

**BYLAWS OF
THE GLOUCESTER LYCEUM &
SAWYER FREE LIBRARY INC.**

ARTICLE I. NAME, ENTITY

The name of this corporation shall be The Gloucester Lyceum & Sawyer Free Library, Incorporated, (hereinafter referred to as the “Library” or the “Corporation”). The Library is a public corporation, with the full authority to govern the Library in accordance with the terms of Chapter 441 of the Acts of 1970 of the Massachusetts Legislature. The Corporation is a tax-exempt charity under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. PURPOSE

The purpose of the Corporation is to provide a free public library that inspires lifelong learning, fosters intellectual curiosity, and strengthens the Gloucester community by actively promoting the open exchange of ideas; providing inviting and attractive physical and virtual spaces that encourage connections among people of all ages; acquiring and maintaining collections that celebrate the history of Gloucester; collaborating with community partners to enable the library to better serve a more diverse population; and sustaining an environment for the Library staff that nurtures creative thinking and problem-solving.

ARTICLE III. CORPORATORS

3.1 Duties

Corporators advance the mission of the Corporation by participating in the Corporation’s governance, serving as goodwill ambassadors for the Corporation, raising money for library needs, and advocating for the Library. The Corporators are expected to attend the Corporation’s annual meeting, where, by majority vote, they shall elect Corporators and from among themselves, the members of the Board of Trustees, and the Officers of the Corporation; elect a Financial Review Committee; review an annual financial report and the report of the Financial Review Committee; amend these Bylaws; and take such other actions as permitted by statute, regulation, or these Bylaws.

3.2 Membership Eligibility

Any person who is a resident of Gloucester, is employed here, or owns property here, or otherwise shows an active civic interest in Gloucester shall be eligible for nomination by the Board of Trustees and election as a member of this Corporation.

3.3 Number; Term

The Corporation shall have no fewer than fifty (50) and no more than five hundred (500) voting members and these members shall be known as Corporators. A Corporator may resign

his or her position by filing a written or electronic communication of resignation with the President of the Board.

3.4 Removal

A Corporator may be removed with cause by a vote of two-thirds of Board of Trustees then in office. Fourteen days advance notice in writing shall be provided to all Trustees of any meeting at which the removal of a Corporator shall be discussed. The notice, which shall be sent by first class mail to the Trustees or by electronic communication to the Corporator in question, shall include: i) identification of the Corporator whose removal is proposed and the reasons therefore; ii) an invitation to the named Corporator to appear at the meeting and speak on his or her own behalf; and iii) a notice of the time and place of the meeting.

3.5 Participation

A Corporator may participate in any committee or activity of the Library, provided that such member agrees to serve at the pleasure of and under the direction of the Board of Trustees. The Board of Trustees, by majority vote, may remove any Corporator from participation in any matter or activity. All Corporators shall have voting privileges at any membership meeting of the Corporation. Any Corporator shall be eligible for nomination to the Board of Trustees.

ARTICLE IV. BOARD OF TRUSTEES

4.1 Duties

The Board of Trustees shall have custody and management of the library; establishing policy and plans; approving financial reports, audits, budgets, and other requests for unbudgeted expenditures; serve as liaisons to committees and ambassadors for the Library and advocate for the Library as needed, except as otherwise provided by statute, regulation, or these Bylaws..

4.2 Number and Election

The Board of Trustees shall consist of at least nine (9) and no more than twenty-four (24) Trustees. Trustees shall be elected on a staggered basis at the annual meeting of the Corporation and must be members of the Corporation. Trustees shall be approved by majority votes of the Governance Committee and the Board of Trustees and elected by a majority of the Corporators present. In the event of an opening on the Board of Trustees, the Board of Trustees may fill the opening by a majority vote on a temporary basis until the next annual meeting. The Mayor of the City of Gloucester and the Library Director shall serve as ex-officio, non-voting members of the Board of Trustees.

4.3 Terms

Trustees shall take office immediately upon their election. They shall serve a term of three years from the date of taking office or until their successors are seated. No Trustee shall serve more than three consecutive three-year terms, except that up to two Trustees may be designated by the Corporation to serve an unlimited number of three-year terms, at the request of the Board of

Trustees. Filling an incomplete term is not considered part of a Trustee's three-year term. A Trustee may be re-nominated to the board after a two-year absence from service.

4.4 Qualifications

Trustees shall possess relevant experience and abilities and other attributes that will support the governance of the Library in accordance with the purposes set forth in the Articles of Organization, these Bylaws, and in the policy statements and plans prepared and approved by the Corporators and the Board of Trustees.

