

BY-LAWS OF THE
KENNEBUNK FREE LIBRARY ASSOCIATION

ARTICLE I
NAME AND LOCATION

The name of the Corporation is the Kennebunk Free Library Association (hereinafter, the “Association”). The principal office of the Association shall be located within York County, Maine.

ARTICLE II
PURPOSE OF CORPORATION

The purpose of the Association is to establish and promote the use of resources that contribute to literacy and lifelong learning.

ARTICLE III
MEMBERS

The Association shall have no members. The Board, when meeting as the Board, may exercise the rights and powers of members.

ARTICLE IV
TRUSTEES

1. **Powers and Duties**

The business and affairs of the Association shall be conducted and managed by its Board, which shall exercise all of the powers of the Association, including but not limited to the following:

Human Resources – The Board shall:

- a. recruit new Trustees; recognize and nurture existing Trustees;
- b. hire, evaluate, and/or terminate the Library Director;
- c. establish policies relating to the employment of the Library Director and staff; and
- d. ensure that the Library Director has complete and up-to-date policies in place for management and staff.

Planning – The Board shall:

- a. establish and review the Association’s mission, philosophy, and goals;
- b. establish and implement long range planning objectives, activities, timelines, and evaluation processes; and
- c. advise the Library Director regarding the services and programs that the Association will provide.

Finance – The Board shall:

- a. ensure financial accountability of the Association;
- b. oversee an ongoing process of budget development, approval, and review;
- c. raise funds and ensure that adequate funds are available to support the Association’s policies and programs; and
- d. oversee the Association’s properties and investments.

Community Relations – The Board shall:

- a. ensure that the Association’s programs and services appropriately address the needs of the community;
- b. advocate for the Association’s services and programs; and
- c. establish policies for cooperation and collaboration between the Association and other organizations, associations, and entities.

Organizational Operations – The Board shall:

- a. ensure that the Board’s management systems and operations are adequate and appropriate, including writing policies for conduct of meetings and operation of board business;
- b. ensure that organizational and legal structures are adequate and appropriate; and
- c. ensure that the Association and its Trustees meet all applicable legal requirements.

The Board may by general resolution delegate to committees and officers of the Association such powers as it sees fit.

2. Number of Trustees

The Board shall consist of not less than five and not more than fifteen Trustees.

3. Eligibility to Serve

All persons 18 years of age who are legal residents and/or employed within the Towns of Kennebunk and Arundel are eligible to serve on the Board.

4. Terms of Office

Trustees shall hold office for terms of three years. Trustees may serve two three year terms, after which at least one year must transpire before re-election to the Board.

One third or five of the Trustees shall be elected or re-elected by ballot at the June meeting.

A majority of Trustees present and voting shall be required to elect new Trustees.

Unless filling unexpired term vacancies, new Trustees shall assume their duties on 1 July following their election.

5. Resignation from the Board

A Trustee may resign from the Board by providing written notice to the President and/or the Board.

6. Unexpired Term Vacancies

A vacancy on the Board shall be filled for the unexpired portion of the term by a majority vote of the Trustees present and voting. A Trustee joining the Board for an unexpired term shall fulfill only the balance of the term for which he/she is nominated. At the end of the unexpired term, the Trustee filling the unexpired term shall either stand for re-election or vacate the role.

In the case of Trustee nomination to an unexpired term, the Nomination Committee shall present a new trustee for election at any scheduled meeting, provided the nomination appears on the agenda. The Trustee shall assume duties at the next scheduled meeting following election to the Board.

7. Annual Nomination of Trustees

Persons being presented for election or re-election to the Board shall be presented to the Board by the Nominations Committee at the Board meeting in May, prior to election at the June meeting.

The Nominations Committee shall circulate new trustee applications to all Trustees at least five days before the meeting when action on such application shall occur.

8. Attendance at Meetings

Trustees are expected to be in attendance at all meetings, unless a valid reason is provided. Absence from three consecutive Board meetings may result in removal from the Board.

9. Removal of Trustee

Removal of a Trustee may be accomplished at a special meeting called expressly for that purpose if a 2/3 majority of the current Board votes that the Trustee has been deemed responsible for any one of the following:

- a. gross or willful neglect of duties;
- b. misuse of Association's funds;
- c. conviction of a felony;
- d. intentional lack of public support for the Association's mission, staff, or programs; and/or
- e. failure to inform the Board about issues that might impact board decisions.

ARTICLE V
OFFICERS

1. Officers:

The Officers of the Board shall be President, Vice President, Treasurer, and Recorder.

