

Bylaws of the George Hail Free Library

Article 1

Organization and Name

This organization is a corporation incorporated by the General Assembly of the State of Rhode Island in May, 1871 under the name of “Warren Public Reading Room Association,” such name being changed by the General Assembly in January, 1877 to “Warren Public Library” and again changed at the May, 1882 session of the General Assembly to “George Hail Free Library.”

Article 2

Statements of Guiding Principles

Section 1. Mission Statement. The George Hail Free Library is dedicated to advancing intellectual discovery, fostering lifelong learning, and enriching the lives of all Warren community members. The Library’s goals are to provide a variety of resources, innovative programs, and welcoming spaces that promote community engagement and connections while adapting to evolving needs.

Section 2. Vision Statement. The George Hail Free Library envisions a future in which the Library’s collections, programs, services, and leadership help to ensure

- That the community has the opportunity to enjoy an intellectually and culturally rich life
- That every community member, young and old, has the opportunity to experience the pleasure of reading and the joy of learning.
- The Library users of all ages have free and equitable access to a safe space to learn, create, and share with the help of a friendly and helpful staff.

Article 3

Definitions. The following words, where used in these bylaws shall, unless otherwise indicated, have the following meanings:

1. “Agenda” means a document that shall indicate the time, date, place, and subject matter intended for consideration of any meeting of the Board.
2. “Annual Meeting” means the regular meeting held in June of each year at which the election of officers and new Trustees are nominated.

3. "Board" means the Board of Trustees of the George Hail Free Library.
4. "Director" means the Library Director of the George Hail Free Library.
5. "Honorary Trustees" means Trustees who shall serve for a specified period of time to be determined by the Board who shall not have the right to vote, hold any executive position, perform any other privilege of Trusteeship, and shall be exempt from all other responsibilities of Trusteeship. Nothing in these bylaws shall prohibit an Honorary Trustee from being nominated for a Trusteeship, nor a Trustee from being nominated for an Honorary Trusteeship, except that no person shall simultaneously serve as a Trustee and Honorary Trustee.
6. "Notice" means the distribution of the Agenda through a method of communication approved by the Board
7. "Library" means The George Hail Free Library located in Warren, Rhode Island.
8. "President" means the President of the Board.
9. "Quorum" means the presence of a majority of members of the Board present.
10. "Regular Meeting" means a meeting of the Board held monthly at such time and place as shall be designated by the majority of the Board.
11. "Secretary" means the secretary of the Board.
12. "Special Meeting" means a meeting called by the President or upon the written request of at least four (4) Board members which shall take place, no less than, 48 hours after notice is distributed to the Trustees.
13. "Treasurer" means the Treasurer of the Board
14. "Trustee" means a member of the Board.
15. "Vice-President" means the vice-President of the Board.

Article 4

Board

Section 1. The Library is to be governed by a Board of a maximum of eleven (11) Trustees. The Board shall consist of users and supporters of the Library. At no time shall there be less than three (3) members. [**R.I. Gen. Laws § 7-6-23** The Board shall consist of users and supporters of the Library.

Section 2. The Board shall have general charge and supervision of the affairs, interests, and property of the Library. The Board shall make all requisite rules and regulations for its

management and shall have the power to appoint committees for any purpose, determine the number of Trustees of such committees, and specify their duties.

Section 3. Appointments.

Each year the Town Council of Warren shall appoint two (2) representatives of the general public to serve as Trustees. The Board shall, at their discretion, fill all other openings.

Section 4. Terms of Office.

Trustees shall be appointed to serve a term of four (4) years and shall be eligible for reappointment.

Section 5. Attendance.

Trustees have a responsibility to attend all Board meetings. The Board meets ten (10) times per year from September to June. Trustees shall attend all meetings except as they are prevented by a valid excuse. Trustees who are unable to attend regularly scheduled meetings, for any reason, are encouraged to submit to the President in advance of said meeting, notice for such absence.

A Board attendance problem occurs when a) a Trustee has two un-notified absences in a row; b) a Trustee has three notified absences in a row, c) a Trustee misses one third of all Board meetings within a calendar year. If a Board attendance problem occurs, the President will promptly contact the Trustee to discuss the problem. The Trustee's response will be shared with the full Board which in turn will decide what actions to take.

Section 6. Termination of Trusteeship and Probationary Period

(a) Trusteeship shall be revoked after specific charges of willful misconduct or intentional violations of law are made against a Trustee and a majority of the Board finds that there exists reasonable suspicion to support such charges.

(b) Except for specific charges of willful misconduct or intentional violations of law, the Board may permit an offending Trustee an opportunity to correct such offending behavior through a probationary period that may be prescribed by the Board.

Section 7. Resignation

Trustees may resign their Trusteeship by giving written notice to the President and Secretary. The resignation shall take effect at the time specified in such notice, and unless otherwise specified in such notice, acceptance shall not be necessary to make it effective.

