

BYLAWS
CAPE COD AND ISLANDS LIBRARY ASSOCIATION
(Adopted: June 10, 2004)
(Revised November 23, 2011; approval pending)

ARTICLE I: THE CORPORATION

1. Corporation

The corporation shall be known as "Cape Cod and Islands Library Association" and referred to herein as the **“association.” [spacing and quotation mark fixed]**

2. Purpose

The purpose is to form a co-operative association of libraries within Barnstable, Dukes and Nantucket Counties to promote the interests of those libraries.

3. Membership

Membership shall be open to all types of libraries--public, private, academic, special--and to all individuals--professionals, para-professionals, other library employees, trustees, Friends, volunteers, **and others**--interested in library services within the area served by this association and paying the appropriate yearly dues as set forth in these bylaws.

4. Membership Categories and Dues

There shall be two membership categories:

Institutional membership extends privileges to all associated with an institution -administration, staff, trustees, volunteers, Friends, librarians, and teachers. Open to institutions of all types, for example: libraries, school districts, etc. **Annual dues: \$50.**

Individual membership extends privileges to any individual interested in library services. **Annual dues: \$20.**

5. Responsibilities

The members of the association shall elect the officers of the association, the other members of the board of directors, the members of the association nominating committee, amend the bylaws, take any other action requiring membership vote, and conduct such other business as may, from time to time, come before the members.

6. Regular Meetings

There shall be at least two meetings of the association each year. The fall meeting shall be the Annual Meeting. Dates and place of meetings shall be set by the board of directors.

7. Quorum

A majority of voting members of the association present and voting shall constitute a quorum **for the transaction of business** at any annual or special meeting of the association.

8. Special Meetings

Special meetings may be called by the President or by five (5) members of the board of directors, provided that the entire membership has been notified of the date and place in writing. No business shall be transacted except that stated in the call.

9. Voting Procedure

Each Individual member shall have one vote. Each Institutional member shall designate one delegate to represent that member organization in all votes of the membership at each association meeting.

ARTICLE II: NOMINATING COMMITTEE

1. Composition

There shall be a nominating committee of the association composed of three members of whom one shall be appointed by the president from the board of directors and two elected non-board members.

2. Method of Election, Terms, Vacancies

Two members of the committee shall be elected by the members of the association for a term of one year and shall not be eligible again for nominating committee membership until after the expiration of one year. Term of office shall begin immediately following the annual meeting at which the elections are held. The board of directors shall have the power to fill vacancies in the committee until the next annual meeting of the association.

3. Selection of Chair

The chair of the committee shall be the member of the committee who is also a member of the board of directors.

4. Quorum

A majority of the members of the committee shall be present in person to constitute a quorum for the transaction of business.

5. Responsibilities

The committee shall present to the membership at the annual meeting a single slate of nominees for officers **of [typeface fixed]** the association, non-officer directors, and two members of the nominating **committee [misspelling corrected]** which is representative of the geographic divisions of the area served as well as of the types of membership. Nominations may be made from the floor at the meeting of the association provided that the eligibility of the individuals so nominated, as determined by these bylaws, has been established and the written consent of such individuals secured and submitted at such meeting.

ARTICLE III: OFFICERS

1. Number and Title

The officers of the association shall be the president, vice president, secretary, and treasurer.

2. Election, Term, Vacancies

The officers shall be elected annually by the members of the association for a term of three years and shall serve for no more than two consecutive terms in anyone or more of these offices. Terms of office shall begin at the close of the annual meeting at which elections are held. A vacancy among the officers other than the president shall be filled by the board of directors until the next annual meeting of the association. In the event of a permanent vacancy in the office of the president, as determined by the board of directors, the vice president will succeed until the next annual meeting.

3. Duties

The duties of the officers shall be as follows:

The president shall be the chief corporate officer of the association and shall preside at all meetings of the association and the board of directors. The president shall be responsible for seeing that the lines of direction given by the members of the association and the actions of the board of directors are carried into effect, and for reporting to the membership and to the board of directors on the conduct and management of the affairs of the association. The president shall be ex officio a member of all committees and/or task forces established by the board of directors, and shall perform such other duties as are assigned by the board or prescribed elsewhere in the bylaws.

The vice president, in the temporary absence or disability of the president, shall preside at meetings of the association and of the board of directors and, until the return of the president, but no longer, shall perform all other duties of the president. The vice president shall have such other powers and perform such other duties as may be assigned by the president.

The secretary shall be responsible for seeing that notices of all meetings of the association and board of directors are issued and shall see that the minutes of such meetings are kept. The secretary shall be responsible for the custody of association books, records and files. The secretary shall also be responsible for handling all correspondence addressed to the association or to the board of directors; shall exercise the powers and perform such other duties usually incident to the office of secretary; and shall exercise such other powers and perform such other duties as may be assigned by the president or board of directors.

The treasurer shall be responsible for the receipt and custody of all monies of the association and for the disbursement thereof as authorized; keeping accurate accounts of monies received and paid out; the short-term investment program; the execution of contracts or other instruments authorized by the board of directors; preparation and issuance of financial statements and reports; **and the preparation and filing of tax returns and related documents.**

The treasurer shall exercise the powers and perform such other duties usually incident to the office of treasurer; and shall exercise such other powers and perform such other duties as may be assigned by the president or board of directors

ARTICLE IV: BOARD OF DIRECTORS

1. Powers, Responsibilities and Accountabilities

The corporate business and affairs of the association shall be managed under the direction of the board of directors, except as may be otherwise provided in these bylaws.

