

WOODS HOLE PUBLIC LIBRARY

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woodsholepubliclibrary.org

BY-LAWS

Revised and Approved, July 2021

ARTICLE I - Name

The name of this Corporation shall be "The Woods Hole Public Library" (Library)

ARTICLE II - Purpose

The Corporation is organized and is at all times operated exclusively for charitable, literary, or educational purposes. Without limiting the generality of the foregoing, the Corporation is engaged in maintaining a library, a place of assembly in connection therewith, with a view to providing for the public good (i) a collection of books, magazines and periodicals to be loaned, circulated or distributed, (ii) a reading room, (iii) electronic media applications, (iv) a collection of maps, charts, surveys, medals, coins, pictures and other objects and materials of cultural, historical and artistic value, and (v) programs featuring readings, music, travel, and similar topics, and instruction in boat construction, navigation and practical crafts.

ARTICLE III - Membership and Dues

Anyone may become a member of this Corporation by the payment of annual dues, classes of membership and the amount to be determined by the Board of Trustees. All members are entitled to vote at any meeting of the Corporation. Use of the Library is not restricted to Corporation members, but patrons are encouraged to become members. The fiscal year shall begin July 1 and end June 30.

ARTICLE IV - Meetings and Quorum

The Annual Meeting of the Corporation shall be held the second Tuesday in July of each year at such time and place as the President shall determine. Special meetings of the Corporation may be called at any time by the President. Upon written request of ten (10) members of the Corporation, the President shall call a special meeting to be held within ten (10) days of the receipt of such request. Fifteen (15) members constitute a quorum of the Membership. Votes of the Membership are by majority unless otherwise required by Statute.

Notices of all meetings of the Corporation shall be sent to all members and shall be posted in the Library.

Regular meetings of the Board of Trustees will be held monthly at a place designated by the President. Special meetings of the Board may be called by the President upon the request of two Board members or as business requires. Five (5) members of the Board of Trustees shall constitute a quorum. However, no vote taken at any meeting of the Board - whether a special or

a regularly-scheduled meeting - shall constitute a legal decision of the Board unless two-thirds of the Board is present or unless it is ratified as specified below.

Should urgent business of the Corporation require an official decision of the Board of Trustees, whether between regularly-scheduled meetings or at a regularly-scheduled meeting with less than a quorum present, the following method shall be used to obtain such decision: the President, in consultation with the Board or staff member proposing the action, shall draft a motion. The President shall then poll the Board membership, either in person, or by e-mail, telephone or other electronic means, until sufficient votes have attached to one side of the question or the other to constitute a two-thirds majority of the full Board. This vote shall constitute an official decision of the Board of Trustees, and shall be read into the minutes of the next regularly-scheduled Board meeting, along with the names of those polled.

ARTICLE V - Officers, Trustees and Elections

The officers of this Corporation shall be a President, a Vice President, a Secretary and a Treasurer. In addition, at least nine (9) and not more than fifteen Trustees shall be elected by the Corporation at the Annual Meeting. The Chair of the Historical Collection and Museum shall be a member of the Board of Trustees with vote and may appoint another member of its Steering Committee to attend Library Board meetings in place of the Chair. The officers and Trustees shall constitute the Board of Trustees.

The President, Vice President, Secretary and Treasurer shall each serve for two (2) years with the President and Treasurer elected in alternate years from the Vice President and Secretary. These officers may be re-elected. The Trustees will serve for three (3) years and are expected to participate in a majority of scheduled meetings each year; the service of a Trustee who has three or more unexcused Board meeting absences in a calendar year, as determined by the President, may be terminated. Any Trustee who has served for two (2) successive terms shall not be eligible for re-election until at least one year has elapsed. Persons who have served on the Board of Trustees may on an exceptional basis be elected Trustees Emeritus for three (3) year terms and shall be accorded the privileges of Trustees except that they shall have no vote. Each President, on retiring from office, shall serve on the Board of Trustees for one (1) year after leaving office, and shall have both voice and vote while serving in this capacity.

