

## HOPE LIBRARY ASSOCIATION BY-LAWS

### ARTICLE I-NAME

The name of this body shall be the Hope Library Association, hereinafter referred to as the "Association." Its object shall be to hold and maintain a free public library in Hope, Rhode Island.

### ARTICLE II -PURPOSE

The Library shall at all times be operated exclusively as a tax-exempt charitable library. As such, it shall provide library facilities for the people of Hope, Rhode Island and its surrounding community as a nonprofit corporation organized and existing under the Rhode Island Nonprofit Corporation Act. The use of the Library shall be free to all residents of the Town of Scituate, subject to such rules and regulations as may be established by the Board of Trustees. The Library shall do all things incidental to and designed to promote the foregoing purposes.

### ARTICLE III-MEMBERSHIP

Section 1: A voting member of the Association shall be eighteen (18) years or older, not a paid employee of the library, who is current with the payment of the annual dues under such terms and conditions as the Board may determine from time to time. All voting members, current with the payment of annual dues as of the annual meeting of each year, shall be entitled to cast votes for the election of the Board of Trustees at the annual meeting of the Library. Only duly qualified members may be appointed to the Board of Trustees.

Section 2: The annual meeting of the Library for the transaction of such business by the Members as may properly come before the meeting shall be held on the third Tuesday of June each year. No proxy voting shall be permitted. Only members in good standing as of the annual meeting of each year shall be eligible to vote at the May meeting of the same year.

Section 3: Special meetings of the Members may be called by the President of the Board with reasonable notice given the circumstances or shall be called by the President at the written request of at least thirty (30) active members.

Section 4: Notice of a special meeting of the Members must be placed in the local newspaper at least seven (7) days but not more than thirty (30) days prior to said meeting. In an emergency, the President may call a special meeting upon whatever notice is deemed reasonable.

Section 5: The annual meeting of the Library and any special meetings of the Members shall take place at the Library or at such other location within the State of Rhode Island,

as may be designated in the notice of the meeting. If no designation is made for the annual or special meeting, the place of meeting shall be at the Library.

Section 6: The by-laws may be amended at any regular Association meeting by a two-thirds (2/3) vote of the membership present. Notice must be given at least one (1) week in advance in the notice of the call to the meeting.

#### ARTICLE IV-BOARD OF TRUSTEES

Section 1: The number of trustees to constitute the Board of Trustees of Hope Library shall be a minimum of nine (9) and maximum of eleven (11) members who will serve without compensation.

Section 2: Members of the Board of Trustees shall be elected/ reelected at the annual Association meeting by the vote of the Association Members present. A Nominating Committee named by the President shall present the slate of Trustees to be voted upon at the meeting. Association Members shall be notified in the call of the meeting. The Trustees shall be elected for staggered three-year terms. The Board of Trustees shall have the power to appoint to unexpired terms.

#### ARTICLE V-POWER AND DUTIES OF THE BOARD

Section 1: The Board shall be the legal guardians and custodians of the Library and shall provide suitable quarters for same. It shall appoint the Library Director, fix the salary schedule, and approve the hiring of additional staff at the recommendation of the Director.

Section 2: The Board, in consultation with the Library Director, shall determine and adopt a written statement of the policies to govern the operation and program of the Library. It shall be the duty of the Board to approve and present the financial needs of the Library to the Town of Scituate and to insure adequate public support for Hope Library service.

Section 3: The Board shall maintain standing committees for nominations, membership and activities, and property and maintenance. At least three members of the Board shall be appointed to each of these committees.

Section 3A: A Finance Committee shall be set up to include a minimum of three (3) board members. The Finance committee will report to the Board at the monthly Board meetings. The Finance committee will meet monthly with the Director to review bills and statements; these meeting times will be arranged by the committee.

Section 4: The Board may also appoint special committees on any subject affecting the interests of the Library from members of the Board, as may be necessary from time to time.

Section 5: Board members are required to participate in Library fund-raising activities and must serve on at least one standing committee.