The board of directors is accountable to: the association membership for managing the affairs of the association, and none of its actions shall conflict with actions taken by the association; to the Commonwealth in which it is incorporated for adhering to state corporate law; and to the federal government in matters relating to legislation affecting non-profit and non-stock organizations.

2. Composition

The board of directors shall consist of the officers of the association, and **three** non-officer directors, herein called directors, for a total of **seven** members. **The immediate past president may serve as a non-voting consultant to the board of directors at the invitation of the board for a period of one year.**

3. Election and Term

The members of the board of directors shall be elected by the members of the association for a term of three years and shall serve for no more than two consecutive terms. A member shall not be eligible again to serve as a director until the expiration of one full term. Terms of office shall begin immediately following the annual meeting at which elections are held. The term of office of **at least two members of** the board of directors shall expire at each annual meeting of the association.

4. Vacancies

Vacancies in the board of directors shall be filled until the next annual meeting of the association by an affirmative vote of the majority of the remaining board members then in office at any regular meeting of the board or at any special meeting called for that purpose. The office of a director may be declared vacant by the board of directors upon the director's absence from two consecutive meetings of the board of directors without good and sufficient reason satisfactory to the board.

5. Regular Meetings

The board of directors shall meet at least two times each year at such time and place as the board may direct. Notice of time, place and purpose of the meeting shall be sent to each director not less than 7 days before the meeting.

6. Special Meetings

Special meetings **of the board of directors** shall be called by the president or upon written request of a majority of the directors. The purpose of such meetings shall be stated with the request and no business shall be transacted except that for which the meeting has been called. Special meetings of the board shall be held at the place where regular meetings of the board are held unless otherwise determined by the board.

7. Notice of Special Meetings

Notice of the time, place, and purpose of each special meeting of the board shall be given to each director at least 24 hours prior to such meeting. For the purpose of this section, notice will be deemed to be duly given to a director if given to him/her orally (including by telephone), by electronic means, or if such notice be delivered to such director in person or mailed.

8. Quorum

A majority of the members of the board shall be present in person to constitute a quorum for the transaction of business.

ARTICLE V: EXECUTIVE COMMITTEE

1. Composition

There shall be an executive committee which shall consist of the officers of the association. The president shall be chairman of the executive committee.

2. Responsibilities

The executive committee shall have and may exercise the powers of the board in the interim between board meetings, except that the executive committee shall not have the power to adopt the budget, or to take any action which is contrary to or a substantial departure from the direction established by the board, or which represents a major change in the affairs, business, or policy of the association. The executive committee shall submit to the board reports on action taken.

3. Meetings

Meetings may be called by the president. The purpose of the meeting shall be stated in the call for the meeting and no other business shall be transacted except that for which the meeting has been called. Notice of time, place, and purpose of the meeting shall be given to each member.

4. Quorum

A majority of the executive committee shall be present in person to constitute a quorum for the transaction of business.

ARTICLE VI: BOARD COMMITTEES

1. Establishment

The board of directors may establish such standing or special committees or task forces as it deems necessary. Such committees or task forces shall have such **names**, powers and duties, and **terms of** existence as may be determined by the board.

2. Composition

Each committee or task force shall consist of one director and two or more association members.

3. Appointment of Chair

The chair of each committee and task force of the board shall be appointed by the president subject to the approval of the board of directors. Appointment to the position of committee or task force chair may be made at any meeting of the board of directors.

4. Appointment of Members

Committee or task force members shall be appointed by the president after consultation with the chair of the respective committee or task force.

ARTICLE VII: MISCELLANEOUS

1. Fiscal Year

The fiscal year of the association will begin on July 1 and end on June 30.

2. Depositories

All funds of the association shall be deposited to the credit of the association under such conditions and in such banks as shall be designated by the board of directors.

3. Approved Signatures

Approvals for signatures necessary on contracts, checks, and orders for the payment, receipt or deposit of money shall be provided by resolution of the board of directors.

4. Indemnification

Indemnification shall be provided by resolution of the board of directors, in accordance with the state code.

5. Budget

The annual budget of estimated income and expenditures shall be approved by the board of directors. No expenses shall be incurred in excess of total budgetary appropriation.

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6. Audits

An auditor shall be appointed by the board of directors to make an annual examination of the financial accounts of the association in accordance with state code.

6. Financial Reports

A summary report of the financial operation of the association shall be made at least annually to the membership in such form as the board of directors shall prescribe.

7. Parliamentary Authority

Robert's **Rules** of Order, in its most recent revision, shall be the parliamentary authority governing the meetings of the association, board of directors, and all committees and task forces subject to the laws of the state, the articles of incorporation and these bylaws.

ARTICLE VIII: PARTIAL TERMS

A person who has served more than one half of a specific term in a given office as determined in the bylaws shall be considered to have served the equivalent of a full term for the purpose of determining eligibility to serve additional terms in that office or in another position

ARTICLE IX: AMENDMENTS

These bylaws may be amended by a two-third vote of those present and voting at the annual meeting of the association or at any meeting called for the purpose, provided that the proposed amendment shall have been included in the notice of meeting.

Adopted May 12, 2000
Amended June 10, 2004