ARTICLE VI - Duties of Officers

The President or Vice President shall preside at meetings of the Corporation and the Board of Trustees. The Secretary shall keep minutes of all meetings of the Corporation and of the Board of Trustees. The President or Secretary shall notify members of all meetings and, where appropriate, circulate an agenda in advance. The Treasurer shall keep an account of all receipts, expenditures and investments, and shall submit monthly financial reports to the Board. The Treasurer shall oversee preparation of the annual budget of the Library and shall submit a complete financial statement of the previous year along with a proposed budget of the current year to the Annual Meeting of the Corporation.

The Trustees shall have the management of the affairs of the Library, shall fill any vacancy in any office until the next Annual Meeting and shall have charge of all real estate belonging to the

Corporation. The Trustees shall appoint a qualified Librarian to run the day-to-day operations of the Library. The Trustees may also appoint an independent auditor to examine the accounts of the Corporation.

Article VII - Divisions

The Corporation shall have one division called the Woods Hole Historical Collection and Museum (Museum). The Museum shall be governed by its Guidelines for Organization and Operation as approved by the Board of Trustees, ratified by the Corporation, and set forth in these By-Laws. The Board of Trustees remains financially and legally responsible for the ultimate well-being of the Division as a component of the Corporation.

Article VIII - Committees

The Corporation shall have the following standing committees: Executive Committee, Finance Committee, Membership Committee, Development Committee, Events Committee, Building and Grounds Committee, and Nominations Committee.

The President shall be the Chair of the Executive Committee, composed of the officers of the Corporation and the immediate past President serving on the Board. The role of the Executive Committee is to make decisions between meetings of the Board and to respond to emergency situations. Decisions made by the Executive Committee shall be ratified following the procedure specified in Article IV.

The chairs of the other standing committees shall be appointed by the Board of Trustees and shall be current members of the Board of Trustees. The chair of each committee shall report to the Board of Trustees. The membership of standing committees, other than the Executive Committee and the Nominations Committee, may be drawn from all members of the Corporation.

The purpose of the Finance Committee shall be to assist in preparing the annual budget which shall be presented to the Board for its review and voted upon by the Membership at the Annual Meeting. The Finance Committee shall also assist the Treasurer in overseeing the financial affairs of the Corporation, especially as to the management of the Library endowment funds.

The Membership Committee shall have charge of recruiting and keeping records of Library members, sending notices of dues, and receiving and acknowledging dues and membership contributions.

The Development Committee shall oversee the long range needs assessment and projects and programs developed to meet those needs. It shall assist other committees in fund raising to support their activities.

The Events Committee shall have charge of organizing the various events held by the Library.

The Nominations Committee, composed of members of the Board of Trustees, shall make nominations for the Officers and Trustees of the Corporation to be approved by the Board of Trustees and elected at the Annual Meeting. All nominees shall be members of the Corporation.

The Buildings and Grounds Committee shall have general supervision of the Library building, grounds and any other Corporation property, including the hiring of janitorial and maintenance services as needed, with appropriate direction from the Librarian. Other Committees or Divisions may be appointed or established by the Board of Trustees from time to time as needed to serve specific purposes as designated by the Board. Membership in such committees may be drawn from all members of the Corporation.

ARTICLE IX - Amendments

These By-Laws may be amended by a two-thirds vote of the members present and voting at any meeting of the Corporation, provided that any proposed amendment shall have been approved by the Board of Trustees and its substance contained in the notice of the meeting.

Appendix: Guidelines for the Organization and Operation of the Division, The Woods Hole Historical Collection and Museum As amended, August 2015

Article I - Name

The name of the Division shall be the Woods Hole Historical Collection and Museum (the Museum).

Article II - Purpose

The purpose of the Museum is to bring together those people interested in the history and character of the community of Woods Hole. In accordance with the Charter of the Woods Hole Public Library, under which the Museum is organized and operates, the Museum shall establish and maintain a collection of objects and material of cultural, historical and artistic value illustrating the history of this area. The Museum shall engage and educate the local, regional, summer and online community through a wide variety of exhibits, outreach programs and publications.

