

Approved 1/24/2022?

GULF BEACHES PUBLIC LIBRARY, INC.
(a non-profit corporation)

BYLAWS

ARTICLE I: OFFICES

The principal office of the corporation shall be located at 200 Municipal Drive, Madeira Beach, County of Pinellas, Florida.

The corporation shall have and continuously maintain in the State of Florida a registered office and agent whose office is identical with such registered office. The registered office may, but need not be, identical with the principal office in the State of Florida, and the address of the registered office may be changed from time to time by the Board of Trustees.

The general purpose and intent of this Corporation is to:

- Establish and operate the Library in order to improve library services to residents of the five municipalities and beyond
- Do all things toward enhancing the quality and performance of the Library
- Make the library services envisioned available to the public in the most fair and administratively successful means possible
- Undertake, assist, create and provide direction in the acquisition of funds that are available

In addition to the foregoing and not intended to be limited thereby to do any and all things provided for and consistent with Chapter 617 of the Florida Statutes relating to not-for-profit corporations and Chapter 257 relating to public libraries and state archives.

ARTICLE II: TRUSTEES

SECTION 1: CLASSES OF TRUSTEES: The Corporation shall have two (2) classes of Trustees. The designation of each such class and the qualifications and rights of the Trustees of each class shall be as follows:

- A. Voting Trustees shall be one (1) Trustee from each of the municipalities of Redington Shores, North Redington Beach, Redington Beach, Madeira Beach and Treasure Island. Each municipality shall appoint an Alternate Trustee, who can vote only if the Voting Trustee is absent.
- B. The Library Director shall be a non-voting, ex-officio member of the Board of Trustees.

SECTION 2: VOTING RIGHTS: Each Trustee shall have one (1) vote on each matter submitted to a vote of the Trustees. Ex-officio Trustee shall not be entitled to vote, however, shall have a voice in matters pertaining to the operation of the Library.

SECTION 3: APPOINTMENT OF TRUSTEES: The contributing municipalities will determine how any of its Trustees shall be appointed, and shall appoint the Voting Trustees and Alternate Trustees.

SECTION 4: TERMINATION OF MEMBERSHIP: The Board of Trustees, by an affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member For Cause after an appropriate hearing, after ten (10) day's notice to the sponsoring municipality.

Commented [HAP1]: Shall we attempt to define For Cause? Ex: "For Cause shall include any act of fraud, dishonesty or conviction of any criminal act (except for minor traffic infractions).

SECTION 5: RESIGNATION: Any Voting or Alternate Trustee may resign by filing: (a) a written resignation with the Mayor of the municipality represented; and (b) a letter to the Chairperson of the Board of Trustees. If a Voting Trustee resigns, the Alternate Trustee will then fill the vacancy. Municipalities have the opportunity and obligation to fill any Board vacancies.

SECTION 6: TRANSFER OF MEMBERSHIP: Membership in this corporation is not transferable or assignable.

ARTICLE III: BOARD OF TRUSTEES

SECTION 1: GENERAL POWERS: The affairs of the corporation shall be managed by its Board of Trustees. Trustees must be residents of the municipalities that appointed them.

SECTION 2: DUTIES:

- A. The Board of Trustees, at a duly organized meeting, shall establish such policies for the corporation as necessary to make its purpose, approve and review the annual budget of the corporation and any other business necessary to the corporation. The duties shall include, but not be limited to: establishing administrative policy, adopting the Bylaws, overseeing the affairs of the Library, investing Library funds, employing and directing a Director, conducting public meetings and establishing the operating budget and overseeing its execution, including approving expenditures for Library operations.
- B. A Trustee has a fiduciary responsibility to the stakeholders (residents of the communities of Redington Shores, North Redington Beach, Redington Beach, Madeira Beach and Treasure Island) to:
 - Make decisions for the corporation (duty of care)
 - Act in the best interest of the corporation (duty of loyalty)
 - Act in accordance with the corporation's mission statement (duty of obedience)
 - Stand aside when there is a conflict of interest (recusal)

SECTION 3: NUMBER, TENURE AND QUALIFICATIONS: The number of Trustees shall consist of the five (5) voting Trustees, appointed by the contributing municipality. The term of each Trustee is to be determined by each contributing municipality.

Commented [HAP2]: This is where we left off at last meeting.

ARTICLE IV: MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1: ANNUAL MEETING: An annual meeting of the Board of Trustees shall be held at the offices of the corporation in October of each year, for the transaction of all such business as may come before the meeting.

SECTION 2: REGULAR MEETINGS: A regular meeting of the Board of Trustees shall be held at a time and place to be determined by the Trustees. The Board of Trustees may provide by resolution the time and place.

SECTION 3: SPECIAL MEETINGS: Special meetings of the Trustees may be called by the Chairperson of the Board, or in his/her absence, by the Vice Chairperson, or by not less than a quorum of the voting Trustees. Such notice shall be given at least two (2) days in advance by telephone, mail or email. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. The purpose for which the meeting was called shall be stated in the notice.

SECTION 4: NOTICE OF MEETINGS: Written or printed notice stating the place, agenda topics, date and hour of all Board of Trustee meetings shall be mailed or emailed to each Trustee not less than three (3) days before the date of each meeting. Public notices of all meetings shall be posted on the Library website and bulletin board.

SECTION 5: QUORUM: A majority of the voting Trustees shall constitute a quorum at any meeting of the Trustees for the transaction of business of any meeting of the Board; but if less than a majority of the Trustees are present at the said meeting, the Trustees must adjourn the meeting without further notice.

