

**BYLAWS  
GAFNEY LIBRARY, INC**

*Adopted for the governance of Gafney Library, incorporated in the State of New Hampshire on July 15, 1958. Amended on August 10, 1964; September 16, 1996; September 17, 2003; December 19, 2007; September 23, 2009; September 15, 2010; September 18, 2024; December 17, 2025, April xx, 2026 (?)*

**ARTICLE I. NAME**

The name of the corporation shall be the Gafney Library, Inc. (“the Library”).

**ARTICLE II. PURPOSE**

The purpose of the Board of Trustees (“the Board”) is to oversee the management, policy, and long-term sustainability of the Gafney Library, ensuring it serves the educational, informational, cultural, and recreational needs of the community in accordance with New Hampshire state law (RSA 202-A and RSA 292). The Gafney Library is the Public Library servicing Brookfield and Wakefield, NH and operates as a nonprofit corporation under New Hampshire law, while also receiving funding from the towns of Wakefield and Brookfield.

**ARTICLE III. AUTHORITY**

1. The Board shall have general supervision of the property, affairs, policies, and finances of the Library.

**ARTICLE IV. TRUSTEES**

1. Membership: The Trustees shall be Wakefield or Brookfield residents or property owners, of voting age, who are Library patrons or who have expressed an interest in the Library. Trustees must vacate their seat if they no longer meet eligibility.
2. Number and Composition: The Board shall consist of not fewer than seven (7) and not more than eleven (11) trustees. Two (2) trustees may be elected by the towns of Wakefield and Brookfield, should the towns choose to elect representatives for a three (3) year term. All Trustees shall serve staggered three (3) year terms on the Board. No more than one (1) member of an immediate family shall serve as a voting Trustee of the Corporation at the same time. For purposes of this provision, “immediate family” shall include a spouse or domestic partner, parent, child, sibling, in-law, or any person residing in the same household.
3. Trustee Emeritus: The Board may designate individuals as Trustee Emeritus, an honorary title without voting privileges.

4. Alternates: The Board may appoint up to three (3) alternate members who may participate in meetings. Alternates shall vote only when replacing an absent board member.
5. Term of Office: Trustees shall be elected or re-elected at the annual meeting for staggered terms of three (3) years. Town-elected trustees shall serve terms aligned with the duration of their town election.
6. Vacancies: In the event one or more members resign, the Board of Trustees may appoint additional members to keep the pool of trustees and alternates at fourteen (14). Vacancies of town elected trustees shall be filled according to RSA 669:75.
7. Removal: A trustee may be removed for cause by a two-thirds (2/3) vote of the Board, consistent with NH law.

#### **ARTICLE V. GOVERNANCE**

1. The Board shall establish policies and procedures for its own transaction of business and the governance of the library (NH RSA 202-A 11). The Library Director shall recommend, and the Board shall review and approve library policies. These policies shall be reviewed regularly.
2. When the position is not currently filled, the Trustees shall appoint a Library Director or librarian, who shall not be permitted to serve as a Trustee per RSA 202-A:11.
3. The Board shall hold its annual meeting in April to elect the required officers and trustees for the ensuing year, as well as approval of the annual minutes. These officers shall be a President, Vice President, Secretary, Corresponding Secretary, and Treasurer. Duties:
  - a. President: Presides at all meetings of the board, authorizes calls for special meetings of the Board, shall 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 or second motions, and vote upon any proposal before the Board, except in cases where the president has recused themselves from consideration on the matter. The president shall be an authorized signatory on all corporate accounts and legal filings. The president shall serve as the chief spokesperson. No Gafney Library employee shall hold the position of President of the Board per RSA 292:6-a.
  - b. Vice President: Assumes duties of the president in their absence. The vice president shall act as the chair of the Bylaws and Policies Review Committee.
  - c. Secretary: Maintains official records and meeting minutes.
  - d. Corresponding Secretary: Writes and maintains official correspondence.

- e. Treasurer: Oversees financial affairs, reports on budgets, and ensures proper audits.
- 4. The Board, in conjunction with the Library Director, shall prepare the annual budget, present the budget to the proper municipal officers and be available to answer questions at budget hearings and the town meetings. Officers of the Board, with the Library Director, shall prepare and submit any reports required by State or local law.
- 5. It is the responsibility of the Board to secure adequate funds and proper facilities to carry out library operations and programs to fulfill the informational needs of the people of the Towns of Wakefield and Brookfield.
- 6. The Board shall employ a competent and qualified person as Library Director and support staff. The Board shall review and act on the Library Director's recommendations regarding employee appointments, compensation, and terms of employment.
- 7. Membership in the New Hampshire Library Trustees Association (NHLTA) for all trustees shall be provided for in the Library budget. Trustees are encouraged to attend NHLTA meetings as well as New Hampshire Library Association (NHLA) meetings.
- 8. Trustees may be reimbursed for necessary travel expenses to attend professional meetings but shall not receive any other compensation for any services rendered as a trustee, as stated in NH RSA 202-A:14.

