



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 enhance the library facilities and collections beyond what can be expected from tax revenues from the Town of Hanover consistent with the intent of the donors and in ways which will encourage other gifts.

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. Once elected, a member of the Corporation shall continue to serve as such until his or her death or resignation. If any member of the Corporation shall be absent without advance notification from three successive annual meetings, such absence may be considered an offer to resign from the Corporation. With the consent of the member, the Trustees shall designate him or her as emeritus. Emeritus members of the Corporation shall receive all mailings to the Corporation; they shall not be subject to the attendance requirements of members and shall not be entitled to vote at meetings of the Corporation.

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.

**Amended Laws of 1913, Chapter 293, and Laws 1947, Chapter 332.*

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 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 nominations 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. 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 re-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 and activities of the corporation and to set library policies other than for operating budget and personnel. 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. Standing Committees. At the first meeting of the Trustees following the annual meeting, the Board of Trustees shall elect Standing Committees from among its members. The Board of Trustees may, by affirmative action of the majority of the whole Board of Trustees, from time to time designate one or more additional committees, as the Board shall determine, and the Board Chair shall appoint the membership and Chair of each such designated committee. 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. 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.) Finance Committee. The Finance Committee shall consist of the Board Chair, the Treasurer, and at least two other members, one of whom the Board Chair shall appoint as Chair of the Committee. Subject to the direction and authorization of the Board of Trustees, the Finance Committee shall oversee the assets of the Corporation.

c.) Governance Committee. The Governance Committee shall consist of a Chair and at least two other members, all appointed by the Board Chair. Subject to the direction of the whole Board of Trustees, the Governance Committee shall recommend revisions or additions to the By-Laws as needed and shall act as nominating committee for the election of Board officers.

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 to serve two 3-year 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 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 shall 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 By-Laws, 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 selected from among the members of the Board of Trustees. The above-named officers, except the Chair, shall be elected by the Board of Trustees at the meeting following the annual meeting of the Corporation and shall serve until the next annual meeting or until his or her successors are elected. In the interest of continuity, the Chair shall be elected by the Board of Trustees and 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 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, with the approval of the Board of Trustees, when appropriate, shall conduct the business of the Corporation. The Chair shall preside at all meetings of the Corporation and Trustees. The Chair shall have such other powers and 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. He or she shall call a meeting of the Finance Committee if requested to do so by any member of said Committee.

Annually, the Trustees shall appoint an independent auditor, who may be a member of the Corporation but not a Trustee, to make an examination of the financial affairs of the Corporation and to examine and verify the records of the Treasurer. The independent auditor shall report his or her findings to the Trustees.

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

The Director of the Howe Library shall be an ex-officio non-voting member of the 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.

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.

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

Conflict of Interest Policy

Any conflict of interest on the part of any member of the Board of Trustees or employee of The Howe Library Corporation, shall be disclosed in writing to the Board of Trustees and made a matter of record. When possible conflict of interest, or the details of a transaction involving a possible conflict of interest are being discussed by the Board, the affected member of the Board or employee shall excuse himself or herself from all discussions, except that the interested Board member may briefly state his or her position regarding the possible conflict and shall answer pertinent questions of the Board to assist in determining whether a conflict exists.

Every new member of the Board shall be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging understanding of and agreement to this policy. The Howe Corporation Board of Trustees shall comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.