

COTUIT LIBRARY ASSOCIATION

COTUIT, MA 02635

BY-LAWS

Of

THE COTUIT LIBRARY ASSOCIATION

(Incorporated September 7, 1886)

Revised August 13, 1980

Revised August 12, 1981

Revised August 12, 1987

Revised August 11, 1999

Revised May 23, 2017

**ARTICLE 1
NAME**

The name of this corporation will be THE COTUIT LIBRARY ASSOCIATION.

**ARTICLE II
PURPOSE**

The purpose of this Corporation will be to maintain a free library primarily for the use of full-time and part-time residents and property owners of the villages of Cotuit and Santuit (Cotuit).

**ARTICLE III
MEMBERS MAY NEVER SHARE PROFITS OR EMOLUMENT**

There will never be paid to, nor will there ever be divided among, Board members (Trustees) of this corporation, any profits or emoluments of the corporation; but reasonable compensation for work performed or services rendered may be made by the corporation to employees or others. This By-law will not be subject to repeal, alteration or amendment.

**ARTICLE IV
LIBRARY USE AND BORROWING PRIVILEGES**

The Library facilities are available for use by any individuals. Any individual with valid proof of Massachusetts residence or property ownership is eligible to have a Cotuit Library card.

The library may participate in inter-library networks, which allow holders of Cotuit Library cards to borrow books and other materials from other libraries in the network. Likewise, the Cotuit Library may lend books and other materials to holders of cards issued by other libraries, which participate with the Cotuit Library in such networks.

**ARTICLE V
BOARD OF TRUSTEE**

Sec. 1. "The Board of Trustees has fiduciary oversight for the Library, ensuring that it operates within its established budget, and that all Trustees participate in the raising of annual funds for its operation.

Sec. 2 The Board will consist of a minimum of 12 members (Trustees).

Sec. 3. The Board of Trustees will be elected by vote of the members of the Board at the Annual Meeting. Each Trustee will be elected to serve a three-year (3) term and will be eligible to serve two (2) full consecutive terms. Terms for all Trustees will begin the first day of the fiscal year. A Trustee may serve additional terms after a one-year rotation off the Board. Individuals interested in joining the Board, who were not listed on the slate at the most recent Annual Meeting, may be voted in by the Trustees at a regularly scheduled meeting of the Board. In these cases, the individual will be considered full voting members of the Board; however, their terms will not start until they are voted on at the next Annual Meeting.

Sec 4. The Board should be comprised of a combination of full-time and part-time residents of Cotuit and non-residents with an interest in the Cotuit Library.

Sec. 5. All officers, as defined below, must be members of the Board of Trustees.

Sec. 6. The President of the Friends of the Cotuit Library and the Director will serve as Ex Officio members of the Board. However, they will be non-voting members.

Sec. 7. The Board will hold monthly meetings at a time and place that is established at the first meeting following the Annual Meeting. Trustees may participate in a meeting in person, by proxy, by phone or

other electronic means. Notification of modifications to this schedule will be provided to all Board members in writing at least one (1) week ahead of time.

Sec. 8. A majority of the Trustees in office at the time of a meeting of the Board will constitute a quorum for the transaction of business at that meeting. No business will be considered by the board at any meeting at which a quorum is not present, but a lesser number may without further notice adjourn the meeting to another time. At any meeting of the Board at which a quorum is present, the vote of a majority will decide any matter unless a different vote is specified by law, the Articles of Organization or these Bylaws.

Sec. 9. In those instances where a vote of the Board is needed between regularly scheduled meetings, the Secretary may call for a meeting to take place utilizing telephone or Internet services. Any votes taken at such meetings will be binding on the corporation if a quorum of Board members participates in the voting at the meeting.

ARTICLE VI RESPONSIBILITIES OF THE BOARD OF TRUSTEES

Sec.1. The Board of Trustees will have full power and authority to manage the Corporation and its affairs in the interim between meetings of the corporation, subject to instructions, which the Board may receive from the corporation at the Annual or Special Meeting thereof.