Section 8. Honorary Trustees

The President may nominate, and the Board may, at its discretion, award honorary membership on the Board to any individual or organization.

Section 9. Domicile

Nothing in these bylaws shall be construed to require that a Trustee must be a resident of Warren to serve on the Board.

Article 5

Duties of the Board

Section 1. Subject to state and federal law, the Board is constituted for the purposes set forth in these bylaws and shall possess all powers necessary for the exercise of the responsibilities of Trusteeship. The Board shall determine rules, regulations and policies governing Library operations and services.

Section 2. The Board shall select, appoint and supervise a properly certified and competent Library Director. The Board shall provide a yearly written evaluation of the Director.

Section 3. The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget.

Section 4. The Board shall approve all reports required by law.

Section 5. Upon nomination to the Board a Trustee shall attend an educational and informational meeting scheduled by the President and the Director, prior to the initial Regular Meeting of the Board.

Article 6.

Officers

Section 1. Election

At the Annual Meeting, the Board shall elect officers of the Board who shall be President, Vice President, Treasurer and Secretary. Officers shall be elected to two (2) year terms.

Section 2. Vacancies

Vacancies in any office may be filled by the majority vote of a valid quorum at a meeting of the Board.

Section 3. The President

The President shall preside at meetings of the Board, authorize calls for Special Meetings, appoint all committees, execute all documents authorized by the Board, and serve as an ex-officio voting member of all committees except the Nominating Committee. The President is

authorized to sign all checks drawn on funds held by the Library, and generally perform all duties associated with the office of President. The President shall set the Agenda for all meetings of the Board, or, in the event of his or her incapacity to set the Agenda, the Secretary shall set the Agenda.

Section 4. The Vice President

In case of the absence or disability of the President, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be specified in these bylaws or as shall be delegated from time to time by the Trustees or the President.

Section 5. The Treasurer

The Treasurer shall receive and be the custodian of all money belonging to the Library and shall disburse the same under the direction of the Trustees. The Treasurer shall be the chair of the Budget Committee. The Treasurer shall perform such other duties as shall be specified in the bylaws or as shall be delegated from time to time by the Trustees or the President. The Treasurer is authorized to sign all checks drawn on funds held by the Library.

Section 6. The Secretary

The Secretary shall keep the records of all meetings of the Trustees. The Secretary shall perform such other duties as are specified in these bylaws or are delegated by the Trustees or the President. In the absence of the Secretary, the Trustees may assign the responsibility for keeping the minutes of meetings to another Trustee. The Agenda and minutes will be posted by either the Secretary or Director to the state website according to all applicable Rhode Island state laws.

Article 7

Director

Section 1. Appointment and Performance

The Board shall appoint a Director and shall oversee the performance of the Director, and set compensation for the Director. The Director shall be considered the executive officer of the Library and shall be subject to rules, regulations, and policies established by the Board. The Director shall act as an advisor to the Board and shall attend all Board meetings. The Director, or his or her designee, shall serve as an ex-officio voting member of all committees except the Nominating Committee.

Section 2. Management Duties

The Director shall be responsible for the hiring of Library staff and determining the compensation of all Library employees. The Director shall maintain payroll and work schedules.

Section 2. Operational Hours

The Director shall set the hours of the Library, only with the approval of the Board, except in the event of an emergency or in compliance with federal, state, or local law.

Section 3. Annual Reports

The Director shall produce all annual reports as required by law and shall submit them for the approval of the Board.

Section 4. Budget

The Director shall create an annual fiscal budget for the approval of the Board.

Section 5. Unusual Expense

The Director may, under circumstances where time is of the essence, authorize the expense of funds for unusual expenses without Board approval up to Five Thousand Dollars (\$5,000.00), provided that the Director shall notify, in a timely manner, the President or Treasurer. Any such expenditure shall be ratified at the next Regular Meeting of the Board.

Section 6. The Director shall keep in detail a full and correct amount of all receipts and expenditures and shall report the same to the Trustees when so required.

Article 8

Meetings

Section 1.

All Board meetings and all committee meetings shall be held in compliance with all applicable state and federal laws.

Section 2. The rules contained in Robert's Rules of Order, latest revised edition, shall govern the parliamentary procedure of the meetings in all cases in which they are not inconsistent with these bylaws and any statutes applicable to this Board.

Article 9

Execution of Documents and Conveyance of Property

Section 1. Execution of notes and obligations

All promissory notes and other obligations of the Library for the payment of money shall either be signed by the President and countersigned by the Treasurer or be executed in such other manner as the Board shall determine appropriate.

Section 2. Signing of Checks

The Director, unless specified otherwise, shall sign all checks and drafts for payment of money. The Treasurer has access to the online accounting system and can view all transactions as well as create reports. In lieu of the Director, the Treasurer or President may sign all checks and drafts for payment of money.

Section 3. Execution of contracts, conveyances, etc.

