeting to be set by the Board.

### **Section 2. Annual Meeting.**

The annual Board of Directors meeting shall be held at the time of the regular meeting in April of each year.

### **Section 3. Agendas and Notices.**

Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate subject matters intended for consideration at the meeting.

### **Section 4. Minutes.**

Minutes of all Board meetings shall, at a minimum, indicate Board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. The previous Board minutes shall be given to all Board members in advance of meetings.

### **Section 5. Special Meetings.**

Special meetings may be called at the direction of the president or by a majority vote of the Board of Directors for the transaction of business as stated in the call for the meeting.

### **Section 6. Quorum.**

A quorum for the transaction of business at any meeting shall be a simple majority of the Board of Directors currently serving Whitefield Library.

### **Section 7. Open Meetings Law Compliance.**

All Board meetings and all committee meetings shall be held in compliance with Maine's Open Meeting Law and open to the public.

### **Section 8. Parliamentary Authority.**

Roberts Rules of Order shall govern the procedure of all meetings.

### **Article VIII - Amendments**

These bylaws may be altered, amended, repealed, or remade at any annual meeting of the Board of Directors of the association or at any special meeting, by 2/3 vote of the Board of Directors present, provided that in the call for such meeting a notice of such intended action is given.

### **Article VIII - Dissolution**

In the event of dissolution of the Whitefield Library, the Board of Directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the association over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service

- *Originally Approved and Adopted on 4/20/2018 at the Annual Meeting*
- *Revised and Adopted on 4/18/2022 at the Annual Meeting*
- *Revised and Adopted on 4/20/2023 at the Annual Meeting*