

WAYNE LIBRARY ASSOCIATION

By-Laws

ARTICLE I Name:

Section 1 The name of the corporation shall be the “Wayne Library Association”.

Section 2 The name of the library shall be the “Annie Louise Cary Memorial Library”.

Section 3 The Annie Louise Cary Memorial Library shall operate as a free public library.

ARTICLE II Membership:

Section 1 Any individual 18 years of age or older shall become a member of the Wayne Library Association upon payment of the annual dues, and his or her name shall be entered in the record of that year’s membership.

Section 2 Voting privileges at the Association’s annual meeting shall be restricted to those who have paid their annual dues and to those who have made a donation to the library, in money or in kind, equal to or exceeding the annual dues and have requested membership and provided the contact information necessary for membership.

ARTICLE III Dues:

Section 1 The dues shall be determined by the board once a year at the last regular meeting preceding the annual meeting.

ARTICLE IV Board of Trustees:

Section 1 The number of Trustees shall be nine. They shall be elected for a term of three years by a majority of the members present at the annual meeting. The Trustees' terms shall be staggered so that no more than three Trustees are elected at each annual meeting.

Section 2 A quorum of Trustees is required to vote on measures. Five Trustees shall constitute a quorum unless vacancies reduce the number of Trustees, in which case a quorum shall be a majority of the remaining Trustees.

Section 3 Vacancies occurring on the board during the fiscal year, between annual meetings may be filled by a majority vote of a quorum of the remaining Trustees. Each Trustee filling a vacancy shall be elected to complete the term of the now vacant position.

Section 4 The Board of Trustees shall have supervision of all properties of the Association and the management of all its affairs; it shall make all rules and regulations for the administration of the library; it shall appoint a librarian, and other employees as may be deemed necessary, and set the compensation paid to them for services rendered.

Section 5 Regular and special meetings of the Board of Trustees shall be held at such time and place as provided by resolution of the Board of Trustees and shall be open to the membership unless personnel matters are being discussed. The time and place of regular and special meetings that are open to the public/membership shall be posted on the library web site.

ARTICLE V Officers and Treasurer:

Section 1 The officers of this Association shall consist of a President, a Vice-President and a Secretary. All officers shall be elected each year at the first board meeting following the annual meeting by a majority of the Board of Trustees from their own number. All officers shall hold office until their successors are duly elected. The Treasurer shall be selected by the Board of Trustees.

Section 2 The President shall be the principal executive officer of the Association. He or she shall supervise and control all of the business affairs of the Association, subject to the approval of the Board of Trustees; he or she shall, when present, preside at all meetings of the membership and Board of Trustees, and may also sign checks. He or she shall be responsible for all notices required by these by-laws.

Section 3 The Vice-President shall assume all the duties and responsibilities of the President and shall have the authority to sign checks, should the President be absent or unavailable.

Section 4 The Secretary shall act as clerk of the corporation and shall keep the minutes of the meetings of the members of the Association and the Board of Trustees and a copy of any document submitted at said meetings.

Section 5 The Treasurer shall deposit all funds received to the appropriate accounts and shall have the authority to write checks and disburse funds to pay for bills and expenses incurred in the normal course of business and authorized by the annual budget. The Treasurer shall keep proper books of account, showing all funds received and disbursed. Said books shall be open at all times to examination by the Board of Trustees. The Treasurer shall maintain current records in order to report monthly to the Board of Trustees on the current financial status of the Association; and shall report the preceding year's transactions at the annual meeting of the Association. The Treasurer shall keep a register of names and addresses of all members; shall

maintain a file of all the financial business of the Association, and shall perform such other duties as prescribed by the Board of Trustees.

ARTICLE VI Committees:

Section 1 Nominating Committee

- The nominating committee shall be comprised of three of the membership who shall be appointed by the President and may include the President.
- The nominating committee shall select a slate of three candidates from the membership for election to the Board of Trustees at the annual meeting.
- The membership shall have the right to propose and nominate alternate slates of Trustees for election.

Section 2 Finance Committee

- The Finance Committee shall be comprised of at least three board members and may include the president. Members will be selected by the Board of Trustees during the first regular meeting of the fiscal year.
- The Finance Committee shall assist the Treasurer with day-to-day activities as needed, develop the budget for presentation to the Board of Trustees, and maintain a correspondence file including but not limited to financial documents guided by the Document Retention Policy.
- Meetings shall be held on at the request of the treasurer or when required by the Finance Committee or the Board of Trustees.

