DYER LIBRARY
SACO MUSEUM

# Cover Sheet Documentation

The updated 2026 Bylaws were amended to revise the 2021 Bylaws, created from input by Executive Director Sophie Smith and the Executive Committee of the Board of Trustees. They reflect updates in organizational plans and put the Bylaws in compliance with nonprofit corporation requirements in effect at the time of adoption.

Revised by the Executive Committee: SEPTEMBER 2026
Reviewed and adopted by Board of Trustees: OCTOBER 2026
Submitted to State of Maine: NOVEMBER 2026

# BYLAWS OF

# THE DYER LIBRARY ASSOCIATION

doing business as Dyer Library/Saco Museum

**ARTICLE I**
**NAME AND LOCATION**

The name of the Corporation is the Dyer Library Association, operating Dyer Library and Saco Museum, located at 371 Main Street, Saco, Maine.

**ARTICLE II**
**ORGANIZATIONAL PURPOSE**

The purpose of the organization is to operate and maintain a public library and a regional museum. Dyer Library, which shall be forever free to the citizens of Saco, provides resources and opportunities so that every person in the community is inspired to learn and to grow. Saco Museum explores and contextualizes our community history, culture, and curiosity–past, present, and future.

**ARTICLE III**
**MEMBERS**

The Corporation shall have no members. The Board of Trustees, when meeting as the Board of Trustees, may exercise the rights and powers of members.

**ARTICLE IV**
**BOARD OF TRUSTEES**

Section A. General Powers. The business and affairs of the Corporation shall be conducted and managed by its Board of Trustees, which shall exercise all of the powers of the Corporation, and which shall serve as a Board of Directors under Title 13-B of the Maine Revised Statutes Annotated, as amended. The Board of Trustees may by general resolution delegate to committees and officers of the Corporation such powers as it sees fit.

Section B. Powers and Duties. Trustees shall exercise their powers and discharge their duties in good faith with a view to the interests of the Corporation and with that degree of diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions. The responsibilities of the Board of Trustees shall include:

- To facilitate the purpose for which the Corporation was established, as noted in Article II, to set Corporate policy and to make decisions for the fulfillment of this purpose;
- To determine, monitor, and strengthen the quality of the Corporation's programs and

services;

- To document the Executive Director's (ED) job responsibilities, recruit, select, and if necessary, dismiss the ED in accordance with applicable Corporation policy;
- To develop performance evaluation criteria for the ED, provide ongoing support and assessment of the ED's performance, and at least annually document the ED's performance in accordance with Corporation policy;
- To ensure effective Corporation strategic planning: determine the vision, mission and Corporation purpose and develop long range plans;
- To ensure that the Corporation has adequate resources to carry out the mission and to ensure that all financial and physical assets are managed effectively;
- To review and approve the annual budget and total salary expenditures to ensure the Corporation has the operational funding to serve its mission.
- To enhance the Corporation's public standing, the importance of its mission, and reputation for quality service;
- To ensure and maintain the general legal and ethical integrity and accountability of the Board;
- To recruit and orient new Board members and to assess the effectiveness of the Board of Trustee's performance overall.

Section C. Number, Tenure, and Qualifications. The number of Trustees constituting the Board of Trustees shall be not less than nine (9) or more than twenty-one (21). One Trustee shall be a representative of the Saco City Council with the same voting rights as a full Board member. The City Administrator shall participate as an ex officio Trustee or designate another City representative. At least seven (7) members of the Board of Trustees must be residents of Saco. Trustees shall be elected at the annual meeting of the Trustees or as new business during regular meetings. For the purpose of defining terms of service, the term will begin at the next meeting of the Board after the meeting in which the Board elects the incoming member. Each Trustee so elected shall hold office for a term of three (3) years or until resignation, removal, or death. No Trustee, including Saco City appointees, shall serve more than three (3) consecutive three-year terms. After serving three, three-year terms, such member shall remain off the Board for a period of at least twelve (12) months before serving again.

