

TIVERTON LIBRARY FOUNDATION, INC.
BY-LAWS

ARTICLE I
MISSION

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

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

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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

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 Agfoinpp15(fo)2(in)2((in)2((2(o)itia)6(g)12(r).758w7) o ak-1

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
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