

**Bylaws of Blue Hill Public Library**  
**Revised April, 2016**  
**Further revised April, 2019; April, 2023; April, 2024**

**Article 1: Name, Purposes and Location**

The name of this Corporation is The Blue Hill Public Library. Its purposes are as specified in the Articles of Incorporation. Its principal place of business is Blue Hill, Maine. It may exercise all general powers authorized by the Maine Non-profit Corporation Act. The Corporation is a public service Corporation.

**Article 2: Membership**

Any patron of the library, 18 years of age or older, shall be a Member of the Corporation. A patron is defined as a current cardholder of the library in good standing, or a person who has made a financial donation to the library within 12 months prior to the Annual Meeting.

**Article 3: Meetings of Members of the Corporation**

Section 1 Annual Meeting

The Annual Meeting of the Members of the Blue Hill Public Library shall be held once a year in Blue Hill, Hancock County, during the month of April or at such other time and place as may be determined by the Board of Directors for the purpose of electing Directors and transacting any other business which may properly come before the meeting.

Section 2 Special Meetings

Special Meetings of the Members may be called at any time by the President, by majority vote of the Board of Directors or by petition in writing signed by not fewer than 50 Members in good standing of the Corporation and filed with the Secretary. At such Special Meetings, no business shall be transacted which is not specified in the notice of, or petition for, the meeting.

Section 3 Voting and quorum

Each Member is entitled to one vote, which shall be exercised in person and not by proxy. A quorum of the Members shall be nine (9) members. If no quorum is present, the Members present shall have the power to adjourn from time to time until a quorum appears.

Section 4 Notice

Notice of the Annual Meeting of the members shall be given by posting a public notice at the Blue Hill Public Library and by publishing a notice in the local newspaper no less than fourteen (14) days prior and no more than thirty (30) days prior to the meeting. Notice of all Special Meetings of the Members shall be given in a manner calculated to give the Members a reasonable opportunity to attend the meeting and be heard concerning the business to be

conducted as such meeting. The notice shall include a statement of the business to be transacted at the special meeting.

#### **Article 4: Board of Directors**

##### Section 1 General Powers

The property and activities of the library shall be governed by a Board of Directors consisting of no fewer than six (6) or more than fifteen (15) Directors. The Board of Directors shall have and may exercise all of the powers and duties of the Board of Directors referred to in the Articles of Incorporation and the Maine Nonprofits Corporation Act except as limited by the laws of the State of Maine, applicable United States federal law, the provisions of these by-laws, and the Articles of Incorporation. Policies and procedures may be established from time to time by the Board of Directors.

##### Section 2 Election and Terms

The Directors shall be elected at the Annual Meeting of Members by the members. Elections shall be determined according to which candidates receive a plurality of votes cast sufficient to fill Board vacancies. Consistent with Article 3, Sec. 3, voting shall be conducted according to previously adopted procedures established by the Board of Directors. Each Director shall serve for a term of three (3) years, or until his or her successor is elected and qualified: provided, however, that Directors shall initially, and may at other times as vacancies occur, be elected to serve staggered terms of one, two or three years, such that the terms of approximately one-third of the members of the Board of Directors expires each year.

##### Section 3 Nominations and Vacancies

As established in Article 6, sec. 2(a), the Board's Governance Committee shall annually solicit and consider applications and recommendations for upcoming vacancies on the Board of Directors.

Each application and recommendation submitted for the Governance Committee's consideration for nomination must be accompanied by a completed Board Member Application form (available on the library's website) and submitted to the Library Director in writing by January 20<sup>th</sup> of the year in which the individual is to be considered.

The Governance Committee shall meet no less than sixty (60) days prior to the date of the Annual Meeting of the Corporation to consider all nominations properly submitted in accordance with these bylaws and shall nominate individuals sufficient to fill some or all Board vacancies anticipated for the current calendar year.

Any individual whose application or recommendation was properly submitted for consideration but whom the Governance Committee did not nominate for election may formally request to be considered for election alongside the Governance Committee's nominees at the Annual Meeting of the Corporation. The request must be submitted in writing via email to the Library Director at least forty-five (45) days prior to the Annual Meeting of the Corporation. The individual's name shall then be included in the voting

process at the Annual Meeting of the Corporation, with the names of the Governance Committee's nominees indicated with an asterisk and/or communicated orally prior to the vote.

