

MARTHA CANFIELD MEMORIAL FREE LIBRARY, INC.
BY-LAWS
amended: 04 February 2013

ARTICLE I

1. NAME OF CORPORATION: The name of the corporation is: THE MARTHA CANFIELD MEMORIAL FREE LIBRARY, INCORPORATED.

2. PRINCIPAL PLACE OF BUSINESS: Its principal place of business shall be in the Town of Arlington in the County of Bennington and State of Vermont. It may have offices at such other places as the Board of Trustees shall specify and as the business of the corporation may require.

ARTICLE II

1. MEMBERSHIP: The membership of the corporation shall be open to the residents of the Town of Arlington and the adjacent communities, and shall consist of the original subscribers to the Articles of Association and their successors and such other persons as shall become active users of the library facilities. Each member shall be entitled to one vote in person at any annual or special meeting of the corporation.

2. TERM OF MEMBERSHIP: The term of membership of each member shall continue for the period of his activity as a Martha Canfield Library user.

3. MEMBERSHIP MEETINGS: Meetings of the membership of the corporation are declared to be public meetings open to the public at all times, except when executive sessions are properly allowed under Section 313, Title 1, Vermont Statutes Annotated.

a) The annual meeting of the membership of the corporation for the election of a Board of Trustees and for transactions of such other business as is proper, shall be held in the Town of Arlington in the evening of the first Monday of February in each year as the Trustees may designate. Special meetings of the membership shall be held at such a place as the Board of Trustees may specify.

b) Notice of where the annual meeting of membership will take place shall be given ten days prior thereto.

c) The annual meeting will be chaired by the President of the Board of Trustees, or in his or her absence the Vice-President.

d) Seven (7) members shall constitute a quorum for the transaction of business at an annual meeting, and a simple majority of those members present shall bind the corporation.

e) Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice. 11B V. S. A. 7.22

ARTICLE III

1. BOARD OF TRUSTEES AND NUMBER: The management of the property and affairs of the corporation shall be vested in the Board of Trustees.

a) The number of Trustees shall be eleven (11) in number; one-third (1/3) of whom shall be elected, or appointed as set forth below, annually for a term of three (3) years.

b) Every third year, the Board of Selectmen of the Town of Arlington shall appoint for a three (3) year term one (1) member to the Board of Trustees, who shall be a legal resident of the Towns of Arlington, Sunderland or Sandgate.

2. TRUSTEES - ANNUAL ELECTION AND TERM OF OFFICE: At each annual meeting of the corporation, the members shall elect Trustees to fill vacancies then existing, upon the recommendations of a nominating committee or by whatever means the Board of Trustees decides.

a) All elections shall be by majority vote of all members of the corporation present at the time of the meeting.

b) Membership on the Board of Trustees shall be limited to two (2) consecutive terms, or a total of six (6) years. After an absence of one (1) year, a former Trustee may be nominated for an additional term(s).

c) If a Trustee position becomes vacant during the year, the Board of Trustees may elect a person to fill that position and at the next annual meeting of the corporation the person shall be elected to serve the remainder of the term. The above term limit shall become effective upon the Trustee being elected to a full term.

d) Any Trustee elected after February 2013 may be removed from the Board of Trustees for failing to attend four consecutive meetings, or six meetings during a 12 month period, by a binding vote of the Board at a meeting called for that purpose.

ARTICLE IV

1. BOARD OF TRUSTEES MEETINGS: Meetings of the Board of Trustees are declared to be open meetings at all times except when executive sessions are properly allowed under Section 313, Title 1, Vermont Statutes Annotated.

a) The Board of Trustees shall meet following the annual meeting and each succeeding month, except for July and September.

2. QUORUM & VOTING:

a) Seven (7) members of the Board of Trustees shall constitute a quorum for the transaction of business.

b) A simple majority of the Board of Trustees is required to take any binding action.

c) Abstention votes are counted as acquiescence with the majority of those voting.

d) If at such meetings either the Articles of Association or the Corporation's By-Laws are to be amended, written notice to the Trustees shall contain the substance of the proposed amendments a minimum of two days prior to the meeting in which the amendment will take place as properly allowed under 11B V.S.A. 2.06 & 8.22.

e) In the event that at any meeting there shall not be present a quorum for the transaction of business, a replacement meeting may be called with 24 hour posting of notice of the meeting and, provided a quorum be present, any business may be transacted.

ARTICLE V

1. OFFICERS: NUMBER AND ELECTION: The officers of the corporation shall be elected annually, at the February monthly meeting, by the Board of Trustees and shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board of Trustees.

a) The Board of Trustees may appoint such other officers and agents, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem necessary.

b) All Officers and agents shall hold office at the pleasure of the Board of Trustees and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees except as may be herein otherwise provided.

2. DUTIES OF THE PRESIDENT: The President shall be the chief executive officer of the corporation and shall exercise the usual functions of the presiding officer.

a) He or she shall have authority to sign on behalf of the corporation all contracts and other instruments under seal.

3. DUTIES OF THE VICE-PRESIDENT: The Vice-President shall perform the duties of the President in case of the absence or inability of the President or upon the President's request.

4. DUTIES OF THE SECRETARY:

a) The Secretary shall attend all meetings of the corporation and shall keep the records thereof. Minutes of all proceedings will be completed within five (5) days.

b) He or she shall perform the duties usually pertaining to the office and shall have such other powers and duties as may from time to time be assigned by the Board of Trustees or the President.

