

CONSTITUTION

OF THE

EAST GREENWICH FREE LIBRARY ASSOCIATION

AS AMENDED FEBRUARY 8, 2023

ARTICLE I

Section 1. The title of this Corporation shall be the East Greenwich Free Library Association.

ARTICLE II

Membership

Section 1. Applications for membership in the Corporation shall be made to the Board of Trustees, and at the annual or any other meeting of the Corporation called for that purpose, candidates proposed by the Board may be elected by a four-fifths vote of all members presented, and, upon subscribing to the Constitution, shall become entitled to all the privileges of membership.

ARTICLE III

Board of Trustees

Section 1. The Board of Trustees shall consist of nine members of the Corporation, together with the President of the Town Council of the Town of East Greenwich.

**AMENDMENT: FEBRUARY 8, 2023**

**The Board of Trustees shall consist of seven to nine members of the Corporation.**

AMENDMENT: JUNE 23, 2005

The Board of Trustees shall consist of seven members of the Corporation.

AMENDMENT: April 13, 2000

The Board of Trustees shall consist of six members of the Corporation together with the designee of the President of the Town Council of the Town of East Greenwich.

AMENDMENT: March 31, 1993

The Board of Trustees shall consist of six members of the Corporation together with the President of the Town Council of the Town of East Greenwich or the designee who shall be a member of the Town Council of the Town of East Greenwich.

Section 2. At the annual meeting of the Corporation each year, three Trustees shall be elected to serve three year terms, or until others shall be elected in their stead, notice of which election shall be published in a public newspaper at least five days previously.

**AMENDMENT: February 8, 2023**

**At the Annual Meeting of the Corporation in June of each year, three Trustees shall be elected to serve three-year terms. In the event of a vacancy occurring during any Trustee’s term, the Board may appoint a successor to fill that unexpired term. If any Trustee is absent from the Board of Trustees meetings 3 consecutive times, the Board may vacate the position and appoint a replacement to fill the unexpired term. Each of these Trustees shall be advised of the above conditions, furnished with a copy of the Constitution, and advised of his or her obligations to the Library.**

AMENDMENT: April 21, 1988

At the Annual Meeting of the Corporation in April of each year, three Trustees shall be elected to serve three-year terms. In the event of a vacancy occurring during any Trustee’s term, the Board may appoint a successor to fill that unexpired term. If any Trustee is absent from the Board of Trustees meetings 3 consecutive times, the Board may vacate the position and appoint a replacement to fill the unexpired term. Each of these Trustees shall be advised of the above conditions, furnished with a copy of the Constitution, and advised of his or her obligations to the Library.

Section 3. Following the meeting at which this Section is adopted, no Trustee shall be elected to serve more than two successive terms.

**AMENDMENT: February 8, 2023**

**If a sitting member, who is considered to be in good standing with the Board of Trustees, has reached the end of their two terms and would like to remain on the Board for an additional term, they may present this to the Board for consideration. The Board will then discuss the request and take a vote. The vote will have to be unanimous for it to pass.**

Section 4. The Trustees shall have a minimum of four meetings, and such other meetings as shall be deemed necessary by the Board President. A simple majority will be considered a quorum at any meeting.

 Section 5. There shall be established the office of Honorary Trustee to which office shall be elected those officers who have served the library long and faithfully, and others who have contributed notably to the success of the Library.

Section 6. Board of Trustees shall have full and entire management and control of the estate, property and business affairs of the Corporation. They shall designate one of their number to be President, another to be Vice President and another to be Secretary, who shall also be respectively President, Vice President and Secretary of the Corporation, and shall appoint a Treasurer, who shall give bond in such amount as they may require. They may also appoint such other officers, and at such compensation, as they deem necessary and expedient, but the Trustees, as such, shall receive no compensation for their services. They may also make such By-Laws and regulations not repugnant hereto or to law as they may deem proper.

Section 7. Any person made a party to any action, suit, or proceeding, by reason of the fact that he, his testator his intestate, is or was an officer or Trustee of the Corporation shall be indemnified by the East Greenwich Free Library Association against and shall be saved harmless by the East Greenwich Free Library Association from, any and all loss, cost, damage, expense, or judgments arising out of or resulting from such action, suit or proceeding that such trustee did not act in good faith or exercise hones judgment in the performance of his duties. The foregoing right of indemnification and to be saved harmless shall not affect and shall be without prejudice to, any other rights to which any officer or Trustee may be entitled apart from the provisions of this Section.

ARTICLE IV

Meeting

Section 1. The annual meeting of the East Greenwich Free Library Association shall be holden on the second Tuesday in February in each year at 8 o’clock P.M. in the rooms of the Library or in such other place as may be designated in the call of the meeting.

**AMENDMENT: February 8, 2023**

**The Annual Meeting of the Corporation of the East Greenwich Free Library Association shall be holden in the month of June in such year in the rooms of the Library or in such other place and such other time as may be designated in the call for the meeting.**

AMENDMENT: April 9, 1979

The Annual Meeting of the Corporation of the East Greenwich Free Library Association shall be holden in the month of April in such year in the rooms of the Library or in such other place such other time as may be designated in the call for the meeting.

Section 2. Special meeting of the Association may be called at any time by the Board of Trustees by notice published at least five days previously in a public newspaper setting forth the object of such meeting, at which meeting ten members shall constitute a quorum, but no other business than that specified in the call shall be transacted. At the annual meeting for the election of Trustees not less than ten members shall constitute a quorum. All meetings of the Corporation shall be held at the Library or in such other place as may be designated in the call of the meeting.

ARTICLE V

Amendments

Section 1. Amendments to this at Constitution may be proposed any meeting of the Corporation at which at least ten members are present, and it shall be the duty of the Board of Trustees to call a meeting for that purpose, when requested in writing so to do by three members of the Corporation, and if such proposed Amendments are agreed to by a majority vote of such meeting, notice of the pendency of such amendments shall be given in a public news, as also of the time to which they are referred, which time shall be at least two weeks later than the date of such notice.

**AMENDMENT: February 8, 2023**

**Amendments to this Constitution may be proposed at any meeting of the Corporation at which at least ten members are present, when requested in writing so to do by three members of the Corporation, and if such proposed amendments are agreed to by a majority vote of such meeting, notice of the pendency of such amendments shall be published on the library website, as also of the time to which they are referred, which time shall be at least two weeks later than the date of such notice.**

**If at the appointed time, there being at least ten members present and voting, such amendments shall be agreed to by four-fifths vote of all the members present, they shall thereupon become a part of the Constitution.**