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Personnel: Board of Directors; Governance Committee

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AMENDED AND RESTATED BYLAWS
OF THE
PORTLAND PUBLIC LIBRARY

Effective January 1, 2007

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**Amended and Restated Bylaws
of the
Portland Public Library**

Table of Contents

| | <u>Page</u> |
|---|--------------------|
| ARTICLE I - GENERAL | 1 |
| Section 1.1. Name | 1 |
| Section 1.2. Location | 1 |
| Section 1.3. Seal..... | 1 |
| Section 1.4. Registered Office | 1 |
| Section 1.5. Registered Agent..... | 1 |
| ARTICLE II - PURPOSES..... | 1 |
| Section 2.1. General Purposes | 1 |
| Section 2.2. Powers..... | 1 |
| Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons | 1 |
| Section 2.4. Dissolution | 2 |
| ARTICLE III - MEMBERSHIP | 2 |
| Section 3.1. No Members..... | 2 |
| ARTICLE IV - BOARD OF TRUSTEES | 2 |
| Section 4.1. Management by Board..... | 2 |
| Section 4.2. Number of Trustees; Eligibility | 2 |
| Section 4.3. Election; Term of Office | 2 |
| Section 4.4. Vacancies | 3 |
| Section 4.5. Removal of Trustees | 3 |
| Section 4.6. Resignation | 3 |
| Section 4.7. Compensation | 3 |
| Section 4.8. Honorary Trustees..... | 3 |
| Section 4.9. Responsibilities of Trustees | 4 |
| Section 4.10. Confidentiality | 5 |
| ARTICLE V - MEETINGS | 5 |
| Section 5.1. Annual Meeting | 5 |
| Section 5.2. Regular Meetings..... | 5 |
| Section 5.3. Special Meetings..... | 5 |
| Section 5.4. Waiver..... | 5 |

| | |
|--|--------|
| Section 5.5. Telephonic Meetings..... | 6 |
| Section 5.6. Manner of Acting..... | 6 |
| Section 5.7. Quorum | 6 |
| Section 5.8. Conduct of Meeting; Record of Meetings | 6 |
| Section 5.9. Action by Unanimous Written Consent..... | 6 |
| Section 5.10. Informal or Irregular Action by Trustees..... | 7 |
| Section 5.11. Notice..... | 7 |
| ARTICLE VI - OFFICERS AND AGENTS | 7 |
| Section 6.1. Officers and Agents | 7 |
| Section 6.2. Term of Officers | 7 |
| Section 6.3. President..... | 8 |
| Section 6.4. First and Second Vice Presidents..... | 8 |
| Section 6.5. Treasurer | 8 |
| Section 6.6. Secretary | 8 |
| ARTICLE VII - LIBRARY DIRECTOR | 9 |
| ARTICLE VIII - COMMITTEES | 9 |
| Section 8.1. General..... | 9 |
| Section 8.2. Composition; Duties | 9 |
| Section 8.3. Standing Committees..... | 10 |
| ARTICLE IX - FINANCES..... | 11 |
| Section 9.1. Checks..... | 11 |
| Section 9.2. Fiscal Year | 11 |
| ARTICLE X - LIABILITY; INDEMNIFICATION..... | 12 |
| Section 10.1. Trustees and Agents..... | 12 |
| Section 10.2. Indemnification of Trustees and Officers | 12 |
| Section 10.3. Indemnification of Employees and Agents..... | 12 |
| Section 10.4. Advance Payment of Expenses | 12 |
| Section 10.5. Nonexclusive Remedy; Benefit | 12 |
| Section 10.6. Insurance | 12 |
| ARTICLE XI - CONFLICTS OF INTEREST | 13 |
| Section 11.1. Statement of Potential Conflicts | 13 |
| Section 11.2. Conduct of Meetings of the Board of Trustees When a Conflict Exists | 13 |
| Section 11.3. Effect of Conflict | 13 |

ARTICLE XII - AMENDMENTS..... 14

.....

**AMENDED AND RESTATED BYLAWS
OF
PORTLAND PUBLIC LIBRARY**

ARTICLE I
GENERAL

Section 1.1. Name. The name of this Library shall be the Portland Public Library (the “Library”).

Section 1.2. Location. The Library shall have its principal place of business at Portland, Maine.