#### **ARTICLE VI. MEETINGS**

- 1. Regular Meetings: The Board shall meet a minimum of 10 times per year at dates and times established by the Board. All meetings of the Board shall be posted in compliance with RSA 91-A, the New Hampshire Right-to-Know Law.
- 2. Annual Meeting: The annual organizational meeting shall be held each year in April for the purpose of electing officers, electing trustees, and approving the annual minutes.
- 3. Special Meetings: May be called by the President or upon written request of three (3) trustees.
- 4. Quorum: A quorum shall consist of a simple majority of voting trustees at the physical location. Once a quorum is declared, other Trustees may join the meeting electronically in conformance with the RSA 91-A 2, III. An affirmative vote of the majority of all members both present and trustees who participate remotely at the time will approve any action of the board.
- 5. Voting: Each trustee shall have one vote. No proxy votes are permitted.

6. Trustees are expected to attend all board meetings. Three (3) unexcused absences during the year may be equivalent to resignation. Absences may be considered excused if prior notification is given and accepted by the President or the Library Director.
7. Board meetings are open to the public. Meetings may include a public input period not to exceed 15 minutes. Speakers must identify themselves by name and address. Each speaker will be permitted three minutes to address the Board. The Board will not act on a subject brought up by a speaker until such time that adequate research into the matter can be attained.

#### **ARTICLE VII. COMMITTEES**

The President may establish standing or ad hoc committees as needed. Committees shall make recommendations but may not act in place of the Board without specific authorization.

#### **ARTICLE VIII. LIBRARY DIRECTOR**

1. The Board shall appoint a Library Director who shall be the Executive Administrative Officer of the library. The Library Director will recommend to the Board the appointment of and specific duties of the other employees and volunteers.
2. The Library Director shall carry out policies adopted and approved by the Board, develop annual budgets, be responsible for the employment and direction of the staff, for the care and maintenance of library equipment, for the efficiency of the library's service to the public, and for the operation of the library under the financial conditions set forth in the annual budget.
3. The Library Director shall attend all Board meetings and shall present reports on the status of the library at each regular meeting.

#### **ARTICLE IX. FINANCES**

1. Fiscal Year: The fiscal year of the Library shall be the calendar year.
2. The Board shall oversee preparation and adoption of the annual budget, ensure responsible fiscal management, and comply with all reporting requirements.
3. The Treasurer shall ensure that funds are properly accounted for and are subject to independent audit if required.
4. The Board may request that an audit be conducted at any time.

**ARTICLE X. CONFLICT OF INTEREST**

A trustee who has a personal, financial or professional interest in any matter before the Board shall disclose such interest and refrain from participating in discussion or voting on the matter. The disclosure shall be entered into the meeting minutes.

The Board shall adopt and enforce a written conflict of interest policy in compliance with NH nonprofit law (RSA 7:19-a).

**ARTICLE XI. INDEMNIFICATION**

The Library shall indemnify any trustee, officer, employee, or agent to the fullest extent permitted by NH law, including RSA 7:19-a.

Indemnification applies to acts performed in good faith and within the scope of duties, except for acts involving gross negligence, willful misconduct, or illegal activity.

Expenses, including attorney fees, may be advanced, subject to repayment if indemnification is ultimately not allowed. For further reference, New Hampshire law also limits liability for uncompensated directors and officers of charitable organizations under RSA 508:16.

**ARTICLE XII. CORPORATE DISSOLUTION**

Upon the dissolution of the corporation, any remaining assets shall be distributed exclusively for one or more purposes consistent with Section 501(c)(3) of the Internal Revenue Code, or to the federal, state, or local government for a public purpose.

**ARTICLE XIII. AMENDMENTS**

These bylaws may be amended at any regular meeting of the Board by a two-thirds (2/3) vote of trustees present, provided that written notice of the proposed amendments must be posted at least ten (10) days prior to the meeting. Amendments must remain consistent with New Hampshire state law.