

BY-LAWS OF PATTEN FREE LIBRARY

ARTICLE I NAME, MISSION and ORGANIZATION

Section 1. Name. The name of the Corporation shall be **Patten Free Library** (“PFL” or “the Corporation”). These By-Laws are a supplement to the current Articles of Amendment of the Corporation and are intended to provide for the internal governance of PFL, to define further the rights and responsibilities of the Corporators, Trustees, Officers and Library Director, and to guide in the appointment and conduct of committees. In case of conflict, the Articles of Amendment filed with the State of Maine will prevail.

Section 2. Mission. PFL is organized as a nonprofit corporation in the State of Maine, in accordance with the Maine Nonprofit Corporations Act (Title 13-B MRSA §101 *et seq.*), providing library services primarily within Sagadahoc County, Maine, and specifically to the residents of the City of Bath, Maine and to the residents of each municipality which contributes to the support of the Patten Free Library at the same per capita level as the City of Bath (a “served municipality”).

PFL’s purposes shall be, in addition to those allowed by law, to provide and promote open access to reading, cultural, intellectual and informational resources that will enrich and enlighten all segments of the community. In addition, PFL shall:

- A. Establish, maintain and operate a library for the residents of the served municipalities, as well as other card holders;
- B. Acquire and supervise real and personal property for all library purposes;
- C. Accept gifts and grants for the Library; and
- D. Perform those acts necessary or beneficial to provide quality library services.

Section 3. Exempt Organization Operation and Limitations. The Corporation shall operate on a nonprofit and tax exempt basis. Accordingly, the following special operational limitations shall control.

A. Notwithstanding any other provision of these By-Laws, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter "IRC"). The Corporation shall possess any and all powers granted to it under the laws of the State of Maine which are necessary and expedient to carry out the purposes set forth above, but shall not possess or exercise any powers or carry on any activities which would (1) cause the Corporation to be ineligible for exemption from income tax under IRC Section 501(c)(3) or any corresponding provisions of any subsequent tax laws, or (2) cause contributions to the Corporation to be ineligible for deduction under IRC Section 170(c)(2) of the Code.

B. No part of the net earnings of the Corporation or share of the Corporate assets or property upon dissolution shall inure to the benefit of, or be distributable to, any Corporator, Trustee or Officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth above.

C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in IRC Section 501(h), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a Corporation exempt from federal income tax under IRC Section 501(c)(3) of the Code or (2) by a Corporation, contributions to which are deductible under IRC Section 170(c)(2) of the Code.

E. In the event of the dissolution of this Corporation, any assets and property remaining after the payment of legal obligations and expenses of dissolution shall be distributed to one or more organizations as shall qualify under IRC Section 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose, subject to the approval of a Justice of the Superior Court of the State of Maine.

Section 4. Governance and Organization. PFL shall operate as a member organization in accordance with Title 13-B MRSA §402, although the members shall be known as "Corporators." As more fully described below, the Corporators shall elect both the governing body of the Corporation, known as the Board of Trustees, and elect the PFL Officers. The Board of Trustees shall hire and direct the actions of the PFL Library Director.

ARTICLE II CORPORATORS

Section 1. Corporator's Role. The Corporation shall have one class of members known as "Corporators," whose number shall not exceed one hundred (100) individuals. The role of each Corporator shall be established and amended from time to time as the Corporators deem necessary, and which shall be summarized in a document entitled "Role of The Corporator." The current version of the Role of The Corporator shall be attached to these By-Laws as an addendum and considered an integral part of the By-Laws.

Section 2. Corporator Qualifications and Rights. Any resident of a served municipality, who has attained the age of eighteen years and is not an employee of the Corporation, shall be eligible for election as a Corporator. Each Corporator shall be entitled to one vote on each matter submitted to a vote of the Corporators. Membership on the Corporators shall continue until terminated by resignation, death, disqualification or removal as provided herein.

Section 3. Nominations. Nominations of persons to be Corporators shall be presented either by the Board of Trustees or through a written nomination by any Corporator, provided that written Corporator nomination includes the full name and address of the proposed nominee, the Corporator's confirmation that the proposed nominee has agreed to serve if elected, and is delivered to the Library Director at least ten (10) days prior to the Annual Meeting at which the nomination is to be made. The notice of the Annual Meeting shall include a list of all persons nominated pursuant to this section by both the Board of Trustees and directly by other Corporators, and known prior to the time of the notice mailing.