Section 1.3. Seal. The Library may adopt a circular seal with the Library's name, the year of its organization and the word “Maine” inscribed on it. The seal may be used by causing it or a facsimile of it to be impressed or affixed or in any manner reproduced. A corporate seal may be adopted at any time by act of the Board of Trustees in accordance with these Bylaws.

Section 1.4. Registered Office. The Registered Office of the Library is at Five Monument Square, Portland, Maine. The address of the Registered Office may be changed from time to time by the Board of Trustees or by the Registered Agent.

Section 1.5. Registered Agent. The Registered Agent of the Library is the person designated from time to time by the Board of Trustees.

ARTICLE II
PURPOSES

Section 2.1. General Purposes. The Library was organized, has been operated and shall continue to be operated primarily for the purpose of establishing and maintaining a public library serving the community of Portland, Maine and surrounding communities, as well as for all other purposes permitted under Title 13-B of the Maine Revised Statutes Annotated.

Section 2.2. Powers. The Library shall have all such powers as are authorized to non-profit Organizations by the Maine Nonprofit Organizations Act.

Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons. The Library is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer or Trustee of the Library, or any other individual, partnership or Library, but reimbursements for

expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Section 2.4. Dissolution. If this Library is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Library, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities and the creation of a reasonable reserve for contingent liabilities, if any, shall be distributed to the City of Portland, Maine, except as and to the extent otherwise specified by the Board in Articles of Dissolution, to be used to fund activities consistent with those of this Library (within the meaning of 13-B M.R.S.A. § 407).

ARTICLE III MEMBERSHIP

Section 3.1. No Members. The Library shall have no members.

ARTICLE IV BOARD OF TRUSTEES

Section 4.1. Management by Board. The affairs of the Library shall be managed by its Board of Trustees, which may exercise all powers of the Library and do all lawful acts and things necessary or appropriate to carry out the purposes of the Library. Without limiting the foregoing, the Board of Trustees shall have the authority and responsibility to hire and terminate the employment of the Library Director.

Section 4.2. Number of Trustees; Eligibility. The number of elected Trustees shall be not less than eleven (11) nor more than twenty-one (21) and shall be fixed within the foregoing limits by the Board at its annual meeting or at any meeting held in lieu thereof. Any adult person who supports the purposes of the Library, other than an individual then employed by the Library or an immediate family member of a “regular employee” of the Library (as reflected on the payroll records of the Library), shall be eligible to become a Trustee.

Section 4.3. Election; Term of Office. The Trustees serving on the effective date of these Amended and Restated Bylaws shall continue to serve until the expiration of their current terms or until their successors are duly elected and qualified Trustees shall be elected by the affirmative vote of at least a majority of the Trustees present at a regular or special meeting of the Board; provided, however, that one Trustee may be appointed by the Portland City Council from among its membership to serve a term of one year.

Except as otherwise provided herein, a Trustee elected after the effective date of these Bylaws shall be elected to serve for a term of three (3) years. For purposes of providing staggered terms of office only, the Trustees shall be divided into three (3) classes, which will, as nearly as possible, result in one-third (1/3) of the terms of Trustees expiring in each year. Approximately one-third (1/3) of the Trustees shall be elected each year at the Annual Meeting, for a term of three (3) years, beginning at the close of said Annual Meeting. A Trustee may not serve more than three (3) consecutive terms. Notwithstanding the foregoing, the Board may extend the term of any Trustee whose term would otherwise expire hereunder, as and to the extent deemed desirable by the Board.¹

Section 4.4. Vacancies. Any vacancy occurring on the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees then serving. A person appointed to fill a vacancy which occurs other than by reason of an increase in the number of Trustees shall serve until expiration of the term that would have been served had the vacancy not occurred; provided, however, that such remaining portion of the vacated term shall not be taken into account for purposes of applying to such Trustee the limitation on consecutive terms set forth in Section 4.3 above.

Section 4.5. Removal of Trustees. The Board of Trustees may suspend or remove a Trustee at any time, with or without cause by the affirmative vote of two-thirds (2/3rd) of the Trustees (other than the Trustee subject to removal) present at a regular or special meeting of the Board. Trustees are subject to immediate removal for breach of their duties of confidentiality as outlined in Sections 4.9 and 4.10, below.

Section 4.6. Resignation. Any Trustee may resign at any time by giving written notice to the President of the Library. Such resignation shall take effect on the date of receipt or at any later time specified therein.

Section 4.7. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, the expenses of attendance, if any, may be allowed for attendance at each regular or Special Meeting of the Board.

