Article I: NAME AND SEAL

The name of the Corporation shall be The Sturgis Library. The Seal shall be circular in form and bear the word and figures “The Sturgis Library 1863.”

Article II: PURPOSES

It shall be the purpose of the Corporation to maintain a free public library in the Town of Barnstable for the benefits of the inhabitants of that town in accordance with the terms of the Indenture of Trust of William Sturgis dated October 20, 1863 (Appended).

The Corporation shall be a strictly nonprofit organization, operated exclusively for the foregoing purposes, and no part of its earnings or its assets upon dissolution shall inure to the benefit of any private individual.

Article III: USE OF THE LIBRARY

1. In accordance with the terms of said Sturgis Indenture of Trust and the purposes of this Corporation as stated in Article II above, any permanent or temporary resident or inhabitant of the Town of Barnstable, any person owning real property therein, or any persons permitted by the laws of Massachusetts, may use the facilities of the Sturgis Library (The Library) and may borrow material therefrom, subject to such reasonable requirements for registration as the Board of Trustees may establish. The Board of Trustees may set such fines and fees as it sees fit for overdue, damaged, or lost material.

2. Use of the Library by others shall be subject to the control of the Board of Trustees who shall grant permission as they see fit. The Board may delegate such responsibility to the Board President and/or the Library Director in its discretion.

Article IV: TRUSTEES AND MEETINGS

1. There shall be a Board of Trustees consisting of not more than eighteen Trustees, 2/3 of whom at any given time shall be residents of the Town of Barnstable. The annual meeting of the Board shall be held in July each year.

The Board shall be composed of Trustees whose terms shall be for three (3) years, not to exceed three (3) consecutive terms, or nine (9) years. Each year one-third (1/3) of the Trustees’ terms shall expire. After serving three (3) consecutive terms, no individual Trustee shall continue to serve on the Board until having left the Board for at least one (1) year. At least a month before the annual meeting, a nominating committee shall be appointed by the President to consider candidates for election to fill the vacancies on the Board, which shall present its recommendations to the annual meeting of the Board. At such meeting the Trustees shall fill such vacancies on the Board. In addition, the Board shall have the power at any time to fill an unexpired term arising from the resignation, death, or incapacity of any Trustee. For the election of Trustees, a 2/3 vote of the Board shall be required.
2. Any Trustee who shall have served three consecutive terms and who holds any of the offices enumerated in Article VII, upon the completion of said third term shall be eligible to remain on the Board until the completion of his/her term of office.

3. The Board of Trustees shall possess and exercise all the powers of the Corporation in accordance with the purposes set forth in Article II of the By-Laws.

4. Regular meetings of the Board of Trustees shall be held at such times as the Trustees may fix. Special meetings of the Board of Trustees may be held at such times and places as may be determined by the President, who shall be empowered to call such meetings. At least forty-eight hours notice by mail, email, or telephone shall be given for a special meeting unless shorter notice is adequate under the circumstances.

5. The Board may, in its discretion, call a meeting open to the public at which a report will be submitted on the activities of the Library.

6. A majority of Trustees shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present.

7. When a quorum is present, the vote of a majority of the Trustees present shall, except where a larger vote is required by law or these By-Laws, decide any question brought before such meeting.

8. All Trustees shall serve until their successors have been duly nominated and elected.

9. The Board of Trustees may confer Emeritus status to any former Trustee in recognition of significant personal contributions to the Board and the Library during their tenure. An Emeritus member shall receive notices of all meetings of the Board, be welcome to attend all meetings, and join in the discussion, but shall be a non-voting member.

10. The Board of Trustees may elect honorary members. An Honorary Member shall receive notices of all meetings of the Board, be welcome to attend all meetings, and join in the discussion, but shall be a non-voting member.

11. The President of the Friends of the Sturgis Library shall receive notices of all regular meetings of the Board, be welcome to attend all meetings, and join in the discussion, but shall be a non-voting member.

Article V: COMMITTEES

The Board of Trustees or the President of the Board, with their approval, shall appoint such committees as are deemed necessary or desirable.

1. Notwithstanding the foregoing, there shall be the following standing committees, consisting of not more than five members of the Board, who shall be appointed by the Board President: Executive Committee, Finance Committee, Investment Committee, Development Committee, Nominating Committee, Personnel Committee, and Building Committee. Additional ad-hoc committees, special committee representatives, Board liaisons and consultants may be appointed at the discretion of the Board.

