



## **By-Laws of Tiverton Library Foundation, Inc.**

### **ARTICLE I – MISSION**

Tiverton Library Foundation, Inc. is organized as a non-profit organization to secure contributions to help support the operational and capital needs of the Tiverton Public Library.

### **ARTICLE II – NAME AND LOCATION**

The Organization shall be named “Tiverton Library Foundation, Inc.” The principal office is located at 238 Highland Road, Tiverton, Rhode Island 02878.

### **ARTICLE III – BOARD OF DIRECTORS**

#### **Section 1: Number of Directors**

The organization shall be governed by a Board of Directors which shall not number less than five (5) members nor more than seven (7) members.

#### **Section 2: Election and Term of Office**

Directors shall be elected at the Annual Meeting of Tiverton Library Foundation, Inc. to a term of three (3) years, which terms shall be staggered so that no more than three (3) members’ terms shall expire at the same time.

A nominating committee shall be appointed by the Chairman and shall propose a slate of Directors and officers to serve the Board at least one (1) month prior to the Annual Meeting.

#### **Section 3: Powers of Directors**

Subject to the powers of the Foundation as provided by law and the articles of Tiverton Library Foundation, Inc. or as herein set forth, all corporate powers of Tiverton Library Foundation, Inc. shall be exercised by or under the authority of, and the business and affairs of Tiverton Library Foundation, Inc. shall be controlled by, the Board of Directors. Without limiting generality of the foregoing, the Board of Directors shall have the following powers:

A) To select, remove, and fix the compensation of all agents, and employees of Tiverton Library Foundation, Inc., and prescribe such powers and duties for them as are consistent with the law, and with the Articles of Incorporation, and the By-Laws.

B) To conduct, manage, and control the affairs and business of Tiverton Library Foundation, Inc., as they may deem best, and to make sure its rules and regulations are consistent with the law, and the Articles of Incorporation, and the By-Laws.

C) To change the principal office for the transaction of the business of Tiverton Library Foundation, Inc. from one location to another, to designate any place for the holding of any Directors' meetings; to adopt, make and use a corporate seal and to alter the form thereof from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

D) To elect a new Board of Directors and slate of officers at the Annual Meeting of Tiverton Library Foundation, Inc.

#### **Section 4: Vacancies**

Any vacancy or vacancies in the Board of Directors resulting from any cause other than the expiration of the term of office shall be filled by the remaining Director or Directors then in office even though less than a quorum. A person filling a vacancy shall serve for the remainder of the unexpired term.

#### **Section 5: Place of Meeting**

Regular meetings of the Board of Directors shall be held at any place within the State of Rhode Island which has been designated from time to time by resolution of the Board.

#### **Section 6: Regular Meetings of Directors**

Regular meetings of the Board of Directors shall be held at least bimonthly, of which one meeting shall be the Annual Meeting. The Board may provide by resolution for the holding of additional regular meetings of the Board of Directors.

#### **Section 7: Special Meetings**

Special meetings of the Board of Directors may be called by the Chairman or by a majority of the Directors. Such meetings shall be held at a place designated by the consent of a majority of the Directors.

#### **Section 8: Quorum**

A quorum for conducting business at any regular or special meeting of the Board of Directors shall be a majority of the total number of Directors at the time in office. Only Directors present at the meeting shall be allowed to vote on business before the meeting.

#### **Section 9: Removal**

A Director may be removed from office for cause by a vote of a majority of all the Directors of Tiverton Library Foundation, Inc.

#### **Section 10: Compensation**

The Directors of Tiverton Library Foundation, Inc. shall receive no compensation for their services.

### **ARTICLE IV – ANNUAL MEETING**

The Annual Meeting of Tiverton Library Foundation, Inc. shall be held during the month of December at such time, date, and place as may be fixed by the Board of Directors. All Directors of Tiverton Library Foundation, Inc. must be notified in writing of the date, time, and place of the Annual Meeting at least seven (7) days prior to the date of the Annual Meeting. The

Directors shall prepare a financial report for the Annual Meeting. A copy of this report shall be provided to the Trustees of the Tiverton Public Library.

## **ARTICLE V – OFFICERS**

### **Section 1: Officers**

The officers of Tiverton Library Foundation, Inc. shall be a Chairman, Vice-Chairman, Secretary, and Treasurer, and such other officers as the Board of Directors may deem necessary. When the duties do not conflict, one person, other than the President, may hold more than one of these offices. All officers shall be Directors of Tiverton Library Foundation, Inc.

### **Section 2: Election and Term of Office**

Officers shall be elected by the Board of Directors at the Annual Meeting. Officers shall be nominated in the same manner as Directors as described in Article III, Section 2 of these By-Laws. Each officer shall serve for no more than three (3) consecutive terms of one (1) year each in any one office or until their respective successors are elected.

### **Section 3: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

### **Section 4: Removal**

An officer may be removed from office for cause by the vote of a majority of all the Directors of Tiverton Library Foundation, Inc.

### **Section 5: Chairman**

Subject to the control of the Board of Directors, the Chairman shall have general supervision, direction, and control of the business and affairs of Tiverton Library Foundation, Inc. The Chairman shall preside at all meetings of the Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

### **Section 6: Vice-Chairman**

In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, and in so acting shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

### **Section 7: Secretary**

The Secretary shall keep, or cause to be kept, a full and complete record of the proceedings of the Board of Directors, shall keep the seal of Tiverton Library Foundation, Inc. and affix the same to such papers and instruments as may be necessary or proper, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. The Secretary shall provide a copy of the minutes of the meetings of the Board of Directors to the Trustees of the Tiverton Public Library.

