

**BYLAWS  
OF  
FRIENDS OF THE MEREDITH LIBRARY  
rev 1.5 7/30/2008**

**The Friends of the Meredith Library, a voluntary corporation organized and existing under the laws of the State of New Hampshire, in order to adopt its Bylaws in accordance with the requirements of New Hampshire RSA 292:24, hereby states, and the Bylaws shall read, as follows:**

**ARTICLE I  
Name and Purpose**

**The name and purpose of the corporation shall be as set forth in the Articles of Agreement as from time to time amended.**

**ARTICLE II  
Principal Office**

**The principal office of the corporation in the State of New Hampshire shall be located at 91 Main Street in the Town of Meredith, New Hampshire. The corporation may have such other offices, either within or without the State of New Hampshire as the Board of Directors may designate or as the business of the corporation may from time to time require.**

**ARTICLE III  
Meeting of Incorporators**

**There shall be a meeting of the Incorporators, upon filing the Articles of Agreement with the State of New Hampshire. The Incorporators shall act to appoint an initial Board of Directors.**

**ARTICLE IV  
Members**

**Qualification and Number of Members: Any person who, or organization which, has a continuing interest in the purpose of the corporation as stated in the Articles of Agreement shall be eligible for membership in the Corporation. The number of members in the corporation shall never be less than five (5).**

**Dues: Eligible persons may secure membership on payment of dues in an amount and under such terms as the Board of Directors may, from time to time, prescribe. The Board of Directors may establish classes of members and may establish different dues schedules for each class. Membership dues are due and payable annually at a date set by the Board of Directors and become delinquent three months thereafter. After proper notification of delinquency, members shall forfeit their membership for nonpayment of dues.**

**Rights of Members: No member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the corporation, or any right, interest or privilege,**

**transferable or inheritable, or which shall continue if such membership ceases, or while such member is not in good standing.**

**Termination of Membership:** Any member who, in the judgment of the Board of Directors, engages in activities or conduct which is detrimental to the corporation, which is unethical or inimical to the best interest of the corporation may be expelled by a majority vote of the Board of directors without a hearing.

**Resignation:** Any member may resign by filing, with the secretary, a written notice of resignation stating the effective date of such resignation. Dues paid by such resigning member are not refundable for the unexpired period of membership.

**Transfer of Membership:** Membership in the corporation is neither transferable nor assignable.

**Annual Meeting of the Members:** The Annual Meeting of the corporation shall be held each year during the month of May, as scheduled and shall commence and conclude before the annual directors meeting at the same place. At the annual meeting the members shall each cast one vote for the election of directors. Any organizations, which are members, shall designate one person to vote for the organization at any meeting of the members. Directors shall be elected by majority vote and candidates for directors' positions shall be proposed to the members by the directors or by a nominating committee appointed by the directors. The treasurer of the corporation shall present a report of the corporation's financial affairs to the members at the annual meeting.

## **ARTICLE V Board of Directors**

**General Powers:** The business and affairs of the corporation shall be managed by its Board of Directors. The directors shall, in all cases, act as a Board and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with the corporation's Articles of Agreement, these Bylaws and the laws of this state. All corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- a. To select and remove all of the officers, agents, the executive director and any employees of the corporation, and prescribe such powers and duties for them.**
- b. To conduct, manage, and control the affairs and business of the corporation.**
- c. To enter into contracts on behalf of the corporation and to transfer and convey the assets of the corporation.**
- d. To borrow money and incur indebtedness for the purpose of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name promissory notes, bonds, debentures, mortgages, pledges, hypothecations, or other evidence of debt**

and securities.

**Number, Tenure, Qualifications:** The number of directors of the corporation shall at all times be at least five (5) and not exceed fifteen (15). Further, at least five (5) of the members must not be of the same immediate family or related by blood or marriage. All directors must be at least twenty one (21) years of age. Directors shall be elected by the members at the annual meeting and shall be elected for three year terms with terms staggered so as to ensure continuity of some directors at each annual meeting. No director may serve more than two consecutive three year terms. In recommending new directors to the members for annual election, the board of directors shall endeavor to give preference in the selection of directors, consistent with the best interest of the corporation, to those persons who have shown or expressed an interest in the purposes of the corporation.

**Honorary Directors:** In addition to the directors, the Board of Directors may appoint Honorary Directors from time to time without limit on the number such Honorary Directors. Honorary Directors shall be individuals who share in the corporation's goals and purposes. Honorary Directors will be welcome to attend board of Directors meetings and may advise the Board of Directors on any matter of interest to the Honorary Directors. Honorary Directors shall not be allowed to vote on any matters and are to remain advisory only.

**Appointment of Officers:** The board of Directors shall appoint, from among their members, a President, Vice President,, Secretary and Treasurer to serve as officers of the corporation. The President and Vice President must also be directors of the corporation. The Secretary and the Treasurer may be any suitable persons whether or not they are directors of the corporation.

**Annual Meeting of Directors:** An annual meeting of the Board of Directors shall be held during the month of May as scheduled at the same place as the annual meeting of the corporation. The directors may provide by resolution, the time and place of additional regular meetings without notice other than such resolution.

**Conduct of Meeting:** The president shall preside over any meeting of membership. All meetings shall be conducted in accordance with "Robert's Rules of Order, Newly Revised."