Section 4. Election. At each Annual Meeting of the Corporation and upon approval of a motion by the Board of Trustees, the Corporators shall first strike from the list of Corporators the names of deceased and resigned Corporators, those who have moved from the served municipalities, and those who are otherwise removed from the list of Corporators as provided in Section 5 below. The Corporators shall then proceed to fill some or all vacancies through the election of new Corporators by an affirmative vote of the majority of the Corporators in attendance with respect to each nominated Corporator. In any circumstance in which the election of all of the nominated individuals would cause the total number of Corporators to exceed 100 in number, the votes on all nominations shall occur simultaneously, and the newly elected Corporators shall be only those who receive the greatest number of votes, provided such votes represent a majority of the Corporators present at the meeting.

Section 5. Removal and Termination of Membership. At any meeting duly called, the Corporators, by affirmative vote of two-thirds of all Corporators in attendance and upon a motion of the Board of Trustees, may suspend or expel any Corporator who has been consistently absent from past Annual Meetings or who is otherwise determined by the Corporators to have acted in a manner which is not in the best interests of the Corporation. Upon written request signed by a former Corporator and filed with the President, the Corporators may, by the affirmative vote of two-thirds of the Corporators in attendance at any meeting, reinstate any former Corporator to membership upon such terms as the Board of Trustees may deem appropriate.

Section 6. Transfer of Membership. Membership in this Corporation as a Corporator is not transferable or assignable in any way.

ARTICLE III ANNUAL MEETING OF THE CORPORATION

Section 1. Annual Meeting. The Annual Meeting of the Corporation (also referred to as the Annual Meeting of the Corporators) shall be a meeting of the Corporators held at the Library on the third Monday in October, at seven o'clock in the evening, for the transaction of all proper business of the Corporation. If a majority of the Board of Trustees determines it is advisable for purposes of facilitating attendance of the Corporators, the place or the date of the Annual Meeting of the Corporation, or both, may be changed, provided that the changed meeting date shall not be more than fourteen (14) days before or after the third Monday in October. Notice of the meeting shall be sent or delivered to each Corporator at least twenty (20) days before the meeting.

Section 2. Special Meetings. Special meetings of the Corporation may be called at any time by a majority of the Board of Trustees, or by written request of ten (10) Corporators, by giving ten (10) days' notice of the special meeting, but no business shall be transacted at such special meeting other than that which is specifically stated in the notice.

Section 3. Notice of Meetings. Notice means written or printed notice stating the place, day, and hour of any meeting of Corporators, delivered either personally, digitally, or by U.S. mail, to each Corporator entitled to vote at such meeting. In case of each special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of any meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Corporator at his or her

address as it appears on the records of the Corporation, with postage prepaid. If the notice is delivered electronically, the notice of the meeting shall be deemed to be delivered when emailed to the Corporator at his or her email address as it appears on the records of the Corporation. If such email shall be returned or is otherwise undeliverable, a written notice shall be mailed to the same Corporator within 24 hours of knowledge of a failed delivery, which mailed, written notice shall be deemed to be sufficient notice of the meeting for all purposes.

Section 4. Quorum. At all meetings of the Corporators, fifteen (15) Corporators shall constitute a quorum. If a quorum is not present at any meeting of Corporators, a majority of the Corporators present may adjourn the meeting to a specific time following further notice.

Section 5. Order of Business. The affairs of all Corporation proceedings shall be conducted in accordance with the latest issue of Robert's Rules of Order when not otherwise in conflict with its By-Laws or the statutes of the State of Maine. The order of business at the Annual Meeting of the Corporation shall be, to the extent practicable, as follows:

- a) Call to order
- b) Calling of the Roll
- c) Acceptance of the Minutes of Previous Meeting(s)
- d) Remarks of the President
- e) Removal of Corporators
- f) Election of New Corporators
- g) Report and Election of Liaison Corporator
- h) Election of Trustees
- i) Election of Officers
- j) Director's report
- k) Treasurer's report
- l) Committee reports
- m) Unfinished business
- n) New business
- o) Adjournment

Section 6. Proxies. At any meeting of Corporators, no proxy shall be recognized or valid for any purpose.

Section 7. Liaison Corporator. At each Annual Meeting of the Corporators, they may also nominate and elect an individual, from among the Corporators, who shall be entitled to attend all Corporation Trustee and committee meetings, in a non-voting, *ex-officio*, status, on behalf of the Corporators. The role of the Liaison Corporator shall be to report to the Corporators, as he or she deems necessary or desirable, on current activities and decisions of the Corporation's Board of Trustees, its various committees, and the Library Director and staff.

