

BY – LAWS OF McARTHUR LIBRARY ASSOCIATION

ARTICLE I

NAME AND MISSION

This corporation shall be named the McARTHUR LIBRARY ASSOCIATION. Its purpose shall be to establish and maintain a free public library and reading rooms in the City of Biddeford, Maine. Its mission is to connect the Biddeford community with materials, programs, services, and other informational and cultural resources enabling fuller, better and richer lives.

ARTICLE II

MEMBERSHIP, OFFICERS AND ELECTIONS

Section 1. Membership

Any resident of the State of Maine twenty-one (21) years of age or older may become a member of this Association, upon written application, when a majority of those present and voting at any regular or special meeting of the Association shall vote to receive such person to membership.

Any member of this Association who shall fail to attend three successive annual meetings of the Association shall be liable to forfeiture of membership in said Association, upon a majority vote of the members present and voting at any regular or special meeting.

In these by-laws, any reference to voting may include any of the following: voting in person, by e-mail, by written ballot, by telephone in a teleconference, or online in a virtual conference.

Section 2. Officers and Officer Elections

The Association shall have a Board of Directors, herein after referred to as the Board. The Officers of said Board shall be: President, Vice President, Clerk, Treasurer, and Assistant Treasurer.

The Board shall consist of: All the above officers and two ex officio non-voting members: the Mayor of the City of Biddeford and Superintendent of Schools of the City of Biddeford. The Board shall also include no fewer than 6 or more than 12 other

members of the Association. The number of other members is always to be an even number.

All Board Officers shall be elected at the annual meeting of the Board and shall serve a one-year term. None of them shall be elected for more than five consecutive terms. Thereafter, none of them shall be eligible for re-election to the same office for a period of one year after the end of the individual's final term in that office. However, the person shall be immediately eligible to continue as a member of the Board. A retiring President shall automatically become one of the elected Association members on the Board for the ensuing year.

Board vacancies shall be filled at the annual meeting of the Association. Board members shall be elected for a period of three years and may not serve more than three consecutive terms. After 3 consecutive terms, Board members must not serve on the Board for a period of no less than one year, but may continue as Association members. In case of a vacancy or in case the remaining Board members determine that a Board member is under a disability that prevents that Board member from fulfilling his or her duties for one year or more, the remaining Board members may elect a successor to serve until the next annual meeting of the Association, notwithstanding the fact that the number of Board members remaining after such vacancy or disability is less than the minimum number of Board members required by the Articles of Incorporation.

Notwithstanding the above, the Board may, at their discretion, extend the term of a Board member or Officer, who would otherwise be termed out, to the extent deemed desirable by the Board.

ARTICLE III

ANNUAL MEETINGS

The Annual Meeting of the Association shall be held on the second Thursday of September, or such other date in September as the President may deem more convenient and shall be held in the McArthur Library building in Biddeford, Maine, or such other place as the President of the Board shall designate. The President of the Board shall chair the Association meeting.

The purposes of the Annual Meeting of the Association are to: elect new Association members, elect Board members and/or fill vacancies on the Board; to hear reports; to review the operations of the Library; and to transact such other business as might properly come before the Annual Meeting of the Association.

The Board shall hold a regular meeting in June to approve the budget, and hold its annual meeting in September immediately after the Association meeting.

The purposes of the Annual Meeting of the Board are to: elect its officers, elect the Library Committee; elect the Finance Committee; and to transact such other business as might properly come before the Annual Meeting of the Board.

ARTICLE IV

SPECIAL MEETINGS

Special meetings of the Association or Board may be called by the President, or in the President's absence or case of disability, by the Vice President, and it shall be the President's duty to call such meetings upon request of three or more members of the body.

At such meetings, no business shall be transacted which is not specified in the notice of such meeting.

ARTICLE V

NOTICE OF MEETINGS

Notice of the time and place of the annual meeting of the Association, and of time, place and subjects of special meetings, shall be given by posting a public notice at the McArthur Library and on the library website, as well as on any platform deemed appropriate by the President at least three days before the holding of such meeting.

Notice may also be given in writing, addressed to last known address (or email address) of members of the Association and sent via mail at least five days prior to such meeting or sent via email. Meetings may be held in a centralized place, by teleconference, or by virtual (online) conference. For members unable to attend in-person meetings locally, they may be present by virtual (online) means or by teleconference.

ARTICLE VI

QUORUMS

At all meetings of the Association, seven members shall constitute a quorum for the transaction of business; a lesser number may adjourn the meeting to a specified time and place.