**Regular and Special Meetings:** The Board of Directors shall hold regular meetings at least quarterly at a time and place to be designated by resolution of the directors. Special meetings of the directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any special meeting of the directors called by them. Meetings may be held by telephone so long as each person present at such telephone meeting may hear all others present and may speak and be heard by all others present at the meeting.

**Notice of Directors' Meetings:** Written or printed notice stating the place, day and hour of the annual directors' meeting and, in the case of a special directors' meeting, the purpose or purposes for which the meeting is called shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally, or by mail to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. The attendance of a director at a meeting shall constitute a waiver

of notice of such meeting , except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Quorum:** At any meeting of the directors, three (3) directors shall constitute a quorum for the transaction of business, but if less than said number is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Manner of Acting:** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

**Newly Created Directorships and Vacancies:** Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason may be filled by majority vote of the remaining members of the Board of directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor.

**Presumption of Assent:** A director of the corporation who is present at a meeting of the directors at which action of any corporate matters taken shall be presumed to have assented to the action taken unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **ARTICLE VI**

### **Officers**

**Number:** The officers of the corporation shall be a president, a vice president, a secretary and a treasurer, each of whom shall be elected by the directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the directors.

**Election and Term of Office:** The officers of the corporation to be elected by the directors shall be elected annually at the first meeting of the directors held after each annual meeting of the corporation. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**Removal:** Any officer or agent elected or appointed by the directors may be removed by the directors whenever in their judgment the best interests of the corporation would be served thereby.

**Vacancy:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by majority vote of the directors for the unexpired portion of the term.

**President:** The president shall be the principal executive officer of the corporation and, subject to the control of the directors, shall in general supervise and control all of the business and affairs of the corporation. He or she shall, when present, preside at all meetings of the members

**and the directors. He or she may sign, with the treasurer or any other proper officer of the corporation thereunto, authorized by the directors, any deed, mortgages, bonds, contracts or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of the president and such other duties as may be prescribed by the director from time to time.**

**Vice President: The vice president shall perform the duties and have the powers of the president during the absence, sickness or other disability of the president. In addition, the vice president shall perform such other duties and have such other powers as the Board of Directors or the President shall designate.**

**Secretary: The secretary shall keep the minutes of the directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required: be custodian of the corporate records and of the seal of the corporation and, in general, perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the president or by the directors.**

**Treasurer: The treasurer shall have charge and custody and be responsible for all funds of the corporation; receive and give receipts for moneys due and payable of the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and, in general, perform all of the duties as from time to time may be assigned to him or her by the president or by the directors.**

## **ARTICLE VII Executive Director**

**In the future, the executive committee may appoint an executive director and other people as necessary to carry out the programs of the corporation. The executive director shall perform all duties incident to the office and such other duties as may be assigned by the executive committee or by the president from time to time.**

## **ARTICLE VIII Contracts, Loans, Checks and Deposits**

**Contracts: The directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name or on behalf of the corporation, and such authority may be general or confined to specific instances.**

**Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of directors. Such authority may be general or confined to specific instances.**

**Checks, Drafts, etc: All checks, drafts or other orders for the payment of money, notes or otherwise evidence of indebtedness issued in the name of the corporation, shall be signed by such**

**officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the directors.**

**Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the directors may select.**

#### **ARTICLE IX Fiscal Year**

**The fiscal year of the corporation shall begin on the first day of January in each year.**

#### **ARTICLE X Seal**

**The directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of the corporation, year of incorporation, and the words, "Corporate Seal."**

#### **ARTICLE XI Waiver of Notice**

**Unless otherwise provided by law, whenever any notice is required to be given to any incorporator or director of the corporation under the provisions of these Bylaws or under provisions of the Articles of Agreement, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.**

#### **ARTICLE XII Amendments**

**The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the directors present at the annual meeting. However, in no event may any amendments be made which would affect the corporation's qualification as tax-exempt organization pursuant to Section 501(c)(3) of the Code or corresponding section of any future federal tax code.**

#### **ARTICLE XIII Limitation of Liability**

**Unless otherwise expressly authorized by the Board, the directors and officers shall serve without compensation and, pursuant to Section 508:16 of the New Hampshire Revised Statutes Annotated, shall not be liable for bodily injury, personal injury or property damage.**

**The directors and officers of the corporation shall not be liable to the corporation or to its members for monetary damages from breach of their fiduciary duties to the full extent permitted by NH RSA Chapter 292.**

**ARTICLE XIV**  
**Indemnification**

**The corporation shall indemnify and hold its directors and officers harmless from and against all suits, claims, injuries or damages asserted against them, so long as the director or officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived an improper personal benefit.**

**In addition to adopting Bylaws and electing officers and directors as provided herein, the corporation shall maintain a record book containing important documents, accurate records of account and minutes of its proceedings at the registered office of the corporation.**

**ARTICLE XV**  
**Conflicts of Interest**

**Officers and directors shall serve the organization only for the charitable purposes of the organization and not for other reasons. Friends business transactions with any of the officers or directors shall be conducted in compliance with New Hampshire RSA 7:19-a “Regulation of Certain Transactions Involving Directors, Officers, and Trustees of Charitable Trusts” as amended from time to time. Members of the Board having a real or apparent conflict of interest in any matter before the Board must disclose the possible conflict and exclude themselves from the discussion and/or vote on the matter in question.**