

BY-LAWS OF OTIS LIBRARY, INC.  
(Revision 2022)

Article I  
NAME AND LOCATION

Section 1. This Corporation shall be known as the Otis Library, Inc.

Section 2. The location of the principal office of the Corporation shall be in the town of Otis, Massachusetts.

Article II  
PURPOSES

Section 1. The purpose of the Board of Trustees is to govern the library with the object of ensuring that every individual in the Otis community has access to library resources in accordance with the American Library Association's Library Bill of Rights. The Board supports strong, effective library service and focuses on overall funding, planning and goals.

Article III  
OFFICERS AND TRUSTEES

Section 1. The officers of the Corporation shall consist of a President, Treasurer and Secretary. They shall be elected annually by ballot at the Annual Meeting of the Corporation and shall hold their respective offices until their successors are chosen and qualified. Each Officer must also be a Trustee duly elected in accordance with Section 2.

Section 2. There shall be nine (9) Trustees, having the powers of a Board of Directors, six (6) of whom shall be elected annually by ballot at the Annual Meeting of the Corporation and shall hold their respective offices until their successors are chosen and qualified, and three (3) of whom shall be elected by the Town of Otis at the Annual Town Meeting, said terms to be staggered so that one Trustee is elected each year.

Section 3. For purposes of elections by the Town of Otis, only residents and property owners in the Town of Otis who are eligible to vote can participate in the annual elections.

Section 4. In the event of the resignation, death, or total disability of any Officer or Trustee elected by the Corporation, said vacancy may be filled by a majority vote of the Trustees at a meeting duly called for the purpose. The person so appointed shall hold office until the next annual meeting. Five (5) Trustees present and voting shall represent a quorum for this purpose. A vacancy of a town elected Trustee shall be filled by due process of law.

## Article IV DUTIES OF OFFICERS

Section 1. The President shall be the titular and administrative head and presiding officer of the Corporation, Chairperson of the Board of Trustees and Chairperson of the Executive Committee. In the absence of the President, the next officer in line shall serve as temporary Chairperson, or at the discretion of the Trustees, a temporary Chairperson may be appointed for any meeting.

Section 2. The Treasurer shall have in his or her charge all securities, money, and the accounts and records thereof which are the property of the Corporation. The Treasurer shall submit a detailed report of the financial activities and condition of the Corporation at each Annual Meeting and when otherwise required by the Board of Trustees. The Treasurer shall give bonds satisfactory to the Board of Trustees and if he or she shall fail to do so within a period of ten days following his or her election the office shall be declared vacant. The Treasurer shall be the Chairman of the Finance Committee.

Section 3. The Secretary shall be sworn immediately following his or her election. The Secretary shall keep a record of the proceedings of all meetings of the Corporation and shall give proper notice of all such meetings to all persons entitled thereto, as determined by the Board of Trustees.

## Article V TRUSTEES AND COMMITTEES

Section 1. The Board of Trustees shall be vested with the full power to manage affairs of the Corporation. Five (5) Trustees present and voting shall constitute a quorum for the transaction of business. Meetings shall be held at such times and places, and upon such notice, as the Board shall determine.

Section 2. The Executive Committee shall consist of the President, who shall be Chairman, the Treasurer and the Secretary. The Committee shall be empowered to act for and on behalf of the Board of Trustees in the administration of the affairs of the Corporation at all times when the Board of Trustees is not in session, in accordance with the procedures authorized by the Board. A full report of all such activities shall be submitted to the Board of Trustees for their approval at the next regular meeting.

Section 3. The Finance Committee shall consist of the Treasurer who shall be the Chairman, the President and the Secretary. This Committee shall supervise and control the investment and maintenance of the Funds of the Corporation, and shall maintain records of its proceedings for the consideration and approval of the Board of Trustees.

Section 4. Any other committee may be established from time to time in accordance with appointments made by and at the direction of the Board of Trustees, to perform special functions authorized by them.

Section 5. Three (3) members of any Committee present and voting shall constitute a quorum for the transaction of business.

## Article VI FISCAL YEAR

Section 1. The Fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following year.

## Article VII MEETINGS

Section 1. The Annual Meeting of the Corporation shall be held on the second Thursday in November, at such time and place as shall be designated by the President, unless otherwise ordered by the Board of Trustees. Said time and place shall be stated in the notice of said meeting. Special meetings shall be called either by the President or upon the written application of any five (5) members of the Corporation, addressed to the President, stating the object for which the meeting is desired.

Section 2. All meetings of the Corporation shall be called by the Secretary and notice thereof given at least one week prior thereto by written or other means designated by the Board of Trustees to the members of the Corporation.

Section 3. Five (5) members of the Corporation shall constitute a quorum for the transaction of business.

Section 4. Special meetings of any Committee may be called by its Chairman or upon the written notice of any two (2) of its members stating the object for which the meeting is desired.

## Article VIII DISSOLUTION

Section 1. Upon final dissolution of the Corporation, all cash and other assets remaining after the payment of all debts and liabilities, shall be distributed to any charitable exempt organization qualified under the Internal Revenue Code, as designated at a meeting of the members duly called for the purpose.

## Article IX AMENDMENTS

Section 1. These By-Laws may be altered or amended by a vote of at least three-fourths of the members present at a meeting called for the purpose. The general nature of the amendment or amendments sought shall be specified in the call for the meeting. Provided, however, that no amendments of Section 2 of Article III shall be made with respect to the election, qualification, and term of office of the three (3) Trustees elected by the legal voters of the Town of Otis, except to conform to any legal change prompted by unforeseen circumstances.