2. Officers' Duties:

The duties of the Officers shall be as follows:

The President shall:

- a. collaborate with the Executive Committee and the Library Director to prepare board meeting agenda;
- b. convene and preside at board meetings, except that the Trustees may appoint a substitute, pro tem, in the President's absence and provided the Vice President is not available;
- c. maintain signatory authority for all fiscal accounts and official documents;
- d. chair the executive committee;

- e. be an ex-officio member of all standing committees;
- f. encourage the Trustees to do long-range planning;
- g. act to discipline Trustees who violate ethical standards;
- h. encourage all Trustees to participate in board activities;
- i. ensure that all Trustees' views are represented at Board meetings;
- j. exercise general supervision over the Association's affairs; and
- k. other duties as designated by the Board.

The Vice President shall:

- a. serve on the Executive Committee;
- b. assume the duties of the President in the President's absence;
- c. work with the President and the Library Director to form an administrative team;
- d. ensure that the Board undertakes an annual self-evaluation and oversee the process; and
- e. other duties as designated by the Board.

The Treasurer shall:

- a. serve on the Executive Committee;
- b. supervise, manage and have custody of all funds, property, accounts, and securities of the Association, subject to the regulations as may be established by the Board;
- c. maintain the fiscal policies and procedures for all accounts as recommended by the Association's accounting firm;
- d. maintain signatory authority on behalf of the Association;
- e. oversee the investment and reinvestment of all trust funds, capital assets, donations, and endowments of the Association;
- f. collaborate with the Library Director to prepare and present the annual budget;
- g. ensure that arrangements are made for the annual review of the Association's financial records and the five-year audit;
- h. assure that appropriate insurance coverage is maintained for Trustees, buildings and facilities, personnel, liability, and any other insurance coverage as needed; and
- i. other duties as designated by the Board.

The Recorder shall:

- a. serve on the Executive Committee;
- b. ensure that the minutes of all Board meetings are recorded sent to the Director and kept in an organized manner in annual binders at the Library;
- c. oversee the records of the Board, including meeting minutes, legal documents, and historical documents which shall be maintained at the Library;
- d. work with the Director to ensure that all official documents are safely maintained at the Library;
- e. attest to the accuracy of said records, minutes and documents;
- f. research Association records when necessary for information for the Board;
- g. conduct correspondence for the Board; and
- h. other duties as designated by the Board.

3. Executive Committee

The officers of the Board shall constitute the Executive Committee.

The Executive Committee shall be empowered to take action for the full Board in emergency situations that cannot or should not be deferred to the next regularly scheduled meeting.

This action may include the expenditure of funds and/or personnel decisions that are required to protect the best interests of the Association.

4. Terms of Officers

Terms of office shall be for one year, 1 July through 30 June. Only currently elected Trustees are eligible to serve as officers of the Board.

Officer terms shall fall within a Trustee's three-year Trustee term.

An officer of the Board may serve in the same office for three consecutive terms, after which at least one year must transpire before re-election to that office.

5. Election of Officers

Officers will be presented by the Nomination Committee at the May meeting for election at the June meeting.

6. Removal of Officers

Removal of an Officer may be accomplished at a special meeting called expressly for that purpose if a 2/3 majority of the current Board votes that the best interests of the Association will be served thereby.

7. Filling Vacancies

A vacancy that occurs in any elected office due to resignation, death, ineligibility to hold office, or formal removal from office by the Board shall be filled at the earliest possible time by the affirmative vote of the remaining Board though less than a quorum is present.

A vacancy in the President's office shall be filled by the Vice President until the Board elects a new President.

ARTICLE VI
COMMITTEES

1. Standing Committees

The Standing Committees of the Board shall be: Budget & Finance, Development, Facilities, Governance & Policy, Long Range Planning, Nominations, and Public Relations.

