

TIVERTON LIBRARY FOUNDATION, INC.
BY-LAWS

ARTICLE I
MISSION

Tiverton Library Foundation, Inc. is organized as a not for 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 34 Roosevelt Avenue, 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 number not fewer than five (5) nor more than eleven (11) members. The Library Director will be an ex-officio member of the Board with all rights and responsibilities, except voting privileges.

Section 2: Election and Term of Office

Directors shall be elected at the Annual Meeting of Tiverton Library Foundation, Inc. by majority vote to a term of three (3) years. Such terms shall be staggered so that no more than one-third of the terms shall expire at the same time. A nominating committee shall be appointed by the Chair, and at the November meeting shall propose a slate of Directors and Officers to serve the Board.

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, and to designate any place for the holding of any Directors' meetings.

D) To elect the Officers and the new members of the Board of Directors at the Annual Meeting of Tiverton Library Foundation, Inc.

E) To borrow funds on such terms and conditions as approved by the Board by majority vote, and to pledge the assets of the corporation to secure said loan and to designate such officers and/or Directors to sign said documents as required by lender.

Section 4: Vacancies

Any vacancy or vacancies resulting from any cause other than the expiration of the term of office shall be filled by majority vote of the remaining Directors. 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 monthly. At its discretion the Board may decide to omit a regular meeting.

Section 7: Special Meetings

Special meetings of the Board of Directors may be called by the Chair or by a majority of the Directors, with at least five (5) day's notice. 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 in office at that time. Only Directors present at the meeting shall be allowed to vote on business presented at 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. As a courtesy, 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 Chair, Vice-Chair, Secretary, and Treasurer, and other such Officers as the Board of Directors may deem necessary. 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: Chair

Subject to the control of the Board of Directors, the Chair shall have general supervision, direction, and control of the business and affairs of Tiverton Library Foundation, Inc. The Chair 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-Chair

In the absence or disability of the Chair, the Vice-Chair shall perform all the duties of the Chair, 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, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. As a courtesy, 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(s) or financial institution(s) 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. The Treasurer shall provide updated financial reports at the regular meetings.

ARTICLE VI
OPERATING COMMITTEES

The Chair 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 Chair of the Board as said committees are appointed.

ARTICLE VII
FISCAL YEAR

The fiscal year of Tiverton Library Foundation, Inc. shall be January 1 to December 31.

ARTICLE VIII
EXECUTION OF DOCUMENTS

Section 1: Contracts and Agreements

The Board of Directors, except as otherwise provided in these By-Laws, may authorize by majority vote 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 agreement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

Section 2: Checks, Invoices, and Drafts

All checks, invoices, 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, or agent or agents 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, employee or agent of the Foundation shall be disclosed to the Board of Directors and recorded in the Minutes.

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 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. However, the ownership of a non-controlling 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
CONFIDENTIALITY AGREEMENT

At the first meeting of the new fiscal year, all Board members will initial a copy of the Confidentiality Agreement, and the Secretary will keep it with the Minutes. If a new member joins during the year, that member will initial the Agreement at his/her installation. During the course of serving on the Tiverton Library Foundation, Board Members may have access to confidential information pertaining to donors, consultants, Tiverton Library Services and its employees, or other Foundation business. For example, Board Members have a responsibility to know the identity of and amounts donated by donors who wish to remain publicly anonymous. It is understood and agreed to that the Board members will keep all such information confidential both during and after serving on the Board.

ARTICLE XI
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. Indemnification will be provided if that person conducted himself or herself in good faith and he or she reasonably believed that his or her conduct was in the best interests of the Foundation and that he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XII
EQUAL OPPORTUNITY

The Foundation is committed to the principle of equal opportunity in education and employment. The Foundation does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, genetic information, veteran status, ancestry, or national or ethnic origin in the administration of its policies, programs, and activities.

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 and the Articles of Incorporation may be made by a majority 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

In the event of dissolution of the Tiverton Library Foundation, the Board of Directors, after paying and making provisions for the payment of all liabilities, shall distribute all the assets of the corporation to the Tiverton Public Library. If this Library is no longer in existence, assets will be distributed to its successor not for profit public library, or if neither is in existence, to an organization recognized as a 501(c)(3) organization by the Internal Revenue Service (or corresponding section of any future tax code), or to a local, State, or Federal government for a public purpose.

ARTICLE XV
OTHER PROVISIONS

No 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 or in opposition to any candidate for public office.

Approved by Board of Directors
Tiverton Library Foundation, Inc.

Signature _____

Name _____ Title _____

July 24, 2008, amended August 20, 2013