



CHARLESTON LIBRARY SOCIETY 2010 By-laws

The Charleston Library Society is an eleemosynary educational organization chartered by King George II in 1748 and incorporated for Library purposes and the advancement of knowledge May 9, 1754, by the Province of South Carolina and confirmed by His Majesty's Privy Council at Whitehall June 24, 1755. The Bylaws of the Society are as follows:

I.

The Charleston Library Society shall meet the fourth, or last, Tuesday in January each year, or on such other date within the first sixty days of the year as the Board of Trustees may direct, which shall be the anniversary meeting, and at such other times as the President or a majority of the Board of Trustees may direct.

II.

The Board of Trustees of the Charleston Library Society shall consist of no fewer than 10 nor more than 24 Trustees, who must be members of the Society, from whom the members of the Society, at the annual meeting, shall elect a President and a Vice President to serve a term of one year. The Board of Trustees shall set the size of the Board from time to time. No Trustee may serve more than three consecutive one year terms as President. Prior trustee service will not preclude an individual from serving a full term as President. The Secretary and Treasurer of the Society shall be appointed annually by the President from the Board of Trustees.

III.

The Trustees will be elected as follows: one-third of the Trustees will be elected for three year terms at each annual meeting. Trustees may serve for two consecutive three year terms and then shall not be eligible to serve again until a lapse of one year.

The vote of a majority of members voting shall be necessary for election of officers and Trustees. In case of vacancies on the Board of Trustees, places shall be supplied from the membership of the Society by the Board of Trustees and persons so elected will hold office until the next annual meeting of the Society. The Board may appoint as non-voting members of the Board the head of affiliated groups such as a young professional group.

V.

The Board of Trustees shall meet not less than four times a year on such days as the President and Trustees may determine. Additional meetings may be called by the President or by the Trustees. It shall require the presence of the President, or in the President's absence the Vice President, and a majority of Trustees to conduct business. Whenever a member of a the Board of Trustees has been absent for four consecutive regular meetings of the Board, such Trustee shall automatically cease to be a member of the Board unless a good, sufficient and valid reason for the member's absence is provided to the Board.

V.

From the Board of Trustees, the President shall appoint from time to time the following committees: Executive Committee, Nominating and Governance Committee, Audit and Finance Committee, Collections and Acquisitions Committee, Program Committee, Facilities Committee and Development Committee. Such committees shall advise the Executive Director on the designated area of library operations. The responsibility of the Nominating and Governance Committee shall include employee relations matters. The President may also appoint such other committees as may from time to time be in order. Members of the Executive, Nominating and Governance, and Audit and Finance Committees shall be members of the Board. Members of the Collections and Acquisitions, Program, Facilities and Development Committees shall include members of the Board but may include other members of the Society.

VI.

It shall be the duty of the President: to preside at all meetings of the Society or the Board of Trustees; to appoint committees; to call extra meetings of the Society or of the Board when the President may deem them necessary and, at the request of ten per cent of the members in writing, to call a meeting of the Society; to order for pay any amounts due by the Society which the Board of Trustees may have approved; to carry out the instructions of the Board of Trustees; and to make annually to the Society a report of whatever the President may think of interest to the Society. In the absence of

the President, the Vice President shall be vested with all the President's powers. In case of the death or absence of the President and Vice President, the Board, at their first meeting, shall elect one of their number to act as President pro tempore.

VII.

It shall be the duty of the Board of Trustees of the Charleston Library Society, and the Board is empowered:

1. To oversee the admission of members; to receive, investigate and act upon reports of the various committees; to amend any of the regulations or operating rules of the Society, provided such alterations do not conflict with these bylaws; to employ an Executive Director and to set his or her salary; to terminate the employment of the Executive Director whenever they think the best interests of the Society require such exercise of power; and to conduct such other business as shall, in their judgment, be in the best interests of the Society.

2. To receive, hold, manage, invest and reinvest, lease, assign, transfer, convey or otherwise dispose of real property and personal property, including cash, securities, chosen in action and all other property whatsoever of every description. No stock, bond, nor other security for money belonging to the Society shall be transferred or assigned but in pursuance of an order of the Board of Directors, except as noted in 3 below.

3. To delegate the investment and reinvestment of the Society's "Investment Portfolio" of stocks and bonds to any national bank or licensed money manager selected by a majority vote of the Board of Trustees. Thereafter, it shall be the duty of the Audit and Finance Committee examine the quarterly and other reports submitted by said bank or money manager and to report to the Board of Trustees any recommendations regarding the proper handling of the Society's various funds. The Trustees also shall be empowered to terminate such delegation of authority at any time consistent with the provisions of any contract with said bank or money manager.

