

**AMENDED AND RESTATED 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 promote and enhance the Library's grounds and facilities, resources, programs and services.

ARTICLE III. CORPORATORS

3.1 Duties

- a. A Corporator is a member of the Corporation and may participate in any committee or activity of the Corporation that is open to the public. In addition, a Corporator is nominated by the Board of Trustees, elected at the annual meeting and shall be eligible for nomination to the Board of Trustees.
- b. 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.
- c. The Corporators shall be invited to attend the Corporation's annual meeting, where, by majority vote, they shall elect new Corporators and elect from among themselves, the members of the Board of Trustees and the Officers of the Corporation; elect a Financial Review Committee; review and accept the 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. Any Corporator unable to attend such annual meeting in person may cast their vote by mail in accordance with the rules promulgated by the Board of Trustees.

3.2 Eligibility

Any person who is a resident of Gloucester, or works or owns property in the City, or otherwise shows an active civic interest in the City of Gloucester shall be eligible for nomination by the Board of Trustees and election as a member of the Corporation. The Corporation shall have no fewer than fifty (50) and no more than five hundred (500) Corporators.

3.3 Term and Removal

- a. Once elected, a Corporator may serve until such time as he or she resigns or is removed in accordance with these bylaws.
- b. A Corporator may resign his or her position by providing written notice of resignation to the President of the Board.

- c. A Corporator may be removed for cause by a vote of two-thirds of Board of Trustees then in office. Fourteen (14) days advance written notice shall be provided to all Trustees of any meeting at which the removal of a Corporator shall be discussed and vote taken. The notice shall be sent by first class mail to the Trustees and to the Corporator in question, and shall include:
1. identification of the Corporator whose removal is proposed;
 2. the cause cited for such removal;
 3. an invitation to the named Corporator to appear at the meeting and speak on his or her own behalf; and
 4. 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 as such 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 committee or activity. All Corporators shall have voting privileges at any membership meeting of the Corporation.

ARTICLE IV. BOARD OF TRUSTEES

4.1 Duties

The Board of Trustees (sometimes the "Board") shall have custody and management of the assets of the Corporation, including real property, accounts and collections of the Library. The Board shall be responsible for establishing fiscal and other policies that support the mission of the Library, service its constituents and ensure its future wellbeing.

The Board of Trustees shall establish committees, task forces as described in Article VI and similar bodies to effectuate policies approved by the Board, as further described in these Bylaws. Such Board may periodically review and propose amendments to these Bylaws, for consideration, acceptance and approval by the Corporators at the Corporation's annual meeting. In addition, the Board shall approve expenditures, and serve as ambassadors and advocates for the Library, 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) voting members which shall include four officers: President, Vice President, Treasurer and Secretary. Each Trustee shall first be approved by majority vote of the Governance Committee and the Board of Trustees, and then shall be elected by a majority of the Corporators at the annual meeting. The Board of Trustees may fill an opening on the Board by a majority vote at any regularly scheduled meeting of the Board. A Trustee so elected shall serve on a temporary basis until such appointment is formally voted on by the Corporators at 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

A Trustee shall take office immediately upon their election by the Corporators at the annual meeting. They shall serve a term of three years from the date of taking office. At the completion of the third year of their term a Trustee may be voted to serve an additional three year term. No

Trustee shall serve more than three consecutive three-year terms. The Board may by unanimous vote override such limitation for up to two term-limited Trustees to serve for one or more additional one year terms. A Trustee's appointment on an interim basis is not considered part of a Trustee's term until approved by the Corporators. A Trustee may be re-nominated to the board after a two-year absence from service.

4.4 Qualifications

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

4.5 Conditions of Service

A Trustee's service shall be in accordance with the following conditions:

- a. 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.
- b. 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.
- c. Trustees and their designees in Board work are bound by the Conflict of Interest and Confidentiality policy statements of the Library.
- d. Trustees shall have no direct or indirect financial interest in the assets or leases of the Library.
- e. 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.
- f. Trustees shall complete Massachusetts ethics training as required.
- g. 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 may lead to removal from the Board.
- h. Each Trustee shall serve on at least one committee throughout their tenure.

4.6 Resignation

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

4.7 Removal

- a. The Board may remove for cause any Trustee on the recommendation of the Executive Committee. Written notice to all Trustees shall be provided fourteen (14) days in advance of any Board meeting at which such removal shall be discussed. The notice shall:
 1. be sent by first class mail or electronically;
 2. identify the Trustee whose removal is proposed and the reasons therefore;
 3. invite the subject Trustee to appear at the meeting and speak on his or her own behalf; and
 4. provide notice of the time and place of the meeting.
- b. 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 after notice in accordance with Section 4.7.a above.

