



BY-LAWS of The Howe Library Corporation

ARTICLE I Name, Mission, Location, and Fiscal Year

Section 1. Name. The name of this Corporation is the Howe Library. It was incorporated by a special act of New Hampshire Legislature Laws of 1899 Chapter 215.

Section 2. Mission. The Mission of the Howe Library Corporation is to galvanize community support to enhance the Howe Library facilities, programs, and collections beyond what can be expected from tax revenues from the Town of Hanover.

Section 3. Principal Office and Place of Business. The principal office and place of business of the Corporation shall be Hanover, Grafton County, New Hampshire.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July in each year and end at midnight on the last day of June in the following year.

Section 5: The Corporation operates under a “Statement of Understanding” between The Howe Library Corporation and the Town of Hanover that is reviewed on a periodic basis.

ARTICLE II Members of the Corporation

Section 1. Election. There shall be not fewer than 100 members of the Corporation. One or more persons may be elected a member or members of the Corporation at any annual meeting, by not less than two-thirds of the votes cast. At least 75% of the members of the Corporation shall be residents of Hanover.

Section 2. Duties of the Members of the Corporation. At each annual meeting, the members of the Corporation shall elect, by a majority vote of those present, such number of Trustees and members of the Nominating Committee as may be required to fill the vacancies on the Board of Trustees and Nominating Committee as hereinafter provided. In addition, the members of the Corporation shall elect new Corporation members as stipulated in Article II, Section 1. Members of the Corporation shall conduct such other business as may lawfully come before the meeting.

Section 3. Annual Meetings of the Members of the Corporation. The annual meeting of the Corporation shall be held in the fall at Hanover, New Hampshire, at a convenient hour and place as the Trustees may designate. Notice of the annual meeting shall be sent to each member of the Corporation at his or her usual place of business or residence at least three weeks before such meeting.

If from neglect or other cause the annual meeting shall not be held as above provided, it shall be held at a subsequent time as agreed upon by the Trustees upon notice as specified above.

Section 4. Special Meetings. Special meetings of the Corporation may be held, upon written application to the Secretary by the Chair, by any three members of the Board of Trustees, or by any five members of the Corporation, setting forth the object or objects of the meeting. Notice shall be given in the same manner as provided for notification of annual meetings.

Section 5. Quorum. Thirty members of the Corporation shall constitute a quorum for the transaction of business at any annual or special meeting. Unless otherwise provided, action shall be taken by majority of the votes cast.

Section 6. Nominating Committee:

Selection. There shall be a Nominating Committee of the Corporation consisting of the Board Chair, ex-officio, and three other members, one of whom shall be elected each year by the Corporation at its Annual Meeting for a term of three years. Prior to the annual meeting, the Board of Trustees shall nominate one candidate who is a member of the Corporation and who is not a member of the Board of Trustees, to the Nominating Committee. The terms of the elected members of the Nominating Committee shall be arranged so that the term of one expires each year. Any vacancy created on the Nominating Committee when a duly elected member is unable to serve shall be filled by vote of the Board of Trustees, and the replacement shall serve until the next annual meeting of the Corporation. Any member of the Corporation may present a nomination or nominations for the Nominating Committee provided such nomination or nominations have been presented to the Secretary of the Trustees in writing at least 10 days prior to the annual meeting.

Responsibilities: The Nominating Committee shall nominate members of the Corporation and the Board of Trustees and may establish such rules and procedures for the presentation and consideration of names as it from time to time considers in the best interest of the Corporation. Notification of nominations from the Nominating Committee shall be provided to members of the Corporation in the same manner as notification for annual meetings. Any member of the Corporation may present a nomination or nominations for the Corporation and the Board of Trustees provided such nomination or nominations have been presented to the Secretary of the Trustees in writing at least ten days prior to the annual meeting.

ARTICLE III Board of Trustees

Section 1. Number and Term. Each candidate for the Board of Trustees with the exception of the designated representative of the Hanover Town Selectmen must be a member of the Corporation before being nominated. There shall be no fewer than eleven nor more than fifteen Trustees. At least 75% of the members of the Board shall be residents of Hanover. The Board of Selectmen for the Town of Hanover, New Hampshire, may appoint one of its members as a Trustee of the Corporation. The

Trustee appointed by the Selectmen shall be a full member of the Board, but his or her term shall continue only while he or she is a member of the Selectmen and at the Selectmen's pleasure. The number of Trustees shall be uneven to avoid tied votes. The full term of a Trustee shall run from the time of his or her election for a period of three years until the third ensuing annual meeting and thereafter until his or her successor is elected. A Trustee appointed to fill a vacancy shall serve until the next annual meeting of the Corporation at which time he or she may be elected to complete the term of the Trustee replaced. A Trustee shall be eligible for election to no more than two consecutive three-year terms. A Trustee shall be eligible for re-election one year after leaving the Board.

