

By-Laws The Lewes Public Library, Inc.

The official name of the organization is The Lewes Public Library, Inc. The Lewes Public Library, Inc. is classified as a 501(c)(3) corporation in a letter from the Internal Revenue Service dated February 11, 1994, and updated on December 10, 1998.

## **Article II. Mission**

The Lewes Public Library anticipates the needs of the community and adapts, creates and supports classes and programs for all ages that encourage a love of reading, exploration and discovery. The Library provides access for a wide variety of educational, informational and recreational materials to all members of the community through traditional resources and emerging technologies.

## **Article III. Purposes**

The purposes of the Lewes Public Library, Inc. are to:

- provide accurate information;
- create and support classes and programs for all ages;
- encourage a love of reading, exploration, and discovery;
- provide access to a wide variety of educational, informational, and recreational material to all community members; and
- maintain and provide access to traditional resources and emerging technologies.

## **Article IV. Governance**

Under State of Delaware law (Title 14, Chapter 71), the governing body of the library shall be a board of five commissioners (also known as trustees) selected from the citizens of the



community who are residents within the Cape Henlopen School District and appointed by a Superior Court Judge for a term of five years. The Board shall ensure operation of the Lewes Public Library, Inc., in accordance with the laws of the State of Delaware. Board members serve without compensation.

#### Term Limits:

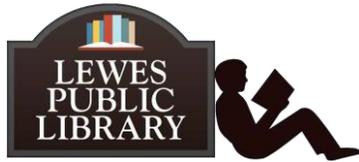
- A. A commissioner shall serve no more than two consecutive terms, with the following exceptions:
  - 1. If, at the end of two terms, the board and the commissioner agree that it is in the best interests of the Lewes Public Library (for example, the completion of a special project with which the commissioner has extraordinary familiarity) to extend this commissioner's service, said commissioner may serve one additional term, or until the completion of the project, whichever occurs first.
  - 2. If a citizen is appointed as commissioner to fulfill the balance of a term resulting for whatever reason, the newly-appointed commissioner will serve out the term and may serve two additional five-year terms.
- B. At the end of a term of service, and after an interval of one or more years, a citizen who has previously served as a commissioner may apply for further service on the board.

#### **Article V. Board Responsibilities**

- A. Officers. The Board will elect from its members a president, a vice-president, a secretary, and a treasurer. These officers will serve at the discretion of the Board. The duties of the officers are:

The President will preside over and conduct all meetings; appoint such committees as necessary; call special meetings when needed; and assist Library Director in establishing the agenda for each meeting. Agenda items requested by any commissioner will be included.

The Vice-President will assist the President in directing the affairs of the board and act in the President's absence.



The Secretary will keep and maintain minutes of each meeting.

The Treasurer will assure complete and accurate financial records are maintained.

B. Election of Officers. The officers shall be chosen annually at the regular July meeting.

C. Library Director and Staff. The Board will hire and supervise the Library Director and will assist and guide the director at all times and in all ways. The board will review the job and salary structure of the library staff.

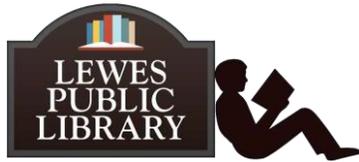
## **Article VI. Meetings**

The board will usually meet monthly at the library. The board must meet at least quarterly in each year. A majority of the board will constitute a quorum for the transaction of business at all meetings.

A meeting notice is posted. All formal Board meetings are open to the public, except for meetings called in executive session.

**The directors or members of any active committee may participate in a meeting of the Board of Commissioners or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.**

Special meetings may be called by the president, or at the request of two or more members, for the transaction of business as stated in the call for the meeting.



## **Article VII. Committees**

The president of the board may appoint ad hoc or standing committees - with the consent of the board - to deal with such functions as long-range planning, finance, special collections, policy review, asset development, or facilities.

Committees include, but are not limited to, the Finance Committee and Fundraising Committee.

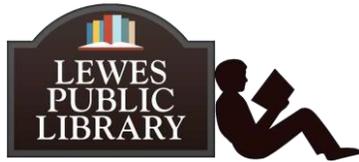
All committees shall make a progress report to the board at each of its meetings. Board members are appointed to committees by the president and no committee shall consist of more than two (2) board members. Committees serve an advisory role and make recommendations to the board; a committee has no other power, unless, by suitable action of the board, it is granted a specific power to act. All committee actions are subject to approval by a majority of the board.

## **Article VIII. Ad Hoc Board Membership**

The president of the board may appoint – with the consent of the majority of the board - up to five (5) Ad Hoc board members selected from the citizens of the community who are residents within the Cape Henlopen School District. Ad Hoc board members shall reasonably represent the diverse needs and interests of the communities served by the Lewes Public Library and shall possess the desire to serve the community and support the work of the Lewes Public Library by providing expertise and professional knowledge. Ad Hoc members may fully participate in board meetings but without voting power. Terms of Ad Hoc board members will expire on June 30<sup>th</sup> of each year and may be extended annually by the president of the board – with consent of the majority of the board.

## **Article IX. Conflict of Interest**

The Board of Commissioners shall adopt, maintain, and enforce a written Conflict of Interest Policy. Such policy shall describe the persons covered by the policy, define a conflict of interest, require disclosure of actual and potential conflicts of interest, and describe procedures that must be followed when evaluating conflict of interest and acting on matters involving a conflict of interest.



## **Article X. Rules of Proceedings**

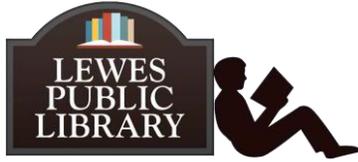
Proceedings of all meetings shall be governed in accordance to Delaware Code Title 29 Chapter 101 Administrative Procedures and by ROBERTS RULES OF ORDER.

## **Article XI. Indemnification**

Unless otherwise prohibited by law, the Lewes Public Library may indemnify any board member or any former board member and may by resolution of the Board of Commissioners indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a board member, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Lewes Public Library for damages arising out of his own gross negligence in the performance of a duty to the corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such board member, officer, or employee. The Lewes Public Library may advance expenses or where appropriate may itself undertake the defense of any director, officer, or employee. However, such board member or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Lewes Public Library may purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Lewes Public Library would have the power or obligation to indemnify such person against such liability under law.



## **Amendments**

Amendments to these by-laws may be made at any meeting by a majority approval of the Board of Commissioners.

**Approved and adopted by the Board of Commissioners August 27, 2019.**

**As amended by the Board of Commissioners on December 20, 2022.**