

# **SANFORD LIBRARY ASSOCIATION, INC**

## **BY-LAWS**

### **ARTICLE I**

#### **SECTION I – Name**

The name of this corporation shall be: The Sanford Library Association, Inc

#### **SECTION II – Purpose**

The purpose of this corporation shall be the efficient and effective operation of the Louis B. Goodall Memorial Library as authorized by vote at the Sanford Town Meeting in December, 1937.

### **ARTICLE II**

#### **SECTION I – Membership**

The governing body shall be known as the Board of Directors. It shall consist of four officers and at least three other Directors. The maximum number of Directors shall be thirteen.

#### **SECTION II – Term of Office**

1. Each Director, elected by a simple majority of the members of the Board of Directors, shall serve for a term of three years from the date of election. Directors shall be limited to consecutive terms not to exceed six (6) years. Directors elected to fill vacancies shall be limited to one consecutive additional term of office.
2. The term of any Director missing three consecutive meetings without due notification to the president may be terminated by the Executive Committee upon review..

#### **SECTION III – Removal of an Officer or Director**

Consistent with Maine law, any Director or Officer may be removed with or without cause by affirmative vote of two-thirds of the current Directors at a special meeting called expressly for that purpose. Written notice will be given to all Directors prior to the meeting at which the vote is to occur. Removal of an Officer shall also constitute removal of that person as a member of the Board of Directors.

## **ARTICLE III**

### **SECTION I – Election of Officers**

The officers shall be president, vice president, secretary, and treasurer, all of whom are to be elected by the Directors at the annual meeting of each year. Officers shall serve for a term of one year from the annual meeting at which they are elected and/or until their successors are duly elected. Officers are not limited to one term in the same office.

### **SECTION II – Duties**

1. The president shall preside at all meetings of the Board, authorize calls and issue notice of regular and special meetings, appoint all committees, and generally perform all duties associated with this office.
2. The vice president shall assume and perform the duties and functions of the president in the event of the absence or disability of the president or of a vacancy in that office.
3. The secretary shall keep a true and accurate record of all meetings of the Board and shall perform such other duties as are generally associated with this office.
4. The treasurer shall be the disbursing officer of the Board, shall be authorized to sign all checks, and shall be responsible for the performance of such duties as generally devolve upon this office. In the absence or disability of the treasurer, such duties shall be performed by such other member (s) of the Board as the Board may designate.

## **ARTICLE IV**

### **SECTION I – Librarian**

The Directors shall appoint a librarian who shall be the executive director of the library and responsible for the carrying out of the policies adopted by the Board.

## **ARTICLE V**

## SECTION I – Regular Meetings

The regular meetings shall be held monthly, September thru June, the date and hour to be set by the president.

### 1. Order of Business

The order of business for regular meetings shall include – but not be limited to – the following items that shall be covered in the sequences shown so far as circumstances will permit:

1. Roll call of members
2. Disposition of minutes of previous meeting
3. Communications
4. Report of Executive Director
5. Financial report
6. Committee reports
7. Old business
8. New Business
9. Adjournment

## SECTION II - Annual Meeting

The annual meeting shall immediately precede the regular meeting in September of each year and shall be for the purpose of the election of Officers, Directors, and the adoption of annual reports.

### 1. Order of Business

The order of business for the annual meeting shall include – but not be limited to – the following items that shall be covered in the sequence shown so far as circumstances will permit:

1. Roll call of members
2. Disposition of minutes of previous annual meeting
3. Annual reports from:
  - i. President
  - ii. Secretary
  - iii. Treasurer
  - iv. Executive Director
  - v. Committees
4. Report of Nominating Committee
5. Election of Officers, Directors, and committee Chairs for the operating year
6. Any other Business that may be brought before the annual meeting
7. Adjournment

### SECTION III – Special Meetings

Special meetings may be called by the president for the transaction of business as stated in the call for the meeting.

### SECTION IV – Quorum

A quorum for the transaction of business at any meeting shall consist of a simple majority of members of the board.

### SECTION V – Voting

Each member of the Board of Directors shall be entitled to one vote per office for a candidate standing in proper nomination; and, also, to one vote on any duly seconded motion or resolution.

Votes may be taken in the form of electronic mail when deemed necessary by the president of the Board.

### SECTION VI – Procedure

Parliamentary procedure shall be by Roberts Rules of Order, Revised.

## **ARTICLE VI**

### SECTION I – Committees

The president shall appoint committees of one or more Directors for such specific purposes as the business of the Board may require from time to time.

Standing Committee Chairs will be appointed at the Annual Meeting.

## **ARTICLE VII**

### SECTION 1 – Limitation of Liability

Directors, Officers, Employees and Volunteers shall not be liable to this Corporation except for their own acts, neglect and defaults in bad faith. No Directors shall be liable out of their personal assets for any obligation or liability incurred by this Corporation or by the Directors. The Corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Corporation.

## SECTION II – Indemnification

Each member of the Board of Directors and each officer of the Corporation may in the discretion of the other members of the Board of Directors be indemnified by the Corporation against all loss, costs, damage, expenses and charges reasonable incurred or suffered in connection with the defense or reasonable settlement of any action, suit or proceeding to which a director may be made party by reason of their having been a member of the Board of Directors.

## **ARTICLE VIII**

### SECTION I – Debts

No debts shall be incurred nor expenditures made without a vote of the Board other than bills for the ordinary current expenses as shown in the accepted and approved budget for the fiscal year.

### SECTION II – Amendments

These By-laws may be amended by the majority vote of all members of the Board of Directors provided written notice of the proposed amendment (s) shall be mailed to all members prior to the meeting at which such action is to be taken.

### SECTION III – Adoption

These By-laws supercede the original By-laws as amended in 1933, 1936, 1979, 1994, 1996, 2000, 2002, 2003, 2008, 2013, 2018