Section 3 House Committee

- The House Committee shall be comprised of at least one board member and two or more additional members, and may include the President. Members will be selected by the Board of Trustees during the first regular meeting of the fiscal year.
- The House Committee shall manage and oversee the maintenance and repair of all library property including the Annie Louise Cary Memorial Library, Williams House and grounds.
- The House Committee shall develop and implement a maintenance schedule to ensure proper upkeep of all equipment.
- The House Committee shall be responsible to the Board of Trustees and shall provide a monthly report of all maintenance activity.

Section 4 Ad-hoc committees may be convened to address specific issues or topics. At the discretion of the board, additional members may be added to committees at any regular board meeting and all committees may include one or more non-board members.

ARTICLE VII Meetings of the members of the Association:

Section 1 The annual meeting of the members of the Association shall be held in October at a date and time set by the Board of Trustees each year to elect trustees and to transact the business of the Association. Written notice shall be sent to each member by postal mail or e-mail at least seven days prior to the annual meeting. At the annual meeting, the nominating committee shall submit a slate of candidates for election to the Board of Trustees.

Section 2 Special meetings of the members of the Association may be called at any time by the President of the Association or by a majority vote of the Board of Trustees. Special meetings require written notice of the date, time and place and specific purpose of the meeting to each member by postal mail or e-mail at least seven days prior to the special meeting. No business shall be acted upon at a special meeting other than that which is specifically stated in the notice for said meeting. Members of the Association may request that the Board of Trustees call a special meeting, provided that the request includes the specific purpose of the meeting, is submitted in writing, signed by 8 members, and is sent to the Board of Trustees, by postal mail only, at least 14 days prior to the date of the requested special meeting.

Section 3 At all meetings of the members of the Association, 15 members shall constitute a quorum.

ARTICLE VIII Finances:

Section 1 The Fiscal Year of Wayne Library Association shall begin on October 1 and end on September 30.

Section 2 All bills and expenses incurred in the normal course of business and authorized by the annual budget of the Association shall be paid by the Treasurer. Expenditures greater than \$600.00 that have not been authorized by the annual budget shall require advance authorization in writing by the Board of Trustees. Email authorization shall be an acceptable method of written approval. All other expenditures shall be presented to the Board of Trustees for review at the next regular meeting after funds are disbursed.

Section 3 All funds of the Association shall be deposited in a bank or financial institution designated by a majority of the Board of Trustees, in the name of the Association, subject to the draft of the Treasurer.

Section 4 All bonds and security belonging to the Association shall be managed by a financial institution selected by the Board of Trustees and governed by the Wayne Library Association investment policy. The Treasurer shall maintain communication with said financial institution and coordinate an annual review for the Board of Trustees.

ARTICLE IX By-Law Amendments:

Section 1 Additions, alterations or amendments may be made to these by-laws at any meeting of the Association by a two-thirds majority vote of the members present. Notice of a meeting to vote on such amendments, alterations or additions shall be sent to the membership by postal mail or email, with an indication of changes to be made, 7 days prior to the date of the meeting.

ARTICLE X Corporate Seal:

Section 1 The corporate seal of the Wayne Library Association shall be a red wafer seal, over which shall be inscribed: "Corporate Seal, Wayne Library Association."

ARTICLE XI Review of Financial Records:

Section 1 A reviewer shall be selected by the Board of Trustees and appointed at the annual meeting of the Association, to hold office for the term of one year.

Section 2 The reviewer shall examine the accounts of the Association for the fiscal year just completed. The Treasurer shall provide the records to the reviewer for examination within 60 days of the reviewer's appointment and the reviewer shall submit a certificate of such examination to the Board of Trustees in a timely manner.

Section 3 The Board of Trustees shall establish the amount to be paid to the reviewer for his or her services.

ARTICLE XII Compensation of the Board of Trustees:

Section 1 All officers and trustees of the Association shall serve without pay or other compensation, provided, however, that the officers and trustees may be reimbursed, upon approval of the Board of Trustees, for actual expenses made on behalf of the Association.