

W. H. STANTON MEMORIAL LIBRARY CONSTITUTION & BYLAWS

W. H. STANTON MEMORIAL LIBRARY CONSTITUTION

Adopted: April 11, 2013

Amended: July 23, 2020

ARTICLE I. NAME AND LOCATION.

The name of the library shall be the W. H. Stanton Memorial Library (“Member Library”).

ARTICLE II. PURPOSE.

These Constitution and Bylaws are a companion document to the Constitution and Bylaws of the Azalea Regional Library System (“AZRLS”) and are intended to clarify local practices and the relationship of the local library to the regional system.

The purpose of the Member Library is and shall be to offer a full program of reciprocal library services to the citizens of the Service Area by providing responsive, dynamic services to meet the informational needs of AZRLS’ population, pursuant to the regulations governing public libraries, as set forth by the State of Georgia in the Official Code of Georgia Annotated §§20-5-1, *et. seq.*

ARTICLE III. CONSTITUENCY.

Definition of Service Area. The term “Service Area” shall mean and refer to the following: Greene, Hancock, Jasper, Morgan, Putnam, and Walton Counties, Georgia, and any and all such other counties as may become a part of AZRLS.

ARTICLE IV. LIBRARY AFFILIATE BOARD OF TRUSTEES

Section 1. Composition.

- a. The Member Library Board of Trustees (the “Board”) shall be composed of seven (7) members appointed by the governmental agencies financially supporting the Member Library on a regular basis.
- b. The Walton County Board of Commissioners shall appoint two (2) members and the City of Social Circle shall appoint five (5) members after receiving notification of the vacancies with a list of nominees recommended by the Board.

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- c. Any person appointed to the Member Library Board must be a legal resident of Walton County or the City of Social Circle. If he/she moves his/her legal residence outside of Walton County or the City of Social Circle, he/she shall be replaced on the Board.

Section 2. Term.

- a. Each Board Member's term of office shall be six (6) consecutive years with the starting date being the first day of the new AZRLS fiscal year and ending on the day before the commencement of the AZRLS fiscal year six (6) years after election (hereinafter referred to as the "Term").
- b. No Board Member may serve on the Board for more than two (2) consecutive Terms, unless that Board Member is elected onto the Member Library Board of Trustees by a different funding agency than the funding agency which elected the Board Member for the immediately preceding two (2) Terms.
- c. Any Board Member may leave the Board for any reason, from time to time, and is eligible to be re-appointed to the Board after one (1) year, unless able to be appointed under Article IV Section 2(b).

Section 3. Compensation. Pursuant to O.C.G.A. §20-5-44, Board Members shall receive no compensation. However, they may be reimbursed for any reasonable and necessary expenses incurred in the performance of library business. Dues or fees for membership in local, state, regional, or national library associations may be paid from library funds.

Section 4. Removal.

- a. A Board Member may be removed for missing, or failure to notify pursuant to Article IV, Section 4 (b) below, three (3) consecutive, regularly scheduled Board Meetings or Regional Board Meeting, in accordance with O.C.G.A. § 20-5-42 (d).
- b. Absences shall be excused if a letter of inability to attend has been sent by the Trustee to the Chair of the Board or the Director within three (3) days of a regularly scheduled Board or Regional Board Meeting.

Section 5. Vacancies.

- a. Vacancies on the Board shall be filled in the same manner that appointments are made, except that when filling a vacancy, the term of the person filling the vacancy (hereinafter referred to as the "Replacement") shall be for a term of six (6) years plus any number of days from the time of election until the end of the current fiscal year.

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- b. The Replacement shall serve for a term which is greater than six (6) years, but fewer than seven (7) years.

Section 6. All members of the Member Library Board shall hold membership in the AZRLS' Board of Trustees (the "Regional Board"). The Board can cast no more than one vote (equal representation with all other libraries) at Regional Board Meetings.

ARTICLE V. OFFICERS.

Section 1. The officers of the Board shall be a Chair and other officers to be assigned as needed. These officers shall perform the duties prescribed by the Bylaws and by parliamentary authority adopted by the Board.

Section 2. Nominations may be made by a committee of three Board Members appointed by the Chair of the Board. The Chair may serve as one of the three members of the nominating committee.

Section 3. The officers shall be elected at any regularly scheduled Board Meeting or Regional Board Meeting, to serve for a two-year term and their term of office shall begin at the close of the meeting at which they are elected.

ARTICLE VI. STANDING COMMITTEES.

Any standing and/or special committees may be appointed by the Chair of the Board.

ARTICLE VII. AMENDMENT OF CONSTITUTION.

This Constitution may be amended at any regular Board Meeting by a two-thirds (2/3) vote of Board Members present in person, provided that notice that the Constitution shall be amended is included in the notice of meeting which is made in writing at least ten (10) days prior to the Board Meeting, and provided, further, that a quorum of Board Members are present in person.

ARTICLE VIII. CONFLICTS OF INTEREST.

Section 1. Except as specifically provided herein, in the event of any conflict between the provisions of this Constitution and the Georgia statute provisions governing the operation of public libraries, the Georgia statute shall govern.

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Section 2. Except as specifically provided herein, in the event of any conflict between the provisions of this Constitution and the Bylaws, this Constitution shall govern.

Section 3. Except as specifically provided herein, in the event of any conflict between the provisions of the Constitution and the AZRLS Constitution, the AZRLS Constitution shall govern.

Section 4. To avoid any potential claims of conflict of interest, no employee of a company with a direct financial interest with AZRLS may serve on the Board.

Section 5. To avoid any potential claims of conflict of interest, no current employee of AZRLS may serve on the Board.

