

Article I. Purpose

The Maitland Public Library, Inc., (also referred to as the "Corporation") shall manage and operate the Maitland Public Library in accordance with the Agreement between the Corporation and the City of Maitland, dated May 8, 1972, and expiring on May 8, 2072, whereby the City acquired title to all Library grounds, building, equipment, and materials, and the Corporation was given exclusive rights to manage and operate the Library.

Article II. Membership of the Corporation

Any resident over the age of 18 of Maitland who has a library card in good standing is a member of the Maitland Public Library, Inc.

Article III. Establishment of Officers, Committees, and Board of Trustees

A Board of Trustees composed of not less than eleven (11) and not more than sixteen (16) members shall be established. All officers of the Corporation shall be members of the Board of Trustees. The officers of the Corporation shall be, as provided by the Articles of Incorporation, dated May 31, 1930 (also referred to as the "charter": President, Vice President, Secretary, and Treasurer. All Trustees shall be residents of the City of Maitland. shall be two standing committees, consisting of at least three (3) Trustees:

The Finance Committee
The Nominating Committee

The members of the standing committees shall be appointed for a term of one (1) year.

The Chairperson of the Board of Trustees can name ad hoc committees as needed.

Members of said standing committees or ad hoc committees must be members of the Board of Trustees. Each Committee shall record and approve its minutes.

Article IV. Meetings of the Board of Trustees and Corporation

The Annual Meeting of the Corporation shall be held at the Library building in Maitland, within the month of September. Notice of such annual meeting shall be

given at least ten (10) days before the date of the meeting at a time and appropriate public meeting place consistent with Florida Statutes. The President of the Corporation shall set the agenda in consultation with the Director.

The Board of Trustees shall meet monthly as needed. The agenda for the Board of Trustees meetings shall be set by the Chairperson in consultation with the Director. Any Trustee may propose an agenda item by raising it as New Business at a meeting or by contacting the Director.

Except for absences excused by the Board, any member of the Board of Trustees or Corporate Officer will have effectively resigned if absent for three (3) regular Board meetings in any fiscal year. Replacement will be by appointment of the Board for the unexpired term. An absence may be excused by giving the appropriate notice to the Director.

Special meetings of the Corporation shall be held when called by the President or by three or more members of the Board of Trustees. Notices of such special meetings shall be given at least seven (7) days before the date of the meeting at a time and appropriate public meeting place consistent with Florida Statutes.

Article V. Quorum

Ten (10) members shall constitute a quorum at any annual or special meeting of the members of the Corporation.

A quorum of the Board of Trustees shall be 51% of the sitting members.

A quorum of a standing committee or ad hoc committee shall be 51% of the sitting members.

Virtual attendance, when available, is permitted for any meetings of the Corporation, Board of Trustees, or committees, but those attending virtually are not permitted to vote and do not count as part of the quorum.

Article VI. Election of Officers and Trustees

The Board of Trustees shall be elected by the members at the annual meeting each year, one-third of the members of the Board of Trustees for terms of three (3) years. The officers of the Corporation shall be elected by the members at the annual meeting each year, for terms of one (1) year. Only Maitland residents that

have served on the Board of Trustees for the twelve (12) months prior to the election for officers, are eligible to serve as officers to the Corporation.

A majority vote of the members present and voting at an annual meeting shall constitute an election.

At the Board of Trustees meeting immediately following the annual meeting, the Board of Trustees shall elect a Chairperson and Vice-Chairperson for a term of one (1) year.

Vacancies in the Board of Trustees occurring during the year may be filled by the Board of Trustees by electing or appointing a Maitland resident to fill such vacancies for the unexpired term.

Vacancies on the Board of Trustees shall exist (1) on the death, resignation, or removal of any member, or (2) whenever there are fewer members than the maximum number permitted under Article III of these by-laws. As long as the Board of Trustees has the minimum number of members permitted under Article III of these by-laws, the Board is not required to fill any vacancies.

If the number of members of the Board of Trustees then in office is less than the minimum number required in Article III, a vacancy may be filled by approval of a majority of members then in office or by a sole remaining member.

Article VII. Duties of Officers and Standing Committees

(a) President

The President shall preside at all meetings of the Corporation and have the general direction of its affairs, subject to the approval of the Board of Trustees. The President shall be an *ex-officio* member of all Standing Committees. The President may sign checks, in the absence of the Treasurer, Director and/or Chairperson.

(b) Vice-President

The Vice-President shall, in the absence or inability of the President, perform the duties of the office of President.

(c) Secretary

The Secretary shall take the minutes of the Board of Trustees meetings including attendance. Minutes should be approved or corrected by the Trustees at the next meeting.

The Secretary shall take the minutes for all of the Corporation's meetings, including the annual meeting. Minutes of the annual meeting shall be approved by the Board of Trustees at the next meeting before being added to the permanent records of the Corporation.

(d) Treasurer

In concert with the Director and Chairperson of the Board of Trustees, the Treasurer shall participate in the budget process, providing input, advice, and counsel on the allocation of funds and structure of accounts.

The Treasurer shall monitor the handling and custody of all monies collected for the benefit and use of the Corporation, which shall be deposited in such bank or banks as may be designated by the Board of Trustees.