Section D. Other Class of Special Voting Members. The Board of Trustees shall, at the annual meeting, establish Special Voting Members of the Dyer Library Association. The Special Voting Members shall consist of at least seven (7) but not more than nine (9) longest serving members of the Board of Trustees who are Saco residents. The only express power of the Special Voting Members is to elect the President of the Dyer Library Association as nominated by the Board of Trustees. This shall be accomplished through a separate meeting of the Special Voting Members at the end of the annual meeting of the Board of Trustees. The Special Voting Members shall have no governing duties for the Corporation as these are reserved for the Board of Trustees as outlined in this document.

Section E. Resignation; Removal; Vacancies. Any Trustee may resign at any time by giving written notice to the President or to the Board of Trustees. All Trustees are expected to attend seven (7) out

of the ten (10) regularly scheduled meetings, including the Annual meeting. A Trustee may be removed at any time, with or without cause, by a vote of two-thirds of the Trustees then in office. A Trustee may take a leave of absence if circumstances require by giving written notice to the President; the term of the Trustee will remain as established by their original election. Any vacancy in the Board of Trustees occurring during the year may be filled with a new member presented by the Governance Committee and whose candidacy is reviewed and approved by the Board. Such new members will be elected by a majority of the Trustees then serving.

## ARTICLE V
## EXECUTIVE DIRECTOR

The Executive Director (ED) is responsible for the day-to-day operation of the Corporation and is empowered to carry out the following duties:

- Oversee high quality, effective programming activities consistent with the Corporation mission and other guidelines established by the Board of Trustees;
- Outline the duties of paid staff, recruit, select, and if necessary dismiss paid staff in accordance with applicable Corporation policies;
- Ensure that paid staff activities are in compliance with Corporation policies, applicable laws and licenses and guidelines established by the Board of Trustees;
- Participate in and support the Board of Trustees' strategic planning activities;
- Develop and present annual operational plans including a draft budget to the Board of Trustees;
- Participate in and support the fundraising activities of the Corporation;
- Efficiently and effectively manage the Corporation's physical and financial resources in accordance with the Financial Management Policy;
- Recommend written policies for the approval of the Board of Trustees;
- Represent the Corporation in the community and promote its positive image;
- Develop and maintain a positive and professional relationship with the Board of Trustees;
- Bring all applicable and appropriate matters to the Board of Trustees for approval or signature;
- Attend and support Board of Trustee committee meetings as assigned by the Board;
- Keep the Board of Trustees informed of all important developments as well as provide regular Board updates on key matters as established by the Trustees;
- Any other duties assigned by the Board of Trustees.

## ARTICLE VI
## MEETINGS

Section A. Annual Meeting. An annual meeting of the Board of Trustees shall be held in Saco each year for the purpose of electing Trustees and Officers for the ensuing year and taking such other action as may come before the Board.

Section B. Regular Meetings: Regular meetings of the Board of Trustees may be held at such times

and at such places as may from time to time be determined by resolution of the Board. The Board of Trustees may authorize the President to fix the exact date and place of each regular meeting, in which case notice of the time and place of such regular meetings shall be given in the manner provided in Section D of this Article VI.

Section C. Special Meetings. Special meetings of the Board of Trustees may be called by the President or by the Secretary and must be called by either of them on the written request of any two (2) members of the Board. Special meetings may be held at such place and time as shall be specified in the notice of meeting.

Section D. Notice of Meetings. Notice of all Board of Trustees meetings, except as herein otherwise provided, shall be sent by email at least one (1) day before the meeting. Any Trustee may waive notice of any meeting. The attendance of any Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting 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 meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section E. Remote Trustee Meeting Participation. Members of the Board of Trustees or a committee of the Board may participate in a meeting by means of phone, video platform or similar method if all persons participating in the meeting can hear each other at the same time. Virtual participation in a meeting by these means constitutes presence in person at the meeting.