Section 6: A quorum for the transaction of business shall consist of a simple majority of the Board. The vote of majority present at any properly noticed Board of Trustees meetings shall be the act of the Board of Trustees.

#### ARTICLE VI-OFFICERS

Trustees shall elect from their own membership a President, Vice President, Secretary, and Treasurer at the first regular meeting subsequent to the Annual Meeting. Officers are elected to serve two (2) year terms. No officer shall serve for more than three (3) successive terms in any one office.

#### ARTICLE VII-DUTIES OF OFFICERS

Section 1: The President shall preside at all meetings of the Board. She/he shall handle all legal transactions as designated to her/him by the Board. She/he shall have all powers of the Treasurer in the event of absence or illness of the Treasurer. The President shall appoint annually at least three (3) Members of the Board to serve on various standing committees such as Nominating Committee, Membership and Activities, and Property and Maintenance, and otherwise perform such other duties as the Board of Trustees may prescribe from time to time.

Section 2: The Vice President shall perform all duties of the President in the event of his/her absence or disability. The Vice President shall have such other powers and perform such other duties as the Board of Trustees may prescribe from time to time.

Section 3: The Secretary shall keep all records of the Board and prepare and send out notice of meetings. The Secretary shall otherwise make such reports and perform such other duties as are incident to the office of Secretary or required by the Board of Trustees.

Section 4: The Treasurer shall have custody of all money belonging to the Library and shall deposit same in the name of the Library. She/he shall keep an accurate record of the income and disbursements in the financial books of the Library. The Treasurer shall serve with whatever bond surety the Board may require and shall have all accounts audited at least every two (2) years. The Treasurer shall make reports and perform such other duties as are incident to the officer of Treasurer or required by the Board of Trustees.

#### ARTICLE VIII-MEETINGS

Section 1: The annual meeting shall be held on the third Tuesday in June. Annual reports shall be presented by the President and the Treasurer of the Board of Trustees.

Section 2: Regular meetings of the Board shall be held monthly, usually the third Tuesday at 7:00 PM. Meetings may be omitted during July and December and at the discretion of the Board. Regular attendance of Trustees is expected. Excessive absences will be subject to review by the Board. Special meetings of the Board or of the Association may be called by the President at any time, with reasonable notice given the circumstances.

#### ARTICLE IX-CONDUCT OF MEETINGS

All meetings of the Board of Trustees will be conducted using Robert's Rule of Order.

#### ARTICLE X-EMPLOYEES

Section 1: The Board of Trustees shall appoint the Director of the Library and shall fix the amount of his/her compensation. The Board of Trustees is responsible for the Director's Annual review. The Library Director shall have custody of the books, documents, and all movable property of the Library and shall keep such records as the Trustees may require, including monthly and annual reports. Among the Director's duties shall be to:

1. Supervise staff personal
2. Train staff
3. Attend all trustee meetings and present a Director's report
4. Select and purchase books and materials
5. Submit reports to Department of State Library Services
6. Attend and actively participate in state and regional professional meetings
7. Upgrade his/her professional training as necessary
8. Write grants
9. Assist in the preparation and presentation of a Library budget to the Town of Scituate

Section 2: The Director, in conjunction with Board approval, shall hire all other necessary library personnel. The Board of Trustees shall fix salary schedules. The Director shall be responsible for annual evaluations of staff members.

#### ARTICLE XI-INDEMNIFICATION

The Library shall indemnify to the fullest extent permitted under Rhode Island General Law 7-6-6, as amended from time to time, or any other applicable law related or succeeding thereto, every trustee, officer, member of a committee, or employee made a party to a proceeding by reason of such person being or having been a trustee, officer, member of a committee, or employee of the Library against judgments, penalties, settlements, and reasonable expenses actually incurred, including those expenses actually incurred prior to the final disposition of such proceeding, subject to the limitations, if any, contained in the Rhode Island General Laws 7-6-6, as amended from time to time, or in any other applicable law related or succeeding thereto then in effect.

By-Laws revised and accepted by the Membership, June 20011.