In case of a vacancy or in case the remaining Directors determine that a Director is under a disability that prevents that Director from fulfilling his or her duties for one year or more, the remaining Directors may elect a successor to serve until the next Annual Meeting of the Corporation, notwithstanding the fact that the number of Directors remaining after such vacancy or disability is less than the minimum number of Directors required by the Articles of Incorporation.

#### Section 4 Removal

At a Special Meeting of Members called expressly for that purpose, any individual Director may be removed, with or without cause, by the affirmative vote of a two-thirds majority of the members in good standing present and voting.

#### Section 5 Call and Notice

The Board of Directors shall meet on call of the President, the Executive Committee, or on written request filed with the Secretary by at least three Directors. The Secretary shall give at least five days prior written notice to each Director of any Special Meeting. Notice by electronic mail shall be deemed to be effective notice.

#### Section 6 Meetings

The Board of Directors shall meet at least four (4) times per year, at the Blue Hill Public Library, in Blue Hill, Maine, or at such other location in Hancock County, Maine, as may be determined by the President. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members and shall constitute one of the four (4) required meetings of the Board of Directors.

#### Section 7 Quorum and Voting

A quorum shall consist of one third of the Directors. Unless otherwise specified in these bylaws, a simple majority vote of the Directors present at such meeting will prevail on all matters to be voted on by the Directors. Directors may not vote by proxy. Directors may participate and vote when attending at a meeting by telephone or other similar means of communication.

#### Section 8 Term Limits

A Director shall serve on the Board no longer than (3) consecutive three-year terms or a total of nine (9) years. After a one-year absence a former Director may be re-elected to the board, in which case term limits shall apply.

### **Article 5: Officers**

## Section 1 Term

The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. All officers shall be Directors and shall be elected by the Board of Directors at its Annual Meeting, as proposed by the Governance Committee or nominated from the floor, or whenever a vacancy occurs. Each officer shall serve for a term of two years until the second subsequent Annual Meeting of the Board of Directors or until a successor is elected and qualified. The President may not serve for more than two consecutive two-year terms. The Board of Directors may from time to time create such other offices and elect persons to fill such positions as it deems necessary.

## Section 2 Responsibilities

(a) The President shall be a representative of the Board of Directors within the community and library and shall preside at all meetings of the Members and Directors of the Corporation, and shall exercise general supervision of the affairs of the Corporation, in accordance with the will of the board. The President shall do and perform such other duties from time to time as may be assigned by the Board of Directors. In the event of absence, disability, resignation or death of the President, the Vice President, or in the event of the Vice President's absence or disability, the Secretary, shall exercise all of the powers of the President. The President shall be an ex-officio voting member of all committees.

(b) The Vice President shall assist and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time.

(c) The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings; for sending out meeting announcements; for distributing copies of minutes to Board members; and for assuring that corporate records are maintained. The Secretary shall serve as the Registered Agent of the Corporation unless and until the Board of Directors shall designate a different Registered Agent.

(d) The Treasurer shall make quarterly reports to the Board of Directors. The Treasurer shall chair the finance committee, assist in the preparation of the budget, and make financial information available to Board members and the public. The Treasurer serves as the financial officer of the Blue Hill Public Library, providing oversight of financial policies and procedures.

## Section 3 Removal

Any officer may be removed from office by an affirmative vote of at least two-thirds (2/3) of the total number of Directors then serving whenever, in their judgement, the best interests of the library would be served thereby.

## **Article 6: Committees**

### Section 1 Executive Committee

The Executive Committee shall consist of no less than five (5) Directors including the President, Vice President, Secretary, and Treasurer of the library and such other Directors as the Board of Directors may appoint. The Executive Committee may act for the Board of Directors during the period between Board meetings and may exercise all powers of the Board except any which have been expressly reserved by the affirmative vote of the Board or by applicable law. The Executive Committee may meet between meetings of the Board of Directors at such times and places as the President shall determine, and shall report on its activities to the Board in a timely manner. The President shall preside at meetings of the Executive Committee.

## Section 2 Standing Committees

Standing committees of the Corporation shall include a Governance Committee, a Finance Committee and a Personnel Committee.

