

BYLAWS OF THE BRIDGTON PUBLIC LIBRARY
Approved by the BPL Corporation on 9/15/2015
PROPOSED REVISIONS (S. Cohen – August 19, 2018)

Article I: Name and Location

1. The name of the Corporation is the Bridgton Public Library, and its permanent location shall be at Bridgton, County of Cumberland, State of Maine. It is a non-profit organization under the laws of the State of Maine and a charitable, publicly supported, exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Article II: Function

1. The function of the Bridgton Public Library is to render the best service possible through its facilities to all residents and property taxpayers of the Town of Bridgton. **This function is further expressed in the approved “mission statement” as follows: The Bridgton Public Library’s primary purpose is to serve the community as its information and cultural enrichment center. It endeavors to provide access to educational, informational, and recreational resources in a friendly, safe atmosphere, and to be responsive to the changing needs of the community.**

- a. Each Bridgton citizen is entitled to all Library privileges as long as he/she observes the rules and regulations of the Library.
- b. Non-residents may be granted Library privileges on terms established in a policy approved by the Board of Trustees.
- c. The Bridgton Public Library shall abide by all provisions of 501(c)(3) of the Internal Revenue Code, section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article III: The Corporation

1. Membership in the Corporation shall be [unlimited] <<< and is open to all [Citizens of the Town of Bridgton] <<<. **Are these contradictory qualifications? Suggest: Membership in the Corporation shall be open to all Citizens and property taxpayers of the Town of Bridgton.** Members of the Library Board of Trustees (hereafter “the Board”) shall be qualified members of the Corporation and will constitute the Board of Directors of the Corporation.
2. Seven members of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Corporation.
3. The officers of the Corporation (President, Vice-President, Secretary and Treasurer) shall be the same as the officers of the Board. The officers shall be elected at the annual meeting of the Board.

4. The members of the Corporation shall hold a meeting annually with the date, hour, and place determined by the Board. The purpose of the meeting shall be to:
 - a. Elect five Trustees for a three-year term and/or to elect other Trustees as appropriate.
 - b. Receive annual reports.
 - c. Adopt bylaw changes.
 - d. Transact any other business as required by the members of the Corporation.
5. Notice of the annual meeting of the Corporation shall be posted in the Library and in "The Bridgton News" at least seven days before the date of the meeting.
6. An emergency or special meeting of the Corporation may be called by the President, and must be called by the Secretary upon written request of any two members of the Corporation. In case of emergency, the Executive Committee of the Board (the four officers, plus one appointed Trustee) has the authority to act on behalf of the Corporation.
7. At any meeting of the Corporation, each member shall vote in person or via audio/videoconference and have one vote on a motion or question.

Article IV: Board of Trustees

1. The business and affairs of the Corporation of the Bridgton Public Library shall be managed and controlled by the Board, whose members shall be residents or non-resident taxpayers of the Town of Bridgton.
2. The Board shall:
 - a. Consist of up to 15 Trustees. (The Library Director may not serve as a Trustee but attends Board meetings to report on Library operations.)
 - b. Fill a Trustee vacancy at any time during the year on recommendation of the Governance Committee.
 - c. Fill an officer vacancy at any time during the year on recommendation of the Governance Committee.
 - d. Elect officers at its annual meeting.
 - e. Establish policies to govern the operation of the Library.
 - f. Employ a qualified Library Director.
 - g. Provide sufficient funding to operate the Library.
 - h. Oversee the general operation of the Library.
3. A Trustee who misses three consecutive meetings, without explanation acceptable to the Board, shall be presumed to have resigned and shall be contacted by the President concerning his/her status.

Article V: Duties of Officers

1. The President, as chief officer of the Board and of the Corporation, shall preside at all meetings. He/she shall appoint all committees and will be an ex-officio member of all standing committees.
2. The past President, if not otherwise continuing as a Trustee, may serve on the Board in an advisory capacity, at the wish of the current President, for one year.
3. The Vice President shall:
 - a. Assist the President.
 - b. Perform the duties of the President in the absence or disability of the President.
4. The Secretary shall:
 - a. Keep accurate minutes of all Board proceedings and present them in a timely manner.
 - b. Issue all notices of meetings.
 - c. Affix the corporate seal to all contracts and all other legal instruments requiring the seal.
 - d. Perform such other duties as are generally associated with the office.
5. The Treasurer shall:
 - a. Be responsible for the collection and, subject to the direction of the Board, proper expenditure of all funds.
 - b. Cause all funds to be deposited in suitable depositories as designated by the Board.
 - c. Furnish to the Board a monthly financial statement and a quarterly balance sheet.
 - d. Perform such other duties as these bylaws may require or the Board may direct.

Article VI: Financial Controls

1. Contingent upon a Corporate Resolution naming specific individuals and approved by the Board, the Library Director, President and Treasurer shall have check signing authority.
2. The President or Treasurer must sign any check written in an amount in excess of \$1000.
3. A certified public accountant shall be engaged annually to review the Treasurer's accounts and reports and shall render a financial report to the Board.

