

**South Thomaston Library
and Community Center Auxiliary
Board of Directors (BOD) Meeting Notice
4:00 PM – February 26, 2024 - South Thomaston Town Office
Agenda**

<https://us02web.zoom.us/j/84075864365?pwd=R0d2TDFkdHFfZWhsbjJlS05hRXZNdz09>

- I. Call to Order
- II. Acceptance of Minutes of 1/22/2024
- III. Communication Protocols Regarding Emails
- IV. Treasurers Report
 - a. Update Regarding Directors Insurance
 - b. Update Regarding IRS Code 501(c)(3) Status
- V. Update on Little Green Light Software
- VI. Grant Applications
- VII. Discuss Draft of Case Statement (Not sure if this needs to be included)
- VIII. Consider Enactment of Proposed Bylaw Amendments (Proposed amendments are attached and posted with this agenda)
 - a. Amending Article I to require a code of ethics policy
 - b. Amending Article III,1,
 - c. Amending Article III, 5
- IX. Discuss Donation Form
- X. Open Discussion Regarding Fund Raising Strategies.
- XI. Other Business
- XII. Schedule Next Meeting
- XIII. Adjourn

Board of Directors – John Spear, President Sandy Weisman, Secretary
Barbara Reitz, Treasurer Sheryl Dacso, Member Erv Curtis, Member
Rhonda Nordstrom, Member Vacant, Member

The South Thomaston Library and Community Center Auxiliary is a private non-profit corporation currently seeking 501(c)(3) status under the IRS code. Auxiliary Board of Directors meetings are open to the public.

**Proposed Amendments to the Bylaws of the South Thomaston Library
and Community Center Auxiliary for consideration at the Auxiliary's
Board of Director's meeting scheduled for 4:00 PM, February 26, 2024**

Proposed Amendment # 1

Add the following language as Article I, 8

“Conflict of Interests *The Board of Directors of the Corporation, within 45 days of approval of this bylaw amendment by the South Thomaston Selectboard, shall adopt a conflict of interest policy which the Board of Directors may amend from time to time.*

Proposed Amendment # 2

Add the following language as Article III 1, b

b) Notwithstanding Article III, 1, a, if after 120 days of appointment by the incorporator of a majority of initial Directors, the person or group designated by III, 1, a, fails to nominate the number of initial directors they are empowered to nominate, the Board of Directors may appoint Directors to those seats and establish the terms. After 60 days of the expiration of the terms of the initial Directors, if the person or group designated by III 1, a, fails to nominate the number of Directors they are empowered to nominate, the Board of Directors may appoint Directors to those seats and establish the terms.

Add the following sentence to Article III, 8, between the words “Directors” and “Unless”
This removal authority shall not apply to Directors appointed by the Board of Directors pursuant to Article III, 1, b.

Add the following sentence to Article III, 8, before the last sentence.

After 60 days of the creation of a vacancy if the person or group designated by III, 1, a, fails to nominate a nominee to the vacancy they are empowered to nominate, the Board of Directors may appoint a Director to the vacant seat.

In the last sentence of Article III, 8, strike the word “resigned” and replace it with the word “previous”.

Proposed Amendment # 3

At the end of Article III, 5, insert the words “Personal information held by the Corporation, including, but not limited to, names, birthdates, social security numbers and similar identifiers, marital status and other familial and personnel relationship information, financial and tax information, physical and email addresses, phone numbers, donation and pledge amounts, regarding its Directors, employees, donors or potential donors, shall not be deemed a public record”.

