

**Henderson Memorial Public Library Association
Jefferson Ohio**

CONSTITUTION

Approved Association Annual Meeting, 2/13/00, 2/13/05, 2/11/07, 2/10/08, 11/9/08, 11/11/12, 11/8/2015
Revised Board of Trustees, 12/14/2004, 1/9/2007, 12/11/2007, 8/12/2008, 8/11/2015, 2/19 & 23/2016

Preamble

Mission Statement

Henderson Memorial Public Library strives to serve the diverse members of the Jefferson Community by providing materials for education, information, recreation and research.

History

Henderson Memorial Public Library Association is the descendant of Jefferson Library Association dating from 1817 and the Citizens Library Association dating from 1883. The Association members of yesteryear provided their respective Associations with Constitutions and By Laws in order to ensure the good order of business and to maintain the high ideals and fundamental purposes for which they were founded. With the passage of time and changing circumstances the need for review and renewal is inevitable. So now Henderson Memorial Public Library Association has undertaken to review and to renew its Constitution. Herein then is inscribed the Instrument for the government and management of the Henderson Memorial Public Library Association to be its official Constitution.

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ARTICLE I
Definition of the Association

- Sec. 1 The Henderson Memorial Public Library Association is incorporated as a not-for-profit organization under the Statutes of the State of Ohio.
- Sec. 2 The Association is an open society of members having a common interest in the excellence of library services.
- Sec. 3 The Henderson Memorial Public Library Association primarily serves the communities of Jefferson Village and Township. In addition, the library is freely open to all residents of the county and state.
- Sec. 4 The seal of the Association shall be circular in form, with the words: “The Henderson Memorial Public Library Association of Jefferson” engraved around the margin thereof and the words, “Corporate Seal” across thereof.

ARTICLE II
Membership

- Sec. 1 Any person of legal age (18 years) ~~is eligible with a valid Henderson Memorial Public Library card~~ **is considered a member of the Association.** ~~for membership in the Association.~~
- Sec. 2 Membership shall be obtained by making application to any member of the Henderson Memorial Public Library. The Board of Trustees may also confer membership or may rescind membership on behalf of the Association.
- Sec. 3 Rights and obligations of members shall be specified in the By Laws of the Association and shall be subject to review every five years or as determined by the Board.
- Sec. 4 The Secretary or designee shall assure that all association records (including membership, attendance, and minutes) are maintained.

ARTICLE III
Government and Board of Trustees

- Sec. 1 The management, property and businesses of the Association shall be entrusted to the Board of Trustees comprised of nine (9) members, not less than six (6) of whom shall live or work in Jefferson Village or Township. If a Board of Trustees member makes a change of address that causes the Board to be in violation of the residency requirement, the Board member

may continue serving on the Board until a successor is approved by the Board.

- Sec. 2 The Members of the Board shall be elected by the General Membership for a term of four (4) years following the procedures set down in Art. V.
- Sec. 3 Every fourth year, the Association will elect three members to the Board. Otherwise, two members will be elected yearly.
- Sec. 4 Trustees shall be of legal age and members of the Association in good standing.
- Sec. 5 Trustees may serve two (2) full terms in office and not again without an interval of one year. The term shall begin and end in the month of January.
- Sec. 6 Officers of the Board of Trustees shall be the President, the Vice President and the Secretary.
- Sec. 7 The Board of Trustees, in addition to the powers and authority conferred upon them by the Constitution and By-Laws, may exercise all such powers and do such things as may be exercised or done by the Association, but subject, nevertheless, to the provisions of the statutes, the Charter and the Constitution and By-Laws.

ARTICLE IV Meetings

- Sec. 1 The Association in its General Membership, Board of Trustees and its Committees shall hold regular meetings in order to conduct its business.
- Sec. 2 The Annual Meeting of the Association shall be held on the second Sunday of November at 2:00 o'clock at the Library or at such other times and places as the Board of Trustees shall determine. This meeting will be the electoral meeting for the Association.
- Sec. 3 The Secretary or designee will give notice to all concerned for both regular and special meetings at a minimum of ~~48~~ **twenty-four (24)** hours prior to the date of the meeting.
- Sec. 4 Prior to the start of the annual meeting, all association members shall sign in and the Secretary or designee shall confirm a quorum.

