



BYLAWS
OF
BRUNSWICK PUBLIC LIBRARY ASSOCIATION
RESTATED AND APPROVED
at the Library's Annual Meeting
November 21, 2019

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BYLAWS

ARTICLE I — Name and Location

Section 1.1 Name. The name of the Corporation shall be “Brunswick Public Library Association” (the “Corporation” or “Association”), with a principal office in the Town of Brunswick, County of Cumberland, State of Maine. The Corporation may also have offices at such other places as the Board of Directors may determine or the business of the Corporation may require.

ARTICLE II — Purposes and Powers

Section 2.1 Purpose. The purposes of the Corporation shall be as set forth in the Articles of Incorporation, as may be amended from time to time, which shall include the management and care of the Captain John Curtis Memorial Library (the “Library”), which serves Brunswick, Maine and the surrounding communities. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”).

Section 2.2 Powers. The Corporation shall have all the powers, rights and duties normally incident to such corporations and all other rights granted to corporations organized under the Maine Nonprofit Corporation Act, 13-B M.R.S.A. Sec, 101 et seq.,

(the “Act”), but shall engage only in such activities as are permitted by Section 501(c)(3).

Section 2.3 Nondiscrimination. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, sexual orientation, age, race, color, national origin, ancestry, gender identity, religion, physical or mental disability, or any other basis prohibited by law.

Section 2.4 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

ARTICLE III — Membership

Section 3.1 Members. Any person of voting age who resides in the Town of Brunswick, Maine, will be a Member of the Corporation. The Members may permit additional persons, organizations, and municipalities to be Members by a vote of seventy-five percent (75%) of the Membership present and voting at a properly called meeting.

ARTICLE IV — Board of Directors

Section 4.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the Board”), which may exercise all such powers, rights, and duties of the Corporation and do all acts and things not prohibited by statute, the Articles of Incorporation, or these Bylaws.

Section 4.2 Board Membership. The Board shall consist of no less than seven (7) nor more than fifteen (15) Directors or such other number as may be determined from time to time by amendment of these Bylaws. The initial Board shall consist of the Directors serving on the date of the approval of these Restated Bylaws. The Town Manager of the Town of Brunswick, Maine and the President of the Friends of the Library will be non-voting Directors who will not be counted for any purpose for which the number of Directors is controlling or otherwise pertinent, including the above restrictions on the number of Directors.

Section 4.3 Qualification and Term. Directors, who may live in the Town of Brunswick or the surrounding communities, shall be elected by a majority of Members at the Annual Meeting of the Corporation. Directors shall serve staggered three (3) year terms so that four Directors, or as close thereto as is reasonably practicable, shall be elected each year. Each Director elected shall serve until his or her successor shall have been elected and qualified or until his or her earlier resignation or removal from office. No Director may serve more than two (2) consecutive terms in office unless, on an exceptional basis, a third term is needed for continuity of leadership as recommended by the Library’s Executive Director.

Section 4.4 Resignation and Removal. Any Director may resign at any time. The resignation shall be made in writing and take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation is not necessary to make it effective. Any Director may be removed from office for cause upon the affirmative vote of two-thirds (2/3) of the other then Directors.

Section 4.5 Vacancies. Any vacancy on the Board (including a vacancy resulting from an increase in the number of Directors) may be filled by the affirmative vote of a majority of the then Directors, even if less than a quorum, or by a sole remaining Director. Each Director so elected shall serve until his or her successor is elected and qualified or until his or her earlier resignation or removal from office. A Director elected to fill a vacancy shall be elected to fill the unexpired term of his or her predecessor in office.

Section 4.6 Regular Meetings. Board meetings, regular or special, shall be held at the Library, if practicable, or at some other location as determined by the Directors. The Board may provide by resolution the time and place for regular meetings, without notice other than such resolution. Such regular meetings of the Board shall be held no less often than once every two months.

Section 4.7 Special Meetings. Special Board meetings may be called by the President of the Corporation, or by any two Directors, upon ten (10) days' notice to each Director. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting.

Section 4.8 Annual Meeting. An Annual Meeting of the Board and Members shall be held at the Library during the month of November or December or at such other time or place as determined by the Board and designated in the notice of the meeting. Notice of the Annual Meeting must be posted in a prominent place in the Library and on relevant social media pages.

Section 4.9 Notice. Except as otherwise provided in Sections 4.6 and 4.7 above, notice of any regular or special Board meeting shall be given at least ten (10) days prior to the meeting. Such notice must be delivered personally or sent by mail, electronic mail, or fax to each Director at his or her address as shown on the records of the Corporation. If mailed, notice shall be deemed delivered when deposited in the United States mail in an addressed, sealed envelope with postage prepaid. Attendance of a Director at any meeting shall constitute a waiver of notice, except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because a meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless otherwise required by statute, the Articles of Incorporation, or these Bylaws.

Section 4.10 Quorum. A majority of the Board then serving shall constitute a quorum for the transaction of business at any Board meeting. Should a quorum not be present (whether by telephone or in person), a majority of the Directors present may adjourn the meeting to another time and place, without notice other than announcement at such meeting, until a quorum be present.

Section 4.11 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 4.12 Informal Action by Directors Without A Meeting. Any action permitted or required by statute, the Articles of Incorporation, or these Bylaws may be taken without a meeting if all Directors sign a written consent setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consent shall be filed with the minutes of the Board meetings and shall have the same effect as a unanimous vote of the Board. Any such consent delivered by electronic mail shall be deemed effective written consent hereunder.

