

BOOTHBAY HARBOR MEMORIAL LIBRARY ASSOCIATION
BY-LAWS, AS AMENDED

Article I. Name

The name of this corporation is the Boothbay Harbor Memorial Library Association and its location is in Boothbay Harbor, Maine.

Article II. Management

The general management of the affairs of this Corporation shall be vested in the Board of Trustees. A simple majority of Trustees shall constitute a quorum, and a majority vote of the Trustees present is required for the transaction of business.

Article III. Trustees

A. Number: There shall be no less than 5 or more than 14 Trustees.

B. Eligibility: Trustees shall be residents of towns that are served by the Library. No Trustee shall be a paid employee of the Library.

C. Terms: Trustees shall be elected for a three-year term by the Board of Trustees. Trustees' terms shall begin immediately upon their election and end upon their resignation or expiration of term.

D. Vacancies: If a Trustee resigns before the end of a term, the Board may elect a replacement. Trustees elected to fill an unexpired term shall have the same rights and privileges as other Trustees. The term of a replacement Trustee shall be the same as the Trustee position replaced and such new Trustee may then serve two complete three-year terms after completion of the term vacated by the resigning Trustee.

E. Period of Service: Trustees may serve for a maximum of two consecutive three-year terms, after which one year must elapse before re-election, except as allowed in Article III Section D above.

F. Responsibilities: The policymaking and financial authority of the Library shall be vested in the Board of Trustees. The Board of Trustees shall establish policies, goals, and objectives for the Library; shall identify human and financial resources needed to implement those policies, goals, and objectives; shall ensure that the necessary resources are made available; and shall monitor progress and evaluate outcomes.

The Trustees shall be responsible for hiring the Library Director, who, in consultation with the Board, shall be responsible for the day-to-day operations of the Library. Annually, the Trustees shall set the compensation for the Library Director in accordance with the procedure

set forth in Article V, Section A of these by-laws. The Library Director shall each year evaluate the performance of and recommend to the Executive Committee the compensation for the Library staff.

G. Meetings: Regular Trustee meetings shall be held on the second Tuesday of each month or at such other times as determined by the Trustees. Special meetings may be called by the President or upon written request of three Trustees. All Trustees shall be notified by the Secretary of any special meetings at least three days in advance, in writing or electronically. The Library Director is expected to attend all Board meetings. The Annual Meeting shall be held in December.

H. Honorary Trustees: Honorary Trustees may be elected in recognition of outstanding contribution and service to the Library and Board. Upon election, such Honorary Trustee shall hold the position for life and shall have all rights and privileges of a Trustee except voting rights.

I. Youth Trustees: There may be one Youth Trustee and up to two Alternate Youth Trustees currently enrolled in grades 9 through 12. Only one Youth Trustee may be a voting member of the Board during any one meeting with the voting member to be determined by the Youth Trustees present at the meeting. Youth Trustees are intended to serve as a liaison between community youth and the library. Duties will include planning an event or events for other youth that promotes awareness of library resources for young people. They will recruit other young people to volunteer at Library events as needed. They will nominate their own replacements for board consideration.

Article IV. Officers

The officers of the Library shall be President, Vice President, Secretary, and Treasurer.

A. Election and Terms: Officers shall be elected for a term of one year by a majority of votes cast by the Board of Trustees at its annual meeting and shall take office immediately after that meeting. Each officer shall hold office until a successor shall have been duly elected and shall have qualified. A member may be nominated to serve up to two consecutive terms in the same position. In the absence of a successor, the Board may choose to extend the term limit of the current Officer for one year (not to exceed three years), to be voted on at the Annual Meeting.

B. Vacancies: Vacancies shall be filled through election by the Trustees as needed, by majority vote.

C. President: The President shall preside at all Board meetings and perform all duties usually pertaining to the office of President. The President shall consult with the Library Director concerning the operation of the Library. The President shall be an ex-officio member of all committees and a voting member of the Nominating and Executive Committees.

D. Vice President (Formerly President-Elect): The Vice President shall assist the President and perform the duties of the President in the President's absence.

E. Secretary: The Secretary shall keep a record of all Board meetings and shall perform such other duties as usually pertain to the office of Secretary. In the absence of the Secretary, a Secretary Pro Tempore shall be appointed by the presiding officer. The Secretary shall maintain a permanent copy of all Board minutes and attachments in the office of the Director.

F. Treasurer: The Treasurer shall be responsible for keeping full and accurate accounts of all receipts and disbursements and in accordance with the budget of operating expenses and shall serve as chair of the Finance/Budget Committee. Disbursements shall be made as directed by policies of the Board of Trustees. The Treasurer shall prepare and file such reports as are requested from the contributing towns and other organizations as needed. The Treasurer shall cause the financial records of the Corporation to be reviewed and tax returns prepared by a qualified professional following the end of the fiscal year. The fiscal year shall be from January 1 through December 31.

Article V: Committees

The Library shall have the following standing committees: Executive, Board Development, Building and Grounds, Finance/Budget, Fundraising, Personnel, Community Outreach, and Policy. The Board of Trustees may also establish ad hoc committees. After soliciting their preferences, the President shall appoint Trustees to at least one committee, with the following exceptions: All officers shall be members of the Executive Committee.

The Board president shall appoint Trustees to serve as chair and as members of standing committees. The President may appoint persons who are not Trustees as members of Building & Grounds, Finance/Budget, and other committees as needed. It is the responsibility of the committee chairs to see that committee responsibilities are carried out. Committees shall meet and report to the Board as necessary. Board approval is required before the initiation of any significant new activity. The Library Director shall be an ex-officio member of all Library committees.

A. Executive Committee: The Executive Committee consists of the Officers of the Board of Trustees. It shall meet on an as-needed basis at the call of one of its members. Responsibilities include general board management, including oversight of the board standing committees and any ad-hoc committees. It shall evaluate performance and determine salary and benefits for the Director.

B. Board Development Committee: The Board Development Committee shall prepare and present to the Board nominations for Board membership, Board officers, and honorary trustees.

C. Buildings and Grounds Committee: The Buildings and Grounds Committee shall be responsible for the maintenance and repair of all Library property.

D. Finance/Budget Committee. The Finance/Budget Committee shall be responsible for the financial management of the Corporation and prepares the annual budget for board approval.

E. Personnel Committee: The members of the Personnel Committee are responsible for working with the Library Director to ensure that the Personnel Policy is kept current and in accordance with state and federal laws and regulations. This includes job descriptions, salary structure, grievance procedures, and benefits. Other duties of the Personnel Committee may be detailed in the Personnel Policy.

F. Community Outreach Committee: Members of the Community Outreach Committee are responsible for nurturing a mutually beneficial relationship between the library and the public upon whom the library's success depends.

G. Policy Committee: The Policy Committee is responsible for developing and updating policies with regard to the use of the library facilities and its materials.

H. Fundraising: The Fundraising Committee shall be responsible for raising the necessary funds to achieve the goals of the Annual Appeal and any capital project needs.

Article VI: Amendments

These By-laws may be amended at any regular or special meeting of the Corporation by a two-thirds vote of all serving Trustees, provided that notice of any proposed change, as well as the proposed change itself, has been made available in written or electronic form to each Trustee at least seven days before the day of the meeting.

As amended March 11, 2009

As amended July 14, 2009

As amended May 10, 2011

As amended July 10, 2012

As amended November 13, 2012

As amended May 14, 2013

As amended November 12, 2019