

Friends of the Nashua Public Library

Articles of Incorporation



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**P.O. Box 150
Nashua, New Hampshire 03061**

Signatory Authorization of Officers

The undersigned, being persons of lawful age, associate under the provisions of the New Hampshire revised statutes annotated, chapter 292 hereby approve the Articles of Incorporation of the Friends of the Nashua Public Library:

Judy Blachek, president

560 South Main Street, Nashua, NH 03060

Date

Ken Bateman, first vice president

32 Berkeley Street, Nashua, NH 03064

Date

Carole Barker, second vice president

20 Plymouth Avenue, Nashua, NH 03064

Date

Kristy Donaghy, treasurer

19 Massachusetts Drive, Nashua, NH 03060

Date

Marjorie Morse, secretary

4 Suffolk Park, Nashua, NH 03063

Date

Articles of Incorporation

Article I. Name of the Corporation

The name of the corporation shall be The Friends of the Nashua Public Library, Inc.

Article II. Object for the Corporation

The object for which this corporation is established is:

1. To work in cooperation with both the librarian and the trustees in support of the library; to maintain an association of persons interested in good library service; to assist in development, promotion, and completion of library services, facilities, and programs; to act as liaison between the community and the library; and to increase public awareness and stimulate the use of the library's resources.
2. Said corporation is organized exclusively for any purposes for which an organization may be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article III. Membership

The provisions for establishing membership and participation in the corporation are:

1. Membership in this corporation is open to all individuals, organizations, or clubs in agreement with the purposes of this association.
2. Annual dues for the Friends of the Nashua Public Library, Inc., shall be determined by a majority of the members present and voting at the annual meeting.
3. Each paid membership shall be entitled to one vote.
4. Library trustees and the library staff are not eligible to be officers of the corporation.

Article IV. Funds and Liability

1. Activities of the Friends shall be self-supporting. All funds accrued by the Friends shall be deposited to the account of the Friends of the Nashua Public Library, Inc., and shall be disbursed by the Treasurer of the Friends as authorized by the membership in accordance with the terms of the bylaws.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. All votes by member of the Friends shall be noted and recorded in the minutes of meetings. Email votes will be recorded at the next Friends meeting.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V. Dissolution Plan

The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:

1. There will be no shareholders.
2. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VI. Officers

1. The officers of the corporation shall be President, First Vice-President, Second Vice President, Secretary, and Treasurer.
2. Officers shall be elected at the annual meeting by a majority of members present and voting in accordance with the terms of the bylaws.

3. Vacancies shall be filled for the remainder of the term through appointment by the remaining officers, pending ratification by the membership at the next annual meeting.

Article VII. Address

The address at which the business of this corporation is to be carried on is:

Friends of the Nashua Public Library, Inc.
P.O. Box 150
Nashua, NH 03061

Article VIII. Capital Stock

The amount of capital stock, if any, or the number of shares or membership certificates, if any, and provisions for retirement, reacquisition and redemption of those shares or certificates are:

None

Article IX. Individual Board Member Personal Liability

Provision eliminating or limiting the personal liability of a director, an officer, or both, to the corporation for monetary damages for breach of fiduciary duty as a director, an officer, or both, is:

The officers of the corporation shall not be liable to the corporation or to its shareholders or members for monetary damages for breach of their fiduciary duties to the full extent permitted by N.H. RSA 292.

Article X – Conflict of Interest

Section 1:

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board.

Section 2:

Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

Section 3:

Every new member of the Board will 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 Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made part of this policy statement.