Article III - Organization

The Museum, established by the Corporation known as the Woods Hole Public Library, Inc., is operated as a Division of that Corporation. A Steering Committee of the Museum is authorized to conduct the business of the Museum, which includes maintaining bank and investment accounts in its name, engaging in fundraising activities to support the goals of the Museum, and entering into contracts involving expenditure of these funds. The Steering Committee shall establish subcommittees as necessary to accomplish the work. The Chair of the Steering Committee or a member designated by the Chair shall represent the Museum at the meetings of the Board of Trustees of the Library Corporation.

Bradley House, adjacent to the Library on the northeast side, is owned by the Library Corporation and maintained by the Museum. The Museum also maintains the Swift Barn, Yale Workshop and Outreach Building, all housed on land leased from the Woods Hole Oceanographic Institution until 2095 by the Library Corporation for the explicit use of the Museum. Plans for significant renovations and changes to the Bradley House, its land and the other buildings shall be brought to the Library Board for approval.

Article IV - Membership and Dues

Anyone may become a member of this Division by the payment of annual dues. Classes of membership and the corresponding dues are to be determined by the Steering Committee. All members are entitled to vote at the Annual Meeting and to participate in subcommittees and other activities. The fiscal year shall begin July 1 and end June 30.

Article V - Meetings and Quorum

The annual meeting of the Division shall be held during the first week of August each year, at such time and place as the Steering Committee shall determine. Fifteen (15) members of the Museum shall constitute a quorum at the Annual Meeting. Notice of the Annual Meeting shall be sent to all members to be received at least two weeks before the Annual Meeting and shall be posted in the Library and in Bradley House. This notice shall include the names of nominees for officers and directors of the Steering Committee and any proposed amendments to these Guidelines.

The Steering Committee shall meet at least eight (8) times during each year. Seven (7) members of the Steering Committee shall constitute a quorum. Special meetings of the Museum may be called at any time by the Chair. Upon written request of ten (10) members, the Chair shall call a special meeting to be held within ten (10) days of the receipt of such request. Fifteen (15) members constitute a quorum of the Membership. Votes of the Membership are by majority unless otherwise required by Statute.

Should time-sensitive business require a decision by the Steering Committee between meetings, the following method shall be used to obtain such a decision: the Chair, in consultation with the Steering Committee or staff member proposing the action shall draft a motion. The Chair shall then poll the Steering Committee membership in person, by telephone, e-mail, or other electronic means, until sufficient votes have attached to one side of the question or the other to constitute a two-thirds majority of the Steering Committee. This vote shall constitute an official decision of the Steering Committee and shall be read into the minutes of the next regularly scheduled Steering Committee meeting along with the names of those polled.

Article VI - Composition and Election of the Steering Committee

The Steering Committee shall consist of the officers and no fewer than nine (9) but not more than fifteen (15) directors. Officers and directors shall be elected for terms of two (2) years by the general membership at an Annual Meeting and take office immediately. The officers shall be a Chair, Vice-Chair, Secretary and Treasurer. The Chair and the Secretary shall be elected in even-numbered years. The Vice-Chair and the Treasurer shall be elected in odd-numbered years. No officer may serve more than four (4) years in the same office. Any officer, upon retiring from that office, may be elected to another office or may be elected for one two (2) year term as director. No director shall be elected for more than six (6) consecutive years, after which one year of retirement shall be necessary, unless the director is elected to one of the offices. No person shall serve on the Steering Committee for more than ten (10) consecutive years.

The President of the Woods Hole Public Library Board or another Trustee shall represent the Library at Museum meetings with a vote.