- Sec. 5 A quorum for the General Membership is constituted by eight (8) members of the Association. A quorum is necessary for the conduct of business.
- Sec. 6 The business to be transacted at any annual meeting of members of the Association shall be: (1) Distribution of the minutes; (2) report of the President; (3) report of the Library Director; (4) report of the Fiscal Officer, including financial statements; (5) election of trustees; (6) solicitation of names to serve on the Nominating Committee; (7) any other business.
- Sec. 7 Special meetings of the members of the Association may be called by the president or at the written request of at least three trustees or eight members. Special meetings, if called, shall be held at the library or at such other times and places as the Board of Trustees shall determine. The Secretary or designee shall mail or email notice of such special meeting at least **twenty-four (24)** 48 hours prior to the date of the meeting. The notice shall state the subject of business to be presented at such meeting.
- Sec. 8 All meetings, whether General membership, Board, or Committees, shall be held at Henderson Memorial Public Library, or at such other places as the Board of Trustees shall determine, and are public meetings under the Statutes of the State of Ohio.
- Sec. 9 All bodies have the right of executive session which shall be governed by the Statutes of the State of Ohio.
- Sec. 10 Ratification of any matter shall be achieved by the majority vote of the general membership and the Board of Trustees present and qualified without prejudice to the rule of quorum unless otherwise specified by the constitution.

ARTICLE V Elections and Vacancies

- Sec. 1 The Nominating Committee, appointed by the President, with the consent of the Board of Trustees, shall comprise the Vice President as Chair, one Trustee, and three members of the Association who shall serve for the current Term.
- Sec. 2 During the current Term the Nominating Committee shall solicit, receive, and evaluate applications of candidates for the Board of Trustees.
- Sec. 3 The Board of Trustees shall receive a list of candidates for each vacancy from the Nominating Committee no later than September 30 of the current

Term, approve and notify the General Membership no later than the end of October.

- Sec. 4 At the Annual Meeting the Association will elect Trustees to fill the vacancies on the Board in accord with Art. III, Sec. 2 & 3.
- Sec. 5 In the event of a vacancy on the Board, the Nominating Committee shall make its recommendation to the Board within 50 days. The Board, at a meeting at which a quorum is present, may fill the vacancy for the unexpired term.

ARTICLE VI Statutory Powers

- Sec. 1 The Board of Trustees is invested de jure with the government and management of the affairs of the Association both ordinary and extraordinary.
- Sec. 2 The Board shall enjoy the right of consultation in those matters which are referred to it by the Constitution.
- Sec. 3 The Board shall be proper venue for appeal in any matter of difference in the Association or at any level of function at HMPL and shall itself determine an appropriate resolution to the same.
- Sec. 4 Statutory Powers for Officers of the Association are granted by the Constitution and may be implied and/or enumerated in the By Laws.

ARTICLE VII Director

- Sec. 1 The Board shall appoint and fix the compensation of a qualified library Director who shall be the executive and administrative officer of the library on behalf of the Board and under its review and direction.
- Sec. 2 The Director shall present at each meeting a report concerning the work of the library and submit for consideration, with any necessary recommendations, all matters requiring action by the Board.
- Sec. 3 The Director shall serve at the discretion of the Board of Trustees.
- Sec. 4 The Director may appoint, with the consent of the Board, an Assistant Director who shall assume the Director's duties in the prolonged absence of the Director, at the discretion of the Board.

ARTICLE VIII
Fiscal Officer

- Sec. 1 The Fiscal Officer of the Board of Trustees is contracted annually under the provisions the Ohio Revised Code 3375.32.
- Sec. 2 When personnel in the Fiscal Officer's office is changed the Director of the Library shall contact the State Auditor's Office for a review of internal control areas as required by ORC 337.
- Sec. 3 The Ohio Revised Code 3375.39 assigns accountability for library funds solely to the Fiscal Officer which is specified in the By Laws of the Association.

ARTICLE IX
Finance

- Sec. 1 The Board of Trustees shall be responsible and accountable to the General Membership for the fiscal wellbeing of the Association.
- Sec. 2 The daily management of the Association's financial affairs shall be vested in the Fiscal Officer by virtue of the Ohio Revised Code 3375.32 and the provisions of Art. IX (passim).
- Sec. 3 The fiscal year for the Association shall extend from January 1 to December 31 of each year.
- Sec. 4 The Finance Committee with the assistance of the Fiscal Officer shall draw the Annual Budget for the approval of the Board of Trustees.
- Sec. 5 The Board of Trustees shall see to it that the funds of the Association are properly deposited in approved depositories and are secured and monitored by the Fiscal Officer, the Director and the president of the Association.
- Sec. 6 The Board of Trustees may appoint a Deputy Fiscal Officer for one year who must execute bond in an amount and with surety to be approved by the Board and conditioned of the faithful performance of the official duties required.
- Sec. 7 The Board of Trustees shall have competence to levy annual dues, assign fines, authorize other events which pertain to the realization of revenues.

ARTICLE X
Review and Amendment

- Sec. 1 Every fifth (5th) year, or sooner, as determined by the Board of Trustees, the President of the Board shall appoint a Constitutional Commission of not more than three (3) trustees for the purpose of review or amendment of the Constitution.
- Sec. 2 The Constitutional Commission shall within sixty (60) days present the Draft of any amendment deemed necessary to the Board for ratification.
- Sec. 3 The Constitution shall be amended by the presentation of the ratified Draft to the General Membership of the Association at a special meeting a quorum being necessary by a two thirds vote of the members present.