VIII.

There shall be an Executive Committee that will consist of at least four members. The Executive Committee will include the President, who will serve as Chairman, the Vice President, the Treasurer and the Secretary. In addition, the immediate past President of the Charleston Library Society shall be granted a seat on the Executive Committee ex officio, non voting, for a period of one year, subject to his or her acceptance of said position. The President has the option to appoint additional Trustees

to the Executive Committee. During intervals between meetings of the Trustees, the Executive Committee will have general supervision over and responsibility for the management and control of the Charleston Library Society and will exercise all powers of the Trustees, subject to the subsequent approval by the Trustees.

IX.

It shall be the duty of the Secretary of the Charleston Library Society to keep, or cause to be kept, minutes of the meetings of the Society and the Trustees and to write such reports and correspondence as may from time to time be ordered by the Trustees.

X.

The Treasurer of the Charleston Library Society may be required to give bond for faithful performance of the Treasurer's duties in such amount as the Board of Trustees may determine, such bond to be paid for by the Society. The Treasurer shall be authorized to receive and deposit all funds into the Society's various accounts and to withdraw funds from said accounts to pay the Society's lawful debts in accordance with rules for dual signatures established by the Board of Trustees and such other rules as the Trustees may from time to time establish. The Treasurer may make certain examinations of the operating accounts of the Executive Director in accordance with rules established from time to time by the Board of Trustees. The Treasurer also shall review a proposed budget for the operation of the Charleston Library Society during the ensuing year prepared by the Executive Director.

XI.

The Executive Director shall take charge of the Library, its grounds, and all property contained therein. The Executive Director shall operate the Library in accordance with modern library procedures and such additional rules and regulations as the Trustees may from time to time establish.

The Executive Director will be in complete charge of all the Library operations except those reserved to the respective committees and will have the authority to appoint and/or terminate staff as required and within established budgetary constraints. The Executive Director will report directly to the President.

The Executive Director shall keep the Library open on such days and for such hours as specified in the operating rules and regulations. During the hours of operation the Executive Director, or a designated member of the Library staff for whom the Executive

Director is responsible, shall disburse and receive books from the circulating collections and operate the Library in accordance with the operating rules and regulations.

The Executive Director shall make sure that all books, maps, charts, manuscripts, periodicals and other Library materials are properly catalogued and indexed in accordance with modern library procedures and such rules and regulations as the Board of Trustees may from time to time establish.

The Executive Director and/or a designated member of the Library staff shall keep a list of the names and addresses of current members of the Library and a record of all donations, including the date, name of the donor and nature of the gift. The Executive Director and/or the Executive Director's nominee shall also keep files of correspondence, reports and other records required for the proper administration of the Library.

The Executive Director shall take charge of the operating funds of the Library and be authorized to make deposits and draw checks on such funds for proper administration of the Library in accordance with these Bylaws and such rules and regulations as the Trustees and the Treasurer may from time to time establish. The Executive Director shall keep records of these transactions in accordance with sound business practices and the rules and regulations established by the Trustees.

The Executive Director shall submit to the Trustees at each regular meeting a financial and administrative report on the operation of the Library since the previous meeting. The Executive director shall maintain a list of members and the names of those members who have died, resigned or have been dropped from the list.

XII.

Application for membership in the Society shall be made in writing through the Executive Director or the Library staff and shall be acted upon by the Executive Director or his or her designee. After application, payment of current dues and complying with the operating rules and regulations of the Society, a new member shall be entitled to the privileges of the Library.

XIII.

Every member of the Society shall be entitled to recommend the use of the Library by a minor, provided that the member so recommending shall be liable for any injury to or loss of books by such minor.

XIV.

Any member in arrears in payment of annual dues or any other monies due and payable to the Library including, but not limited to, lost or damaged items, shall be prohibited from use of the privileges of the Library. In the event the monies are not paid in full within thirty days after becoming due and after written notice to the member, the name of said member may be dropped from the roll of the Society. No member so dropped will be permitted to join the Society again until such arrears are paid in full.

XV.

The Board of Trustees may make such bylaws, rules and regulations for their own governance as they may deem expedient, not repugnant to the laws of the land or the Constitution and Rules of this Society.

XVI.

Alterations or amendments of these Bylaws may be made by a majority vote of members voting at any annual meeting of the Society or may be made by a majority vote of the Board of Trustees at any meeting, subject to ratification at the next annual meeting of the Society.

Note

The foregoing Bylaws are effective following adoption at the meeting of the Board of Trustees on April 26, 2010, subject to ratification at the next annual meeting of the Society.