

BY-LAWS OF THE LIBRARIES OF FOSTER
ADOPTED BY THE MEMBERSHIP AT THE ANNUAL MEETING
OCTOBER 12, 2010

ARTICLE I: NAME

The name of the corporation shall be The Libraries of Foster. The corporation shall be located in the Town of Foster in the State of Rhode Island and shall operate two branches: Foster Public Library located on 184 Howard Hill Road, Foster, Rhode Island, 02825; and Tyler Free Library located at 81A Moosup Valley Road, Foster, RI 02825.

ARTICLE II: PURPOSE

The objectives of the corporation are: to establish, develop, and maintain the library assets and services; to provide free recreational reading and informational materials for the benefit of the residents of the town and to aid in its cultural development.

ARTICLE III: MEMBERSHIP

Section 1.

Membership to the corporation shall consist of:

- a. All elected board members during their terms of office.
- b. All full and part-time employees of The Libraries of Foster during their terms of employment.
- c. Those who are at least 18 years old and who donate to the annual campaign.

The corporation will keep records of members and their addresses (mailing and/or email addresses).

Section 2.

Members may vote for the corporation board members and any other matter brought before the Annual Meeting, or other special meetings.

Section 3.

All members of the corporation shall be notified of the Annual Meeting or special meetings of the corporation in person, by mail (post or email), or by announcement in a publication of local interest.

ARTICLE IV: CORPORATE BOARD

Section 1.

There shall be a Board of Trustees consisting of a President, Vice President, Secretary, and Treasurer, herein after referred to as the Officers of the Corporation, and three Members-at-Large, elected at the Annual Meeting of the Corporation. Officers shall hold office for one year, commencing on the date of the annual meeting at which they are elected or until their successors are appointed and installed.

Section 2.

It shall be the responsibility of the Board of Trustees to appoint any and all vacancies on the board of Trustees that may occur mid-term.

ARTICLE V: OFFICERS' DUTIES

Section 1.

The Board of Trustees shall appoint a Library Director, who shall have general management of the business and properties of the library system, and shall make such rules and regulations for conduct of its business (see also ARTICLE VIII).

Section 2.

The Board of Trustees is obligated to:

- a. Maintain good faith with its constituency.
- b. Provide normal executive leadership for the corporation.
- c. Ensure compliance with any and all applicable publications of the Rhode Island Office of Library Services.
- d. Conduct the annual review of library director.
- e. Ensure full compliance with all local, state, and federal laws.

Section 3. President

The President shall preside at all meetings of the corporation and the Board of Trustees. The President shall also appoint all committees, except the nominating committee, and charge them with their specific duties. He or she shall also serve as an ex-officio member of all committees, except the nominating committee.

Section 4. Vice-President

The Vice-President shall perform the duties of the President in the event of the latter's absence or disability.

Section 5. Secretary

The Secretary shall keep the official records of all corporate meetings of the corporation, monthly meetings of the Board of Trustees, and such other documents pertinent to the operation of the library. He or she will also maintain all records pertaining to the corporation membership.

Section 6. Treasurer

The Treasurer shall have the custody of all corporate funds and shall report at the Trustees meetings and at the Annual Meeting of the corporation. The Treasurer or another member of the board so designated by the President shall sign all orders for the payment of monies. The Treasurer, on behalf of the Trustees, shall attend budget hearings and the Town of Foster Financial Meeting for the presentation of the annual budget.

Section 7.

Trustees or Officers and Members-at-Large shall not receive compensation for their duties as trustees.

ARTICLE VI: NOMINATING COMMITTEE, ELECTIONS AND TERMS OF OFFICE

Section 1.

The committee to nominate the Officers of the Corporation shall be designated by the Board of Trustees at least three months prior to the Annual Meeting.

Section 2.

The nominating committee shall post notice in the libraries no later than the first of August those positions for which names are being solicited. The notice will also cite the duties and responsibilities of the officers and members-at large that will be elected or re-elected at the Annual Meeting in October.

Section 3.

The nominating committee shall evaluate candidates who have expressed interest to serve The Libraries of Foster and shall prepare its recommendations for the Board of Trustees consisting of one name for each position available. This presentation will be made during the monthly meeting in September for endorsement.

Section 4.

The endorsed slate will be presented to the membership at the Annual Meeting and further nominations will be accepted at that time. The membership will then vote on the slate including

any floor nominations. A simple majority of the members of the corporation present and voting will be sufficient for election.

Section 5.

Each officer will serve a one-year term from their election until replaced by election or replacement by appointment as appropriate. Members-at-Large shall serve one, two, or three-year terms as designated with a minimum of one being elected each year. These members will serve until their replacements are elected or they are replaced by appointment. Elections will be decided by simple majority of the membership present and voting. Should there be no challenges to the slate presented by the Nominating Committee, a single vote cast by the Secretary will be sufficient.

Section 6.

No member shall be eligible to serve as president without having served a minimum of one year on the Board of Trustees.

ARTICLE VII: MEETINGS

Section 1.

The Board of Trustees shall meet in regular session monthly with a minimum of ten meetings annually at a time and place set by the President. For monthly meetings a quorum consisting of four board members, including at least two officers is required to conduct any business.

Section 2.

All meetings shall be governed by Robert's Rules of Order.

Section 3.

The Annual Meeting of the corporation shall be held in October at the Benjamin Eddy Building or other location determined by the Board. A quorum at these meetings will be eleven members, of which at least three are officers of the corporation.

Section 4.

Special meetings of the corporation or the Board of Trustees may be called by the President under the following conditions:

- a. The President and at least seven members may call a special meeting of the corporation. The entire membership will be notified of the date, time, and place of the meeting along with a notice of the business to be acted on or considered.

- b. Any two officers of the corporation in combination with seven members of the corporation may call a special meeting as in a. above.
- c. The President may call trustee meetings at any time it may be deemed necessary.
- d. Normal quorum requirements will apply to all the above meetings

ARTICLE VIII: LIBRARY DIRECTOR

Section 1.

The initial appointment of the Library Director shall require at least two-thirds affirmative vote of the Board of Trustees. The Library Director shall require a simple majority of the Board of Trustees for re-appointment.

Section 2.

The Board of Trustees shall conduct an annual review of the Director which will include, but not limited to performance, duties, and salary. The President of the Board will discuss this review with the Director.

Section 3.

The Director will be responsible for the operation of the library system and the administration of the total programs of the libraries. The Director will sit, without vote, on the Board and any other committees as requested and shall attend such functions as the Board directs.

ARTICLE IX: AMENDMENTS

These By-laws may be amended at any regular meeting of the corporation by a two-thirds vote of the membership present and voting. Notice of the substance of the proposed amendments shall be included in the meeting call and such call must be given at least thirty (30) days in advance of the scheduled meeting.

CERTIFICATION

I certify that the bylaws contained on these five pages were adopted by the Membership of the Foster Public Library and Tyler Free Library at the Annual Meeting held on Tuesday, October 12, 2010.

Lori A. Tellier
Secretary