At all meetings of the Board, a majority (half plus one) of the Board then serving shall constitute a quorum; a lesser number may adjourn the meeting to a specified time and place but not to a time later than the date of the next regular meeting.

ARTICLE VII

PRESIDENT

The President shall preside at all meetings of the Association and Board, when present; the President is Chair ex officio of the Library Committee and Member ex officio of the Finance Committee, and shall appoint an Auditor to examine the Treasurer's books, vouchers, and accounts as hereinafter provided. The President shall also appoint a Chair for the Nominating Committee each year, as provided in Article XVII.

ARTICLE VIII

VICE PRESIDENT

The Vice President, in the absence or disability of the President, shall perform the duties of the President. In the absence of the Vice President, a President pro tempore may be chosen by majority vote of the Board.

ARTICLE IX

CLERK

The Clerk shall keep an exact record of all meetings of the Association and Board, with the names of the members present at the Annual Meetings, and shall give notice of all regular and special meetings as provided in these by-laws. The Clerk shall notify members elected of their election. The Clerk shall report at each Annual Meeting the names of the members who are liable to forfeiture of their membership under the provision of these by-laws. In the absence or disability of the Clerk, a Clerk pro tempore may be chosen by majority vote of the Board.

ARTICLE X

TREASURER AND ASSISTANT TREASURER

The Treasurer shall be Chair ex officio of the Finance Committee and a member ex officio of the Library Committee, and shall receive and hold all monies, securities, funds and deeds of the Association. The Treasurer shall make and keep fair and proper books of accounts of all monies, securities and funds of the Association that may come into the Treasurer's possession and of all receipts and expenditures of the same; said books of accounts shall be the property of the Association and shall be open to the inspection of any member of the Association. At every Annual Meeting of the Association, the Treasurer shall exhibit in writing to the Association, a statement of accounts and of the funds of the Association. The Treasurer shall pay no money without the approval of one of the members of the Finance Committee.

The Treasurer may be required to provide a bond for such sum as the Board shall determine for the faithful performance of the duties of the role, and with such surety as the Board shall approve.

In the absence of the Treasurer, the Assistant Treasurer shall perform all the duties of the Treasurer.

The library's operational policies provide a process for reviewing invoices, petty cash and bank statements as referenced in the Financial Policy.

An auditor, who is an independent party of the McArthur Library and its associations, shall be appointed by the President before each annual meeting to review the Treasurer's books, vouchers and accounts and make a report thereon at such Annual Meeting.

ARTICLE XI

BOARD OF DIRECTORS MEMBERS

The Board shall have custody, control and management of all property of the Association, except that the Treasurer shall have the custody of such property of this Association as is, by these by-laws, vested to the person holding the position, and it shall have the custody and control of all property entrusted to the possession of this Association.

The Board shall have the management of all the business affairs of the Association, shall elect the Library and Finance Committees, and may appoint such other ad hoc committees as it deems desirable for the transaction of the business affairs of the Association, vesting in such committees such authority as it deems necessary. The Board shall hire the Library Director.

The Board shall pass upon the sufficiency of the bond of the Treasurer and hold the same in its possession.

Members of the Board who miss three or more successive Board meetings shall be liable to forfeiture of their role(s) on the Board.

The Board may adopt such further rules and regulations of its conduct as are not inconsistent with these by-laws or contrary to the laws of the State of Maine.

ARTICLE XII

SEAL

The seal of this Association shall be in the form of a circle with the words “McArthur Library Association” near the circumference in the upper part and the words “Biddeford, Maine” near the circumference in the lower part, and in the center the date of incorporation of this Association.

ARTICLE XIII

LIBRARY COMMITTEE

Section 1. Composition of Committee

The Library Committee shall consist of five persons of whom the President and Treasurer of this Association shall be members ex officio, and of which the President shall be Chair. The other three members of said Committee shall be elected by the Board at the Annual Meeting of the Board, and shall not be members of the Finance Committee but are required to be members of the Association.

Section 2. Duties

The Library Committee shall have charge of the general operation and management of the McArthur Library.

Committee shall be further empowered to suggest or recommend all necessary and proper rules, regulations, and policies governing the conduct of all persons using the facilities of said Library. Approval of said rules, regulations, or policies will be subject to a decision from the Board.

Committee shall also authorize and control all necessary repairs and improvements upon the building or buildings used by this Association as a public library. The power of said Committee to do all acts involving the expenditure of monies shall be limited to the sums of money appropriated for such purposes in the budget established and approved by the Board for the fiscal year during which said Committee shall serve.