### **Section 8: Treasurer**

The Treasurer shall receive and safely keep, or cause to be kept, all funds of Tiverton Library Foundation, Inc. and deposit same in such bank or banks as may be designated by the Board of Directors. The Treasurer is responsible for accounting for the funds of Tiverton Library Foundation, Inc. in a manner consistent with generally accepted accounting standards.

## **ARTICLE VI – OPERATING COMMITTEES**

The Chairman with the approval of the Board of Directors may appoint operating committees from time to time to carry out the business of Tiverton Library Foundation, Inc. Members of such committees need not be members of the Board. The rights and duties of said committees shall be prescribed by the Chairman of the Board as said committees are appointed.

## **ARTICLE VII – FISCAL YEAR**

The fiscal year of Tiverton Library Foundation, Inc. shall begin with January first.

## **ARTICLE VIII – EXECUTION OF DOCUMENTS**

### **Section 1: Contract, etc., How Executed**

Unless the Board of Directors of the Foundation shall otherwise determine, the Chairman, the Vice-Chairman, the Secretary, or the Treasurer may enter into any contract or execute any contract or other instrument, the execution of which is not otherwise specifically provided for, in the name and on behalf of the Foundation. The Board of Directors, except as in these By-Laws otherwise provided, may authorize any agent or agents of the Foundation to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless authorized to do so by these By-Laws or by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Foundation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

### **Section 2: Checks, Drafts, etc.**

All checks, drafts, or other orders for the payment of money, obligations, notes or other evidence of indebtedness, bills of lading, warehouse receipts and insurance certificates of the Foundation, shall be signed or endorsed by such officer or officers, employee or employees, of the Foundation as shall from time to time be determined by resolution of the Board of Directors.

## **ARTICLE IX – CONFLICT OF INTEREST**

Any duality of interest or possible conflict of interest on the part of any Director, officer or agent of the Foundation shall be disclosed to the Board of Directors and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action, such disclosure shall be reflected in the record of the proceedings of the Board of Directors.

In all cases where a Director, officer or employee of the Foundation may have a conflict of interest because he or she or a member of his or her family has an interest in any contract or transaction with the Foundation, either directly or indirectly through an interest in or employment by any legal entity which has an interest in such contract or transaction, or otherwise, that such Director, officer or employee shall disclose such conflict of interest and refrain from taking any action to authorize, approve or ratify such transaction or contract; provided however, that the ownership of a noncontrolling minority interest in a publicly held legal entity shall not be deemed to be an interest requiring such disclosure. Any required disclosure shall be made, in the case of an employee, to the officer to whom such employee reports and in the case of a Director or officer, to the Board of Directors or committee prior to

its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Foundation's interest.

Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon and may participate in the discussions with respect thereto, but shall not vote or use personal influence on the matter. The minutes of the meeting shall reflect the disclosure made, the vote thereon and the abstention from voting.

Nothing contained herein shall preclude the Foundation from entering into such transaction or contract provided such disclosure is made and the Director, officer or employee of the Foundation involved abstains from voting on the action taken to authorize, approve or ratify such transaction or contract.

#### **ARTICLE X – INDEMNIFICATION**

The Foundation will, pursuant to Section 7-6-6 of the Rhode Island Non-Profit Corporation Act or any successor indemnification provision, and only to the extent that the status of the Foundation as a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not affected thereby, indemnify any person 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 by reason of the fact that he or she is or was a Director, committee member, officer, employee or agent of the Foundation (or is or was serving at the request of the Foundation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise), against expenses (including attorneys' fees), judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding. The Board of Directors of the Foundation may authorize the Foundation to purchase and maintain insurance on behalf of any person who is or was a Director, committee member, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a Director, officer, partner, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.

#### **ARTICLE XI – EQUAL OPPORTUNITY**

The Foundation shall operate without restriction by reason of race, color, sex, age, national origin or religious and ethical beliefs with any person or persons seeking or having any affiliation with the Foundation.

#### **ARTICLE XII – SEAL**

The seal of the Foundation shall be in the form of a circle and shall bear the name of the Foundation and the state and year of incorporation.

#### **ARTICLE XIII – AMENDMENTS**

All By-Laws of the Foundation shall be subject to alteration or repeal. New By-Laws consistent with the laws of the State of Rhode Island or any provision of the Articles of Incorporation may be made by the vote of the Board of Directors, taken at any meeting at which a quorum shall be

present, provided that notice of the proposed alteration or repeal or of the proposed new By-Laws is included in the notice of such meeting.

#### **ARTICLE XIV – DISSOLUTION**

Upon dissolution of Tiverton Library Foundation, Inc., the officers shall, after paying or making provision for payment of all liabilities of Tiverton Library Foundation, Inc., dispose of all of the assets of Tiverton Library Foundation, Inc., exclusively to such organization or organizations organized and operated as shall at the time qualify as an exempt organization or organizations under Sec. 501 (c)(3) of the Internal Revenue Code of 1954, as amended by the Tax Reform Act of 1976 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed by the Newport Superior Court, exclusively for such purposes or to such organization or organizations as said court shall determine.

#### **ARTICLE XV – OTHER PROVISIONS**

No substantial part of the activities of Tiverton Library Foundation, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Approved by  
Tiverton Library Foundation, Inc. Board  
July 24, 2008