4.5 Conditions of Service

Trustee service shall be in accordance with the following conditions:

4.5.1. Trustees shall serve the Library with the highest fiduciary duties of loyalty and care and shall undertake no enterprise to profit personally from their position with the Library;

4.5.2 Trustees shall receive no payment or honoraria, except reimbursement for authorized expenses incurred in performance of specified Library activities and in accordance with Library policies;

4.5.3 Trustees and their designees in Board work are bound by Code of Conduct, Conflict of Interest, and Confidentiality policy statements of the Library;

4.5.4 Trustees shall have no direct or indirect financial interest in the assets or leases of the Library;

4.5.5 Trustees who individually or as part of a business or professional firm are involved in business transactions or in the provision of professional services to the Library shall disclose this relationship and shall not participate in any vote taken with respect to such business transaction or provision of service;

4.5.6 Trustees shall complete Massachusetts ethics training as required;

4.5.7 Attendance regular attendance at Board meetings is expected. Any Trustee who cannot attend a scheduled meeting is expected to notify the President in advance. Three consecutive absences without notification shall lead to removal from the Board.

4.6 Resignation

A Trustee may resign his or her position as a Trustee or as an Officer of the Board by filing a written resignation with the President of the Board.

4.7 Removal

The Board may remove any Trustee with a recommendation of the Governance Committee. Fourteen days advance notice in writing shall be provided to all Trustees of any meeting at which

the removal of a Trustee shall be discussed. The notice, should be sent by first class mail or electronically and shall include: i) identification of the Trustee whose removal is proposed and the reasons therefore; ii) an invitation to the named Trustee to appear at the meeting and speak on his or her own behalf; and iii) a notice of the time and place of the meeting. The Board may remove a Trustee from service as an officer of the Board at any time with or without cause upon a two-thirds vote of the Board of Trustees then in office.

ARTICLE V. OFFICERS

5.1 Election; Term

The President, Vice President, Secretary, and Treasurer of the Corporation shall be elected at the annual meeting of the Corporation from among the members of the Library Board of Trustees. Officers shall assume their duties immediately upon election. They shall hold their offices for one two-year term and may not serve more than three consecutive terms in office. In the event of a vacancy, the Board of Trustees may fill such vacancy until the next annual meeting of the Corporation.

5.2 Duties

Duties of officers of the Corporation are as follows:

5.2.1 The President shall preside at all meetings of the Board of Trustees of the Library and its Executive Committee and shall be an ex-officio, voting member of all committees and shall have the general powers and duties usually vested in the chairman of a corporation. The President shall execute contracts on behalf of the Corporation. The President will complete an annual, written performance review of the library director before the beginning of each fiscal year based on the pre-established goals of the library director and the Board of Trustees.

5.2.2 The Vice President, upon the absence or disability of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Executive Committee may designate.

5.2.3 The Secretary shall be responsible for adhering to Open Meeting Law, posting of meeting notices/agendas, the recording and posting of minutes for all meetings of the Corporation, Board of Trustees, and Committees. Provides Board materials upon request. Oversees the Corporation's records. May coordinate the Corporation's events.

5.2.4 The Treasurer shall oversee all funds collected, received or managed by the Library and shall present a full accounting of said funds at every regular board meeting and at the annual meeting of the Corporation. The Treasurer shall chair the Budget, Finance and Investment Committee. After a Library Trustee and/or staff have verified incurred expenses and the invoice is approved for payment; the Treasurer or other Trustees designated by the Board of Trustees will sign the checks. Two signatures are

required on checks in the amount of Two Thousand Five Hundred Dollars (\$2,500) or greater.

ARTICLE VI. COMMITTEES

6.1 Standing Committees

6.1.1 Executive Committee

There shall be an Executive Committee comprising the officers of the Board of Trustees and one Past President chosen by the Board of Trustees

6.1.2 Executive Committee — Duties

The Executive Committee shall meet every month, and as needed at the request of the President. The purposes of the Executive Committee are to represent the Board, to ensure continuity and timeliness, keep abreast of ongoing issues of concern, advise the President on matters of importance, authorize transfer of funds to fulfill existing or anticipated financial obligations, and review contracts prior to Board approval and execution. In addition, the President may convene the Executive Committee when it is impractical or impossible to convene the Board in a timely fashion. Such actions of the Executive Committee are subject to ratification by the Board of Trustees at its next meeting. The Executive Committee may also meet to take actions delegated to it by the Board of Trustees through passage of specific resolutions.