Section 4.8. Honorary Trustees. An individual to whom the Trustees wish to express their gratitude and appreciation for outstanding service to the Library may be appointed to serve as an Honorary Trustee of the Library. An Honorary Trustee may be appointed to serve for a lifetime term; provided, however, that an Honorary Trustee shall be subject to the resignation and removal provisions hereof that apply to regular Trustees. Honorary Trustees may attend meetings of the Board of Trustees but shall have no vote at such meetings. No individual may serve simultaneously as a Trustee and as an Honorary Trustee.

Section 4.9. Responsibilities of Trustees. Trustees are entrusted with certain individual responsibilities as part of Board service. Accordingly, the Board of Trustees shall adopt and maintain a code of responsibilities applicable to Trustees, which code shall be consistent with the duties of care, loyalty, and obedience found in Title 13-B of the Maine Revised Statutes and contain such other requirements as the Trustees may find to be consistent with the fiduciary duties of individuals placed in a position of trust with respect to a tax-exempt organization.

Section 4.10 Confidentiality. By agreeing to serve as a Trustee of the Library, each Board member acknowledges that he or she may receive information regarding: (i) the financial condition, composition of workforce and other confidential information about subscribing employers, their employees, and the family members of such employees; and (ii) all financial and other proprietary information received from health care providers, insurance carriers, and any other vendors providing information to the Library. Trustees agree to keep all such information strictly confidential and are subject to removal from the Board for violation of this Section, in addition to whatever civil remedies may be applicable. The President of the Library shall adopt such policies and procedures in furtherance of this obligation of confidentiality as he or she deems appropriate.

ARTICLE V MEETINGS

Section 5.1. Annual Meeting. The Board of Trustees shall meet annually for the purpose of electing the class of Trustees then standing for election or reelection as the case may be, and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be held on the 3rd Wednesday of October, or on such other day and month as the Board of Trustees may specify, and at such time and place as shall be designated by the Board of Trustees.

Section 5.2. Regular Meetings. Regular meetings of the Board of Trustees may be held on such notice, or without notice, and at such time and at such place as may from time to time be determined by the Board of Trustees.

Section 5.3. Special Meetings. Special Meetings of the Board of Trustees may be called by the President of the Library on his or her own motion or upon written request of a majority of the Trustees, and held not less than three (3) nor more than thirty (30) days after such notice is given to each Trustee, either personally, by mail, electronic mail, facsimile, or by telephone.

Section 5.4. Waiver. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Trustee, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before

or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or Special Meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

Section 5.5. Telephonic Meetings. The Trustees may hold a meeting by conference telephone, live internet audio or video stream, or similar communications equipment by means of which all persons participating in the meeting can speak and hear each other, and such participation in a meeting shall constitute the presence of the Trustee at such meeting. Notice of such meeting shall give each Trustee the telephone number at which, or other manner in which, he or she will be called.

Section 5.6. Manner of Acting. Except as specified by law or these Bylaws, the Board of Trustees shall act by the affirmative vote of a majority of the Trustees present at a meeting. Each Trustee shall have one (1) vote. Voting by proxy shall not be permitted.

Section 5.7. Quorum. The presence (in person or telephonically) of a majority of the Trustees elected and then serving shall constitute a quorum for the transaction of business. If a quorum shall have been present at a meeting but shall not be present at a time when an action is to be taken, the Trustees then present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall again be present at which time the meeting may be reconvened. At such reconvened meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.8. Conduct of Meeting; Record of Meetings. The President of the Library, or in his or her absence, the Vice President or, in his or her absence, the Treasurer, or, in his or her absence, any Trustee chosen by the Trustees present, shall call meetings of the Board of Trustees to order and shall act as the presiding officer for the meeting. The Secretary, or if he or she does not participate in the meeting, one of the Trustees designated by the Board participating in the meeting, shall keep a record of the meeting.

Nothing herein shall limit the ability of the Trustees to meet in executive session, whether during the course of a meeting of the Board of Trustees (in which case the Trustees may then resume the meeting in their discretion) or for an entire meeting. Discussions and materials considered during executive session shall be strictly confidential and shall not be subject to recordkeeping even though the Trustees may adjourn such executive session and take one or more actions in light of such discussions or materials.

Section 5.9. Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by all of the Trustees, and filed with the minutes of the meetings of the Board of Trustees.

