

**BYLAWS
GAFNEY LIBRARY, INC.**

Adopted: July 15, 1958

Amended: August 10, 1964; September 16, 1996; September 17, 2003; December 19, 2007; September 23, 2009; September 15, 2010; September 20, 2017

ARTICLE I. NAME

The name of the corporation shall be the Gafney Library, Inc.

ARTICLE II. PURPOSE

The purpose is to provide a library with a set of resources where people can gather, learn and grow.

ARTICLE III. MEMBERSHIP

Any person who is a library card holder may become a member of the corporation by paying three dollars (\$3.00) in dues annually, said payment to be made before the annual meeting. Note: Membership in the corporation is not required of anyone for use of and access to the library. Membership permits one to vote at corporate meetings.

ARTICLE IV. MANAGEMENT:

A board of trustees shall have general charge, oversight, and direction of the fiscal and operational affairs of the corporation and shall adopt such rules and regulations as are best suited to carry out the purposes of the corporation.

The board shall consist of seven (7) to eleven (11) trustees, depending on the needs of the corporation in a given year. Two (2) Library Trustees shall be elected by the towns, one (1) each by Wakefield and Brookfield, should either of these two towns choose to do so. Either none (0), one (1) or two (2) of the town elected trustees and the remaining at-large trustees shall be elected by the membership at annual meeting. Trustees emeriti may be appointed at the discretion of the Board of Trustees; a trustee emeritus shall hold an honorary but not a voting position on the board. The Board of Trustees may appoint three (3) persons to serve as alternate members on the board when regular board members are unable to attend meetings and workshops; they may participate in discussion but will have a vote only when replacing an absent board member. In the event that one or more members resign, the Board of Trustees may appoint additional members to keep the pool of trustees and alternates at fourteen (14) (the maximum number of trustees, eleven (11), plus the maximum number of alternates, three (3)). The terms of all members shall end at the annual meeting each year.

All board members are expected to be library members in good standing and will be elected or re-elected at the annual meeting. In addition, the five (5) administrative officers will be elected from the existing board members.

The board may request the conduct of a financial audit at any time.

ARTICLE V. ADMINISTRATION

The administrative affairs of the corporation shall be the responsibility of a president, vice president, treasurer, recording secretary, and corresponding secretary. They shall be elected at the annual meeting by the membership. Any officer vacancy that occurs during the year shall be filled at the next regular board meeting or at a special meeting called for that purpose.

The president shall preside at all meetings of the board, authorize calls for special meetings of the board, appoint all committees except those made by motion and passed by a majority, and perform all duties associated with the office. The president may move, second, and vote upon any proposal before the board. The president shall be an authorized signatory on all corporate accounts.

The vice president shall act in the place of the president when he/she is absent. The vice president shall act as the chair of the Bylaws and Policies Review Committee.

The treasurer shall be responsible for all receipts, expenditures, endowment, and other funds and the accounting and monthly reporting thereof to the Board of Trustees and to the membership at the annual meeting.

The recording secretary shall keep a true and accurate record of all meetings of the membership and of the board.

The corresponding secretary shall write and maintain true copies of all correspondence associated with the office.

ARTICLE VI. COMMITTEES

The president shall appoint committees of one or more members for specific purposes as the business of the board may require from time to time. The recording secretary shall maintain a list of such committees and their membership. Committees will make regular reports on their progress to the board. Each committee shall be discharged upon completion of the purpose for which it was established after it has given a final report to the board. No committee shall have other than advisory powers unless it is granted specific authority to act by suitable action of the board.

The president shall appoint a Nominating Committee consisting of three (3) members of the board who shall report their nominees for trustees and officers at the annual meeting.

ARTICLE VII. MEETINGS

Regular meetings shall be held as per a schedule devised at the discretion of the board's president, at a time and place to be determined by consensus of the board. All meetings shall be posted at least twenty-four (24) hours in advance of the meeting and shall be open to the public.

Trustees are expected to attend all board meetings. Three (3) unexcused absences during the year between the annual meetings of the corporation shall be equivalent to resignation. Absences shall be considered excused if prior notification is given to any other trustee or to the library director.

A quorum for the transaction of business at any meeting shall consist of five (5) members of the board being present. An affirmative vote of the majority of all members present at the time will approve any action of the board.

Robert's Rules of Order shall govern the parliamentary procedures of the board.

The annual meeting of the corporation shall be held no later than September 30 at such convenient place as the president may direct, and notification of such meeting citing the time, place, and business thereof shall be posted in the library and at the Wakefield and Brookfield town halls and on any such other bulletin boards as are available for public notices as deemed appropriate. The president may call special meetings as required. Subject to greater notice by New Hampshire RSAs, a press release announcing the annual membership meeting or special meeting shall be submitted to one or more regional newspapers in time to be published at least six (6) days prior to such a meeting.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE IX. LIBRARY DIRECTOR

The board shall appoint a qualified librarian who shall be the executive administrative officer of the library. The library director shall recommend to the board the appointment of and specific duties of the other employees and volunteers. The library director shall be responsible for the proper direction and supervision of the staff and volunteers, the routine care of the library property, the proper and adequate selection of library resources in keeping with the policies established by the board of trustees, and the efficient provision of library service to the public. The library director shall make monthly reports to the board at the monthly board meeting regarding the operations of the library.

ARTICLE X. CORPORATE DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of Section 501 (c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the membership present at any meeting of the corporation, provided notice of such meeting has been given twenty-one (21) days in advance of the meeting. Written notice of the proposed amendments, alterations, or repeals shall be posted in the library, in one other suitable public location and on the Gafney Library website at least ten (10) days prior to said meeting at which such action is proposed to be taken.