Article VII: Meetings of the Board

1. The Board shall hold regular monthly meetings at a date, hour, and place determined by the President. **The President may, at his/her discretion, waive a monthly meeting but shall not waive more than two meetings in a fiscal year.**

2. The meetings shall be conducted according to Robert's Rules of Order Newly Revised.
3. Notice shall be given to all Trustees at least five days prior to the date of the meeting.
4. The President may call an emergency meeting of the Board. Upon written request of any two members of the Board, the Secretary must call an emergency meeting. In case of emergency, the Executive Committee has the authority to act on behalf of the Board.
5. The Board shall hold an annual meeting concurrent with the annual meeting of the Corporation to elect officers of the Board and Corporation, as presented to the Board by the Governance Committee and nominated at the Board's monthly meeting prior to the annual meeting.
6. One more than one half of the current membership of the Board, either in person or via audio/videoconference, shall constitute a quorum for the transaction of business at any regular meeting or special meeting. While proxy voting is not permitted for motions initiated during meetings of the Board, e-mail votes may be requested by the President for urgent issues raised at other times.

Article VIII: Committees of the Board

1. Standing committee membership is for a term of one year.
2. The President shall assign members of the standing committees not later than 60 days following the annual meeting of the Board.
3. Standing committees' functions are advisory to the Board. Committees, however, are authorized to take prompt action when such action is considered to be in the best interests of the Library. Any such action must be reported promptly to the President. **Standing** Committee composition and their functions are listed below:
 - a. The **Executive Committee** consists of the officers of the Board plus one other Trustee appointed by the President and meets at the call of the President when consultation or emergency action is required.
 - b. The **Finance Committee** includes the Treasurer, the President, and up to two other Trustees. It shall oversee the financial operations of the Library, submit an annual budget for Board approval and oversee the implementation of the investment policy and guidelines for the endowment fund.
 - c. **The Development Committee** raises public awareness and support for the Library, and organizes and directs the annual fund campaign.
 - d. **The Buildings and Grounds Committee** oversees repairs and maintenance of the Library's buildings and grounds.
 - e. **The Personnel Committee** consists of the Library Director and three Trustees. It reviews the annual evaluations of the staff, conducts a yearly performance

review of the Library Director and, **through the budget approval process**, makes recommendations ~~for Board action~~ regarding promotions and compensation in accord with the current personnel policy.

- f. **The Governance Committee** consists of at least two Board members and develops a list of nominees of new and continuing Trustees and officers. The Committee also conducts periodic reviews of the bylaws, **conducts orientation sessions for new Trustees**, proposes programs for Board education and arranges for self-evaluation of Board performance.

4. Ad hoc committees are appointed by the President as needed.

Article IX: Friends of the Bridgton Public Library

1. The Friends of the Bridgton Public Library shall be an associate organization whose purpose shall be to support the Bridgton Public Library.
2. To ensure collaboration and strengthen communication, at least one Trustee will attend friends meetings.
3. The President of the Friends or another appointed representative may attend meetings of the Board.
4. All actions by the Friends will comply with the policies of the Library.
5. The Friends will submit a fiscal year financial report annually in July to the Board Treasurer.

Article X: Amendments

These bylaws may be amended, added to, or generally revised, at any annual meeting or special meeting of the Corporation, provided notice of the proposed changes be posted in the Library at least seven days before the date of the meeting.

Article XI: Fiscal Year

The fiscal year of the Bridgton Public Library shall begin July 1 and end June 30.

Article XII: Indemnification

The Corporation shall indemnify each Trustee and officer and the Library director against all judgments, fines, settlement payments and expenses, including reasonable attorneys' fees, paid or incurred in connection with any claim, action, suit or proceeding, civil or criminal, to which he may be made a part or with which he/she may be threatened by reason of being or having been a Trustee, or officer of the Corporation, or, at its request, a director, officer, shareholder or member of any other corporation, firm or association of which the corporation is a shareholder or creditor and by which

he/she is not so indemnified, or by reason of any action or omission by him/her in such capacity, whether or not he/she continues to be a Trustee or officer at the time of incurring such expenses or at the time the indemnification is made. No indemnification shall be made hereunder:

- a. With respect to payments and expenses incurred in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding not have acted in good faith and in the reasonable belief that his action was in the best interests of the Corporation, or
- b. With respect to actions by or in the right of the corporation otherwise prohibited by law.

The foregoing right of indemnification shall not be exclusive of other rights to which any Trustee or officer may otherwise be entitled and shall inure to the benefit of the executor or administrator of such Trustee or officer.

Article XIII: Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(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 a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

By-laws originally adopted February 3, 1954

As amended -

February 2, 1955

February 1, 1961

February 24, 1976

February 13, 1990 (with Amendment to Articles of Incorporation)

February 8, 2001

February 14, 2002

February 13, 2003 (Article X)

May 2004 (Article XI)

November 20, 2007

September 20, 2011

September 17, 2013

September 15, 2015

September XX, 2018