Section 5.10. Informal or Irregular Action by Trustees. Action of the Trustees may be taken in accordance with the provisions of Title 13-B M.R.S.A. § 708. In amplification of, and not in limitation of the foregoing, an action taken by agreement of two-thirds (2/3rd) of Trustees present at an informal or irregular meeting shall be deemed action of the Board of Trustees if all Trustees know of the action taken and no Trustee makes prompt objection to such action. Objection by a Trustee shall be effective if written objection to any specific action so taken is filed with the Secretary of this Library within thirty (30) days of such specific action.

Section 5.11. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Trustee, such notice must be given in writing by personal delivery, by mail, by fax, by e-mail, or by telephone, addressed to such Trustee at his or her address as it appears on the records of the Library, with postage or other delivery fees prepaid, or at his or her fax number, or telephone number or e-mail address as it appears on the records of the Library. Notice by mail shall be deemed to be given at the time it is deposited in the United States Mail.

ARTICLE VI OFFICERS AND AGENTS

Section 6.1. Officers and Agents. The Board of Trustees shall choose annually the officers of the Library, all of whom must be Trustees. The officers of the Library shall include a President, a First Vice President, and Second Vice President, a Treasurer, and a Secretary, and such other officers as the Board of Trustees may from time to time designate. The Board of Trustees may appoint such other officers and agents as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees. The compensation, if any, of all officers and agents of the Library shall be fixed by the Board of Trustees.

Section 6.2. Term of Officers. Officers shall be elected at the Annual Meeting of the Board, except in the case of elections to fill vacancies. An officer of the Library shall hold office for a term of one (1) year or until his or her successor shall have been elected and qualified. Any officer elected or appointed by the Board of Trustees may be removed with or without cause at any time by an affirmative vote of two thirds (2/3rd) of the Trustees present at a meeting. Any vacancy occurring in any office of the Library shall be filled by vote of the Trustees.

Section 6.3. President. The President of the Library shall be elected from among the members of the Board of Trustees and shall, when present, chair all meetings of the Board of Trustees. He or she shall inform himself or herself concerning all affairs of the Library and see that the duties of the officers and employees of the Library are properly discharged; that the Bylaws of the Library are observed; and that all statements and returns required by law are made; and he or she shall assume such share in the management of the Library's business as the Trustees may determine. The President shall appoint such committees as he or she deems necessary, subject to the approval of the Trustees. The President shall perform all duties incident to the office of the President.

Section 6.4. First and Second Vice Presidents. The Vice Presidents shall be elected from among the members of the Board of Trustees. The Vice Presidents shall perform such duties as are assigned to them by the President and the Board. In the absence of the President, the First Vice President (or in his or her absence, the Second Vice President) shall perform the duties of the President

Section 6.5. Treasurer. The Treasurer shall be elected from among the members of the Board of Trustees. The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities; keep full and accurate accounts of receipts and disbursements and books belonging to the Library; and deposit all monies and other valuable effects in the name and to the credit of the Library in such depositories as may be designated by the Board of Trustees. He or she shall disburse the funds of the Library as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the President and the Board of Trustees at its regular meetings or when the Trustees shall require, an account of all his or her transactions as Treasurer and of the financial condition of the Library. The Treasurer shall perform such other duties as are incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees.

Section 6.6 Secretary. The Secretary shall be elected from among the members of the Board of Trustees and shall attend all meetings of the Board of Trustees and record (or cause to be recorded) all its proceedings. He or she may give, or cause to be given, notice of all Trustees' meetings and shall perform such other duties as may be prescribed by the Board of Trustees or by the President. The Secretary may certify all votes, resolutions and actions of the Board. The Secretary shall also keep a register of the post office address and telephone numbers of each Trustee; and ensure that the seal of the Library (if any) is affixed to all documents, the execution of which on behalf of the Library under its seal is duly authorized; and be the custodian of the corporate records. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Trustees.

ARTICLE VII
LIBRARY DIRECTOR

The Board of Trustees shall select and employ a professionally trained Director, the qualifications of whom shall be determined by the Board of Trustees, in its discretion and upon the advice of such counsel as it shall seek, from time to time. The Board shall establish the duties and responsibilities of the Director. Without limiting the foregoing, the Director shall be responsible for administering the Library's programs and activities in accordance with policies and objectives established by the Board of Trustees. The Director shall have the authority to employ all members of the staff in accordance with position classifications, duties and qualifications established by the Board of Trustees, and shall act as liaison between the Board of Trustees and the staff. The Director shall annually submit a budget for the next fiscal year and shall report to the Annual Meeting on the past year's activities.