Section F. Quorum: Voting. At all meetings of the Board of Trustees, a majority of the Trustees shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees. If at any meeting there is less than a quorum present, a majority of those present may decide to discuss the matter before them, adjourn the meeting, and then raise the matter for discussion at the next official meeting at which there is a quorum. From time to time situations may arise that require an immediate opinion or vote from the Board of Trustees. In such instances Board members may be contacted electronically and asked to respond or offer opinions and/or vote. Electronic voting, meeting quorum requirements, shall constitute an act of the Board of Trustees and should be included in the minutes of the following meeting.

Section G. Disclosure of Conflict: Voting. Any member of the Board of Trustees shall promptly disclose to the Board any facts or circumstances that might reasonably give rise to a conflict of interest, upon discovery of such facts or circumstances. A conflict of interest exists in any situation in which there is a substantial likelihood that a Trustee's personal interests, obligations to, or connections with a third party may affect the Trustee's ability to exercise independent judgment in the discharge of his or her duties to the Corporation. If a Trustee has disclosed facts or circumstances constituting a conflict of interest, that Trustee shall not be permitted to vote or participate in discussion of any matter involving such facts or circumstances unless otherwise permitted by the affirmative vote of a majority of the other Trustees entitled to vote on such matter.

In addition, each member of the Board of Trustees must conduct themselves in accordance with the Trustee Code of Ethics.

Section H. Informal Action by Trustees. Any action required or permitted to be taken at any meeting of the Board of Trustees or of any committee thereof may be taken without a meeting, if a written consent to such action is agreed upon by the majority of Board members or of such committee, and such written consent is filed with the minutes of the proceedings of the Board or committee.

Section I. Record of Meetings. The Secretary, or designee in attendance, shall keep a record of the meeting, and present this record for approval at the next regular meeting of the Board.

## ARTICLE VII
## OFFICERS

Section A. Executive Officers. The Executive Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any Trustee may be elected an officer.

Section B. Election and Qualification of Officers. The Board of Trustees, at its annual meeting, shall nominate a President, and elect a Vice President, a Treasurer and a Secretary, all of whom shall be selected from the Board of Trustees. A Trustee may not hold more than one office. The President shall be elected by the Special Voting Members as given in the manner provided in Section D of Article IV.

Section C. Officer Terms; Resignation; Removal; Vacancies. Officers shall hold office until their successors shall have been elected and qualified. Any officer may resign at any time by giving written notice to the President or to the Board of Trustees, and may be removed from office by the vote of the Trustees at any time, in accordance with applicable law. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Trustees by majority action may select an officer to fill such vacancy.

Section D. President. The President or designee shall preside at all meetings of the Board of Trustees, shall see that all orders and resolutions of the Board of Trustees are carried into effect, shall have general oversight of the management of the business of the Corporation, and shall perform such other duties as the Board of Trustees may from time to time prescribe. The President shall appoint all committee chairs, Trustee committee members and community committee members with the approval of the Board. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Trustees, the President may execute for the Corporation any contracts or other instruments which the Board of Trustees has authorized to be executed.

Section E. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe.

Section F. Secretary. The Secretary or designee shall attend all meetings of the Board of Trustees and record all their proceedings in the form of written minutes. The Secretary may give, or cause to be given, notice of meetings of the Trustees and shall perform all 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 Trustees.

Section G. Treasurer. The Treasurer shall be responsible for oversight of Corporate funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. The Treasurer shall oversee the conduct of the financial duties of the Executive Director consistent with the Financial Management Policy and shall render to the President and the Board of Trustees at its regular meetings, or when the Trustees so require, an account of all financial transactions and of the financial condition of the Corporation. The Treasurer may be required to give a bond in such amount as the Board of Trustees determines and will ensure that any paid staff member is bonded if required by Corporation policy. The Treasurer shall, in general, perform all duties incident to the office of Treasurer, including a general supervision and control of the accounts of the Corporation, subject to the control of the Board of Trustees.

Section H. Compensation. Trustees shall receive no compensation for their duties as such. The Corporation may reimburse reasonable expenses incurred by Trustees in the conduct of their duties provided that the expenses are consistent with Corporation policies or approved in advance by the Board.