Section 2. Duties and Powers of Trustees. The duties of the Board of Trustees are to manage and oversee the assets, activities, and policies of the Corporation, and to provide guidance and advice to the Library as requested by the Library. The Board of Trustees shall be responsible for the performance of any obligation imposed on the Corporation by existing U.S. or N.H. law and any amendments thereto. The Trustees shall have and shall exercise all powers of the Corporation except such as are conferred upon members of the Corporation by such laws and by any other provisions of these By-Laws.

Section 3. Committees. Standing Committees of the Board of Trustees shall include an Executive Committee, Governance Committee, Finance Committee, and Development Committee. The Standing Committee Chairs shall be members of the Board of Trustees, appointed by the Board Chair. At the first meeting of the Trustees following the annual meeting, the Board of Trustees shall designate Standing Committee members for the upcoming year. Executive and Governance Committee members are members of the Board of Trustees. Finance and Development Committee chairs may designate one or more committee members from among the members of the Corporation, or the wider community. Each committee shall keep written records of its activities and shall report its activities to the Board of Trustees in a timely manner.

- a.) Executive Committee. The Executive Committee shall consist of the Board Chair, acting as Committee Chair, Vice Chair, Treasurer, Secretary, and additional Trustees as may be deemed necessary by the Board Chair. The Executive Committee shall perform such duties as are delegated to it by the Board of Trustees, and further may act on behalf of the Board when, in its opinion, an action must be taken in the best interests of the Corporation before approval of the whole Board can be obtained.
- b.) Governance Committee. The Governance Committee shall consist of a Chair and at least two other members. Subject to the direction of the whole Board of Trustees, the Governance Committee shall recommend revisions or additions to the By-Laws as needed. The Governance Committee shall act as the nominating committee for the election of Board officers.
- c.) Finance Committee. The Finance Committee shall consist of the Committee Chair, Board Chair, the Treasurer, and at least two other members. Subject to the direction and authorization of the Board of Trustees, the Finance Committee shall oversee the assets of the Corporation.
- d.) Development Committee. The Development Committee shall consist of a Chair and at least two other members. In collaboration with the Finance Committee, the Development Committee

sets fundraising goals and works to assure the fiscal health of The Howe Library Corporation through philanthropy and fund development.

e) Designated Committees: The Board of Trustees may, by affirmative action of the majority of the Board of Trustees, from time to time designate one or more additional committees. The Board Chair shall appoint the Chair of each such designated committee. Committee members, where appropriate, may include members of the Corporation and wider community.

Section 4. Vacancies. Any vacancy created when a duly elected Trustee can no longer serve, may be filled by the vote of a majority of the remaining Trustees. This same replacement procedure shall also apply if a vacancy occurs in the Executive Committee. Trustees appointed to fill a vacancy shall serve until the next annual meeting of the Corporation and will then be eligible for election to serve two 3year terms.

Section 5. Meetings of Trustees. A meeting of the Trustees shall be held following the final adjournment of the annual meeting of the Corporation. At least four regular meetings of the Trustees shall be held during the fiscal year, at such time and place as the Trustees may designate. Special meetings of the Trustees may be called by the Chair or the Secretary, and in addition, may be called upon by petition of any three Trustees addressed to the Secretary.

a.) Notice. Notice of Trustees meetings shall be given by the Secretary not less than five days before the date of the meeting. No notice shall be required for the first meeting after the Corporation meeting, if it is held on the same day as the Corporation meeting. Attendance by a Trustee at a meeting shall constitute a waiver of notice except when a Trustee attends a meeting for the express purpose of objecting to the transaction of any business, because such special meeting is not lawfully convened. Neither the business to be transacted at, nor the purposes of, any special meetings of the Trustees, need be specified in the notice, or waiver of notice, of such meeting.

b.) Quorum. Except as otherwise provided, a majority of the whole Board shall constitute a quorum for the transaction of business at any meeting of the Trustees. Less than a quorum shall have the power to adjourn a meeting, until a quorum shall be present. Unless otherwise provided, action shall be taken by a majority of the votes cast.

c.) Attendance at Meetings. Failure to attend three consecutive or half of the regular meetings of the Trustees during a fiscal year may be deemed a resignation on the part of a Trustee. However, Trustees who must be away from Hanover for an extended period of time may request a leave of absence.

Section 6. Contracts. The Board of Trustees may authorize and empower agents of the Corporation or any officer or officers of the Corporation to execute and deliver any and all papers or documents or to do any other acts on behalf of the Corporation including any dealings with Governmental authority.

Section 7. Conflicts of Interest. The Board of Trustees shall adopt a Conflict of Interest Policy in accordance with requirements of the State of New Hampshire and with such other provisions as the

Board deems appropriate not inconsistent with the requirements of State law. Notwithstanding any other provision of these Bylaws, any vote on an issue involving a Board member or officer with a conflict of interest shall be by a two-thirds vote of the disinterested trustees and shall otherwise be in compliance with the Conflict of Interest Policy and requirements of the State of New Hampshire.