Section 6. To avoid any potential claims of conflict of interest, no former employee of AZRLS with fewer than six (6) years from last date of employment to first date of appointment may serve on the Board.

ARTICLE IX. GENERAL PROVISIONS.

Section 1. Capitalized Words. Any capitalized words or terms used in this Constitution shall have the meaning ascribed thereto in the Azalea Regional Library Regional Constitution.

Section 2. Section Titles. The title and headings used herein are inserted as a matter of convenience only, and do not define, limit, or describe the scope of this Constitution or the intent of the provisions hereof.

Section 3. Terms. Common nouns and pronouns shall be deemed to refer to the masculine, feminine, neuter, singular and plural, as the identity of the person may in the context require.

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ARTICLE I. DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS.

Section 1. The Board shall advise the Regional Board on library matters pertaining to the Member Library.

Section 2. The Board shall set local policies and practices only when there is no Regional policy governing the area of service.

Section 3. The Board shall discharge those duties delegated to it by and through the Regional Board. All formal actions of the Board taken in discharging those duties shall be reported to the AZRLS Director (the "Director") who shall carry out any reporting duties required by State law or by the AZRLS bylaws for approval by the Regional Board and recording at their next meeting.

Section 4. The Board shall approve the budget of the Member Library. The Board shall present the Member Library's fiscal needs to its supporting agencies.

ARTICLE II. DUTIES OF THE OFFICERS.

The Chair shall preside at all regular called Board meetings. He/she shall appoint all committees and shall serve as an ex-officio member of all committees.

ARTICLE III. MEETINGS.

Section 1. Meetings of the Board shall be held according to the provisions stated in the AZRLS Bylaws.

Section 2: The Board shall hold meetings simultaneously with the Regional Board and may call meetings as needed at the Member Library, or at a place designated by the Chair.

Section 3. Notice of Meeting. Prior to each regular Board Meeting, the Chair or the Secretary shall notify the Director and each Board Member of the date, time, and place of the Board Meeting. Any notice of a meeting required or permitted under these Bylaws should be in writing and either delivered personally, sent via overnight courier or United

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States Postal Service to the recipient's last known address, sent via electronic mail or electronic invitation software.

Section 4. Open Meetings. All Board Meetings shall be open to the public and the news media and shall conform to the specifications of the Open Meetings Law found in O.C.G.A. §50-14-1 et. seq., which can be found on the AZRLS website. The Board may, however, enter into a closed session for the purposes outlined in O.C.G.A. §50-14-1 et. seq.

Section 5. Quorum. Thirty-five percent (35%) of the members of the Board shall constitute a quorum to conduct official business. No official business may be conducted without a quorum. Except as stated in Article VI of this document, a simple majority affirmative vote of the quorum present and voting shall be necessary to approve any action before the Board.

Section 6. A Board Member or an employee of AZRLS shall record the official actions of the Board (the "Record Keeper"), keep a record of attendance at Board meetings, and have the custody of the official books, which shall be housed in the Library. He/she shall notify the proper appointing authorities of vacancies which may occur on the Board. The Record Keeper shall comply with the Open Meetings Act found in O.C.G.A. §50-14-1 et. seq., by providing copies of the draft minutes within two (2) business days to the Regional Office. He/she shall also report all changes of membership to the Director.

Section 7. Parliamentary Procedure. All Board Meetings shall be conducted in accordance with the American Institute of Parliamentarians Standard Code of Parliamentary Procedure.

ARTICLE IV. REPORTS.

The Board shall submit all reports requested by AZRLS to provide the information necessary to complete reports required by State, Federal, or local laws or regulations, or to manage AZRLS in an efficient and business-like manner.

ARTICLE V. ATTENDANCE.

Section 1. Removal for Cause.

- a. A Board Member may be removed for missing, or failure to notify pursuant to Article V, Section 1 (b) below, three (3) consecutive, regularly scheduled Board Meetings or Regional Board Meetings, in accordance with O.C.G.A. § 20-5-42 (d).
- b. Absences shall be excused if a letter of inability to attend has been sent by the Trustee to the Chair of the Board or the Director within three (3) days of a regularly scheduled Board or Regional Board Meeting.

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Section 2. Notification of Removal. A letter reporting the removal of a Member with sufficient detail specifying the cause for removal shall be sent to the affected Board Member and to the funding agency responsible for his/her appointment. The funding agency shall be asked to appoint another representative to fill that Board Member's position in accordance with that Member Library's governing instruments.

ARTICLE VI. AMENDMENT OF BYLAWS.

These Bylaws may be amended at any regular meeting of the Board by a two-thirds (2/3) vote of the members present, provided that notice is made in writing at least ten (10) days prior to the meeting, and provided that a quorum is present.

ARTICLE VII. CONFLICTS OF INTEREST.

Section 1. Except as specifically provided herein, in the event of any conflict between the provisions of these Bylaws and the Georgia statute provisions governing the operation of public libraries, the Georgia statute shall govern.

Section 2. Except as specifically provided in the Constitution, in the event of any conflict between the provisions of these Bylaws and the Constitution, the Constitution shall govern.

Section 3. Except as specifically provided herein, in the event of any conflict between the provisions of the Bylaws and the AZRLS Bylaws, the AZRLS Bylaws shall govern.

ARTICLE VIII. GENERAL PROVISIONS.

Section 1. Capitalized Words. Any capitalized words or terms used in these Bylaws shall have the meaning ascribed thereto in the AZRLS' Constitution.

Section 2. Section Titles. The title and headings used herein are inserted as a matter of convenience only, and do not define, limit, or describe the scope of these Bylaws or the intent of the provisions hereof.

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