

JACOB SEARS MEMORIAL LIBRARY
CORPORATION

BYLAWS

REVISED MAY, 2022

Jacob Sears Memorial Library

23 Center Street

East Dennis, Massachusetts

JACOB SEARS MEMORIAL LIBRARY CORPORATION

BYLAWS

I. PREFACE

To supplement the provisions of the Act of Incorporation as amended (“the Act”; see Appendix), and for the better fulfillment of the Corporation’s charitable purposes as enumerated therein, the Corporation adopts the following Bylaws.

II. TRUST ADMINISTRATION

A. General

As provided in the Act, the Trust is administered by three Trustees, elected as provided below. They are advised and assisted by a committee of five elected Advisors (Board of Advisors). One Trustee, chosen by the three Trustees, serves as chair of the Trustees. One Advisor, chosen by the five Advisors, serves as chair of the Advisory Board. One of the three Trustees, chosen by the Trustees, serves as Treasurer, responsible for financial matters, including budget preparation. A Clerk is elected each year to record and preserve the proceedings of meetings.

B. Trustees

Trustees must be residents of what is commonly known as East Dennis* in the Town of Dennis. They shall be elected for a three-year term by a majority of votes cast by qualified voters, including proxy ballots (see Section II.D.2). Each year the position of the Trustee then completing a three-year term shall be subject to election at the Annual Meeting. Trustees may be elected to one additional consecutive term, and, after a one-year absence from office, may be re-elected. If a vacancy occurs during an unexpired term, the term shall be filled by election at the next Annual Meeting or at a specially convened General Meeting, to complete that term.

Trustees have fiduciary responsibility for proper administration of the Trust. Any Trustee may after notice and public hearing, be removed from office by the First Justice of the Probate and Family Court for Barnstable County for cause shown.

C. Advisory Board

The Advisors shall be residents of East Dennis. They shall not be Trustees. They shall be elected annually for a one-year term by a majority of votes cast by those qualified to vote. Their duty shall be to advise the Trustees as to administration of the Trust. They may fix the proportion of the income from the Trust to be expended for (a) library maintenance and (b) instruction and lectures. They determine the content of the programs of instruction and lectures.

* “East Dennis” shall be defined annually as the district definition of the Dennis Chamber of Commerce, including, but not limited to, state highway routes 134 and 6A within the defined area.

They audit the financial accounts of the Corporation. They determine the compensation, if any, of the Trustees. They may serve on regular or ad hoc committees.

D. Elections

1. Qualified Voters

Qualified voters are those persons 18 years of age or older, who have resided in that part of East Dennis known as Quivet Neck for a period of one year prior to the meeting in question. The Clerk shall determine eligibility based on residency as given in the most recent Town of Dennis List of Registered Voters and the Dennis Board of Registrars Street Listing.

2. Procedures

Candidates shall provide the Clerk with a written notice, including qualifications, at least 30 days prior to the meeting at which an election will take place. The statement(s) of qualifications shall be made available in the library for review by voters. Nominations may also be made from the floor during the meeting, provided that qualifications are stated at that time. The Clerk shall prepare a suitable ballot. If each open position has no more than one candidate, a motion for a unanimous vote for all candidates may be made by any qualified voter. If carried, the motion will be recorded as one affirmative vote by the Clerk.

Qualified voters who are unable to attend a meeting may appoint in writing another qualified voter as voting proxy. The Clerk will give the absent voter's ballot to the proxy after examination of the written authorization.

III. MEETINGS

A. General

To the extent practicable, all meetings will be held in the Library and will be open to the public. However, the Trustees and Advisors may meet in executive session to discuss personnel and other sensitive issues, provided that the results are made known in public meeting thereafter.

Notice of all formal meetings shall be conspicuously posted in the Library and at least one other public place (including newspaper) at least 14 days in advance of the meeting.

Minutes shall be recorded by the Clerk, preserved in the library, and made available to the public on request. The public may attend any meeting, excluding executive sessions, and shall be given reasonable opportunity to address the proceedings.

B. Annual Meeting

The Annual Meeting of the Corporation will be held in May at a time and place designated by the Trustees. The notice for the meeting will contain the nominal agenda and the names of candidates proposed for election. The Act states that "the trustees shall submit to said (annual)

meetings, a detailed report of their receipts and expenditures for the fiscal year next preceding.” Chairs of committees and the Librarian also will present written reports of their activities. In addition, the Trustees (Treasurer) shall submit a proposed budget for the ensuing fiscal year. Qualified voters must adopt or reject the budget by a majority of votes cast. Should the budget be rejected, a General Meeting will be scheduled to occur in seven days’ time to consider a revised budget. In this circumstance, the requirement for advance notice is waived.

An Annual Meeting may be reconvened by a majority vote. Such meetings may be further reconvened by a majority vote.

C. General and Special Meetings

A General Meeting may be called at the discretion of the Trustees to elect replacements for Trustees or Advisors who may have left for whatever reason. Such persons will be elected by a majority of votes cast by qualified voters to complete the unexpired term of the person who left. Other general meetings may be called by the Trustees or by petition of fifteen qualified voters stating the purpose of the meeting and delivered to the Trustees. The Trustees shall call a meeting within 30 days of receipt of such a petition, and notice will be posted at least 14 days in advance.

D. Joint Trustee/ Advisory Board Meetings.

The Trustees and Advisors shall meet (1) at the Annual Meeting in May, (2) to appoint Committees, and (3) at least once in the fall and spring to review Committee activities and attend to the business of the Corporation. Additional meetings may be called as deemed necessary by the Trustees and/or Advisors.

E. Committee Meetings

Committees shall hold their meetings in the Library if practicable but may choose to meet elsewhere when necessary. The results of such meetings will be communicated to the Trustees and Advisors at their meetings.

IV. COMMITTEES

The Trustees and Advisors may establish, maintain, and dissolve standing and/or ad hoc committees as needed to attend to the evolving needs of the institution, which may include:

- A. Finance: Recommend and support initiatives regarding the financial wellbeing of the library, its budget, and its endowment
- B. Building and Grounds: Recommend and support initiatives regarding maintenance and improvement of the library building and property.

- C. Library Services: Help ensure the continued growth of the library in patrons, town support, and our capability to support appropriate library usage trends.
- D. Programs and Events: Recommend and support initiatives to create vibrant and engaging community activities (instruction, music, arts, entertainment, etc.) at JSML.

Committee members are appointed annually by the Trustees in consultation with the Advisors. Additional committee members may be appointed as needed. There are no term limits or residency requirements for Committee members. Advisors are encouraged to participate in the Committees as members and/or chairs.

V. BYLAW CHANGES

Bylaws may be amended at any Annual Meeting. Notice of intent to amend the bylaws must be posted in the Library at least 14 days in advance of the meeting. The exact wording of the amendment will be available in the Library for review by qualified voters. Adoption of the amendment requires a majority of the votes cast by qualified voters. If, in the opinion of the Trustees, the proposed amendment changes the intent of Jacob Sears as expressed in his Will or in the derivative Act of Incorporation, as amended, the approved amendment will be submitted to the General Court of the Commonwealth for enactment as a change in the Act.