ARTICLE IV Officers

Section 1. Number and Term. The officers of the Corporation shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer, and such other officers as may be appointed by the Trustees. All officers of the Corporation shall be members of the Board of Trustees and nominated by the Governance Committee. The above-named officers shall be elected by the Board of Trustees at a meeting closely preceding or following the annual meeting of the Corporation. Unless expressly elected for a term that will begin on a different date, the term of the officers shall begin at the first meeting following the annual meeting and shall continue until the term of his or her successors begins. In the interest of continuity, the Chair shall serve for a two-year term. Upon the recommendation of the Governance Committee and the approval of the Board of Trustees, his or her term as Chair may be extended for no more than two one-year terms. In the interest of continuity, upon the recommendation of the Governance Committee and approval of the Board of Trustees, the term of the Treasurer may be extended for no more than two one-year terms. Notwithstanding the above, any Trustee who also serves as Chair of the Corporation or Treasurer and who is ineligible for a further term as Trustee by virtue of Article III, Section 1 of these By-Laws may continue in or be reelected to that office and shall simultaneously be reelected as a Trustee for as long as he or she serves in that office.

Section 2. Chair. The Chair shall have general supervision over the affairs of the Corporation, subject to control of the Board of Trustees. The Chair shall preside at all meetings of the Corporation and Trustees. In general, the Chair shall perform such other duties incident to the office of the Chair and other duties as may be assigned to him or her by the Board of Trustees.

Section 3. Vice Chair. The Vice Chair shall have such powers and shall perform such duties as the Board of Trustees may from time to time prescribe or as the Chair may from time to time delegate to him or her. In the case of the Chair's absence or inability to act, the Vice Chair shall temporarily act in the place of the Chair.

Section 4. Secretary. The Secretary shall be responsible for keeping a record of the proceedings of all meetings of the Corporation and of the Board of Trustees and shall record the names of the members present at each meeting. If the Secretary is not in attendance at a meeting the presiding officer shall appoint a member of the Board to assume this responsibility. The Secretary shall give notice of all meetings of the Corporation and all meetings of the Trustees as described above. He or she shall be custodian of the records and the seal of the Corporation. He or she shall have such other powers and shall perform such other duties incident to the office of the Secretary and such other duties as may, from time to time, be assigned to the Secretary by the Board of Trustees.

Section 5. Treasurer. The Treasurer shall have responsibility for the custody and safekeeping of all securities and funds of the Corporation; shall receive all dividends and interest, and the proceeds from the sale of securities paid to the Corporation and shall deposit the same in the name and to the credit of the Corporation in such banks or depositories as the Board of Trustees shall approve; shall disburse the funds of the Corporation only in such manner as the Board of Trustees may require; shall sign or countersign all notes, endorsements, guarantees and acceptance made on behalf of the Corporation when and as directed by the Board of Trustees; shall keep full and accurate accounts of the transactions of his or her office in books belonging to the Corporation and shall render to the Board of Trustees, whenever they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation; and in general, shall have such other powers and shall perform such other duties incident to the office of Treasurer as may from time to time be prescribed by the Board of Trustees or by the Chair. The Treasurer shall call a meeting of the Finance Committee if requested to do so by any member of said Committee.

The books and records of the Corporation shall be audited if required by the State of New Hampshire, a creditor, or by the Internal Revenue Service. If there is no requirement by these authorities, the Board of Trustees at their discretion may engage a qualified certified public accountant to audit or review the Corporation's records if it deems it necessary. If the Board determines an outside audit or review is not necessary the Board, on an as-needed basis, will assign a committee to evaluate both the internal control procedure for the Corporation and the books and records of the Corporation.

Section 6. Removal of Officers and Employees. Any officer or employee elected or appointed by the Corporation may be removed, for cause, by a two-thirds affirmative vote of the whole Board of Trustees.

ARTICLE V Director of the Library

Reporting to the Town Manager, the Director of the Howe Library directs the staff and affairs of the Library. He or she shall be an ex-officio non-voting member of the Corporation's Board of Trustees and shall not count in determining a quorum of the Board. He or she shall make an annual report of the Library to the Corporation. Per the Statement of Understanding between the Town of Hanover and the Howe Library Corporation, the Director of the Library serves as the primary liaison between the two entities.

ARTICLE VI Indemnification of Trustees, Officers, and Employees

The Corporation shall indemnify any Trustee, officer, employee of the Corporation, or former Trustee, officer, or employee of the Corporation against any liability actually and necessarily incurred by him or her in connection with his or her official duties if he or she acted in a manner he or she reasonably

believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE VII Amendments

These By-Laws may be altered or amended at any annual or special meeting of the Corporation by a majority vote of those present, provided that notice of such amendment has been given in the call of the meeting. No By-Law change shall be effective that shall disqualify the Corporation from tax exemption under the applicable provisions of the Internal Revenue Code, or cause contributions to the Corporation to be non-deductible under the applicable provisions of the Internal Revenue Code.

ARTICLE VIII

In the event of the dissolution of the Howe Library Corporation, the assets of the Corporation shall be transferred to the Town of Hanover for the sole purpose of maintaining a public library for the residents of Hanover, New Hampshire.

Amended October 12, 2006
Amended October 8, 2009
Amended October 10, 2013
Amended October 9, 2014
Amended October 14, 2018