2. Subject to the approval of the Board, the Investment Committee shall have the responsibility for the investment of the Library’s portfolio and in connection therewith, the Investment Committee shall have the authority to invest in securities, real estate, or
other suitable investments, and shall have the authority to delegate the responsibility for all or any portion of the Library’s portfolio to a suitable financial institution.

The Investment Committee shall submit, at least quarterly, a full statement of the current investments of the Library’s portfolio to the Trustees. At such time as the Board shall direct, the Investment Committee will submit an independent audit to the Trustees of the Library. The Treasurer is authorized to hold any securities of the Library in a Bank nominee name if he considers it advisable.

Article VI: LIBRARY DIRECTOR

The Board of Trustees shall appoint a Library Director on such terms and for such period as they may deem appropriate. The Library Director shall have general charge of the operation and property of the Library, subject to the direction of the Board.

Article VII: OFFICERS

1. The officers of the Library Board of Trustees shall be a President, a Vice President, a Treasurer, and a Secretary. The officers shall be elected by the Board of Trustees from the Board of Trustees, for a term of one year or until their successors shall have been elected and qualified.

2. Any vacancy among any officers of the Library Board of Trustees shall be filled by the Board of Trustees, and any officers elected to fill any vacancy shall hold office for the unexpired term.

3. Each officer shall, subject to these By-Laws, have, in addition to the duties herein set forth, such duties and powers commonly incident to his office, and such duties and powers as the Board of Trustees may from time to time designate.

Article VIII: PRESIDENT

1. The President shall preside at all meetings at which he is present. He shall, subject to the supervision of the Trustees, have charge of the affairs of the Corporation and in addition to the power and duties customarily belonging to the office, such powers and duties designated from time to time by the Trustees. He shall report on the activities of the Corporation to the Trustees at least once per year and at such other times as they request.

2. The Vice President shall perform the duties of the President in the latter’s absence.

Article IX: SECRETARY

The Secretary shall keep a true record of all meetings of the Trustees, which shall be kept at the principal office of the Library and shall be accessible at all reasonable times to the inspection of any Trustee. In the absence of the Secretary, as any such meeting a Temporary Secretary shall be chosen, who shall record the proceedings of such meeting.

Article X: TREASURER

1. The Treasurer shall be charged with the care and custody of the funds of the Library. He shall deposit the same in the name of the Library in such bank or trust companies as the Board of Trustees shall designate. He shall have the power to endorse for deposit or
collection all notes, checks, drafts, and other obligations for the payment of money payable to the Library. He shall report at each meeting of the Board on the financial condition of the Corporation to the Trustees.

Article XI. CHECKS, CONTRACTS, & OTHER INSTRUMENTS

1. All checks drawn on bank accounts of the Library shall be signed on its behalf by the President or the Treasurer, or such other officer as authorized from time to time by the Trustees. In addition, the Trustees may authorize the Library Director to sign checks with or without limitation.

2. The Board of Trustees may authorize any officer or the Library Director in the name of or on behalf of the Library to enter into any contract or execute under the corporate seal and deliver any deed, note, or other instrument or property, and such authority may be general or confined to specific instances; unless so authorized no officer shall have the power or authority to bind the Library by any such contract or instrument or to render it financially liable for any purpose or to any amount.

Article XII: AMENDMENTS

These By-Laws may be amended if two-thirds of the full Board of Trustees vote in favor of the amendment or amendments at any annual or special meeting of the Trustees called for the purpose, provided that notice of the substance of the proposed amendment is given in the call for the meeting, and provided further that the amendment or amendments are in accordance with the terms of Indenture of Trust of William Sturgis dated October 20, 1863. (Appended.)

Article XIII. PERSONAL LIABILITY

No non-salaried officers or Trustee shall be personally liable to the Corporation or its members for monetary damages for any breach of fiduciary duty as an officer or Trustee notwithstanding any provision of the law imposing such liability, except for liability (1) for breach of the Trustee's duty of loyalty to the Corporation or its members; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) for any transaction from which the officer or Trustee derived improper personal benefit; or (4) for any activity involving unauthorized distributions and/or unrepaid loans.

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who may serve or who has served at any time as an officer or Trustee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Trustees who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.