ARTICLE IV BOARD OF TRUSTEES

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees, which shall act as the governing body of the Corporation and shall hire and direct the actions of PFL's Library Director. The role of the trustee shall be established and amended from time to time as the Corporators deem necessary, and which shall be summarized in a document entitled "Role of The Trustee." The current version of the Role of The Trustee shall be attached to these By-Laws as an addendum and considered an integral part of the By-Laws.

Section 2. Number and Qualifications. There shall be a Board of Trustees consisting of fifteen (15) members. Twelve (12) members shall be elected by the Corporators at the Annual Meetings. Any Trustee who has served three (3) consecutive, three-year terms shall not be eligible for re-election until the Annual Meeting next following the end of said term. All Trustees to be elected by the Corporators shall be residents of served municipalities, and be Corporators at the time of their election. Among the elected Trustees there shall be, to the extent possible, at least one (1) resident of each served municipality. Three (3) additional members of the Board of Trustees shall be known as the Municipal Trustees.

Section 3. Municipal Trustees.

(A) The Chairman of the Bath City Council, or a member of the Bath City Council appointed in the Chairman's stead, shall, by virtue of his or her office, and during the incumbency of the Chairman of the City Council, be a Trustee of the Corporation with the same powers and rights as if elected by the Corporation.

(B) The Chief Elected Official of each served municipality, or a designee of the legislative body of those communities appointed by the Chief Elected Official, may serve, on a rotating basis described below, as a Trustee of the Patten Free Library with the same powers and rights as if elected by the Corporation. The above described seat on the Board of Trustees shall rotate among the eligible communities on an annual basis beginning with the community with the largest population and passing on in descending order of population until all the eligible communities shall have had representation on the Board for one year, at which time the rotation shall begin again on the same basis. The appointee will serve a one-year term commencing with the Annual Meeting of the Corporation in November.

(C) The Chairman of the Board of Directors of the Regional School Unit 1, or a member of the RSU1 Board of Directors appointed in the Chairman's stead, shall, by virtue of his/her office and during the incumbency of the Chairman, be a Trustee of the Corporation with the same powers and rights as if elected by the Corporation.

Section 4. Nominations. Nominations of persons to be elected Trustees shall be presented either by the Board of Trustees or through a written nomination by any Corporator, provided that written Corporator nomination includes the full name and address of the proposed nominee, a confirmation that the proposed nominee has agreed to serve if elected, and is delivered to the Library Director at least ten (10) days prior to the Annual Meeting at which the nomination is to be made. The notice of the Annual Meeting shall include a list of all persons nominated pursuant to this section by both the Board of Trustees and directly by other Corporators, and known prior to the time of the notice mailing.

Section 5. Election and Term. At each Annual Meeting of the Corporation, four (4) Trustees shall be elected for a term of three (3) years to fill the vacancies created by the expiration of the terms of office of those Trustees previously elected, or to fill vacancies created by other circumstances. Vacancies that occur prior to an Annual Meeting may be filled by the Board of Trustees on an interim basis until the next Annual Meeting. At the time of that meeting, a Trustee should be elected to fill the vacated position for the year(s) remaining in the original term of the departed Trustee. In any circumstance in which the election of all of the nominated individuals would cause the total number of Trustees to exceed the available vacancies, the votes on all nominations shall occur simultaneously, and the newly elected Trustees shall be only those who receive the greatest number of votes, provided such votes represent a majority

of the Corporators present at the meeting.

Section 6. Powers and Duties. The general management and operation of the Corporation shall be vested in and controlled by the Board of Trustees, which may exercise any and all powers authorized by the law and not expressly reserved to the Corporators, including the following specific powers and duties:

(A) The Board of Trustees shall see that all funds of the Corporation are safely held and invested. The Board of Trustees shall cause the accounts of the Treasurer to be audited each year in time for the Annual Meeting of the Corporation and shall lay before the Corporators a true statement of the finances of the Corporation at each of its Annual Meetings.

(B) The Board of Trustees may authorize any Officer or Officers, agent or agents, or the Library Director of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

(C) The Board of Trustees shall from time to time fix and determine the hours that the Library shall be open.

(D) The Board of Trustees may appoint committees, employ, or authorize any Officer to employ, any persons necessary to conduct the business of the Corporation.

(E) The Board of Trustees may appoint an Executive Committee from its members to conduct the business of the Corporation between meetings of the Board of Trustees, provided that all transactions of the Executive Committee shall be reported at the next Board meeting and incorporated into the records of such meeting.

