



Amended and Restated By-laws of the Waldoboro Public Library Association

**(Enacted March 1916, Revised January 1994; July 1996;
July 2002; July 2005, May 2008; July 2015)**

Article I The Association

Section 1. The name of the organization shall be the Waldoboro Public Library Association.

Section 2. The membership of the Association shall consist of all persons who are Library cardholders.

Section 3. There shall be no set annual dues for membership in the Association.

Article II The Board of Trustees

Section 1. The Board of Trustees of the Association shall oversee and be responsible for all aspects of the operation and management of the Waldoboro Public Library. This authority shall include, but not be limited to, the development of policies for the operation of the library, the securing of financial resources to support the library, and acquiring and disposing of all securities and properties connected with the library. The Board of Trustees shall employ a Library Director on such conditions as the Board of Trustees may determine from time to time.

Section 2. The Board shall have no fewer than seven (7) nor more than fifteen (15) members, the majority being residents of Waldoboro, but with allowance for up to two (2) residents of the MSAD Library Consortium towns, and all being library patrons in good standing of the Library Association. Trustees shall be elected at any Annual Meeting to a three-year term and may serve no more than two (2) consecutive full terms. After a period of three (3) years off the Board, a former member may be elected to one more three-year term. Any vacancy occurring during the year shall be filled by a new member elected at any monthly meeting with a quorum present. This member shall serve to the next annual

meeting, at which time his or her first full term shall begin. Trustees shall be elected to the Board by vote of a majority of trustees present at a duly authorized meeting of the Board.

Section 3. Conflict of Interest

a) Board members shall not in their private capacity negotiate, bid for, or enter into a contract with the Waldoboro Public Library in which they have a direct or indirect financial interest.

b) A Board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated has a financial interest.

c) A Board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

Section 4. Any trustee may be removed from the Board upon a 2/3 vote by ballot of the Board members present at a regular meeting. However, no action shall be taken until the trustee has had a reasonable opportunity to appear in his/her own defense.

Section 5. By their agreement to serve as trustees, it is assumed that all members shall take an active interest in the work of the Board, including regular attendance at meetings of the Board, service on committees, and participation in attending to those financial and operating matters central to maintaining a high level of library performance. A vacancy on the Board of Trustees shall be created when a trustee has two (2) consecutive unexcused absences from the monthly Board of Trustee meetings or committee meetings. The President shall determine an unexcused absence following Board guidelines. Excused absences may include vacation, family needs, job, illness, and jury duty.

Article III Officers

Section 1. The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer who shall be chosen by vote at the annual meeting of the Association to serve for one (1) year or until a successor is chosen.

Section 2. The President shall preside at all meetings and shall report to the Board of Trustees on all library matters.

Section 3. The Vice President shall in the absence or incapacity of the President perform all duties of that office. The Vice President shall have such powers and duties as the Board and/or the President shall designate.

Section 4. The Secretary shall keep a record of all the transactions of all the meetings of the Association; shall keep attendance; shall attend to the giving and serving of notices; and shall attend to such correspondence as may be assigned. The Secretary shall notify members of the Board of their membership and term status at each annual meeting. The Secretary shall maintain a file of all meeting minutes and other documents at the Library.

Section 5. The Treasurer in cooperation with the Finance Committee shall have custody of all funds and securities of the Association as the Board of Trustees may direct. The Treasurer, at least one other trustee, the Library Director, and at least one other member of the library staff shall have authority to sign checks, drafts, notes, and orders as voted by the Finance Committee. Two (2) signatures are required, with only one (1) being a staff signature. The Treasurer shall be responsible for all accounts of the Association being kept in accordance with generally acceptable accounting principles.

Article IV Committees

Section 1. The President shall appoint committees as directed by the Board for specific purposes as the business of the Board may require. All committees shall make progress reports to the Library Board at each of its meetings. No committee shall have other than advisory powers unless the Board votes it specific power.

Section 2. A quorum for all matters requiring committee action shall be a majority of the membership of the committee. In certain circumstances, individuals who are not members of the Board may be voting members of committees. The Board President and the Library Director shall be *ex officio* members of all committees.

Article V Meetings

Section 1. The Board shall hold regular meetings with a minimum of ten (10) per year, at a date and hour to be set by the Board at the annual meeting. Reasonable notice shall be given to the public, and all monthly Board meetings shall be open to the public. A majority of the members of the Board of Trustees then in office shall constitute a quorum for the transaction of all business.

Section 2. The annual meeting for the purpose of the election of officers and the acceptance of the President's and Director's annual reports shall be held at the time of the regular meeting in the first month of the fiscal year.

Section 3. Special meetings may be called by the President at the request of five (5) members for the transaction of business as stated in the call for the meeting.

Section 4. After the By-laws, all meetings shall be governed by the latest edition of *Robert's Rules of Order*.

Section 5. The Secretary shall give written notice of the annual meeting by press release at least seven (7) days prior to the meeting stating the place, day and hour of the meeting, and the purpose for which the meeting is called.

Article VI Amendments

Section 1. These by-laws may be amended, altered, or repealed by a vote of the majority of members present at any annual meeting, or at any meeting called for that purpose, provided the notice of such meeting is mailed with reasonable notice prior to the meeting and contains notice of the proposed alteration.