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 Board of Trustees. Officers shall assume their duties immediately upon election. Each term shall be two years in length and an Officer may not serve more than three consecutive terms in the same office. In the event of a vacancy, the Board of Trustees may fill such vacancy by a majority vote at any regularly scheduled meeting of the Board. An Officer so elected shall serve on a temporary basis until such appointment is formally voted on by the Corporators at the next annual meeting of the Corporation.

5.2 Duties

Duties of Officers of the Corporation are as follows:

- a. The President shall establish the agendas and preside at all meetings of the Board of Trustees of the Library and its Executive Committee, shall be an ex-officio and voting member of all committees, shall appoint the chair of any standing committee other than the Executive Committee, Governance Committee and the Budget, Finance, and Investment Committee, 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 and shall be the spokesperson for the Library both orally and in correspondence. 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. The President shall determine and appoint task forces as needed for specific fact gathering and objectives of the Board.
- b. The Vice President shall establish the agendas and preside at all meetings of the Governance Committee and, 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.
- c. The Secretary shall be responsible for adhering to the Open Meeting Law, posting of meeting notices/agendas, the recording, preparation, accuracy and posting of minutes for all meetings of the Board of Trustees and Committees. The Secretary shall provide Board materials upon request, oversee the Corporation's records, and may coordinate the Corporation's events. The Secretary shall preside over meetings in the absence of the President and Vice President, but shall have no other powers or authority attendant with those offices.
- d. 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. The Treasurer shall approve and sign all disbursements consistent with the accounting policies of the Corporation.

ARTICLE VI. COMMITTEES

6.1 Standing Committees

There shall be standing committees of the Board of Trustees as listed and further described below. Except as otherwise provided herein. Each committee shall consist of a chair and an additional member, both of whom shall be Trustees:

a. Executive Committee:

1. Purposes: The purposes of the Executive Committee are to represent the Board, to ensure continuity and timeliness of information provided to the Board, 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.

2. Members and Meetings: The President of the Board of Trustees shall preside at meetings of the Executive Committee which shall be comprised of the officers of the Board of Trustees, one Past President chosen by the Board of Trustees and the Chairs of each of the Board Standing Committees. The Executive Committee shall meet every month, and as needed at the request of the President. 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.

3. The following matters may not be delegated by the Board of Trustees to the Executive Committee:

- a. the filling of vacancies on the Board of Trustees or in any committee that was created with powers of the full Board;
- b. the amendment or repeal of Bylaws or the adoption of new Bylaws
- c. 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;
- d. 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;
- e. the sale, transfer, or distribution of all or substantially all of the assets of the Corporation;
- f. the sale, transfer or purchase of real property;
- g. the merger or dissolution of the Corporation;
- h. the appointment of a committee of the Board of Trustees or the members thereof;
- i. the setting of the budget or approval of audits, and 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.

- b. Governance Committee
1. Purposes: The purpose of the Governance Committee is to assure the smooth operation and legal compliance of the Board of Trustees. The Governance Committee shall strategically develop the Board by studying the qualifications of candidates for Corporator, Trustees, officers, and members of the Financial Review Committee and to present to the Board with a slate of the best-qualified candidates as nominees for those positions; by providing for onboarding, orientation, training, and mentoring for new Trustees; by evaluating each Trustee's performance annually and conducting exit interviews upon completion of service; and by reviewing proposed Bylaw amendments.
 2. Members and Meetings: The Vice President of the Board of Trustees shall preside at meetings of the Governance Committee which shall be comprised of the President, Vice President, Secretary, one Trustee, and in the President's discretion one Past President, as appointed by the Board of Trustees. Additional members may be added at the President's discretion. The Governance Committee shall convene concomitant with the Executive Committee.
- c. Budget, Finance, and Investment Committee
1. Purposes: The purposes and duties of the Budget, Finance, and Investment Committee shall be to propose an annual budget to the Board of Trustees, to oversee the Corporation's investments and disbursements, to propose an annual budget request to the City of Gloucester, and to assist in the annual financial review as needed.
 2. Members and Meetings: The Treasurer of the Board of Trustees shall preside at meetings of the Budget, Finance, and Investment Committee which shall be comprised of the Treasurer, the Corporation's bookkeeper and the Library Director, and any Trustees appointed by the Board of Trustees. The Library Director shall serve as an ex officio, non-voting member. Meetings shall be held as needed. The committee shall present a written report or minutes to the Board of Trustees monthly and additionally, shall present an annual budget to the Corporators, describing the nature and scope of their work.
- d. Buildings and Grounds
1. Purposes: to develop recommendations and effect improvements and repairs to the facilities and grounds as needed, as approved by the Board.
 2. Members and Meetings: A Trustee selected by the President shall serve as chair of the Building and Grounds Committee. Members of the Committee shall be appointed by the chair. Meetings shall be held as needed. The Committee shall present an oral or written report or minutes to the Board of Trustees monthly and additionally, may present an annual report to the Corporators, describing the nature and scope of their work.
- e. Corporate Communications
1. Purposes: to raise the public profile of the library in the community through advertising, marketing and public relations efforts.
 2. Members and Meetings: A Trustee selected by the President shall serve as chair of the Corporate Communications Committee. Members of the Committee shall be appointed by the chair. The Committee shall present an oral or written report or minutes

