

**BY-LAWS
of the
SOUTH THOMASTON LIBRARY AND COMMUNITY CENTER AUXILIARY**

ARTICLE I

Name. Seal. Purpose and Location

1. Name. The name of the corporation shall be the South Thomaston Library and Community Center Auxiliary (the “Corporation”) or such other name as is set forth in the Articles of Incorporation (as amended from time to time) filed with the Maine Secretary of State.
2. Seal. The Corporation may have a seal of such design as the Board of Directors may adopt.
3. Purpose. The purposes of this Corporation shall be as set forth in the Articles of Incorporation as the same may be amended from time to time. As of the date of adoption of these Bylaws, the Corporation's purposes are as follows:
 4. The Corporation has been formed under the Maine Nonprofit Corporation Act, 13-B M.R.S.A. §§ 101 et. seq. (the “Act”) and is organized and at all times shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor corresponding provisions of federal tax law (the “Code”), including, without limiting the foregoing, to encourage public support and to solicit funding to aid the Town of South Thomaston’s efforts to plan for and construct a library and community center at the site of the former Gilford Butler School in said town (“ Project”).
5. Powers. The Corporation shall have all the rights, powers and privileges appertaining to nonprofit corporations of a similar nature organized and existing under the laws of the State of Maine or as otherwise limited by the Corporation’s Articles of Incorporation, these Bylaws, and the Board of Directors and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation; provided, however, that:
 - 1) Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed to the Town of South Thomaston, Maine, a municipal corporation, to be used for public purposes.

- 2) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered by private individuals for the Corporation in carrying out one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Compensation shall not be paid to directors or officers, except that reimbursement may be paid for expenses incurred in conducting the business of the Corporation (for example, mileage reimbursement).
- 3) The Corporation shall be an equal opportunity and affirmative action employer, and shall not discriminate on the basis of age, race, religion, color, creed, sex, sexual preference, handicap, financial status, or national origin:
- a) in the persons served or in the manner of service; or
 - b) in the hiring, assignment, promotion, salary determination, or other conditions of staff employment; or
 - c) in membership of the Board of Directors.
- 4) The Corporation shall neither have nor exercise any power nor shall engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or (2) as a corporation to which contributions are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954, as amended.
6. Location. The Corporation shall be and is located and shall have its principal office at South Thomaston, County of Knox, State of Maine.
7. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of such Code, and to which contributions are deductible under Section 170(c)(2) and 2055(a)(2) of the Code which is other than a private foundation as defined in Section 509(a) of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation provided that the Corporation shall have the power to make an election under Section 501(h) of the Code. Likewise, the Corporation shall not participate or intervene in any manner or to any extent in any political campaign on behalf of

any candidate for public office. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an exempt organization under Section 501(c)(3) of the Code and regulations thereunder as they now exist or as they may hereafter be amended.

ARTICLE II

Membership

1. Membership. Unless otherwise designated in the Articles of Incorporation, the Corporation shall have no Members.

ARTICLE III

Board of Directors

1. Number, Elections, Term of Office. The business of the Corporation shall be managed by a Board of Directors. The number of Directors shall be fixed by the Board within the range set forth in the Articles of Incorporation as the same may be amended from time to time; provided, that at no time shall the number of Directors be less than five (5), and no decrease in number shall have the effect of shortening the term of any incumbent Director. As of the date of adoption of these Bylaws, the minimum number of Directors on the Board shall be five (5) and the maximum number of Directors on the Board shall be seven (7). Appointments to the Board of Directors shall be made as follows:
 - a) The incorporator of the Corporation shall, following the formation, of the Corporation, appoint seven (7) initial Directors with staggered terms from one (1) to three (3) years. The incorporator shall designate, at its discretion, two (2) of such initial Directors as nominated by the Select Board (the "Select Board") of the Town of South Thomaston (the "Town"), one (1) Director who is a member of the Select Board, as nominated from its membership, three (3) Directors as nominated by the Library and Community Center Facilities Committee (the "Library Committee") of the Town (the "Library Committee") and one (1) such initial Director as nominated by the Town's Library Director (the "Library Director"). Upon expiration of the terms of the initial Directors, the person or group, whether it be the Select Board, Library Committee, or Library Director, that was originally designated as nominating the Director to that seat shall nominate a new Director to that seat and such seat shall be filled upon approval of such nominee by the Board of Directors.

