

STRAFFORD LIBRARY ASSOCIATION  
**BY-LAWS**  
(As revised 2023)

**ARTICLE I**  
**PURPOSES AND MEMBERSHIP**

The purposes and qualifications of the Strafford Library Association are set forth in the Articles of Agreement approved by the voting membership on July 29, 1970, as amended and approved by the membership on May 10, 1995 and April 14, 2004 and **April 5, 2010**.

**ARTICLE II**  
**MEETINGS**

1. Annual Meeting: The Annual Meeting shall be held on an agreed upon day in the spring of each year at a time and location determined by the President. All members shall be notified, in so far as practicable, at least one week prior to the meeting.

2. Regular Meetings: Regular or special meetings may be called by the President, Board of Directors, or at the request of at least three members. Meetings shall be held no less than quarterly at The Hill Library or at such other place as the President may determine. All members shall be notified, in so far as practicable, at least one week prior to each meeting. Meetings can be held by teleconference or video conference.

**ARTICLE III**  
**QUORUM**

A quorum for any meeting shall consist of at least 5% of the membership, including three of the four elected officers of the Association.

A quorum for a Board of Directors meeting shall consist of at least three of the five Directors.

**ARTICLE IV**  
**OFFICERS**

The President, Vice President, Secretary, and Treasurer shall be elected by the members for a term of two years and until their successors are chosen. Election shall take place at an Annual Meeting or at a special meeting called for that purpose.

State of New Hampshire charitable trust regulations require that no members of the

Board of Directors may be directly related.

The President shall preside at all meetings and perform the duties of the President. The President shall have and exercise general charge and supervision of the affairs of the Strafford Library Association. The duties of the President shall include: facilitate all meetings of the membership; facilitate the appointment of committees and ensure that the goals and purposes of the membership are realized; provide dates, agendas, news and trustee information for the "Friends News" newsletter.

The Vice President shall perform the duties of the President in the absence of the President. The Vice President shall maintain the membership list which shall include the names, addresses, emails, and phone numbers unless delegated to a committee.

The Secretary shall maintain minutes of all meetings of the Association and have them available for reference at all reasonable times. The Secretary shall record attendance at meetings; provide minutes of meetings from the last meeting for review at meetings and shall provide copies of the minutes to share with members. The Secretary shall conduct necessary correspondence for the association.

The Treasurer shall maintain the financial records of the Association. The Treasurer shall be responsible for the collection, safekeeping, and distribution of all funds and assets. The Treasurer shall keep and maintain financial records of all transactions of the organization. The Treasurer shall submit a financial accounting of the association's transactions and financial status at the annual meeting and at other times when requested. The Treasurer shall prepare any necessary documents for the IRS and the New Hampshire Attorney General related to the finances of the association, as required by statute of regulation.

Officers may be removed from office by a majority vote of the Executive Board for neglect of duty. Vacancies among the Executive Board shall be filled by a majority vote of the Executive Board. All officers not seeking re-election shall notify the President of the Association prior to the annual meeting to ensure that there will not be vacant positions for the coming year.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer and two members appointed by the President with the consent of the other Officers. The Board shall be responsible for all the business and finances of the Association as well as determining the activities of the Association. Any vacancy which occurs between Annual Meetings shall be filled by appointment of the Board.

**ARTICLE VI**  
**COMMITTEES**

The President shall be authorized to appoint committees to study and recommend to the Board of Directors action on any matters that arise concerning the Association.

**ARTICLE VII**  
**MISCELLANEOUS**

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

The books of the Association shall be audited annually. The auditor's report shall be presented at the Annual Meeting and thereafter filed with the records of the Association.

The auditor shall be appointed by the President.

The President and Treasurer each shall have the authority to approve expenditure of up to five hundred dollars (\$500) for emergent or unanticipated requirements. For all other emergent or unanticipated expenditures, the agreement of at least three of the Directors is required. Should any one of the Directors disagree with an expenditure of funds not authorized and approved at a Regular Meeting, the expenditure shall not be completed until approved by a majority of the Directors at a Board of Directors meeting or by a vote of the membership at a Regular Meeting.

**ARTICLE VIII**  
**PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, director, officer, or employee of or member of a committee of or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. All members of the Board of Directors will sign a Conflict of Interest Agreement.

**ARTICLE IX**  
**INVESTMENTS**

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors without being restricted to the class of investments which

a director is or may hereafter be permitted by law to make or any similar restriction.

## **ARTICLE X** **AMENDMENTS**

These By-Laws may be altered, amended, or repealed by a majority vote of the members at any regular or special meeting, provided that notice of the proposed action has been given in the call for the meeting and provided that a quorum is present.

## **ARTICLE XI** **MEMBERSHIP DUES**

Members' dues shall be fixed from time to time by the Board of Directors. Dues shall be paid annually for the fiscal year January 1st to December 31st, payable to "Treasurer, Strafford Library Association", at the Annual Meeting of the Association in the spring.

## **ARTICLE XII** **DISSOLUTION AND LIQUIDATION**

By a majority vote, the directors may dissolve the Association in accordance with Chapter 292 of the New Hampshire Revised Statutes Annotated.

As soon as practical after the dissolution of the Association, the appropriate representative of the Association shall execute all documents required by Chapter 292 of the New Hampshire Revised Statutes Annotated, Section 507 of the Internal Revenue Code, and any other applicable federal, state, and local laws and regulations. The appropriate representative of the Association shall file or record such statements with the appropriate officials.

Upon dissolution, the Association shall cease to carry on its business, except as is reasonably necessary for the winding up of its business. The Association's separate existence shall continue pending the completion of the winding up and distribution of assets in accordance with the following section.

Upon the dissolution or winding up of the affairs of the Association (whether voluntary or involuntary), the Association shall distribute its assets (after all debts have been satisfied) exclusively to one or more of a group consisting of (1) organizations described in Section 501(c)(3) of the Internal Revenue Code or (2) any state or other governmental unit described in Section 170(c)(1) of the Internal Revenue Code. By a majority vote, the directors shall select the distributees from that group of permissible distributees, and the directors shall determine the amount distributable to each distributee. To the extent practicable, the directors should select distributees that have primary purposes most similar to the Association's primary purposes as set forth in the Articles of Agreement.