ARTICLE VIII
COMMITTEES

Section 8.1. General. The Board of Trustees shall appoint and maintain the Standing Committees described in this Article. In addition to the Standing Committees, the Board may establish such other Committees (including temporary and special purpose Committees) as it deems appropriate and desirable to assist in the management of the Library or the fulfillment of the organizational goals of the Library. A Committee shall have the authority to establish one or more subcommittees if desirable to facilitate the fulfillment of the responsibilities of the committee. The presence (in person or by telephone) of a majority of the members of a Committee shall constitute a quorum. The affirmative vote of a majority of the members of a Committee shall be sufficient to approve any action. Without limiting the foregoing, actions may be taken by a Committee by unanimous written consent of the members. Except as permitted below with respect to the Executive Committee, no Committee shall have the authority to take any action on behalf of the Board or otherwise bind the Library to any legal obligation.

Section 8.2. Composition; Duties. Except as otherwise specified herein, committees shall consist of at least three members, at least two of whom shall be currently serving Trustees. The President shall annually appoint the members of each Committee, subject to the approval by the Executive Committee, unless the Board of Trustees specifies by resolution an alternative method of naming members of the Committees. Committees shall have such duties as the Board may determine or modify from time to time, consistent with the provisions of this Article. The chair of each Committee shall be a Trustee either appointed by the President or selected by the committee.

Section 8.3. Standing Committees. The following Committees are hereby established to serve on an ongoing basis with the duties and authority set forth below. Subject to the provisions of this Section, and unless modified in accordance with Section 8.2 hereof, these committees shall have the specific duties and responsibilities set forth in Appendix A of the Report of the Corporate Governance Transition Committee, dated April 19, 2006, and approved by the Board.

A. Executive Committee. The Executive Committee shall consist of the President, the First and Second Vice Presidents, the Secretary, the Treasurer, the chairpersons of the other Standing Committees, and the immediate past President, provided that the immediate past President shall still be serving is a member of the Board of Trustees. The Library Director shall regularly consult with the Executive Committee in overseeing the general management of the Library. In general, the Executive Committee may exercise any authority that may be exercised by, and take any action that may be taken by, the Board of Trustees except to the extent reserved to the Trustees in these Bylaws or by an action taken by the Trustees. The Executive Committee shall also have primary responsibility for performing an annual evaluation of the Library Director and for recommending any changes in his compensation. Meetings of the Executive Committee shall be held at the time and place specified by the President in a notice given at least three business days before the meeting.

B. Finance Committee. The Finance Committee shall have general responsibility for overseeing the overall financial activities of the Library. The Committee shall also prepare a yearly operational plan calling for (a) an annual audit presentation; (b) the preparation of and distribution to the full Trustees of monthly financial statements; (c) a timely budget preparation review process; and (d) plans for monitoring and reviewing endowment investment strategy. The Library Director shall consult with the Finance Committee in preparing the annual operating budget. The Treasurer shall serve as Chair of the Finance Committee.

C. Personnel Committee. The Personnel Committee shall advise the Library Director regarding significant personnel decisions, including recommendations as to pay scale, hiring practices, insurance and other fringe benefits and liability insurance. This Committee shall also deal with labor relations issues and other personnel matters.

D. Development Committee. The Development Committee shall have responsibility for public relations, annual fund raising and long-range development planning. The members of the Development Committee shall also have responsibility for assuring the participation of Trustees in meeting the financial needs of the Library.

E. Governance Committee. The Governance Committee shall have responsibility to monitor the governance structure of the Board and make such recommendations to the Board regarding such structure as may be conducive to the

efficient and effective functioning of the Board. The Governance Committee shall also identify and nominate individuals to serve as Trustees of the Library and shall identify and nominate Trustees to serve as officers of the Library.

F. Planning Committee. The Planning Committee shall have responsibility for developing long term goals and strategic plans for the Library for consideration by the Board. The Planning Committee shall also assist and advise the Executive Committee in the analysis of Library strategic plans and initiatives. The First Vice President shall serve as Chair of the Planning Committee.

ARTICLE IX FINANCES

Section 9.1. Checks. All checks or demands for money and notes of the Library shall be signed by the Library Director or, if the Library Director is unavailable, the Treasurer, or such officer(s) or person(s) as the Board of Trustees may from time to time designate.