2. Quorum. At any meeting of the Board of Directors, a simple majority of Directors constitutes a quorum for the transaction of business. The Board of Directors shall act by majority vote of those present and voting.
3. Annual Meeting. The annual meeting of the Board of Directors of the Corporation shall be held at the date, time and location to be determined by the President, but no later than ninety (90) days after the close of the fiscal year. Appropriate public notice of at least seven (7) days shall be given of the time, date and location of said annual meeting.
4. Meetings. The Board of Directors may provide by resolution for regular meetings at a time and place designated in such resolution. Special meetings of the Board may be called by or at the request of the President or any three (3) Directors. Meetings may be held in person, virtually, or in a hybrid fashion so long as all Directors and interested members of the public have equal opportunity to attend. The members of the Select Board shall also be given notice of any meeting of the Board of Directors and the opportunity to attend the same.
5. Open Meetings and Records. Although the Corporation is not a public entity, all meetings of the Board of Directors shall be conducted as if bound by Maine's Freedom of Access Act (FOAA), 1 M.R.S. §§ 401 *et. seq.*, including, without limitation, that all official meetings of the Corporation, regardless of the manner in which conducted, shall be open to the public and noticed as required under the FOAA, and that all documents of the Corporation that are deemed public records under the FOAA are subject to public inspection and copying. All records of the Corporation, regardless of any otherwise applicable exemption under the FOAA, shall be open to examination upon reasonable notice by the Select Board, the Town's Administrator, or by any auditor or attorney contracted by the Town. Attendance of a quorum of the Board of Directors at an event, function or meeting shall not be considered a meeting for the purposes of this paragraph unless official votes or business of the Corporation will be transacted.
6. Meetings by Remote Communications Technology. Subject to the provisions of the Act and these Bylaws a meeting of the Board of Directors, or any committee of the Board, may be held by means of conference telephone or other remote electronic communications system, including videoconferencing technology or the Internet, provided that the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in a meeting by such means shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.
7. Notice. Notice of all meetings shall be provided to all Directors and the Select Board no less than five (5) days and no more than thirty (30) days prior to such meeting. Special meetings shall be held upon notice sent by mail or

communicated by telephone or email not less than five (5) days before the meeting, except where such notice is not practicable due to emergent circumstances. Any Director or member of the Select Board may waive notice of any meeting. Attendance of a Director or member of a Select Board at a meeting shall constitute a waiver of notice of such meeting, except where a Director or a member of the Select Board attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

8. Resignation, Removal and Vacancies. Any Director may resign at any time by giving written notice of such resignation to the President, or, if such Director is the President, to the Secretary. A Director may be removed, with or without reason, by the person or group that nominated such person to the seat by delivering written notice to such Director and to the other members of the Board of Directors. Unless the written notice specifies a later effective date, the resignation or removal shall be effective when the notice is delivered. Vacancies shall be filled by nomination in the same manner in which the Director was initially appointed, followed by appointment by the Board of Directors. Vacancies shall be filled for the duration of the resigned Director's term.

ARTICLE IV Officers

1. Numbers. The officers of the Corporation shall be a President, a Treasurer, and a Secretary of the Board of Directors. The officers shall be elected by the Board of Directors from among the Directors, provided no Director shall hold more than one officer position at one time.
2. President. The President shall be the chief operating officer of the Corporation, shall sign all legal documents on behalf of the Corporation, to the extent so authorized by the Board of Directors, shall perform all duties incidental to the office and advise such actions as may be deemed likely to increase all usefulness of the Corporation. The President shall preside at all regular and special meetings of the Board and may call such special meetings as may be deemed likely to increase the usefulness of the Corporation.
3. Treasurer. The Treasurer shall perform such duties as may be delegated to that office by the Board of Directors or the President. The Treasurer shall be bonded once the financial holdings of the Corporation exceed \$50,000.
4. Secretary. The Secretary shall conduct the official correspondence, preserve all books, documents and communications, keep and maintain accurate records of all the proceedings of the Board of Directors, and perform all other duties incidental to the office, subject to the discretion of the Board of Directors. The Secretary shall submit copies of minutes of any meeting of the Board of Directors to the Town's Clerk. At the expiration of the Secretary's term of office, the Secretary

