

# **Bylaws of the Washington Library Association**

As amended at the January 9, 2017 Annual Meeting

## **Article I. Name, Location, and Purpose of the Corporation**

- 1.1 The name of the Corporation is the Washington Library Association (WLA), located in the town of Washington/County of Knox, State of Maine.
- 1.2 Be it resolved that we, as interested citizens of Washington, join together to form this organization to plan and administer construction, establish policies, administer operations, and fund and maintain the facility known as the Gibbs Library.
- 1.3 It shall be the responsibility of the corporation to solicit membership among the citizenry of Washington and neighboring towns, to raise funds necessary for operations, and to encourage and administer volunteer participation in the operation of the Gibbs Library.

## **Article II. Membership of the Corporation**

- 2.1 The membership of the Corporation shall consist of members in good standing of the WLA.
- 2.2 A member is any person who has (1) worked 10 hours, or more, as an approved volunteer during the preceding 12 months or (2) made a financial donation to the Washington Library Association during the previous 12 months.

## **Article III. Board of Trustees**

- 3.1 **Duties.** The duties of the Board of Trustees shall be to manage the business and affairs of the Corporation. The Board of Trustees will appoint the Head Librarian. The Board of Trustees shall make policy and guide and provide support to all elected officers and committees.
- 3.2 **Membership.** The Board shall consist of no fewer than five (5) and no more than eight (8) Trustees and four (4) Officers elected at the annual meeting of the WLA, plus Trustees added pursuant to 3.10, 3.11 and 3.12. An appointed nominating committee shall select a list of candidates for available positions to be presented at the annual meeting.
- 3.3 **Term of Office.** The term of office for Trustees shall be 3-year staggered terms.
- 3.4 **Dismissal of a Trustee or Officer.** A Trustee or Officer may be dismissed for cause with a 21-day notice to the Officer or Trustee in question by a majority vote of the board voting at a regular or special meeting at which a quorum is present. Absence by a Trustee or Officer from more than three (3) meetings in a calendar year shall be just cause for dismissal.
- 3.5 **Compensation.** The Board of Trustees shall serve without compensation, except that they may be reimbursed for authorized expenses incurred on behalf of the WLA.
- 3.6 **Officers' Voting Rights.** The Officers of the Association shall have voting rights at the Trustees' meetings.
- 3.7 **Chairperson.** Board of Trustees meetings will be chaired by the President.
- 3.8 **Vacancies.** The Board of Trustees shall have the authority to fill Officer and Trustee vacancies with temporary appointments, which shall run to the next annual meeting of the WLA at which there is a quorum present.
- 3.9 **Quorum.** A quorum at meetings of the Board of Trustees shall consist of the presence of one more than 50% of eligible Trustees and Officers. No business can be accomplished in the absence of a quorum.

- 3.10 Past Presidents and Past Librarians, at their option, shall have an annual non-elected voting position on the Board of Trustees. Each shall declare, either orally or in writing, before or at the time of the annual meeting, their willingness to so serve for the coming year.
- 3.11 High School Trustees. Up to three current high school students may be added to the Board of Trustees, annually. These positions shall not count in calculating a quorum needed for a meeting. These positions may be filled in September and shall be approved at the Annual Meeting.
- 3.12 Emeritus Board Members. Any member of the Board of Trustees, who has served ten (10) years as a Trustee and/or an Officer of the Board of Trustees is eligible, at the member's option, for an annual, non-elected voting position on the Board of Trustees. Each shall declare, either orally or in writing, before or at the time of the annual meeting, their willingness to serve for the coming year.

#### Article IV. Meetings

- 4.1 The annual meeting will be held on the second Monday of January.
- 4.2 The regular meetings of the Board will be monthly, unless the Board votes to cancel a particular meeting. Notice of the Annual Meeting and the regular monthly meetings shall be posted at the Gibbs Library, on its website and through its email newsletter. The public is invited.
- 4.3 Special Meetings shall be held at a time and place deemed appropriate by the President. The President must call a meeting when a written request is presented by five (5) or more WLA members or three (3) or more members of the Board.
- 4.4 Items to be put on the agenda must be presented to the President no later than ten (10) days prior to the meeting.
- 4.5 A quorum at the Annual Meeting shall be an attendance of 20 or more WLA members in good standing. A quorum is deemed to be present unless questioned by two (2) or more members in good standing at the meeting.
- 4.6 Roberts Rules of Order, as revised, shall govern the procedure of all meetings.