The Treasurer shall monitor all bills against the Corporation, when approved for payment by the Director, or designee. The Treasurer may sign checks in the absence of the Director and/or the Chairperson of the Board of Trustees.

The Treasurer shall, at the annual meeting each year, present to the members, in writing, a budget report detailing the monies received, the amount paid out by line item, and the balance remaining in the treasury at the close of the fiscal year.

The Treasurer shall participate in the annual audit process.

(e) Board of Trustees

The Board of Trustees shall have general charge and direction of the affairs of the Corporation as provided in the Articles of Incorporation. Unless otherwise ordered by the President of the Corporation, regular meetings shall be held.

It shall supervise and be responsible for all standing or ad hoc committees. It shall employ and discharge the Director and shall approve the salaries and job descriptions of the Library staff. It shall delegate selection and discharge of library staff to the Director.

The Board of Trustees shall be the executive agent of the Corporation in transactions between the Corporation and the City of Maitland, including those transactions relating to the Library grounds, buildings, facilities, and equipment owned by the City and those transactions relating to the City's financial support of Library operations.

The Board of Trustees may remove a Trustee for misconduct, incapacity, or neglect of duty. Such removal requires a 2/3 majority vote of all Trustees present at the meeting, as well as prior notice to the Trustee at issue.

(f) Chairperson, Board of Trustees

The Chairperson of the Board of Trustees shall preside at meetings of the Board of Trustees, and, in the absence or inability of both the President and Vice-President, shall preside at meetings of the Corporation, and shall be a member *ex-officio* of all committees. When necessary, the Chairperson is authorized to pay bills against the Corporation.

(g) Finance Committee (Standing Committee):

The Finance Committee shall assist the Treasurer and library staff in preparing the annual budget and monitor the expenditure of those funds.

It shall have the authority to make investments of the Endowment Fund and other monies belonging to the Corporation, including the right to sell and reinvest, subject to approval of the Board of Trustees.

This Committee shall be composed of the Chairperson of the Board of Trustees and at least two other members from the Board. The Treasurer shall be an *ex-officio* member.

(h) Nominating Committee (Standing Committee):

The Nominating Committee shall present at the annual meeting a slate of the names of Trustees to be nominated for offices of the Corporation and a list of names to be nominated for election to the Board of Trustees, as required by Article VI.

The Nominating Committee shall publish the slate at least ten (10) days prior to the annual meeting of the Corporation.

The Nominating Committee shall also present names of persons to be nominated for election for any vacant or new positions in the Corporation or

Board of Trustees as such vacancies arise. Vacancies are defined pursuant to Article VI. Likewise, the Nominating Committee also shall recommend reappointment of sitting Trustees whose term is nearing expiration as it sees fit.

The Nominating Committee shall establish written procedures which should be followed with respect to candidate selection, evaluation, and recommendations. Said procedures are available upon request at the Maitland Public Library. No nominations from the floor will be permitted at the annual meeting of the Corporation.

Article VIII. Director

(a) Appointment and Salary

The appointment to the position of Director of Library Services, heretofore listed as the Director, shall be made and the amount of such Director's salary for the ensuing year shall be decided at the first meeting of the Board of Trustees after the annual meeting, by the members of the Board of Trustees present at such meeting. The term shall be for a period of one (1) year.

(b) Duties of Director

Subject to the direction of the Board of Trustees, the Director shall have charge of the Library building and all of its appurtenances. The Director shall be responsible for the courteous and efficient service of the Library and the care and preservation of Library property.

The Director, or approved designee, shall submit a monthly report of Library activities and attend all meetings of the Board of Trustees and the annual meeting of the Corporation. The Director shall also submit an annual report which includes statistics on Library service (circulation, number of books, etc.) and may embody recommendations for improvements.

The Director shall have a Master's Degree in Library Science or its equivalent and at least three (3) years' experience in library administration or comparable experience.

Article IX. Public Records

All meetings of the Board shall be public and minutes shall be taken. All minutes and records of proceedings, including findings and determinations, shall be filed with the official records of the City of Maitland. The minutes of the Board's regular meetings may be requested by any member of the Board or the general public, but any expenses incurred in the provision of the recording shall be the responsibility and obligation of the requesting party, if a member of the general public.

The record books of the Corporation and a copy of the by-laws shall be kept in the Library, available for reference by the public.

Article X. Amendments to Bylaws

Amendments to these By-laws may be made at any meeting of the Board of Trustees, by a majority vote of all members voting, provided that a notice giving full details of such amendment has been given to members at least ten (10) days prior to the date of such meeting.

Article XI. Fiscal Year

The Fiscal Year shall be October 1st through September 30th of the following year.

Article XII. Order of Business for Annual Meeting

1. Reports of Committees
2. Reports of President and Treasurer
3. Report of Director
4. Unfinished Business
5. Election of Officers
6. Election of Board of Trustees
7. New Business

Robert's Rules of Order Newly Revised 12th Edition shall govern the parliamentary procedures at meetings of the Corporation.

Article XIII. Indemnification of Board members

The officers and members of the Board shall be indemnified by the Board to the fullest extent permissible under the laws of the State of Florida.