The following matters may not be delegated by the Board of Trustees:

- 6.1.2.1 the filling of vacancies on the Board of Trustees or in any committee that was created with powers of the full Board;
- 6.1.2.2 the amendment or repeal of Bylaws or the adoption of new Bylaws;
- 6.1.2.3 the amendment or repeal of any resolutions of the Board of Trustees that provides that such resolution may not be amended or appealed by the Executive Committee;
- 6.1.2.4 the approval of any transaction involving the provision of goods or services to the Library from a firm or professional entity in which a Trustee has an interest, i.e. so-called “self-dealing” transactions;
- 6.1.2.5 the sale, transfer, or distribution of all or substantially all of the assets of the Corporation;
- 6.1.2.6 the sale, transfer or purchase of real property;

- 6.1.2.7 the merger or dissolution of the Corporation;
- 6.1.2.8 the appointment of a committee of the Board of Trustees or the members thereof;
- 6.1.2.9 the setting of the budget or approval of audits, and
- 6.1.2.10 any action prohibited by the Articles of Organization, these Bylaws, the laws of the Commonwealth of Massachusetts or any action which would adversely affect the status of the Library as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

6.1.3 Governance Committee

The purpose of the Governance Committee is to assure the smooth operation and legal compliance of the Board of Trustees. The membership of the Governance Committee shall consist of the Vice President, one Trustee, and one Past President, at a minimum, appointed by the Board of Trustees.

The duties of the Governance Committee shall be to strategically develop the Board:

- 6.1.3.1 by studying the qualifications of candidates for Corporator, Trustees, officers, and members of the Financial Review Committee and to present to the Board a slate of the best-qualified candidates as nominees for those positions;
- 6.1.3.2 by providing for onboarding, orientation, training, and mentoring for new Trustees; and
- 6.1.3.3 by evaluating the Board of Trustees performance annually and conducting exit interviews upon completion of service; and
- 6.1.3.4 by reviewing proposed Bylaw amendments.

6.1.4 Budget, Finance, and Investment Committee

The membership of the standing Budget, Finance, and Investment Committee shall consist of the Treasurer, who shall chair the committee, and two other Trustees, at a minimum, appointed by the Board of Trustees. The Library Director shall serve as an ex officio, non-voting member.

The duties of the Budget, Finance, and Investment Committee shall be:

- 6.1.4.1 to propose an annual budget to the Board of Trustees;
- 6.1.4.2 to oversee the Corporation's investments and disbursements;

6.1.4.3 to propose an annual budget request to the City of Gloucester; and

6.1.4.4 to assist in the annual financial review as needed.

6.1.5 Financial Review Committee

The membership of the Financial Review Committee shall consist of three independent persons who have significant professional experience in financial matters. The Library Director is an ex officio, non-voting member of the Financial Review Committee. The duties of the Financial Committee shall be to hire a certified professional accountant, on which hiring the Board of Trustees must concur, to review the annual financial review, and to present such financial review to the Board of Trustees and to the annual meeting of the Corporation.

6.2 Legacy Committees

6.2.1 Lyceum Committee

The Gloucester Lyceum Committee seeks to enrich the lives of Cape Ann residents through thought-provoking and intellectually rewarding programs in the arts and humanities, science, law, politics, business, and communication that involve people and ideas in a public forum that fosters a spirit of community and participation. The Board of Trustees shall designate a liaison to the Gloucester Lyceum.

6.2.2. Friends of the Sawyer Free Library

The purpose of the Friends of the Sawyer Free Library shall be to promote goodwill within both the general community and the library community. This goodwill shall be in the form of community service to the Library and advocacy for better library service. Its mission shall be to improve the patron experience. The Friends of the Sawyer Free Library shall be governed by its own Board of Trustees and Bylaws. The Board of Trustees shall designate a liaison to the Friends of the Sawyer Free Library.

6.3 Ad Hoc Committees

The President of the Board of Trustees may appoint, charge and dissolve additional committees as needed, which shall be comprised of a Trustee as chair or co-chair, community members or staff or all. Committees recommend actions and expenditures, first to the Budget, Finance, and Investment Committee, and then to the Board of Trustees for approval. The President shall appoint the chairs of the committees. Each committee shall present requests for an annual budget and unanticipated expenditures to the Budget, Finance, and Investment Committee. Each committee shall present a written report or minutes to the Board of Trustees monthly and additionally, shall present an annual report to the Board of Trustees, describing the nature and scope of their work.