SECTION 6: VOTING: The voting Trustees may vote only in person and no voting Trustee shall be entitled to vote by proxy, mail, or teleconference.

SECTION 7: PARLIAMENTARY PROCEDURE: On questions of parliamentary procedure not covered by these Bylaws, "Roberts Rules of Order" shall prevail.

SECTION 8: CHAIRPERSON: The chief presiding officer of the Board of Trustees shall be a Chairperson who shall be elected by the Board of Trustees from its own number by a majority vote for a term of one (1) year beginning with the first annual meeting of the corporation. The Chairperson shall preside at meetings of the Board of Trustees and shall be a voting member of all committees.

SECTION 9: COMPENSATION: Trustees shall not receive any compensation or salaries for their services.

ARTICLE V: OFFICERS

SECTION 1: OFFICERS: The officers of the corporation shall be a Chairperson, Vice Chairperson, Secretary and Treasurer.

SECTION 2: ELECTION AND TERM OF OFFICE: The officers of the corporation shall be elected annually by the Board of Trustees at the regular September meeting of the Board and assume office the first day of October. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled by the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Commented [HAP3]: Richard suggested we add another title: Director of Library Upgrades.

SECTION 3: REMOVAL: The Board may remove any officer elected or appointed by the Board of Trustees whenever in its judgment the best interests of the corporation would be served.

SECTION 4: VACANCIES: A vacancy in any office because of death, resignation, removal or otherwise, may be filled by the Board of Trustees for the remainder of the term.

SECTION 5: CHAIRPERSON: The Chairperson shall be the principal executive officer of the corporation and shall supervise and control all of the business affairs of the corporation. He/she shall also act as chief presiding officer of the Board of Trustees and shall be elected by them as provided in Article IV, Section 8 and serve for a period of one (1) year. He/she shall preside at all meetings of the Board of Trustees. He/she shall sign, together with the Secretary or any other member of the Executive Committee, any deeds, mortgages, bonds, contracts or other instruments which the Board of Trustees have authorized to be executed, and in general, shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Trustees.

SECTION 6: VICE CHAIRPERSON: The Vice Chairperson shall perform all the functions and duties of the Chairperson in his/her absence.

SECTION 7: TREASURER: The Treasurer shall be responsible for reviewing the financial health of the corporation with the authority to investigate any area he/she deems necessary and report any findings to the Board of Trustees. The Treasurer will monitor and safeguard the financial condition of the Library and its investment accounts. He/she shall also perform such other duties as may be assigned by the Chairperson.

SECTION 8: SECRETARY: The Secretary shall keep the minutes of all meetings of the Board of Trustees and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He/she shall see that the Seal of the corporation is affixed to all documents as necessary. He/she shall also keep a register of the address of each member and in general, perform any other duties that may be assigned by the Chairperson or the Board. Each of the officers shall be a voting member of the corporation, elected by the Trustees.

SECTION 9: LIBRARY DIRECTOR: The Library Director and/or his/her designee shall be responsible for making purchases for the Library in accordance with State law and under the direction of the Board of Trustees, and for the daily business management of the corporation. He/she shall also receive and give receipts for monies due and payable to the corporation from any source whatsoever, make deposits and keep all records and accountings of Library receipts and expenditures, in conjunction with the Library's accountant and which shall be available for inspection by the Board of Trustees and the contributing municipalities. Other duties shall be as outlined in the Library Director's Job Description.

SECTION 10: SPECIAL PERSONS: The Board of Trustees shall have the authority to hire any person for specific needs, such as accountant, attorney and others as deemed necessary.

Commented [HAP4]: Insert duties of fifth position. Richard suggests: "Director of Library Upgrades: This Board member will coordinate Library remodeling and upgrades."

ARTICLE VI: COMMITTEES

Commented [HAP5]: Do we need this Article? We did not adhere to Section 2 this year.

SECTION 1: COMMITTEES OF TRUSTEES: The Board of Trustees may designate one or more committees, each of which shall consist of two or more Trustees, to serve under the Board of Trustees for whatever purpose necessary. No committee shall have other than advisory powers.

SECTION 2: NOMINATING COMMITTEE: A nominating committee shall be appointed by the Board of Trustees consisting of three of its own members, and on or before thirty days prior to the September meeting of the Board of Trustees, shall nominate a voting member of the corporation for each of the elective offices to be filled.

SECTION 3: AD HOC COMMITTEES: For the study of special circumstances or issues, an ad hoc committee shall be appointed by the Chairperson with the approval of the Board until a final report is done.

ARTICLE VII: CONTRACTS, FUNDS

SECTION 1: CONTRACTS: The Board of Trustees may authorize any officer of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, such authority may be general or confined to specific instances.

SECTION 2: FUNDING OF THE LIBRARY: The funding of the corporation shall be primarily as follows:

- A. Contributions from the municipalities, the county and the state
- B. Memberships
- C. Conference room rentals
- D. Fund raising drives
- E. Donations from private sources
- F. Revenue from public copy machine/printer

Contributions for the maintenance and support of the corporation shall be fairly and equitably determined and shall be set forth in written agreement between the contributing municipalities.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of October and end on the last day of September of each year.

ARTICLE IX: SEAL

The Board of Trustees shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Gulf Beaches Public Library Corporate Seal 1969 Florida."

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of the State of Florida or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: AMENDMENTS TO BYLAWS

The Board of Trustees shall review these Bylaw every five (5) years. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least fifteen (15) days 'written notice is given of intention to alter, amend, repeal or adopt new Bylaws at such meeting.

REVISED JANUARY 24, 2022