A. The Budget & Finance Committee shall:

a. Collaborate with the Treasurer to supervise and manage all funds, property,

- accounts, and securities of the Association, subject to the regulations as may be established by the Board;
 - b. Assist in preparing the annual budget for presentation to the Board and the Towns of Kennebunk and Arundel;
 - c. With the Treasurer, represent the Association at meetings of the Towns of Kennebunk and Arundel Budget Committees and Town Meetings;
 - d. Assist the Treasurer in assuring that insurance coverage is maintained for Trustees, buildings and facilities, personnel, liability, and other insurance coverage as needed; and
 - e. Other fiscal duties as designated by the Board.
- B. The Development Committee shall:
- a. Support the Library's financial goals through the creation and implementation of large-scale fund-raising plans including planned giving and growing the endowment;
 - b. Develop and implement plans for donor-relations; and
 - c. Other development duties as designated by the Board.
- C. The Facilities Committee shall:
- a. In conjunction with the Library Director and Maintenance Manager, identify on an annual basis long-range capital expenditures associated with the buildings and grounds of the Library;
 - b. As necessary, focus on special projects such as, but not limited to, parking issues and energy efficiency; and
 - c. Other duties related to the facilities of the Library as designated by the Board of Trustees.
- D. The Governance and Policy Committee shall:
- a. Assure that the Association's policies and procedures are consistent with town, state, and federal laws;
 - b. Conduct an annual evaluation of the Library Director;
 - c. Conduct a search for a new Library Director when a vacancy occurs;
 - d. Establish, in collaboration with the Library Director, appropriate personnel policies and procedures;
 - e. Establish, in collaboration with the Library Director, appropriate operational policies and procedures;
 - f. Review the By-Laws and recommend additions and/or changes to the Board;
 - g. Review the Board and Personnel Policies annually, recommending additions and/or changes to the Board; and
 - h. Other governance and policy duties as designated by the Board.
- E.. The Long Range Planning Committee shall:
- a. Develop and present to the Board long range plans for the Association, in consultation with the Library Director;
 - b. Establish, with the Library Director, staffing and facilities plans that correlate with the development of services, activities and programs;
 - c. Recommend budget items that are consistent with Long Range Planning Activities; and
 - d. Other long range planning duties as designated by the Board.
- F. The Nominations Committee shall:

- a. Present, with or without comments, new Trustees for election to the Board, including Trustees to fill unexpired terms;
- b. Establish priorities, qualifications, and procedures for selection of new Trustees;
 - c. Present a slate of officers at the May meeting each year for election at the June meeting;
- d. Recommend candidates to fill unexpired officer terms; and
- e. Other nomination duties as designated by the Board.

G. The Public Relations Committee shall:

- a. Together with the Library Director, develop an annual marketing plan to promote awareness and increase usage of Library resources, programs and services;
- b. Coordinate the promotion and marketing of planned events including fund-raisers;
- c. Develop and implement donor-related public relations efforts; and
- d. Other public relations duties as designated by the Board.

2. Composition of Standing Committees

Standing Committees will be composed of at least three individuals selected from the Board, staff, and members of the public, one of whom must be a member of the Board.

Standing committees may solicit the expertise of consultants and others who are knowledgeable in the responsibilities of such committee.

3. Committee Chairs

Designation of Standing Committee Chairs will occur within two weeks following the annual election of officers. Committee Chairs shall report on Committee action at each Board meeting as appropriate.

The Chair of the Nominations Committee shall be a Trustee with a minimum of one year's tenure on the Board.

The Chair of the Nominations Committee shall not be a current officer of the Board.

4. Special Committees

The Board shall establish additional committees as needs arise.

Special committees shall be chaired by a member of the Board. Additional committee members may be drawn from the Board, staff, and from the public at large, with attention given to the selection of persons with expertise in the assignment of the committee.

Special committees shall be provided with a purpose, goals, and responsibilities.

Special committees may pertain to a specific program, event, task, and/or assignment.

Special committees will present reports at regular meetings as appropriate.

5. Terms of Committee Members

All committee members, standing and special, normally will serve a term of one year, to commence at the beginning of the fiscal year.

Should a committee need additional members during a fiscal year, the Board may appoint persons by majority vote of the Board present and voting.

Committee members may serve consecutive terms for a total of six years, after which, a period of two years must transpire before re-nomination to a committee.

6. Records of Committee Meetings

Minutes of committee meetings shall be maintained and shall be forwarded to the Recorder for placement in the official records.

7. Spending by Board Committees

Each Board committee shall present a line item request to be included in the Annual Budget.

In unique circumstances, a committee may request an additional amount of funding. The request must be made in writing and will include the request, a rationale for additional funds, and an itemized list, including amounts, of the components of the request.

ARTICLE VII
MEETINGS

1. Annual Meeting

The Annual Meeting of the Board shall be held in the month of September at a location in Kennebunk, Maine. Notice of the Annual Meeting will be posted on the Association's web page, in the library, and announced in the local press, at least fourteen (14) days in advance of the meeting date.

2. Regular Meetings

Regular meetings shall be held at least six times per year, on the last Tuesday of the month. A year-long meeting schedule will be set at the Annual Meeting and will be posted on the Association's web page. Regular meetings shall be held at the Kennebunk Free Library.

3. Special Meetings

A special meeting of the Board may be called by the President or Vice President and must be called by either of them on the written request of any five (5) Trustees. Forty-eight (48) hours' advance notice must be provided to all Trustees by telephone. Special meetings shall be held at the Kennebunk Free Library.