Examples of additional committees:

6.3.1. Building and Grounds Committee improves the facilities and grounds as needed, possible, and feasible.

6.3.2 Corporate Communications Committee raises the public profile of the library in the community.

6.3.3 Fundraising Committee raises funds to sustain the immediate, short and long term, and capital needs of the library through feasibility studies, fundraising planning, and donor development.

6.3.4 Library Building Committee implements the Library Building Program and oversees potentially the planning, designing and constructing of a public library to meet the needs of the community.

6.3.5. Saunders House Stewardship Committee identifies the facility's needs in terms of protection, stabilization, preservation, and use.

ARTICLE VII. MEETINGS

7.1 Regular Meetings

7.1.1 The annual meeting of the Corporation shall take place on the third Monday in May.

7.1.2. The Board of Trustees shall meet in the month following the annual meeting and every month thereafter.

7.1.3 Committees shall meet as needed.

7.2 Special Meetings

7.2.1 A majority of the Board of Trustees or ten percent (10%) of the Corporators may call a special meeting of the Corporation in accordance with Open Meeting Law.

7.2.2 Special meetings of the Board of Trustees may be called by the President or by four Trustees filing a written request for such meeting with the President in accordance with Open Meeting Law.

7.3 Quorum

When a quorum is present at any meeting, a majority of those present and voting shall decide any question unless otherwise provided by law, the Articles of Organization, or these Bylaws.

7.3.1 A quorum of the Corporation shall be at least ten percent (10%) of the Corporators.

7.3.2 A quorum of the Board of Trustees shall be at least a majority of the Trustees, except where otherwise required by these Bylaws or the laws and regulations applicable to the Corporation.

7.3.3 A majority of the members of the Executive Committee shall constitute a quorum.

7.4 Meeting Format

The Board and its Committees shall select their own meeting formats in any method allowed by the laws of the Commonwealth of Massachusetts or in the spirit of *Robert's Rules of Order*.

7.5 Notice of Meetings

7.5.1 Advance written notice of regular and special meetings of the Corporation in accordance with the Open Meeting Law shall be provided at least fourteen (14) days prior to the meetings, except in emergencies. Notice shall be provided by regular or electronic mail and must include an agenda and any proposed Bylaw amendments.

7.5.2 Advance written notice of regular meeting, special meetings, and committee meetings of the Board of Trustees shall be provided at least two (2) days, fifty (50) hours, prior to the meeting in accordance with the Open Meeting Law, except in emergencies. Materials including an agenda of the items to be discussed and supporting materials shall be provided to Trustees prior to the meeting. The agenda shall be posted in accordance with the Open Meeting Law.

7.6 Waiver of Notice of Meetings

Any Trustee or Corporator may waive notice of any meeting. The attendance of a Trustee or Corporator at any meeting shall also constitute a waiver of notice of such meeting except where a Trustee or Corporator attends a meeting for the purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.

7.7 Presence through Communication Equipment

Unless otherwise provided by law or the Articles of Organization, meeting participation may be via telephone or similar communications device by means of which all persons participating in the meeting can hear and see each other at the same time, and participation by such means shall constitute presence in person at a meeting. Such participation shall be governed by the requirements of the Open Meeting Law and only after the Mayor authorizes and Board of Trustees, adopts the practice of remote participation.

7.8 Proxies

Voting through proxy or through designation of an alternate shall not be permitted.

7.9 Meeting Minutes

7.9.1 Draft minutes of each meeting must be available ten (10) days following the meeting in accordance with Open Meeting Law.

7.9.2 Approved minutes must be posted on the websites of the library and the city.

ARTICLE VIII. LIBRARY OPERATIONS

The Board of Trustees, in consultation with the Mayor of the City of Gloucester, shall hire and evaluate the Library Director. The Library Director must possess at least a Master in Library and Information Science awarded by an accredited institution, significant experience in public libraries, and certification from the Massachusetts Board of Library Commissioners. Subject to the direction of the Board of Trustees, the Library Director shall have the general powers and duties of supervision and management usually vested in the chief executive officer of a corporation.

ARTICLE IX. FISCAL YEAR

The fiscal year of Library shall begin on July 1 of each calendar year and terminate on June 30 of the following calendar year.

ARTICLE X. INDEMNIFICATION

The Library shall indemnify its Trustees, officers, members, employees, and volunteers to the fullest extent permitted by the laws of the Commonwealth of Massachusetts and consistent with the Articles of Organization and these Bylaws.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended by a majority of the Corporators present at a regular or special meeting of the Corporation.

I certify that these Bylaws were approved by a majority of the Corporators present at a meeting of the Corporation held on May 21, 2018.

KECIA GERMAN, Secretary