5. DUTIES OF THE TREASURER:

a) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation.

b) He or she shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories and with such right of withdrawal and access as may be designated by the Board of Trustees.

c) The funds of the corporation shall be disbursed as ordered by the Board of Trustees and the Treasurer shall make proper receipts for such disbursements and shall render to the President and the Board, whenever they may require it, an account of all transactions and of the financial condition of the corporation.

ARTICLE VI

1. PROFITS: The corporation is not organized for profit, but is authorized to accept donations.

2. DONATIONS: All individual donations, or contributions from any municipality, governmental agency or business, unless in kind or specifically designated for some other purpose, shall be applied and used at the discretion of the Trustees.

ARTICLE VII

1. REPORTS:

a) The Trustees shall present at the annual meeting a report verified by the President and Treasurer, or by a majority of the Trustees, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the report and the manner of the acquisition thereof; the amount applied, appropriated or expended during the year and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the numbers of persons who have been admitted to membership in the corporation during such year, which report shall be filed with the records of the corporation and an abstract thereof entered in the minutes.

b) All committees of the Board of Trustees shall present to the Board a report of their activities over the preceding year which shall be presented by the Board at the annual meeting.

2. COMPENSATION OF TRUSTEES AND OFFICERS: No Trustee of the corporation shall receive, directly or indirectly, any salary, compensation or emolument from the corporation in any other capacity.

a) Trustees of the corporation may receive such reasonable reimbursement for expenditures in effecting one or more of the purposes of the corporation as may be authorized by concurring vote of the Board of Trustees.

b) No Trustee of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the corporation, or in any contract for furnishing supplies thereto.

3. BOOKS: The books of the corporation will be kept inside the State of Vermont.

4. SEAL: The seal of the corporation shall be the seal impressed upon this page of the By-Laws opposite this section.

5. FISCAL YEAR: The fiscal year shall be as adopted by the Board of Trustees.

6. CORPORATE SECURITIES: All corporate securities owned by the corporation shall be registered in the name of the corporation. If so registered, any assignment thereof shall be executed in the name of the corporation by the President or the Vice-President or, by any two Trustees, and such signature or signatures shall be conclusive evidence of authority to make such assignment, and to sell, transfer and deliver the security or securities so assigned, and may be relied upon by any person accepting the same in good faith.

7. CHECKS: All checks, drafts, notes or other obligations of the corporation shall be signed by such person or persons as may be authorized so to do by the Board of Trustees.

8. REVIEW OF FINANCIAL RECORDS: The Board shall commission an appropriate sampling of the financial transactions of the Corporation by an independent entity to ensure the integrity of the financial accounts. This sampling shall take place annually, with a more comprehensive review to take place at the time a new Treasurer assumes office.

ARTICLE VIII

1. COMMITTEES: The President may designate necessary committees, which shall report and make recommendations to the Board and carry out tasks assigned to them.

a) Committees shall be composed of a Chairperson appointed by the President, a Board member who would serve as a liaison between the Board and the committee, such members of the Board of Trustees and members of the corporation and community as may be designated by the Chairperson.

b) Every member of the Board shall be expected to serve on at least one standing committee.

c) Ad hoc committees would stand for the duration of their assignment.

d) Membership on a standing committee is limited to a four (4) year term which can be renewed by the President for another four (4) year term.

e) The Chairperson of a standing committee shall not automatically be subject to the term limit, but may continue serving as Chair at the Board's discretion.

2. TRUSTEE EMERITUS: The Board of Trustees may designate any current or former Board member as Trustee Emeritus in recognition of distinguished service to the corporation.

a) A Trustee Emeritus shall have the right to participate in Board discussions and deliberations in an advisory capacity, and receive all reports distributed to the Board.

b) A Trustee Emeritus shall have no voting privileges other than those established as a member of the corporation, shall have no authority to act on behalf of the corporation without specific Board approval, and may not serve as an officer of the corporation.

ARTICLE IX

NON-DISCRIMINATION: The corporation shall ensure there is no discrimination in its facilities, programs, activities or hiring practices on the basis of place of birth, nationality, race, creed, sex, disability, age, sexual orientation or paid or volunteer status.

ARTICLE X

INDEMNIFICATION: The corporation shall indemnify any Trustee, Officer, Employee or Agent of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was an authorized representative of the corporation. For the purposes of this Article, authorized representative shall mean a Trustee, Officer, Employee or Agent of the corporation, as well as their heirs, executors, and administrators of such an individual.

This indemnification extends to expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was criminal.

The corporation shall indemnify the individual, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation.

Expenses, including counsel fees, reasonably incurred by any Trustee or Officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt or any undertaking by such Trustee or Officer to repay the amounts so paid to the corporation if it is ultimately determined that the indemnification for such expenses is not authorized under this section.

ARTICLE XI

REVIEW AND AMENDMENT: These By-Laws shall be reviewed every five (5) years.

a) These By-Laws may be altered or amended at any monthly or special meeting of the corporation provided the proposed change has been properly announced as designated in Article IV 2(d).

History:

Amended February 1, 1993

Amended February 3, 2002

Amended February 7, 2005

Amended May 3, 2010

Amended February 7, 2011