

Friends of the Milton Free Public Library
BY-LAWS

Date of Preliminary Adoption: 1/1/2001; 1st Revision: 6/10/10
2nd revision July 18, 2018

Proposed changes changes for June 27, 2024

Bylaws are considered a legal document, second in importance only to the organization's Articles of Incorporation or Constitution.

Bylaws dictate how the organization is governed.

Failure by a board to follow the stipulations outlined in the bylaws can have severe consequences that may result in litigation.

Must include Conflict of Interest policy

Process for amending bylaws must be included.

Bylaws should be reviewed at least every two years.

Charter must be renewed with the Secretary of State every five years
2020

Article - Name

The name of this organization shall be "Friends of the Milton Free Public Library" Incorporated located in Milton Mills, Town of Milton, New Hampshire, 03852

Article II

-Purpose

The Friends of the Milton Free Public Library is a public charity, organized exclusively for charitable and educational purposes under section 501 (c) (3) of the Internal Revenue Service code, or corresponding section of any future federal tax code. Its purpose shall be to maintain an association of persons interested in the Milton Free Public Library; to stimulate the use of the library's resources and services; to receive and encourage gifts, endowments and bequests to the library; to raise funds for such projects, facilities and equipment that are beyond the scope of the town budget for the library; to aid the Board of Trustees and the Librarian in their efforts to make Milton Free Public Library a vital community resource; and to aid in securing volunteers for the library.

Article III -

Membership

Membership is open to any patron of the Milton Free Public Library who wishes to further the purposes set forth in Article II. Members will submit contact information that includes name, residence, mailing address, phone number(s) and e-mail address. Prior to monthly meeting, members will receive electronic copies of meeting agendas and minutes of previous meetings. Every member is entitled to vote, serve on committees and to run for offices that become available.

Article IV: - Officers

The officers of the Milton Free Public Library shall be President, Vice President, Secretary, and Treasurer. The term of office shall be three years, except that any officer shall serve until his/her successor shall be found **two (2) years, any officer unable to serve their full term, shall serve until his/her successor can be found through a special election**. Officers may be reelected. There shall be an Executive Committee composed of the **four** officers, who shall also serve as Directors. A member of the Board of Trustees, and the Librarian shall serve as be ex officio members of the Executive Committee.

Article V-Duties of Officers

President: To create the agenda, preside over and conduct meetings and to appoint all committees. To notify the members of the time and place of meetings through postings, and/or e-mail or telephone **or other current means of communication**. To submit an annual report of the operations of the organization to the members at the annual meeting. To report to the executive committee all matters within his/her knowledge that should be brought to their attention in the best interest of the organization.

Vice President: To perform the duties of the President in the absence of the President.

Secretary: To record attendance, take the minutes of all meetings which will include the existence of a quorum, issues discussed, votes taken and decisions made. To send out minutes electronically to all members. To keep a list of the membership, together with their addresses. And to conduct the correspondence of the organization.

Treasurer: To be responsible for the collection, safekeeping and expenditure of all funds, securities and property; to keep and maintain the financial records of all business transactions of the organization; to render to the President and Secretary, or to the Executive Committee whenever they may require it an account of specific transactions in a form satisfactory to them,

showing the condition of the organization; to submit to the President and members at monthly meetings an account of all his/her transactions as Treasurer; to create and submit to the State of NH the annual budget report in a timely fashion.

Executive Committee: To conduct the business of the organization between general meetings of the membership; to distribute funds to cover unforeseen expenditures up to \$100.

Article: VI - Dues

Dues shall be established by **at the discretion of** the Executive Committee and approved at the annual meeting by a two-thirds majority of those present.

Article: VII - Conflict of Interest

1. Disclosure and Voting Requirements_ Any possible conflict of interest on the part of any

Director or Officer shall be disclosed in writing to the Board and made a matter of record through an annual procedure. In addition, the Director or Officer shall disclose any conflict of interest when a specific issue or transaction comes before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is mandatory, together with written

notice to the Charitable Trusts Unit. The minutes of the meeting shall reflect that a disclosure was made; that the interested Director and all other Directors with a pecuniary transaction with the charity during the fiscal year were absent during both the discussion and the voting on the transaction. Every new member of the Board will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of and agreement to this policy.

2. Other Statutory Requirements_ The Board will comply with all requirements of New Hampshire

law dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292:6-a) and all such laws are incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, an absolute prohibition on any loans to any director or, and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from or to an officer or director without the prior approval of

the probate court. These requirements extend to both direct and indirect financial interest as defined by the statutes.

Article VIII - Earnings and Assets

No part of the net earnings of the Friends of the Milton Free Public Library Incorporated shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements for any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Friends of the Milton Free Public Library Incorporated, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the Internal Revenue 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 public library purposes.

Article IX- Meetings

An annual meeting shall be held at a time and date in the month of June to be determined by the Executive Committee. Regular business meetings will be held monthly and/or as needed. Three members shall constitute a quorum.

Article X-Electronic Voting

Action Without Meeting. Any action required or permitted to be taken by the board of directors at a regular meeting may be taken without a meeting if a majority of the board members

consent in writing (e-mail), to such action. Action without a meeting shall be included in the minutes of the organization and shall record any votes or actions taken. Any action or vote taken shall be effective upon the receipt of the written consent of the number of board members required for approval of the action under consideration.

Article XI - Gift Policies

Objects accepted by the Friends of the Library charity belong to the organization for as long as it may exist. The charity retains the right to trade, sell, or dispose of any object donated to it. Should the charity dissolve, the disposition of any objects owned by the charity will be determined at that time.

Article XII - Filling Vacancies

Vacancies of critical officers i.e. President, Secretary, or Treasurer caused by resignation or for any reason will be filled by a majority vote of the members present at the next regular meeting. One person may serve in more than one, but no more than two capacities at the same time.

Article XIII - Changes to Bylaws

These bylaws may be changed by a two-thirds majority vote at any regular business meeting of the membership providing that a copy of the proposed amendment(s) has been posted in the Library and on the Library's website at least ten (10) days prior to the meeting.