

**ROYALTON MEMORIAL LIBRARY ASSOCIATION, INC.
BYLAWS, REVISION July 2017**

Name

1. The name of the organization shall be THE ROYALTON MEMORIAL LIBRARY ASSOCIATION, INC. in accordance with its charter of incorporation.

Purpose

1. The purpose of the Royalton Memorial Library is to serve the town of Royalton with free library facilities and the services that a library provides. The Royalton Memorial Library seeks to foster awareness and use of its services and resources by the community. It will gather, preserve and make freely available to all members of the community the information that will assist them to:

- Become more capable in their daily occupations
- Keep pace with progress in all fields of knowledge
- Become better members of home and community
- Enhance their enjoyment of leisure time
- Develop their creative and spiritual capacities
- Promote personal and social well being
- Contribute to the growth of knowledge

The Royalton Memorial Library seeks to identify the needs in Royalton for library service and to provide these services for patrons or to cooperate with other local or state organizations in meeting these needs.

Fiscal Year

1. Non-profit operation: The Association will operate on a non-profit basis, exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. No part of the net earnings or assets of the Association shall inure to the benefit of or be distributable to its trustees, officers or private persons; except that the Association may pay reasonable compensation for services rendered and may make distributions in furtherance of its purpose.

2. Fiscal year: The fiscal year of the Association shall begin on the first day of July each year and end on the last day of June of the following year.

Board of Trustees

1. General Powers: The Board of Trustees will manage the business and affairs of the Association. The Board of Trustees shall exercise the authority of the Association, be its policy making body and conduct all business of the Association. The duties of the trustees shall include, but not be limited to, engaging the director, evaluating the director's annual performance, setting policy, overseeing the operations and finances of the Association and assuring that the purposes of the Association are properly carried out.

2. Trustees: The Board shall determine the number of trustees, provided that the number shall be at least five and not more than seven. The Town of Royalton shall elect two trustees with alternating terms. The elected members on the board shall be able to appoint up to five additional trustees on a year by year basis after a Board interview.

3. Tenure of Trustees:

(a.) Terms of office of elected trustees shall be for a period of two years. No elected trustee may serve for more than eight consecutive full terms.

(b.) The appointed trustees shall serve for a one-year appointment, to be voted on at the Annual Meeting by the elected trustees. No appointed trustee may serve for more than sixteen consecutive years. A trustee may be appointed at any time during the year to serve until the next annual Royalton Memorial Library Association Meeting, at which time they will be up for re-appointment.

(c.) Unless they sooner resign or are removed, all trustees shall serve for their specified terms or until election of their successors.

4. Vacancies: Any vacancy among elected trustees occurring before the expiration of a trustee's term of office shall be filled by appointment of the Board to fill out the year until the next Town Meeting.

5. Standards of conduct: Trustees are responsible at all times for discharging their duties in good faith, in a manner that they reasonably believe to be in the best interests of the Association and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

6. Conflicts of interest: Trustees shall be under an affirmative obligation to disclose their actual or potential conflicts of interest in any matter under consideration by the Board. Trustees having such a conflict of interest shall be excluded from the discussion and decision of such matter.

7. Termination: The term of office of a trustee may be terminated prior to its expiration in any of the following ways:

- (a) Voluntarily by a trustee upon notice to the Board
- (b) By vote of two thirds of trustees then in office
- (c) Failure to attend 50% of warned meetings in a calendar year and/or six consecutive meetings.

Officers

1. The officers of this Association shall be a president, vice-president, secretary and treasurer.

2. Duties of Officers:

(a) The president shall preside at all meetings of the Association and shall with the secretary, execute all legal papers for the Association and perform all other duties pertaining to that office.

(b) The vice-president shall perform duties of the president whenever the president shall be absent or disqualified. The vice-president shall perform such other duties and have such other powers as the Board from time to time may prescribe.

(c) The secretary shall keep all records of the Association, shall give notice of all meetings, shall attend to the correspondence of the Association and shall perform all other duties assigned to the secretary by the Board. In the case of the absence of both the president and vice-president, the secretary shall act as the president.

(d) The treasurer shall have charge of all monies of the Association. All normal budgeted expenses, including salaries of the librarian, assistant librarian and paid staff shall be approved by the Board and executed by the treasurer. The treasurer shall oversee the maintenance of financial records, control of receipts, disbursements, filing of required reports and returns and shall submit a written financial report to the annual meeting and to the Board as requested. The treasurer shall be bonded and the Association shall pay the cost of that bond. In the event that there is no person holding the office of treasurer the president will designate the responsibility at his or her discretion. The person delegated will be bonded.

Meetings of the Board

1. Meetings:

(a) The Board shall notice and convene four quarterly meetings, one of which shall be noticed and convened as the annual meeting. All meetings shall be noticed in writing by the secretary and will be sent to all trustees no later than 10 days before the date of the next meeting. Special meetings may be called at any time by the direction of any three members of the Board.

(b) The annual Trustees meeting is to be held within one month after the annual Royalton Town meeting.

(c) Meetings shall be conducted in accordance with generally accepted rules of parliamentary procedure.

2. Quorum: At all regular or special meetings of the Association the presence of one-half of those trustees currently in office shall constitute a quorum. Except for termination, amendments to the Bylaws and dissolution, as specified elsewhere in 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 of Trustees.

3. Open meetings: Meetings of the Board shall be open to all members of the public, except that a person may be excluded for disruptive conduct. The Board reserves the right to close a portion of any meeting dealing with issues of a particularly sensitive nature, such as personnel, real estate and legal matters.

Policies

1. The Board will determine and adopt written policies to govern the operation and program of the library. These policies will be reviewed at a minimum of every three years and more often as deemed necessary.

Amendments

1. The bylaws may be amended, altered or repealed and new bylaws may be adopted by a vote of at least five members. This may occur at any regular meeting, provided that full text of the proposed amendment is included with the appropriate notice of said meeting to each Board member.

Gifts

1. The Board may accept on behalf of the Association any contribution, gift, bequest or devise for the general purpose or any special purpose of the corporation.

Indemnification

1. Rights: The Association shall, subject to the limitations in the following section, indemnify its current and former trustees and officers against all liabilities and expenses to which they may actually and reasonably become subject by reason of their position within the Association or their service on its behalf to the fullest extent permitted by law.

2. Limitations: No indemnification shall be made unless the person to be indemnified is successful on the merits in defense of the action or is determined by the Board to have met the applicable standards of conduct in the manner required by law. Indemnification payments and advances of expenses shall be made only in such increments and at such times as will not jeopardize the ability of the Association to pay its other obligations as they become due.

Severability

1. In the event that any provision of these bylaws is determined to be invalid or unenforceable under any statute or rule of law, then such provisions shall be deemed inoperative to such extent and shall be deemed modified to conform with such statute or rule of law without affecting the validity of any other provision of the bylaws.

Dissolution

1. A two-thirds vote of the Board of Trustees shall be required to dissolve the Association. Upon dissolution, the Association's assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the Association, be distributed to another organization exempt under the provisions of Section 501 (c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law, to be used for a public purpose consistent with the purposes of the Association.

The Bylaws reviewed & approved on July 6,2017

Attest,
Secretary Cynthia Dalrymple