#### Article V. Officers and Duties

- 5.1 The Officers shall be President, Vice President, Secretary and Treasurer.
- 5.2 Officers shall be elected at the annual meeting and must be members in good standing. A nominating committee shall introduce a list of candidates to be presented to the membership at the annual meeting. At this time, nominations can also be accepted from the floor. The term of office shall be one (1) year.
- 5.3 Should a vacancy of an officer's position occur during a term of office, the position will be filled by appointment by the Board of Trustees.
- 5.4 The duties of the President are to preside at all meetings and to keep order therein and to call and conduct special meetings as deemed necessary. The President will prepare an agenda for each meeting. The President and Vice President will serve as advisors to standing committees.
- 5.5 The duties of the Vice President shall be to assume the duties of the President in the event of his/her absence and assist with the standing committees in conjunction with the President.
- 5.6 The duties of the Secretary shall be to record minutes of all regular, special and annual meetings of the WLA. He/she will note all attendance, including those Officers and Trustees absent, and maintain a list of all members. The Secretary will notify the board of any Officer or Trustee who has failed to meet the attendance requirement described in Section 3.4.

- 5.6A Minutes of all monthly, annual and special meetings of the WLA shall include names of all those in attendance, names of absent Officers and Trustees, all formal votes of the meetings and a description of all business conducted. They shall be at all times open to public inspection. The records will be handed on and will remain the property of the Washington Library Association.
- 5.7 The duties of the Treasurer shall be to keep all financial records up to date, to pay approved bills and to establish accounts as directed by the Board of Trustees. The President and Treasurer are authorized to sign checks in the name of the WLA. The Treasurer shall be bonded.

## Article VI. Committees

- 6.1 The committees of the WLA may be formed at the discretion of the Board for the duration of the time deemed necessary. Individual committees are authorized to add members to their committees.
- 6.2 The following shall be the Standing Committees of the WLA: Art Committee, Fund Raising Committee, Building and Grounds Committee, Program Committee, Technology Committee and Investment Committee.
- 6.2A Each Standing Committee shall carry a Trustee as a member to report its activities to the Board.
- 6.2B Each committee shall select its own chairman.
- 6.3 The Board shall appoint a Budget Committee, a Bylaws Committee, and a Nominating Committee at the September meeting.
- 6.4 The Investment Committee shall oversee the implementation of the WLA investment policy.
- 6.5 The Art Committee shall schedule and hang art shows and exhibits.
- 6.6 The Fund Raising Committee shall formulate and execute ideas to generate funds.
- 6.7 The Building and Grounds Committee shall implement the Board of Trustees decisions regarding the physical properties including building, grounds, and furnishings.
- 6.8 The Program Committee shall work with the Head Librarian and the Board of Trustees to organize special library functions or activities.
- 6.9 The Technology Committee shall oversee the computer operations and new technology of the Library.

## Article VII. Amendments of the Bylaws

- 7.1 A request for amending the bylaws can be made by any member at any regularly convened meeting of the WLA, provided a copy of the amendment is provided to the Board of Trustees no later than the last regularly scheduled Board meeting prior to the WLA annual meeting. Amendments to amendments may be made from the floor at the WLA annual meeting.
- 7.2 Proposed bylaws that receive a majority vote at an annual meeting become WLA bylaws.

## Article VIII. Endowment Fund

- 8.1 An Endowment Fund shall be established to accumulate and disperse money in the following manner:

- 8.1A At least 50% of the unrestricted funds received, during any fiscal year, in excess of actual operating expenses for the same fiscal year shall be placed into the endowment fund by the Treasurer, as authorized by the Board of Trustees.
- 8.1B The fund will be managed by the Board of Trustees..
- 8.1C The annual income from the fund may be used, at the discretion of the Board of Trustees, for operating expenses of Gibbs Library. Income is defined as interest, dividends and capital gains but does not include contributions to the fund.
- 8.1D The principal of the fund may be invaded only upon a vote of 75% of the full Board of Trustees. The principal of the fund may not be invaded for more than 10% in any one fiscal year.

## Article IX. Building Fund

- 9.1 A Building Fund shall be established to accumulate and disperse money in the following manner:
  - 9.1A At least 10% of the unrestricted funds received, during any fiscal year, in excess of actual operating expenses for the same fiscal year, shall be placed in a building fund by the Treasurer, as authorized by the Board of Trustees.
  - 9.1B The fund will be managed by the Board of Trustees.
  - 9.1C The fund shall be used only for capital building or expansion purposes, by vote of 75% of the Board of Trustees.