Unless specified otherwise, all contracts and all mortgages, deeds, transfers or other conveyances of real or personal property of the Library shall be jointly executed by the President and the Treasurer.

Section 4. Conveyance of property

No sale, mortgage, lease or exchange of any real estate owned by the corporation shall be made without the majority vote of the total membership of the Board.

Article 10

Committees

Section 1. The Recruitment Committee

The Recruitment Committee shall consist of no fewer than three (3) members. The Recruitment Committee may submit to the Board a slate of candidates for any open position of Trustee. The Recruitment Committee shall advertise as the Board may determine appropriate for any open position of Trustee. Persons interested in becoming a Trustee must apply to the Recruitment Committee in the manner prescribed by the Recruitment Committee. Priority shall be given to those applicants who are members of the Friends of George Hail Library and all applicants shall be encouraged to become members of the Friends of George Hai Free Library. The report of the Recruitment Committee shall be submitted to the Board at least ten (10) days prior to a Regular Meeting. The Recruitment Committee shall be appointed by the President and shall serve for one (1) year terms. Members of the Recruitment Committee shall be eligible for reappointment.

Section 2. The Nominating Committee

The Nominating Committee shall consist of no fewer than three (3) members. The Nominating Committee shall submit to the Board a slate of candidates for the officer positions of the Board of Trustees no less than three (3) months prior to the annual meeting of the Board. Trustees interested in being nominated for an officer position must apply to the Nominating Committee in the manner prescribed by the Nominating Committee. Priority shall be given to those nominees

who are members of the Friends of George Hail Free Library and all nominees shall be encouraged to become members of the Friends of George Hail Free Library. The report of the Nominating Committee shall be submitted to the Board at least ten (10) days prior to the Annual Meeting of the Board. The Nominating Committee shall be appointed by the President and shall serve for one (1) year terms. Members of the Nominating Committee shall be eligible for reappointment.

Section 3. The Budget Committee

The Budget Committee shall consist of no fewer than three (3) members. The Treasurer of the Board shall be the chair. The Budget Committee shall meet at least annually and shall review the proposed budget submitted by the Director for the upcoming fiscal year. The Budget Committee shall be appointed by the President shall serve for one (1) year terms. Members of the Budget Committee shall be eligible for reappointment.

Section 4. The Charles Whipple Green Museum Committee

The Charles Whipple Green Museum Committee is an advisory committee to the Board which shall ensure that the mission of the George Hail Free Library's special historical collection is fulfilled, and to recommend policies regarding the collection's goals. In addition, the Committee will work with the staff in promoting, publicizing, fundraising, and offering educational opportunities for visitors and researchers. The Special Collections/Museum shall be managed on a day to day basis by the Director and staff. The staff of the Library under the Director shall maintain the collection by documenting, protecting, preserving and exhibiting its unique collection. The Charles Whipple Green Committee shall support the staff in such efforts. The Charles Whipple Green Museum Committee shall consist of no fewer than three (3) Trustees and shall include members of the public, the Library Director, and designated Library staff. The Charles Whipple Green Museum Committee shall meet at least six (6) times annually or as necessary. Any decisions made by the Charles Whipple Green Museum Committee shall be brought to the Board for final approval. The Charles Whipple Green Museum Committee shall be appointed by the President and members shall serve for one (1) year terms. Members shall be eligible for reappointment.

Section 5. Ad Hoc Committees

Ad hoc committees may be established for the study of special problems upon the majority vote of the Board. The President shall make appointments, with the approval of the Board. Ad-hoc

committees shall serve until the final report of the work for which they were appointed has been filed. These committees may also include staff and public representatives, as well as outside experts.

Section 6. No committee shall have other than advisory powers.

Article 11

Friends of the George Hail Free Library

The Friends of the George Hail Free Library is a group of volunteers who support the mission and vision of the Library through fundraising events and community campaigns.

The Friends Steering Group, a subcommittee of the Friends of the Library, coordinates meetings and events. The Friends of the George Hail Free Library has a dues structure and all proceeds from dues and fundraising are provided to the Library for use as designated by the Board.

Article 12

Ethics

The Board adopts the Code of Ethics of the American Library Association, which codifies the ethical principles that guide the work of librarians, Library workers, and Library Trustees. The Board adopts the Public Library Trustee Ethics Statement from United for Libraries:

Association of Library Trustees, Advocates, Friends and Foundations, a Division of the American Library Association. All Trustees will sign the statement upon appointment to the Board. The Board complies with the requirements of the Rhode Island Code of Ethics as defined in Title 36, Chapter 14 of the General Laws of Rhode Island.

Article 13

Amendments to Bylaws

These bylaws may be amended, added to, repealed, or otherwise altered by a majority of the Board provided that the proposed amendments shall be submitted to the Board at least ten (10) days prior to the regular meeting at which such amendments shall be scheduled for consideration.

Amended by the Board of the George Hail Free Library on the 18th day of June, 2025.