to the Board of Trustees monthly and additionally, may present an annual report to the Corporators, describing the nature and scope of their work.

f. Capital Projects Committee

1. Purposes: to develop recommendations for the Board concerning capital improvements including overseeing the planning, designing and constructing of a public library to meet the needs of the community

2. Members and Meetings: A Trustee selected by the President shall serve as chair of the Capital Projects Committee. Members of the Committee shall be appointed by the chair. Meetings shall be held as needed. The Committee shall present an oral or written report or minutes to the Board of Trustees monthly and additionally, may present an annual report to the Corporators, describing the nature and scope of their work.

g. Financial Review Committee

1. Purposes: to hire a certified professional accountant, on which hiring the Board of Trustees must concur, to review the annual financial reports, and to present such financial review to the Board of Trustees and to the annual meeting of the Corporation.

2. Members and Meetings: The membership of the Financial Review Committee shall consist of three independent persons who have significant professional experience in financial matters. These persons shall be elected by the Corporators at the annual meeting. The Library Director and Treasurer are ex officio, non-voting members of the Financial Review Committee. Meetings shall be held in September of each year. The committee may present a written report to the Board of Trustees annually. The committee shall present its report to the Corporators at the annual meeting.

h. Saunders House Stewardship Committee

1. Purposes: identifies the facility's needs in terms of protection, stabilization, preservation, and use.

2. Members and Meetings: A Trustee selected by the President shall serve as chair of the Saunders House Stewardship Committee. Members of the Committee shall be appointed by the chair. Meetings shall be held as needed. The Committee shall present an oral or written report or minutes to the Board of Trustees monthly and additionally, may present an annual report to the Corporators, describing the nature and scope of their work.

6.2 Legacy Committees

a. 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.

b. 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 Task Forces

The President of the Board of Trustees may appoint, charge and dissolve Task Forces as needed, which shall be comprised of a Trustee as chair or co-chair, community members or staff as appointed and/or approved by the President. A given Task Force shall develop a charter describing the scope and duration of its work covering a discrete issue for which the Board requires information and, if needed, recommended actions for the Board. Each Task Force recommendation shall include budget impacts if any, and the Chair of the Task Force shall present oral or written progress reports to the Board of Trustees monthly. At the conclusion of its work the Task Force shall present a written report to the Board of Trustees.

ARTICLE VII. MEETINGS

7.1 Regular Meetings

- a. The annual meeting of the Corporation shall take place on the second Wednesday in November.
- b. The Board of Trustees shall meet in the month following the annual meeting and every month thereafter.
- c. Committees shall meet as needed.

7.2 Special Meetings

- a. 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.
- b. 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 the Open Meeting Law.

7.3 Quorum

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

- a. A quorum of the Corporation shall be at least ten percent (10%) of the Corporators.
- b. 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.
- c. 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

- a. 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.

b. 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 audio-visual device by means of which all persons participating in the meeting can hear and see each other at the same time. Such remotely located participation shall not constitute presence in person at a meeting for purposes of making a quorum. However, each such participant may vote on matters during the meeting, following a vote to invite them into the meeting. Such participation shall be governed by the requirements of the Open Meeting Law.

7.8 Proxies

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

7.9 Meeting Minutes

- a. Draft minutes of each meeting must be available ten (10) days following the meeting in accordance with Open Meeting Law.
- b. 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 Masters 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 10 November, 2021.



ANNE-MARIE ANDERSON, Secretary