

SOUTHWEST HARBOR PUBLIC LIBRARY BY-LAWS

ARTICLE I

The name of the Corporation shall be The Southwest Harbor Public Library, and its incorporators shall be the Board of Trustees.

ARTICLE II

The objects of the Corporation shall be to acquire and circulate books, periodicals, and other materials, and otherwise to promote interest in arts, crafts, sciences, and local history, and to do and perform any and all things authorized by the Revised Statutes of Maine relating to social, literary, and scientific libraries. The Board of Trustees recognizes and accepts the standards established by the Maine Library Association and will attempt to meet them.

The Corporation, at the discretion of its Board of Trustees, may receive, own, and dispose of real estate and property of all kinds, and may receive bequests and gifts of any description.

ARTICLE III Board of Trustees

1. The Board shall consist of up to sixteen (16) members nominated and elected by the Board of Trustees and the following ex-officio members: the Library Director, a representative from 'Friends of the Library' if FOL active, the Principal of the Pemetec School and any others designated by the Board of Trustees. The ex-officio members are entitled to attend meetings of the Board of Trustees unless otherwise instructed by the Board. An ex-officio member is encouraged to speak at meetings but does not vote and is not eligible to be an officer of the Board. Ex-officio members may serve on Library committees only by appointment by the Board of Trustees. Ex-officio members will not attend executive session except by invitation.
2. At the annual meeting up to four (4) Trustees shall be elected, each to serve a four (4) year term. In addition, Trustees may be elected to fill the remainder of any unexpired terms.
3. Maximum length of service shall be a total of three four (4) year terms plus one (1) partial term if the trustee filled a vacancy when first joining the Board. A Trustee may stand for one additional 4-year term after remaining off of the Board for one (1) or more full years after serving his/her maximum number of terms.

4. Any vacancies among the sixteen elected members of the Board of Trustees may be filled temporarily by appointment by the Board of Trustees to serve until the next meeting of the Board, at which time that appointee is ratified, or a successor shall be elected to fill the vacancy for the remainder of the unexpired term.
5. In addition to the regular and ex-officio members of the Board, a special class of Trustee, "Trustee Emeritus", shall exist. This class shall consist of former Trustees who have completed their maximum Trustee terms and made contributions to the Library that are substantial and enduring. They shall have all the privileges of ex-officio members. They shall have been nominated by any board member who shall submit to the Nominating & Governance Committee the name and reasons for election to this special office. Upon recommendation by the Nominating & Governance Committee, they will be elected by the full Board of Trustees.
6. Any member of the Board of Trustees who shall fail to attend three (3) consecutive meetings of the Board without excuse acceptable to the Chair of the Board shall be deemed automatically to have resigned his/her position, and the vacancy shall be filled in the same manner as any other vacancy.
7. The Board of Trustees shall manage the affairs of the Corporation and is responsible for all governance, including fiscal oversight, while advancing the mission of the Library, subject to and in accordance with the terms of these by-laws.
8. New members shall be provided with copies of these by-laws, and other documents that would be useful to Board members in carrying out their duties upon their election to the Board. They will also be given an orientation briefing by the Chair of the Board and the Library Director or their designees.
9. A Trustee may resign at any time by filing a written resignation with the Chair of the Board.
10. The Board may remove any Trustee for cause by two-thirds (2/3) vote of all Trustees then in office, at any regular or special meeting of the Board, provided that the member is provided with notice of proposed removal seven (7) days in advance) and an opportunity to be heard at the meeting called for the purpose of removing the Board member.

ARTICLE IV Officers

The officers of the Corporation, who are also the officers of the Board of Trustees, shall be a Chair, a Vice Chair, a Treasurer, and a Secretary, all of whom must be Trustees.

1. The Chair, Vice Chair, Treasurer and Secretary shall be elected from among the Trustees by the members of the Board at its annual meeting. The term of office of new officers shall begin at the start of the annual meeting at which they are elected.
2. Officers of the Corporation shall hold office for one year or until their successors are elected.
3. Officers of the Corporation will not serve more than a total of eight (8) 1-year terms. A term begins immediately upon election and ends at the annual meeting one year later.

ARTICLE V Duties of Officers

1. The Chair shall preside at all meetings of the Board of Trustees and shall also have a vote. He/she may call special meetings of the Board at his/her discretion and must call such meetings when so requested by two (2) members of the Board.
2. The Vice Chair, in the absence or disability of the Chair, shall have the powers and duties of the Chair.
3. The Treasurer shall have charge of all funds of the Corporation and shall receive and disburse the same under the general supervision of the Board of Trustees. He/she shall keep legible accounts of all receipts and payments and shall make financial reports to the Board of Trustees and to the Finance Committee as often as they request. The Chair, the Treasurer, and the Library Director shall have check signing privileges.
4. The Secretary shall keep records of meetings, call meetings when so requested according to these by-laws, and shall perform such other duties as are generally associated with the office of secretary.
5. The Chair, Vice Chair, Treasurer and Library Director shall have the authority to enter into agreements on behalf of the Library. Agreements of a value greater than ten thousand dollars (\$10,000.00) require two of the aforementioned signatories.

ARTICLE VI Meetings

1. There shall be six (6) regular meetings of the Board of Trustees, to be held January, March, May, July, September and November. The January meeting shall be the annual meeting.
2. Special meetings shall be called at the discretion of the Chair, the Executive Committee, or at the request of two (2) members of the Board.