Section 4.13 Meetings by Conference Telephone. Directors may participate in a Board or committee meeting by means of conference telephone, live internet audio or video stream, or similar communications equipment whereby all participants can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

ARTICLE V — Officers

Section 5.1 Election and Term. The Officers of this Corporation shall consist of a President, a Treasurer, a Secretary and such other officers as the Board deems necessary. All Officers shall be elected or appointed annually by vote of a majority of the Board then serving immediately following the Annual Meeting. Any two or more offices may be held by the same person. New offices may be created and filled at any meeting of the Board. Each Officer shall hold office until his or her successor has been duly elected.

Section 5.2 Removal. Any Officer may be removed by the vote of a majority of the Board whenever in its judgment the best interest of the Corporation will be served thereby.

Section 5.3 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Section 5.4 Vacancies. A vacancy in any office, however occurring, may be filled by the vote of a majority of the then Board.

Section 5.5 President. The President shall have general supervision of the affairs of the Corporation, shall preside at all meetings of the Board, and generally shall perform the duties usually incident to their offices or prescribed by law or vote of the Board.

Section 5.6 Secretary. The Secretary shall give notice to all Members of the Corporation of the Annual Meeting and of all duly called special meetings. In addition, as may be required by statute, the Articles of Incorporation, or these Bylaws, he or she shall be responsible for notice to Directors. The Secretary shall faithfully and impartially record the actions taken at each meeting of the Board or shall see that such a record is taken by another person.

Section 5.7 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and shall deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected and approved by the Board; and in general shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board.

Section 5.8 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

ARTICLE VI — Committees

Section 6.1 Generally. The Board may, by vote of a majority of the Board then serving, establish such committees as it deems necessary or appropriate for furthering the purposes of the Corporation.

Section 6.2. Procedure. All committees established by the Board shall report on their meetings at the next Board meeting held after the committee meeting.

Section 6.3 Term of Office. Committee members shall be appointed by the Board and each member shall serve for the period designated by the Board.

Section 6.4 Chair. One member of each committee shall be appointed by the President from among its members to serve as its chair.

Section 6.5 Quorum. Unless otherwise provided in the resolution of the Board, a majority of a committee then serving shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of committee.

ARTICLE VII — Contracts, Checks, Deposits and Funds

Section 7.1 Contracts. The Board may authorize any Officer(s) or agent(s) of the Corporation, in addition to the Officers so authorized by statute, the Articles of Incorporation, or these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 7.2 Execution of Instruments. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by an authorized Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board. In the absence of such determination by the Board, any instrument with an aggregate value of less than Ten Thousand Dollars (\$10,000) may be signed by the President or Treasurer, acting singly, or any person duly authorized by the Board. For any instrument with a value of Ten Thousand Dollars (\$10,000) or greater, the instrument shall be signed by either the Treasurer and shall be countersigned by the President.

Section 7.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 7.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII — Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of each meeting of the Board. All books and records of this Corporation may be inspected by any Officer or Director, or his or her agent or attorney, for any proper purpose at any reasonable time with at least five (5) business days' notice.

ARTICLE IX — Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE X — Prohibition Against Sharing in Corporate Earnings

Section 10.1 Prohibition Against Sharing in Corporate Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 10.2 Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations, to be identified in the sole discretion of the Board, which are organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of the Maine Nonprofit Corporation Act, as amended.

ARTICLE XI — Investments

Section 11.1 Investments. The Corporation shall have the right to invest and reinvest any funds held by it, according to the judgment of the Board, provided that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction, or would result in the loss or impairment of the Corporation.

ARTICLE XII — Exempt Activities

Section 12.1 Exempt Activities. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, no Director, Officer, employee, representative, or other agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII — Seal

Section 13.1 Seal. The corporate seal shall be the common wafer seal unless otherwise determined by the Board. The seal may, but need not, be affixed to any properly executed document, and its absence therefrom shall not impair the validity of the document or any action taken. The presence of the corporate seal and a document purporting to be executed by authority of a domestic or foreign corporation shall be prima facie evidence of the document so executed.

ARTICLE XIV — Indemnification

Section 14.1 Indemnification. The Corporation shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by state or federal statute, including without limitation, liability for expenses actually and necessarily incurred in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as employees, agents or other persons acting for or on behalf of the Corporation may be made only upon the affirmative vote of a majority of the Board in specific instances.

Notwithstanding the above, no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person.

The obligation of the Corporation to indemnify contained herein shall continue during the period the Indemnitee serves as a Director or Officer of the Corporation and shall continue thereafter so long as the Indemnitee shall be subject to any possible claim or threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the Indemnitee was a Director or Officer of the Corporation or served at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE XV – Amendments to Bylaws

Section 15.1 Amendments to Bylaws. These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a two-thirds vote of the Members present at any properly held meeting of the Corporation, the notice of which sets forth that one of the proposed actions at the meeting is the amendment of these Bylaws.

Date Approved: November 21, 2008

Section 4.3 amended by vote of the Library Association membership at the library's Annual Meeting, 11-19-2015

Date Revised and Approved: November 21, 2019 at the Annual Meeting of the Brunswick Public Library Association