Sec.2. Without limiting the generality of the powers conferred upon the Board of Trustees by Article VI, Sec. 1, it is expressly provided that the Board of Trustees will have the following powers and duties:

- (a) To engage in an on-going planning process, which assesses the needs of the Library and the role of the Library in the community, and to ensure that the Library develops to meet those needs.
- (b) To provide rules for calling and conducting its own meetings.
- (c) To make rules and regulations regarding the use of the Library and its property, but within the charter purposes of the corporation.
- (d) To make such contracts as said Board may deem wise for and on behalf of the corporation in connection with the management, upkeep and use of the Library and its property but within the charter purposes of the corporation and in connection with its usual and ordinary affairs.
- (e) To determine upon and appoint such officers and committees not provided for in these By-laws as the Board may deem advisable and for the best interest of the corporation and to prescribe the powers and duties of such officers and such committees.
- (f) To fill any vacancies among the officers of the corporation and the Board of Trustees at the Annual Meeting of the corporation.
- (g) Power to determine the appropriate staffing ("management") for management of the Library's collection, building, employees and other resources. The Board will select, appoint, and regularly evaluate an individual or individuals to serve as management of the Library. The Board will approve the compensation of the management.
- (h) To fix the compensation of all other employees of the corporation, after consultation with management.

Sec. 3. All decisions of the Board are made by the Board as a collective body. No individual may make decisions and/or act for the Board unless specifically authorized to do so by a vote of the Board.

Sec. 4. Except as provided for by these By-laws, Roberts Rules of Order Newly Revised shall govern.

ARTICLE VII ELECTION AND TERM OF OFFICE

Sec. 1. Annually, the Nominating Committee will prepare a slate of officers to be voted on at the Annual Meeting. The slate will consist of a President, Vice-President, Treasurer, Assistant Treasurer and Secretary.

Sec. 2. The slate will be presented by the Secretary at the Annual Meeting. Each position will be voted on individually and must receive a majority of the votes of those present at the Annual Meeting.

Sec. 3. Each Officer will be elected to a one-year term and may stand for reelection to the same or a different position as long as he/she remains on the Board.

ARTICLE VIII DUTIES OF OFFICERS

Sec. 1 PRESIDENT

The President will preside at all meetings of the corporation and of the Board of Trustees. The President will have the authority to appoint committees subject to the Board of Trustees' approval. The President will be an ex officio member of all Standing and Ad Hoc committees without election thereto. The President will perform such other duties and have such authority as may be delegated to the President by the Board of Trustees.

Sec. 2 VICE-PRESIDENT

In the absence or disability of the president, it will be the duty of the Vice-President to perform the duties of the President and to exercise the powers of the President.

Sec. 3 TREASURER

The Treasurer will have charge of funds and be the general financial agent under the Board of Trustees. The Treasurer will keep full and accurate accounts and will render a statement at the Annual Meeting or at any time when requested by the Board of Trustees. Books will be open at all times to inspection by the members of the Board of Trustees. The Treasurer will sign or endorse notes, checks, and other negotiable instruments and perform such other acts as authorized by the Trustees. The Final Report and the Annual Report of the Treasurer will be audited by an auditor appointed by the Board of Trustees.

Sec. 4. ASSISTANT TREASURER

The Assistant Treasurer will perform specific duties under the supervision of the Treasurer. In the absence or disability of the Treasurer, it will be the duty of the Assistant Treasurer to perform the duties of the Treasurer and to exercise the powers of the Treasurer.

Sec. 5. SECRETARY

The Secretary will prepare notices for the Annual Meeting of the Corporation, will take minutes of all such meetings and will keep accurate minutes of all Board Meetings. At the Annual Meeting, Secretary will submit a full report of all action taken by the Board of Trustees, and by the Executive Committee, if there is one, during the prior year. At the Annual Meeting, the Secretary will present the slate of Officers and Trustees proposed for election. The Secretary will have custody of all the minutes of the Board of Trustees and of the Executive Committee, if there is one, subject to inspection by the Board of Trustees at all reasonable times, and subject to control by the Board of Trustees. The Secretary will conduct such correspondence and perform such other services as the Board of Trustees may prescribe. The Secretary may assign custody of the Seal and such other books and papers of the corporation to the Library management.