Article VII - Duties of Officers

The Steering Committee shall be responsible for the management of the affairs of the Museum, shall fill any vacancy in any office until the next Annual Meeting, and may appoint an auditor to examine the Museum financial accounts. The Chair of the Steering Committee shall preside at meetings of the Steering Committee, the Annual Meeting and other membership meetings. The Vice-Chair shall preside over meetings in the absence of the Chair. The Secretary shall keep records of the meetings of the Museum, shall notify all members of the Annual Meeting, and shall distribute minutes from the meetings to the officers of the Library Board of Trustees. The Museum Treasurer shall meet at minimum on a monthly basis with the bookkeeper to obtain an accounting of all receipts, expenditures and investments. The Treasurer shall present a complete statement of the financial condition of the Museum at its monthly meetings and Annual Meeting and to the Library Board before its annual meeting. The Steering Committee's monthly financial reports shall be forwarded by the bookkeeper to the officers of the Library Board of Trustees.

Article VIII - Personnel

The Steering Committee shall appoint a qualified Executive Director who shall carry out the duties and policies of the Museum. The Executive Director shall appoint and oversee assistants as needed, subject to the approval of the Steering Committee.

Article IX - Subcommittees

The Museum shall have the following standing subcommittees: Executive Committee, Budget and Finance Committee, Investment Committee, Membership Committee, Planning and Development Committee, Events Committee, Building and Grounds Committee, Archives Committee, and Nominating Committee.

The Chair of the Steering Committee shall preside over an Executive Committee which shall also include the Vice-Chair, Secretary and Treasurer. The role of the Executive Committee is to make decisions between meetings of the Steering Committee, if necessary, and to respond to emergency situations. Decisions made by the Executive Committee shall be ratified following the procedure specified in Article V.

The chairs of the other standing subcommittees shall be appointed by the Steering Committee and shall be current members of the Steering Committee. The chair of each subcommittee shall report to the Steering Committee. The membership of standing subcommittees, other than the Executive Committee, may be drawn from all members of the Museum.

A Budget and Finance Committee shall be appointed by and shall report to the Steering Committee at least one month before the Annual Meeting. The committee shall assist in preparing the annual budget which shall be presented to the Steering Committee for its review and voted upon by Museum Membership at the Annual Meeting. The Museum Treasurer shall

be a member of the Budget and Finance Committee. The approved budget shall be distributed by the bookkeeper to the officers of the Library Board of Trustees.

The Investment Committee shall oversee the management of the Museum endowment. The Treasurer shall be a member of the Investment Committee and may serve as Chair if appointed by the Steering Committee.

The Membership Committee shall have charge of recruiting and maintaining records of Museum members, sending notices of dues and receiving dues and membership contributions. The Chair or a member of the Membership Committee shall also serve on the Development Committee.

The Development Committee shall oversee the long range needs assessment and the projects and programs developed to meet those needs.

The Events Committee shall have charge of organizing the various events held by the Museum. The Executive Director shall be a member of the Events Committee.

The Buildings and Grounds Committee shall have general supervision of the Museum buildings, grounds, and any other Museum property.

An Archives Committee shall meet at least four times a year to discuss and make recommendations to the Steering Committee regarding acquisitions and other matters pertaining to the Archives. The Executive Director and the Archivist shall be members of this committee.

The Nominating Committee consisting of a Chair who shall be a member of the Steering Committee and two (2) members who shall not be members of the Steering Committee shall be elected for a term of one (1) year by the membership at the Annual Meeting. One (1) additional member who shall be a member of the Steering Committee shall be chosen for a one (1) year term by the Steering Committee. The Chair of the Steering Committee may not serve as a member of the Nominating Committee. Any vacancy on the Nominating Committee shall be filled by the Steering Committee. No person shall be elected or appointed to the Nominating Committee unless that person is a member of the Museum.

Other subcommittees may be appointed or established by the Steering Committee as needed to serve specific purposes as designated by the Steering Committee. Membership in such committees may be drawn from all members of the Museum.

Article X - Museum and Archival Collection

The Steering Committee shall maintain a museum and repository for the archival collection, and thus be responsible for the preservation, classification, display and security of all material given and loaned to the Museum.

Article XI - Amendments

These guidelines may be amended by a two-thirds vote of the members present and voting at the Annual Meeting of the Museum, provided the substance of the proposed amendment(s)

shall be contained in the notice of the meeting and that the amendment(s) have been reviewed and approved by the Steering Committee and the Library Board of Trustees.