## ARTICLE VIII
## COMMITTEES

Committees. The Board of Trustees also may appoint from their number or from among such other persons as the Board may see fit, such committees as the Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Board. Standing committees will be formed and operated to support the activities of the Board of Trustees in carrying out the Corporation purpose. Ad hoc committees are formed from time to time as needed for special projects or assignments by a vote of the Board of Trustees and cease at the completion of the assignment by a vote of the Board of Trustees. The purpose of all committees of the Board of Trustees is to research and deliberate issues relating to the committee assignment and to bring options or recommendations to the Board of Trustees for decisions. Committee chairs and committee members are appointed annually by the President.

Section A. Committee Responsibilities. All standing committees shall report any major action to the Board of Trustees for approval. Any committee who wishes to propose a motion for consideration by the full Board shall submit language for inclusion to the Executive Committee to place on the agenda for the next meeting. No money shall be expended by any committee without prior approval of the Board. The designation of any such committee and the delegation of authority to the committee shall not relieve the Board of Trustees of any responsibility otherwise imposed upon it by law.

Section B. Committee Composition. Unless otherwise provided by these Bylaws, the members of each committee are appointed by the President and approved by the Board of Trustees at the annual meeting and shall serve through the next annual meeting. Committee members are selected from among the Trustees and may, in some cases, also include community members as noted below.

Section C. Standing Committees. The standing committees shall have such duties in addition to those specified in this Article, as the Board of Trustees may delegate from time to time.

The standing committees shall be:

- Executive Committee - This committee shall consist of the four (4) officers plus two (2) trustees at large. The committee shall meet for the purpose of: recommending changes in the committee structure; recommending the process for Trustee input on and delivery of the Executive Director's performance evaluation; recommending Corporation policies and any other duties assigned by the Board. The Executive Committee will set the monthly agenda for the Board of Trustees and review requests for new business.
- Governance Committee - This committee shall consist of up to five (5) members of the Board. The Committee shall meet for the purpose of: preparing the slate of Trustees for election at the annual meeting of the Trustees; organizing the annual meeting and other official board functions; recommending members to fill vacancies; assigning and delegating a Strategic Planning subcommittee; evaluating the Board's performance and capacity; providing onboarding and continuing educational resources to Trustees; reviewing the Corporation bylaws on a regular basis and at minimum every five (5) years; recommending Corporation policies and any other duties assigned by the Board.
- Finance Committee - This committee, chaired by the Treasurer, shall consist of up to six (6) members of the Board of Trustees. This committee may include additional community members appointed by the President and approved by the Board of Trustees to serve an annual term. The committee shall meet for the purpose of: recommending the operating budget; overseeing the financial operations of the Corporation; monitoring Corporation investments; monitoring and recommending the selection of an investment advisor; recommending a long range Corporation financial projection; providing support and advice to the Executive Director; monitoring the discharge of financial duties by the Executive Director in accordance with the Financial Management Policy; monitoring and recommending the selection of an audit firm; reviewing the financial audit and reporting to the Board; preparing reports to the Board of Trustees; recommending Corporation policies; and any other duties assigned by the Board.
- Development Committee - This committee shall consist of up to ten (10) members of the Board of Trustees. This committee may include additional community members appointed by the President and approved by the Board of Trustees to serve an annual term. The chair of the committee and chairs of any subcommittees of this committee shall be members of the Board of Trustees. The committee shall meet for the purpose of: assigning duties to and monitoring the conduct of subcommittees relating to events or fundraising; recommending a long-range fundraising plan; implementing fund development plans; monitoring fundraising

activities and progress toward fundraising goals; reporting activities to the Board; soliciting Board members to support fundraising activities; developing materials needed to raise money; collecting and maintaining fundraising data; recommending Corporate development policies and any other duties assigned by the Board.

