

SOUTHWEST HARBOR PUBLIC LIBRARY BYLAWS
Adopted November 20, 2023

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 objectives 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 fifteen members nominated and elected by the Board of Trustees and the following ex-officio members: the Library Director 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 sessions except by invitation from the Board Chair or their designee.
2. At the annual meeting, five new three-year terms commence. Trustees may be elected during the annual meeting, or at any meeting prior to the annual meeting, to fill the new terms or to fill the remainder of any unexpired terms.
3. Maximum length of service shall be a total of three three-year terms plus one partial term if the trustee filled a vacancy when first joining the Board. A

Trustee may stand for one additional three-year term after remaining off of the Board for one or more full years after serving his/her maximum number of terms.

4. Any vacancies among the fifteen 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 current Board member who shall submit to the Governance Committee the name and reasons for election to this special office. Upon recommendation by the Governance Committee, they may be elected by the full Board of Trustees.

6. Any member of the Board who fails to attend three meetings of the Board within a year, 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 bylaws.

8. A new Trustee will participate in an orientation process as described in the New Trustee Orientation Policy.

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 at any regular or special meeting of the Board, provided that:

- a The Trustee is provided with notice of proposed removal at least seven days in advance of the meeting, and
- b The Trustee has an opportunity to be heard at the meeting prior to the vote, and
- c At least two-thirds of the current Trustees vote for removal.

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 six one-year terms in the same position. A term begins immediately upon election at the annual meeting and ends at the annual meeting one year later. The one-year term period for an officer elected mid-year does not commence until the next annual meeting.

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 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 ensure that the Library keeps legible accounts of all receipts and payments, monitors the Library financial status and procedures, and makes timely financial reports to the Board of Trustees and Finance Committee.

4. The Secretary shall keep records of meetings, call meetings when so requested according to these bylaws, and shall perform such other duties as are generally associated with the office of Secretary.

5. The Chair, Treasurer and Library Director shall each 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 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 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 calendar days before the date of the meeting.

5. Regular and special meetings that require voting 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, guests, public, or staff in attendance except by invitation from the Board Chair or their designee.

7. Members of the Board of Trustees, may utilize remote communication to propose, discuss, and vote on a motion outside of a regular or special meeting

provided that all of the following conditions are met:

- a. The motion is time-sensitive and should be addressed prior to the next regularly scheduled meeting.
- b. All communication is performed either by email or in writing on paper.
- c. The person who made the motion communicates the language of the motion to all Trustees at least three calendar days prior to calling a vote to allow time for discussion via remote communication. No second is required; however, the motion can only be made by the Board Chair or by a committee chair.
- d. The maker of the motion calls a vote by communicating with all trustees to request a yea or nay vote on the motion language. The motion passes when two-thirds or more of the total number of Trustees respond with a yea vote within seven calendar days after the vote was called.

The motion, discussion, and vote shall be recorded in the minutes of the next Board of Trustees meeting.

Committees may use remote communication to propose and vote on motions following these same rules.

ARTICLE VII Committees

1. Executive Committee: There shall be an Executive Committee (EC) of the Board of Trustees consisting of the Chair, Vice-Chair, Secretary, and Treasurer. The Library Director shall attend Executive Committee meetings except in cases where the purpose of the meeting is to address an issue pertaining to the Director. The Chair of the Board of Trustees will chair the Executive Committee. The EC's authority will be limited to meeting solely for the purpose of acting on behalf of the full Board to address a critical and urgent matter that cannot wait for a meeting of the Board of Trustees. The EC must report its actions to the full board within 48 hours of the meeting. Actions of the EC shall be recorded in the minutes of the next Board of Trustees meeting.

2. Finance and Investment Committee: There shall be a Finance and Investment Committee (FIC) having two areas of responsibility: one relating to the financial/fiscal condition of the Library and the other to the Library's investments, including its Endowment Fund. FIC shall be governed by the Finance & Investment

Committee Charter.

3. Governance Committee: There shall be a Governance Committee (GOV) that assists the Board of Trustees in fulfilling its responsibilities with respect to matters relating to governance and in identifying and recommending to the Board candidates to be Trustees. GOV shall be governed by the Governance Committee Charter.

4. Development Committee: There shall be a Development Committee (DEV) that coordinates and grows sustainable funding for the Library to achieve its mission. It also provides advice, support, and assistance to the Library Director in planning and implementing fundraising programs and events. DEV shall be governed by the Development Committee Charter.

5. 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.

6. All committee members shall have a minimum term of one year. The Executive and Governance committees must be composed entirely of Trustees. The Development, Finance, and other committees may include members of the community. Every committee 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 Board shall approve all new Library policies and charters, and changes to existing Library policies and charters. The Library Director shall carry out Library policies. The Director 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 their 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 or repeal these bylaws, or to permanently or temporarily amend these bylaws, by vote of two-thirds of the total number of Trustees at any regular or special meeting of the Trustees provided that the notice of the meeting contains a statement of the action proposed to be taken with respect to bylaws of the Corporation. The Board of Trustees shall review the bylaws at least once every three years.