3. A quorum at meetings of the Board of Trustees shall consist of one-half of the total number of Board positions currently filled, excluding ex-officio and Trustee Emeritus positions.
4. Notice of regular and special meetings shall be given at least seven (7) calendar days before the date of the meeting.
5. Special and regular meetings with votes may be conducted by conference call, Zoom, or similar platforms, or a mixture of in-person and remote attendance.
6. At the end of every regular or special board meeting the currently serving sitting board may meet in executive session, without Trustee Emeritus, ex-officio board members or staff in attendance.
7. Any action that might be taken at a meeting of the Board of Trustees or of a committee may also be taken without a meeting if (a) all Trustees or committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Trustees or of the committee members send written consents to the action to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Trustee or committee member within forty-eight (48) hours of the notification to the Trustees or committee members.

Such notifications, consents, and objections shall be filed with the minutes of next Trustees' meeting or committee meeting, and shall have the same effect as a meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, Zoom/online meeting or electronic mail.

ARTICLE VII Committees

1. Executive Committee: There shall be an Executive Committee of the Board of Trustees consisting of the Chair, the Vice-Chair and at least two other Board of Trustee members. Vacancies on the Executive Committee may be filled temporarily by appointment by the Board, any such appointee to serve until the next annual meeting of the Board. The Executive Committee shall bring recommendations to the Board of Trustees for full approval. Should special board meetings be required the Chair will request them. The Chair of the Board of Trustees will chair the Executive Committee. The Executive Committee will meet as necessary.
2. Finance and Investment Committee:

- a. There shall be a Finance and Investment Committee (FIC) consisting of the Board Chair and Treasurer and at least two (2) other members of the Board of Trustees, recommended by the Treasurer, subject to approval by the Board Chair. The Library Director shall attend the Finance Committee meetings. Non-Board members may also be appointed to this committee. A majority of the members of the FIC shall be sitting board members. The Treasurer will chair the FIC. The FIC shall make recommendations to the Board in all financial and investment matters.
- b. The FIC shall assist the Library Director in preparing a draft annual budget for approval by the Board at its annual meeting.
- c. The FIC shall recommend to the Board an auditor. Full independent audits shall be made every five years, when there is a change in the Library Director, and if additional audits are determined necessary by the Board. The FIC shall assist the Treasurer in following any recommendations by the auditor.
- d. The Library maintains an Endowment, investments that are managed by policy in accordance with the Uniform Prudent Management of Institutional Funds Act of 2006 (UPMIFA) as enacted by the State of Maine. Endowment funds are invested in mutual funds, securities, bonds, or other investment products recommended by the FIC and approved by the Board of Trustees. Annually no more than five percent of the value of our endowment funds will be returned to the Library for its operating expenses.
- e. Restricted funds, funds which can only be used for the purpose identified by the donor, may only be solicited or accepted with the approval of the Board of Trustees.
- f. All grant proposals for new programs must be approved by the Board of Trustees before submittal.
- g. Acceptance of gifts that are not cash or marketable securities, such as property, must be approved by the Board of Trustees, after review and recommendation by the FIC.
- h. Modest gifts with a donor use preference will be accepted and used to offset appropriate budgeted expenses without increasing the total expenditure for that program.
- i. The Treasurer, Library Director, and Board Chair shall be the authorized signatories for financial accounts and safe deposit box.

3. Nominating and Governance Committee: The Chair shall appoint a Nominating and Governance (N&G) Committee consisting of at least three (3) Trustees from the elected members. At the annual meeting of the Board of Trustees, the Nominating and Governance Committee shall present nominations for all the vacancies on the Board, for the officers of the Board, and for two (2) members to be elected to the Executive Committee.
 - a. The N&G committee shall make recommendations for new members.
 - b. The N&G committee will generate and maintain a robust pipeline of potential candidates for the Board of Trustees.
 - c. The N&G committee will oversee and administer an annual self-assessment of Board of Trustee members by the Board of Trustees.
4. Other Committees: Other committees may be formed by the Board Chair, with the concurrence of the Board of Trustees and will follow the Committee guidelines outlined here.
5. All committee members shall have a minimum term of one year. Except for the Executive and Nominating & Governance Committees, other committees may include members of the community. Committee membership must be composed of a majority of board members. They must be chaired by a Trustee.

ARTICLE VIII Library Director

1. The Library Director shall be selected and employed by the Board of Trustees and shall be its direct representative in the management of the Library.
2. The Library Director shall carry out policies adopted by the Board and shall be held responsible for: employment and direction of staff; the care and maintenance of the building and equipment; the efficiency and effectiveness of the Library's service to the public; the provision of library collections and the operation of the Library under the financial conditions set forth in the annual budget. The Director or designee shall attend all Library Board meetings and shall present a report at each regular meeting.
3. The Board of Trustees is charged with conducting an annual performance review of the Library Director with input from all Board members.

ARTICLE IX Amendments

The Board of Trustees shall have the power to make, amend, and repeal these by-laws by vote of a majority of the Trustees present at any regular or special meeting of the Trustees, provided that a notice of the meeting is given to each Trustee in writing at least seven (7) days before the meeting, and provided that such written notice contains a statement of the action proposed to be taken with respect to by- laws of the Corporation.

The Board of Trustees shall review the by-laws at least once every 3 years.