**ARTICLE IX
COMMITTEES**

Sec. 1. There will be the following Standing committees: Executive, Buildings/Grounds, Finance, Fundraising, Nominating. The powers and duties of these committees will be such as are delegated to them respectively by the Board of Trustees.

Sec. 2. The Executive Committee will consist of the President as chairman and with voting power, Vice President, Secretary, Treasurer and Assistant Treasurer. The Executive Committee has the de facto responsibility to act on behalf of the corporation and the Board when it is not feasible to convene a meeting of the full Board.

Sec. 3. The members of each Standing Committee, other than the Executive Committee, will be selected by the Board of Trustees. Committee members will include, but will not be limited to, members of the Board.

Sec. 4. The term of office of Standing committee members will be one (1) year from the date of their appointment.

Sec. 5. As needs arise, the Board may establish Ad Hoc Committees as the Board deems are necessary. It will be the responsibility of the Board to write a mission statement for each Ad Hoc Committee and to select the members of such committees. Committee members may include, but will not be limited to, members of the Board. The Committee membership may consist of a combination of current members of the Board and community members, who are not presently serving on the Board. Each ad hoc committee will be dissolved when the Board determines that it is no longer necessary. The term of membership on an ad hoc committee may be for the full duration of the committee.

**ARTICLE X
MANAGEMENT OF BOARD RESTRICTED AND DONOR RESTRICTED FUNDS**

To best ensure the Library's short and long term financial viability, the Finance Committee, with the concurrence of the Board of Trustees, will establish appropriate written policies, regarding:

- (a) The allocation of new gift monies to "operating", "board restricted" or "donor restricted" fund usage;
- (b) The financial management of "board restricted" and "donor restricted" funds;
- (c) Appropriate limits on the withdrawal of income, gains, and principal from "special purpose" or "endowment funds".

The Treasurer will act in conformance with these policies as written. The Treasurer and Finance Committee will revise the policies as necessary due to changes in the Library's finances and present the revised policies to the Board for approval.

**ARTICLE XI
CONFLICTS OF INTEREST**

Sec. 1. A Trustee or employee will be considered to have a conflict of interest if the individual:

- (a) Has existing or potential financial or other interests, which impair or might reasonably appear to impair the individual's independent, unbiased judgment in the discharge of his/her responsibilities to the corporation or
- (b) Is aware that a member of his/her family (defined as spouse/partner, parent, child, sibling or other relative residing in the same household) is an employee, officer,

director, partner, trustee or controlling stockholder of an entity, which may cause the Trustee or employee to be or appear to be unbiased in his/her decision-making.

Sec. 2. All Trustees and employees must make an annual disclosure to the Board of any potential conflicts and at any time when a change in status creates a potential conflict.

Sec. 3. No Trustee may participate in the discussion and/or vote with respect to any matter under consideration by the Board in which he/she has an actual or perceived conflict of interest.

**ARTICLE XII
MEETINGS OF THE CORPORATION**

Sec. 1. The annual meeting of the corporation will be held at the Library at the end of each fiscal year. The date and time will be set by the Board of Trustees.

Sec. 2. At least one month before the Annual Meeting of the corporation, the Nominating Committee will present to the Secretary a list of candidates. The Secretary will review the list with the Board ahead of the Annual Meeting.

**ARTICLE XIII
FISCAL YEAR**

The fiscal year of the corporation will begin July 1st of each year and end June 30th of the following year.

**ARTICLE XIV
AMENDMENTS**

These By-laws may be amended at any Annual or Special Meeting of the corporation, which has been duly called. The notice of said meeting will state that an amendment(s) to the By-laws will be presented at the meeting and provide the amendment(s) in full in the notice of the meeting together with the section or sections to be amended.