4. Quorum

At all meetings of the Board, a quorum necessary and sufficient for the transaction of business shall consist of a simple majority of the total number of the Board as then constituted. Except as specified by law or by these bylaws, the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board. Each Trustee shall have one vote.

At any meeting where less than a quorum is present, a majority of those present may adjourn the meeting to a specified time and place, but not later than one month from the date being adjourned.

5. Notice of Meetings

Notice of all Trustees' meetings, except as herein otherwise stated, shall be given by mail or email at least five (5) days before the meeting date.

Any action which may be taken at a meeting of the Board may be taken without a meeting if all of the Trustees sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. The consents shall be filed with the Recorder and shall have the same force and effect as a unanimous vote of the Board.

6. Conduct of Meetings

The Board shall conduct all meetings according to Roberts Rules of Order unless specified otherwise herein.

ARTICLE VIII
FINANCE

The fiscal year of the organization shall be 1 July through 30 June.

A budget will be prepared by the Finance Committee and the Library Director in collaboration and will be presented to the Board at least two months prior to the date requested by the Town of Kennebunk. The Board will approve the budget prior to forwarding it to the Town of Kennebunk.

An annual reconciliation and review of financial records shall be conducted annually by a certified public accounting firm to be designated by the Board. A report shall be presented at the Annual Meeting.

ARTICLE IX
INDEMNIFICATION AND INSURANCE

1. Indemnification

The Association shall indemnify the Trustees, the Library Director and staff, and persons serving on committees against liabilities and expenses, including attorney's fees, incurred in connection with the defense and/or settlement of any legal action in which any of the above-named persons are made a party in their said capacity.

No indemnification shall be provided if the above-named persons are liable for gross negligence or willful misconduct in the performance of duties.

The Board of the Association, each Trustee, and/or the Library Director may, in the absence of a court adjudication on that point, rely conclusively upon opinion of legal counsel selected by the Board and acceptable to a majority of the Board as then constituted.

2. Liability Insurance

The Association shall secure and maintain such liability insurance on behalf of the persons described in Section 1 of this Article in an amount that is customarily recommended for the Association.

ARTICLE X
CONFLICT OF INTEREST

Trustees and employees have a duty to subordinate personal interests to the welfare of the Association and to the citizens of the Town of Kennebunk.

A conflict-of-interest transaction is a transaction in which a Trustee or employee of the Association has a direct or indirect financial interest.

A Trustee or employee has an indirect interest in the transaction if: (a) another entity in which the Trustee or employee has a material interest is a party to the transaction; or (b) another entity of which the Trustee or employee is a director, officer or trustee is a party to the transaction.

Any Trustee or employee having a conflict of interest or possible conflict of interest shall not vote or use his/her personal influence on the matter. He/she shall not be counted as a part of a quorum for the Meeting.

A conflict-of-interest transaction is approved if it receives the affirmative vote of a majority of the Trustees on the Board who have no direct or indirect interest in the transaction, but a transaction may not be approved by a single Trustee.

The Board may authorize, approve or ratify a conflict-of-interest transaction if the material facts of the transaction and the Trustee's or employee's interest are disclosed or known to the Board. The transaction may only be approved if it is fair and equitable to the Association as of the date it is authorized, approved or ratified.

All Trustees are required to complete the 'Conflict of Interest' statement that is approved by the Board. This statement shall be given to each new Trustee for signature during Board orientation.

ARTICLE XI
POLICIES AND PROCEDURES

The Board shall establish policies and procedures for the Board as necessary. These policies and procedures for the Board may be adopted by a simple majority of the Board as then constituted.

The Library Director, in consultation with the Governance and Policy Committee, will present administrative and personnel policies and procedures to the Board for adoption.

To change Board policies and procedures, the Board shall be presented with new and/or revised items at a scheduled meeting, for discussion purposes. The proposed changes will be placed on the agenda for vote at the next meeting.

ARTICLE XII
AMENDMENTS TO BY-LAWS

Amendments shall be presented to the Board in writing at a scheduled meeting, for discussion purposes. Votes on changes to the By-Laws will occur at the next scheduled meeting after the presentation of the item for discussion.

Amendment proposals must be included, in writing, in the notice of the meeting where they will be considered.

Amendments to the By-Laws shall be made by a 2/3 vote of the Board as then constituted.

ARTICLE XIII **DISSOLUTION**

Upon the dissolution or winding up of the affairs of the Association, the assets of the Association, after all debts have been satisfied, shall be distributed in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction, exclusively to charitable, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or, by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Approved by the KFL Board of Trustees: September 2008