(a) The Executive Committee shall nominate Directors to serve on the Governance Committee. At each Annual Meeting of the Directors, the Directors shall elect a Governance Committee consisting of not fewer than three (3) nor more than six (6) Directors. A majority of the Governance Committee's members shall not be officers of the Corporation. The Governance Committee shall nominate persons for election as Directors at the next Annual Meeting of the Members. The Governance Committee shall nominate Directors for election as officers and at-large members of the Executive Committee at the next Annual Meeting of the Directors. Its duties shall also include administration and review of board policies, review of the library's bylaws, Director orientation and education, and evaluation of board effectiveness.

(b) The Finance Committee shall be chaired by the Treasurer. Its duties are to advise the Board with respect to the management of the library's financial assets, especially its endowment and the approval of the annual budget.

(c) The Personnel Committee shall be chaired by a Director appointed by the President and approved by the Board of Directors. Its duties are to oversee the annual performance review of the Library Director and to advise the Board of Directors and the Library Director on appropriate personnel policies and levels of compensation for the library's employees.

## Section 3 Other Committees

The President shall appoint such other committees and for such terms as are appropriate, subject to approval by the Board of Directors. Committee members need not be Directors, except for the Executive Committee and the Governance Committee.

### **Article 7: Library Director**

The Board of Directors may appoint a Library Director, who shall not be a member of the Board. The Library Director shall be responsible for the day-to-day management of the Library's programs, including hiring, supervision and termination of all staff. The Library Director shall be an ex-officio non-voting member of all committees.

## **Article 8: Financial Affairs**

The fiscal year of the Corporation shall be the calendar year.

## **Article 9: Protection of Officers and Directors**

### Section 1 Limitation of Liability

No Director shall be liable to the library except for acts, negligence and/or defaults made in bad faith. No Director shall be personally liable for any liability or obligation incurred by the library. The library shall be solely responsible for all obligations and liabilities incurred in conducting the affairs of the Corporation.

To the fullest extent allowed by Maine Non-Profit Public Benefit Corporate law (Title 13B M.R.S.A §714 et seq), this Corporation shall indemnify and advance expenses to its agents in connection with any proceeding as set forth and allowed by Sec 714.

For purposes of this Article, “Agent” shall include directors, officers, employees, volunteers, and other agents of this Corporation, and persons formerly occupying such positions; “Proceedings” shall include any actions, threatened actions, or investigations as allowed and included by Sec. 714 et seq.; and “Expenses” shall have the same meaning as in Sec. 714 et seq., including reasonable attorneys’ fees; and

### Section 2 Indemnification

This Corporation adopts the language in Title 13B M.R.S.A. §714, et seq, regarding Indemnification made by the Corporation, Expenses incurred in civil or criminal action, and Provisions of indemnification as set forth in Title 13B M.R.S.A. §714 et seq.; and

### Section 3 Insurance

The Board of Directors shall authorize, obtain, and keep in force a directors’, officer’s, and agents’ liability policy protecting against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, and such insurance may provide for coverage against liabilities beyond this Corporation’s power to indemnify the agent under law (T. 13B M.R.S.A. §714 (6)).

## **Article 10: Dissolution**

In the event of dissolution, any assets after payment of legal obligations shall be distributed to corporations qualifying under Section 501 (c) (3) of the Internal Revenue Code, and all actions shall be made in conformance with Maine law governing the dissolution of a non-profit corporation.

## **Article 11: Ethical Obligations**

### Section 1 Prohibition against Private Gain

No Director or former Director may receive compensation for so acting. This provision shall not prohibit authorized reimbursement of a Director’s incidental expenses.

## Section 2 Conflicts of Interest

All members of the Board of Directors and Staff of the library are bound by the library's Conflict of Interest Policy.

## Section 3 Transactions with Insiders

The library's Conflict of Interest Policy shall govern all transactions between the library and those individuals or entities who have access to information not available to the general public or who may have the ability or appearance of the ability to improperly influence decisions made by the Board or Staff of the library.

### **Article 12: Amendments**

These bylaws may be amended or altered at the annual or any special meetings of the Members, provided that in the call for such meeting there is incorporated a written or printed notice of the intended amendment or amendments, previously approved by the Board of Directors.