(F) The Board of Trustees shall ensure that, in accordance with Title 13-B MRSA §701, no employee of the Corporation may be terminated for contacting a Trustee or Trustees, and shall take no action which would preclude contact between employees of the Corporation and Trustees.

Section 7. Removal. The Board of Trustees may remove any Trustee from office and declare it vacant whenever in its judgment the best interests of this Corporation will be served thereby. The Trustee will be afforded an opportunity to be heard. Notice of the purpose, time and place of the meeting shall be given to each Trustee. The action must be by a vote of two-thirds of the other Trustees.

ARTICLE V MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Annual Meetings. An Annual Meeting of the Board of Trustees for the conduct of business shall be held within 30 days of the Annual Meeting of the Corporation at such a place as the President may designate.

Section 2. Regular Meetings. Regular meetings of the Board of Trustees shall be held, without further notice, at such time and place as the Board of Trustees may establish by resolution from time to time.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be called by the President or by any four (4) Trustees.

Section 4. Quorum. Eight (8) Trustees shall constitute a quorum. If a quorum is not present at any meeting of Trustees, a majority of the Trustees present may adjourn the meeting to a specific time following further notice.

Section 5. Voting. At all meetings of the Board of Trustees, each Trustee shall have one vote.

Section 6. Action by Consent. Any action by the Trustees may be taken without a meeting if a written consent thereto is signed by all the Trustees and filed with the records of the Trustees' meetings. Such consent shall be treated as a vote of the Trustees for all purposes.

Section 7. Electronic and Telephone Meetings. Members of the Board of Trustees or of any committee may participate in a meeting of the Board or of such committee by means of any electronic media, telephone or similar communications equipment through which all persons participating in the meeting can hear each other. Participating in a meeting by telephone, electronic media or other communications equipment shall constitute presence in person at the meeting.

Section 8. Meeting Participation by Others. Corporators shall be welcome to attend all meetings of the Board of Trustees, but shall not be allowed to participate in or speak to matters considered by the Board of Trustees, unless invited to do so, in each instance, upon motion duly approved. Although the Treasurer is not a Trustee, he or she may nevertheless participate in all matters to come before the Board of Trustees, but shall not vote.

ARTICLE VI OFFICERS

Section 1. Officers and Qualifications. The Officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Each Officer, except the Treasurer, shall be a Trustee at the time of his or her election.

Section 2. Election and Term. The President, Vice- President, Secretary and Treasurer shall be elected each year at the Annual Meeting of the Corporation upon oral nominations by the Board of Trustees or any Corporator. Each nominee shall either be in attendance at the meeting or provide sufficient written confirmation that, if elected, he or she is willing to serve in the elected capacity and fulfill the duties of the office. Each Officer shall hold office until his or her successor has been duly elected and qualifies, but in no event shall the term of the office of the President exceed four consecutive one-year terms.

Section 3. Vacancies. Vacancies may be filled by the Board of Trustees until the next Annual Meeting.

Section 4. Powers and Duties. The Officers of the Corporation shall exercise their powers and duties in good faith with view to the interests of the Corporation and with that degree of diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions. Each Officer shall have the powers, duties and functions provided by law and as may be delegated or prescribed for him or her by the Board of Trustees, including specifically the following:

A. The President acts as the Chairperson of the Board of Trustees and shall act as the chief executive in all work and policies of the Corporation. The President shall preside at all meetings of the Trustees and the Corporation at which he or she is present, report at the Annual Meeting of the Corporators on the condition of the Corporation, cause to be called regular and special meetings of the Trustees in accordance with the requirements of statute and of these By-Laws, in conjunction with the Treasurer sign all contracts, notes and checks in the name of the Corporation (or delegate the authority to do so to the Library Director), enforce these By-Laws, perform all the duties incident to his or her office which are required by law, and, generally, shall manage the affairs of the Corporation consistent with policies developed by the Board of Trustees.

B. The Vice President shall discharge the duties and obligations and be vested with the power and authority of the President in the President's absence.

C. The Secretary shall have the care and custody of the books and records of the Corporation. He or she is responsible for a true and accurate recording of the minutes, actions, resolutions and transactions of the Board of Trustees and the Corporators, unless another secretary of each meeting is appointed. He or she shall certify the transactions of the Corporation in whatever form may be required to authenticate its affairs. He or she shall further perform all duties incident to the office of Secretary of the Corporation, including making such reports as the Board of Trustees and Corporators may require, and discharging such other duties as the Board of Trustees may impose.