Section 9.2. Fiscal Year. The fiscal year of the Library shall end on June 30 unless otherwise fixed by resolution of the Board of Trustees.

ARTICLE X LIABILITY; INDEMNIFICATION

Section 10.1. Trustees and Agents. The individual property of the Trustees, officers, employees or agents of the Library shall not be held liable for the debts of the Library.

Section 10.2. Indemnification of Trustees and Officers. To the fullest extent permitted by law, the Library shall in all cases indemnify any existing or former Trustee, officer, or registered agent of the Library who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of the Library (or is or was serving at the request of the Board as a Trustee, officer, trustee, partner, fiduciary, employee, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses (including, without limitation, costs of investigation and attorneys' fees, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such proceeding.

Section 10.3. Indemnification of Employees and Agents. The Library may (but except as provided in Section 10.2 above shall not be required to) indemnify any other

person who was or is a party (or is threatened to be made a party) to any threatened or pending action, suit, or other proceeding by reason of the fact that he or she is or was an employee or agent of the Library (or is or was serving at the request of the Library as a Trustee, officer, trustee, employee, partner, fiduciary, or agent of another entity), or by reason of his or her conduct in any such capacity, against expenses actually and reasonably incurred by him or her in connection with such proceeding. Such indemnification shall be subject to any restrictions imposed by applicable law or by the Board in its discretion.

Section 10.4. Advance Payment of Expenses. In its discretion the Board may, on such conditions as it deems appropriate, authorize the Library to pay or reimburse costs of investigation, attorneys' fees, and other expenses incurred by a person entitled to reimbursement under this Article, even in advance of the final disposition of the proceeding in question.

Section 10.5. Nonexclusive Remedy; Benefit. The rights provided by this Article shall not be deemed exclusive of any other right of indemnification or payment provided by contract, the Articles, vote of Trustees, or otherwise. Any right of indemnity or payment arising under this Article shall continue as to a person who has ceased to hold the office or position in which such right arose; shall inure to the benefit of his or her heirs, executors, and administrators; and shall survive any subsequent amendment of this Article.

Section 10.6. Insurance. The Library may, at the discretion of the Board of Trustees, purchase and maintain insurance on behalf of the persons described in Sections 10.2 and 10.3 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Library would have the power to indemnify such person under the laws of the State of Maine.

ARTICLE XI CONFLICTS OF INTEREST

Section 11.1. Statement of Potential Conflicts. Prior to taking his or her position on the Board of Trustees, and annually thereafter, each Trustee shall from time to time submit to the President of the Board of Trustees a list of all businesses and other organizations of which he or she is an officer, trustee, member, owner (either as a sole proprietor or a partner), a shareholder, employee or agent with which the Library has, or might be expected to have, a relationship or a transaction in which the Trustee might have a conflicting interest. Each written statement will be resubmitted with any necessary changes annually. The President and the Board of Trustees shall become familiar with the statements of all Trustees in order to guide the conduct of the Board of Trustees should such a conflict arise.

Section 11.2. Conduct of Meetings of the Board of Trustees When a Conflict Exists. At such time as any matter comes before the Board of Trustees which involves or may involve a conflict of interest, the affected Trustee shall make known the potential conflict, whether disclosed by his or her written statement or not. Such Trustee shall answer any questions that might be asked of him or her and shall disclose all material facts. At the request of the President, such Trustee shall withdraw from the meeting for so long as the matter shall continue under discussion.

Section 11.3. Effect of Conflict. The Trustees of the Library may be interested, directly or indirectly, in any contract, transaction or act relating to or incidental to the operations conducted by the Library, and may freely make contracts, enter into transactions, or otherwise act for or on behalf of the Library in such matters; provided that (i) the direct or indirect interest of the Trustee in the proposed contract, transaction or act shall first be disclosed to and approved by the Board of Trustees, (ii) any Trustee directly or indirectly interested in the contract, transaction or act shall refrain from voting on the matter, and (iii) no contract, transaction or act shall be entered into or taken on behalf of the Library if such contract, transaction or act would jeopardize the Library's status as a nonprofit Library, or its tax-exempt status under Section 501(c)(3) of the Code, if applicable.

ARTICLE XII
AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws adopted by affirmative vote of a majority of the Trustees at meeting, provided that the notice of the meeting and of the substance of the proposed change to the Bylaws is given in accordance with the procedures and time requirements specified in Section 5.11 hereof.

ATTEST: _____ DATE: _____
Secretary