shall deliver to the Board of Directors all books, papers, records and property of the Corporation.

5. Resignation, Removal and Vacancies. Any officer may resign at any time by giving written notice of such resignation to the President, or, if the President is resigning, to the Secretary. An officer may be removed, with or without reason, by a majority vote of the Board of Directors by delivering written notice to such office. Unless the written notice specifies a later effective date, the resignation or removal shall be effective when the notice is delivered. Vacancies in the offices may be filled by a majority vote of the Board of Directors.
6. Compensation. Officers shall serve without compensation.
7. Terms and Duration. All officers shall be elected annually by the Board of Directors. Officers may be appointed on an interim basis if so designated by vote of the Board of Directors.

ARTICLE V

Agents, Representatives and Committees

1. Appointment. The Board of Directors may appoint such agents, representatives and committees of the Corporation with such powers to perform such acts on behalf of the Corporation as the Board may see fit.
2. Standing Committee. The Board of Directors may appoint one or more committees of the Board as it deems appropriate to have such powers, purposes, and authority as authorized by the Act and determined by the Board.

ARTICLE VII

Fiscal Authority and Fiscal Year

1. Fiscal Authority. In furtherance of the purposes of the Corporation, the Board of Directors shall have the power to accept grants or donations of money or personal property, and to perform such other acts and duties as may be legal and necessary in furtherance of the purposes of the Corporation. The Corporation shall not have authority to take any action that shall be binding in any way upon the Town, unless duly authorized by the Board of Selectmen or, where required, by town meeting.
2. Fiscal Year. The fiscal year of the Corporation shall commence on July 1st of each year and end on June 30th of the following year.
3. Fundraising. The Corporation shall provide quarterly financial reports to the Town's Clerk regarding fundraising and expenses for the completed quarter. All

funds raised by the Corporation, net of reasonable operating expenses of the Corporation, shall be used for the Project. The Corporation shall ensure that all donors to the Corporation are made aware that funds raised by the Corporation will be used, net of reasonable operating expenses, for the Project, including by paying over to the Town such funds for use toward the Project within the discretion of the Town's Select Board.

4. Conditional Grants. The Corporation shall not accept conditional grants, other than the condition that such grant be used for the Project, unless the Select Board has agreed by vote to accept the terms of any conditions imposed.

ARTICLE VIII

Indemnification

1. Indemnification. The Corporation may indemnify any Director, officer, agent or employee of the Corporation and may purchase insurance against liability of any such person to the extent permitted by 13-A M.R.S.A. section 719.

ARTICLE IX

Dissolution

1. Dissolution. Dissolution of the Corporation shall be immediately commenced upon a vote by the Board of Directors after receiving approval of such dissolution by the Select Board. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to the Town to use for a public purpose. Alternatively, the assets may be distributed to one or more organizations which the Board of Directors then determines is qualified both as an exempt organization under Section 501(c)(3) of the Code and is engaged in activities that further the Project or an alternative project for a community center and/or library facility in the Town. The Board of Directors shall take all necessary actions to terminate the Corporation under the Act.

ARTICLE X

Amendments

1. Amendments. These By-Laws may be amended by a majority vote of the Board of Directors, and upon approval by the Select Board, provided that proposed amendments, alterations or repeals shall be plainly stated in the call for the meeting at which they are to be considered.

ARTICLE XI

Effective Date

1. Effective Date. These By-Laws shall take effect from the time of their adoption by the Board of Directors at the organizational meeting of the Corporation.

Approved on: _____

Secretary

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