D. The Treasurer shall have the care and custody of and be responsible for all the funds of the Corporation, and shall deposit such funds and any securities in the name of the Corporation in such banks, savings institutions or brokerage accounts as the Board of Trustees may designate. He or she shall, in conjunction with the President, make, sign and endorse in the name of the Corporation all checks and notes (or delegate the authority to do so to the Library Director), and pay out and dispose of such funds as directed by the President or Board or Trustees. He or she shall make, sign and endorse any applications for loans or advances to the Corporation at its direction. He or she shall keep accurate books and records of account for all the business transactions of the Corporation, which records shall remain, at all times, the property of the Corporation. He or she shall render a full financial report of the business affairs and standing of the Corporation to the Corporators at the Annual Meeting. He or she shall further perform all duties incident to the office of Treasurer of the Corporation and such further duties relating to the financial affairs of the Corporation as may be assigned by the Board of Trustees.

E. Other Powers and Duties. Each Officer shall be subject to these By-Laws and have, in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his or her office, and such duties and powers as the Trustees may from time to time designate.

Section 5. Removal. Any Officer elected by the Corporators, or appointed by the Board of Trustees in the case of a vacancy, may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served by his or her removal. The Officer being removed will be afforded an opportunity to be heard. Notice of the purpose, time and place of the meeting shall be given to each Trustee. Any Officer removal action must be by a vote of two-thirds of the Trustees.

ARTICLE VII COMMITTEES

The Board of Trustees may create executive, standing and special committees with such powers and duties as the Board may determine. The Trustees may, by vote of a majority of the Trustees then in office, also delegate thereto some or all of their powers, except those which by law, the Articles of Incorporation, as may be amended, or these By-Laws, they are prohibited from delegating. Except as the Trustees may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Trustees or in such rules, its business shall be conducted as nearly as may be in the same manner as if provided by these By-Laws for the Trustees.

ARTICLE VIII INDEMNIFICATION

The Corporation in all cases shall indemnify any person who shall be threatened with or become a party to any suit or proceeding, whether civil, administrative or criminal, by reason of the fact that he or she is or was a Trustee or Officer of the Corporation, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such suit or proceeding. No indemnification shall be provided for any person with respect to any matter as to which he or she has been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of PFL or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Indemnification shall be made by the Corporation upon a determination by Board of Trustees that indemnification is proper under the circumstances.

ARTICLE IX SPECIFIC PROPERTY SUPPORT AND GIFT PROVISIONS

Section 1. All books, maps, charts, and other literary works, materials and scientific apparatus of the Corporation shall be free to the use of all the citizens of the City of Bath and those communities which contribute to the support of the Patten Free Library at the same per capita level as the City of Bath without charge, under such rules and regulations as may be established from time to time by the Board of Trustees, and best calculated to preserve the property and promote the usefulness of the same, and not inconsistent with the By-Laws or amendments thereof.

Section 2. All the proceeds and increase of the gift of Galen C. Moses of February 22, 1887, not necessary for the construction, fitting and furnishing of the new library building, may be devoted, in connection with any future gift or grant, to the purchase of maps, charts, literary works or scientific apparatus, and to enlarging, repairing and embellishing the library building; but not over forty percent of any such gifts shall be invested in works of fiction, unless otherwise specifically provided by the donor.

Section 3. The Board of Trustees may receive, and formally accept if deemed necessary, all forms of property and donations for the use and benefit of the Corporation, provided that the same are not accompanied by any conditions or limitations inconsistent with these By-Laws.

Section 4. No enlargement or substantial alteration may be made to the new library building (gift of Galen C. Moses) when completed without the consent of the Corporators expressed at

the Annual Meeting of the Corporation or at some special meeting called for that purpose.

ARTICLE X AMENDMENTS

These By-Laws may be amended, altered, repealed and new By-Laws adopted by the Corporators at any meeting by a two-thirds vote of the Corporators present, provided written notice of the proposed action is mailed or given to each Corporator at least twenty (20) days before the date of the meeting, and provided further that no additions, alterations or amendments shall be made thereto inconsistent with the provisions of the deed of the gift of Galen C. Moses to the Corporation dated February 22, 1887, or incompatible with maintaining and increasing in the City of Bath a non-partisan and non-sectarian library free of charge to all its citizens.

Amendment History:

Restated November 10, 2008

Revised November 17, 2014

Revised October 19, 2015