The Library Committee shall be further empowered to delegate any or all of the above-mentioned powers to the Library Director. Upon the delegation of such powers to the Library Director, the Director shall be empowered to the same extent and limited in the same manner as said Library Committee.

Said Library Committee may at any time revoke such authority as it may have delegated to the Library Director by a majority vote of said Committee.

The Library Committee shall have the ability to create ad hoc committees.

ARTICLE XIV

FINANCE COMMITTEE

Section 1. Composition of Committee

The Finance Committee shall consist of six persons of whom the Treasurer, Assistant Treasurer, and President shall be members ex officio and of which the Treasurer shall be Chair. The other members of said Committee shall be elected by the Board-at the Annual Meeting of the Board and shall not be members of the Library Committee, but are required to be members of the Association.

Section 2. Duties

The Finance Committee shall have general power of supervision over the financial affairs of this Association. It shall have the supervision of all investments of all funds of the Association, and it shall have the power to purchase or sell securities and all personal property of this Association and to authorize transfers and conveyances to be made by the Treasurer pursuant to the vote of said Committee.

Said Finance Committee shall, before the close of any fiscal year, prepare a budget for the succeeding year, and present the same to the Board at the Board Budget Approval Meeting in June of said Board for alteration, modification or approval. It shall make all negotiations with the proper officials of the City of Biddeford, concerning the appropriation by said City, or funds for the upkeep of said Library.

The Finance Committee shall make all necessary and proper contracts of insurance for the protection of the property of this Association.

The Finance Committee shall have the ability to create ad hoc committees.

The Finance Committee shall act in an advisory capacity to the Treasurer of this Board whenever so required by the Treasurer.

ARTICLE XV

CHANGES IN BY-LAWS

These by-laws may be amended, repealed, or addition thereunto made at any regular or special meeting of the Association at which a quorum is present upon a two-thirds affirmative vote of those present, providing that in the call for such meeting, notice is given that such amendment, repeal or addition will be presented for consideration.

ARTICLE XVI

DISTRIBUTION UPON DISSOLUTION

In the event that this Association shall ever be dissolved, all its assets shall be distributed to a recipient that would qualify for exemption as an organization described in section 501 (c) 3 of the Internal Revenue Code as then in force.

ARTICLE XVII

NOMINATING COMMITTEE

Section 1. Composition of Committee

Each year, at the annual meeting, the President of the Board shall appoint a Chair for the Nominating Committee and the Chair shall appoint two other Association members. The three shall thereupon serve as the Nominating Committee.

Section 2. Duties of Committee

At the Annual Association meeting, the Nominating Committee shall present a slate of candidates for Association membership, and a slate of candidates for Board membership. The Association will vote on the candidates for Association membership before Board members are elected by the Association.

At the Annual Board meeting, the Nominating Committee shall present a slate of officers for the Board as well as a slate of candidates for both the Library and Finance Committees. The Board will vote on the candidates for Officers and for both committees.

ARTICLE XVIII

VIRTUAL MEETINGS

Any Association or Board meeting may be held by conference telephone, video conference, or similar communication equipment, as long as all participants in the meeting can hear one another and, in the case of video conferences, have some form of access to all materials screen-shared or otherwise presented at such meetings. All such participants shall be deemed to be present in person at such a meeting. Notice of such meetings shall give the telephone number, video link, or other manner of connection.

ARTICLE XIX

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, latest revised edition, shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these bylaws and any statutes applicable to the Board.

ARTICLE XX

CONFLICT OF INTEREST

Section 1.

Board members may not in their private capacity negotiate, bid for, or enter into a contract with the McArthur Library in which they have a direct or indirect financial interest.

Section 2.

A Board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated has a substantial financial interest.

Section 3.

A Board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

Section 4.

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

Section 5.

All members of the Board are bound by the library's Conflict of Interest policy.

Section 6.

The library's Conflict of Interest policy shall govern all transactions between the library and those individuals and 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 XXI

PROTECTION OF OFFICERS AND BOARD MEMBERS

Section 1. Limitation of Liability

No Board member shall be liable to the library except for acts, negligence and/or defaults made in bad faith. No Board member 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 Association.

Section 2. Indemnification

This Association 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.

Section 3. Insurance

The Board shall authorize, obtain, and keep in force a directors', officers' 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 Association's power to indemnify the agent under law (T. 13B M.R.S.A. §714 (6)).

ARTICLE XXII

NONDISCRIMINATION

The Association 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.