- Collections Committee – This committee shall consist of up to ten (10) members, at least two (2) of whom shall be members of the Board of Trustees. This committee may include additional community members appointed by the President and approved by the Board of Trustees to serve an annual term. The chair of the committee and chairs of any subcommittees of this committee shall be members of the Board of Trustees. The Corporation employs professional staff with expertise and duties that involve collections management. This committee shall conduct the following duties to the extent that they have not been delegated to professional staff outlined in staff job descriptions or in the Collections Policy, which are reviewed by the Board of Trustees: reviewing the Collections Policy and recommending approval to the Board of Trustees; providing a community viewpoint and additional expertise in collection matters; meeting at least two (2) times a year to discuss acquisitions and deaccessions; approving expenditures for purchasing acquisitions or for long-term incoming loans in accordance with the Collections Policy; working with staff to ensure collections are properly conserved, preserved, secured and, when necessary, restored; ensuring accessibility of the collections to researchers; encouraging loans of collection items for exhibitions and educational opportunities; cultivating private individuals and businesses for future donations and bequests; identifying objects for possible acquisition/donation; aiding the Board of Trustees in understanding proper stewardship of the cultural resources under their care; recommending Corporation policies and any other duties assigned by the Board.
- Building and Grounds Committee - This committee shall consist of up to five (5) members of the Board of Trustees. This committee may include additional community members appointed by the President and approved by the Board of Trustees to serve an annual term. The committee shall meet for the purposes of: periodic evaluation of buildings and grounds; recommending improvement and repairs; facilities planning; documenting renovations for the institutional archives; recommending Corporate policies and any other duties assigned by the Board.

Section D. Rules; Record of Proceedings. Each committee may prescribe rules and procedures in accordance with these Bylaws to call and conduct its meetings. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board of Trustees and the President when required.

## ARTICLE IX
## CORPORATE ASSETS AND EARNINGS

Section A. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a Trustee is or may hereafter be permitted by law to make or any similar

restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 (the "Code") and applicable Regulations relating thereto as they now exist or as they may hereafter be amended.

Section B. Inurement Prohibition; Interest in Contracts. No Trustee, officer, committee member, or employee of, or any person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Trustees for services rendered to or for the Corporation in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Any Trustee, officer, employee, committee member, or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Section A of this Article and Section 713 of Title 13-B of the Maine Revised Statutes Annotated or any successor statute.

Section C. Dissolution. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Trustees, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and have some connection to the purpose of this Corporation noted in Article II.

Section D. Exempt Activities. Notwithstanding any other provision of these Bylaws, no member, Trustee, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section E. Loans. As pursuant to Maine Title 13-B, §712, no loans shall be made by a corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

## ARTICLE X
## MISCELLANEOUS

Section A. Corporate Seal. The Board of Trustees may provide a suitable seal, containing the name

of the Corporation.

Section B. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Trustees and evidenced by resolution filed with the corporate records.

Section C. Records and Reports. The Corporation shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board of Trustees and of any committee. The President or the Secretary of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board of Trustees and filed within twenty days thereafter at the principal office of the Corporation.

## ARTICLE XI
## INDEMNIFICATION AND INSURANCE

Section A. Indemnification. The Corporation shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify any and all present and former officers, Trustees, employees, committee members, and agents of the Corporation against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit, or proceeding in which they, or any of them, are made parties or a party by reason of their being or having been officers, Trustees, employees, committee members, or agents of the Corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other Bylaw, agreement, or otherwise.

Section B. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article XI.

Section C. Certain Limitations on Indemnification. In no case shall the Corporation indemnify or reimburse any person for any taxes on such individuals under Chapter 42 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended, or under the comparable or

corresponding provisions of any future United States internal revenue laws. Further, at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code, then, during such time, no payment shall be made under this Article XI if such payment would constitute an act of self-dealing or a taxable expenditure as defined in sections 4941(d) or 4945(d), respectively, of the Code.

Section D. Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a Trustee, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, or other enterprise.

## ARTICLE XII
## AMENDMENTS

The Dyer Library Association Board of Trustees shall have power to make, alter, amend, and repeal the Articles of Incorporation or the Bylaws of the Corporation by vote of a majority of all of the Trustees at any regular or special meeting.

* * *

I certify that the foregoing Bylaws of the Dyer Library Association were approved and adopted for the organization by its Board of Trustees by unanimous consent on _____, and that they are currently in effect.

_____

Secretary

_____

Date