

**THE WILLIAM A. AND MARGARETTA TAYLOR MEMORIAL ASSOCIATION***BYLAWS*ARTICLE I  
MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Board of Trustees of The William A. and Margarett Taylor Memorial Association for the purpose of election of officers, appointment of the Clerk-Treasurer and/or Deputy Clerk-Treasurer, and the adoption of an annual report shall be held on the same date as the regular meeting held in January of each year.

Section 2. REGULAR MEETINGS. The regular meetings of the Board of Trustees shall be held on the third Tuesday of each month at a place and time to be determined by the President of the Board of Trustees.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the Secretary, at the direction of the President, or at the request of six (6) members of the Board of Trustees, for the transaction of business; notice of the time and place of any special meeting must be communicated to all members of the Board of Trustees at least forty-eight (48) hours prior to the time of the special meeting.

Section 4. QUORUM: PUBLIC MEETING. A quorum for transaction of business at an annual, regular or special meeting shall consist of a majority of the duly appointed and elected trustees at the time of such meeting. All meetings are open to the Public.

Section 5. ATTENDANCE OF TRUSTEES. Any trustee who is absent from the annual, regular or special meetings of the Board for three (3) such meetings in one (1) calendar year, without said absence being duly excused, shall be deemed to have voluntarily resigned from the Board and shall be replaced in accordance with the Articles of Incorporation governing election and appointment of Trustees.

Section 6. PROCEDURE. The procedure of all meetings of the Board of Trustees shall be governed by Roberts Rules of Order Newly Revised, except where said rules of order are in conflict with these Bylaws.

ARTICLE II  
OFFICERS

Section 1. OFFICERS. The officers of the Board of Trustees shall be a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected from the members of the Board of Trustees at the annual meeting.

Section 2. NOMINATING COMMITTEE. A Nominating Committee consisting of not less than three (3) members of the Board of Trustees shall be appointed by the President three (3) months prior to the annual meeting. The committee will present a slate of officers at the regular December meeting. Additional nominations for any office may be made from the floor at the annual meeting.

Section 3. TERM OF OFFICE. The term of office for all officers shall be one (1) year, beginning immediately upon election at the annual meeting and ending at the beginning of the next succeeding annual meeting. No member of the Board of Trustees shall serve in the same office for more than two (2) consecutive terms, except the Treasurer, who may serve an unlimited number of consecutive terms. After such office has been held for at least one term by another member of the Board of Trustees, then the original office holder immediately becomes eligible for an additional two (2) consecutive terms.

Section 4. VACANCIES. In the event the President resigns, moves from the City of Cuyahoga Falls, Ohio, dies, or in any way becomes unable or unwilling to serve, the Vice-President shall succeed the President and perform the President's duties until the next annual meeting. The Board of Trustees shall elect a new Vice-President not later than the second regular meeting following the vacancy created by the succession of the Vice-President to the Presidency. In the event any other officer moves from the City of Cuyahoga Falls, Ohio, dies, or in any other way becomes unable or unwilling to serve his or her term of office, the Board of Trustees shall elect a new officer to such vacancy not later than the second regular meeting following the creation of said vacancy.

Section 5. PRESIDENT. The President shall preside at all meetings of the Board of Trustees, authorize calls for special meetings, execute all documents authorized by the Board of Trustees, appoint all committees and any chairs thereof, and shall serve as an ex-officio member of all said committees with the exception of the Nominating Committee. The President shall have a vote on any matter that may come before the Board of Trustees at any meeting of said Board the same way as any other members of the Board of Trustees.

Section 6. VICE-PRESIDENT. The Vice-President, in the event of the absence or disability of the President, or in the event of a vacancy of that office, shall assume and perform the duties and functions of the President.

Section 7. SECRETARY. The Secretary shall keep a true and accurate record of all meetings of the Board of Trustees and the minutes shall include a record of those members of the Board of Trustees present at such meetings, shall issue notice of all regular, special and annual meetings, shall take the minutes of all meetings and transcribe said minutes into a permanent record as soon as possible after each meeting, and provide each member of the Board of Trustees with a copy of said minutes as soon as possible after each meeting.

Section 8. TREASURER. The Treasurer shall receive and have in charge all money, bills, notes, bonds and similar property belonging to The William A. and Margareta Taylor Memorial Association and shall do with same as may be stated by the Board of Trustees. He or she shall keep accurate financial records of The William A. and Margareta Taylor Memorial Association and he or she shall keep same open for the inspection and examination by the Board of Trustees. The Treasurer shall present the bills to be paid and a current financial statement at each regular meeting. The Treasurer shall be bonded as required by law.

Section 9. OTHER OFFICERS. Other officers, if any, shall have such duties as the Board of Trustees may determine.

Section 10. AUTHORITY AND DUTIES. The officers shall have such authority and perform such duties in addition to their duties specifically set forth in these Bylaws as the Board of Trustees may determine.

### ARTICLE III DIRECTOR AND STAFF

The Board of Trustees shall appoint a qualified librarian Director who shall serve as executive and administrative officer of the library on behalf of the Board of Trustees and under its review and direction. The librarian Director shall recommend to the Board of Trustees the appointment and specify the duties of other employees and shall be held responsible for the proper care and maintenance of library property, for an adequate and proper selection of books in keeping with the stated policy of the Board of Trustees, for the efficiency of library service to the public and for its financial operation within the limitations of the budgeted appropriation.

In the case of part-time or temporary employees, the librarian shall have interim authority to appoint without prior approval of the Board of Trustees provided that any such appointment shall be reported to and approved by the Board of Trustees at its next regular meeting.

ARTICLE IV  
COMMITTEES

Section 1. STANDING COMMITTEES. The standing committees of the Board of Trustees shall be: Art, Building, Finance, Friends of the Library, Graefe Memorial and Scholarship.

- a. Art- The art committee shall be composed of members of the Board of Trustees and the library director. They shall review any art work offered to the library and will make recommendations to the Board of Trustees as to whether or not to accept it.
- b. Building- The building committee shall work with the library director to determine building, grounds, furniture, fixtures and equipment needs. The committee shall make recommendations to the Board of Trustees regarding these needs.
- c. Finance- The finance committee shall be chaired by the Clerk-Treasurer. In consultation with the library director, the committee shall advise the Board of Trustees on all matters relating to the library's budget, appropriations, funds and investments.
- d. Friends of the Library- One member of the Board of Trustees shall be appointed to serve on the Executive Committee of the Friends of the Library. The trustee shall serve as a liaison between the Board and the Friends.
- e. Graefe Memorial- The Graefe Memorial committee shall see that the graves of Mr. and Mrs. Graefe are decorated at the appropriate times of the year.
- f. Scholarship- The scholarship committee shall oversee the Caroline Affleck Scholarship Fund and any subsequent scholarship funds. The committee shall review applications for the scholarship and recommend recipients, if any, to the Board.

Section 2. Other standing committees may be formed with the approval of the Board of Trustees as the business of the library may require.

Section 3. Standing committee members and chairs shall be appointed by the president annually.

Section 4. Ad hoc committees may be appointed by the president as necessary. Ad hoc committees shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report of the ad hoc committee has been presented to the Board of Trustees.

ARTICLE V  
AMENDMENTS

These Bylaws of The William A. and Margaretta Taylor Memorial Association may be amended as follows:

A proposed amendment shall be presented at a regular meeting of the Board of Trustees by any member of the Board or group of members. The full language of the proposed amendment and the name of the member or members proposing such amendment shall be recorded in the minutes of the meeting at which it is presented.

After being read and so recorded, the proposed amendment shall be held over until the next succeeding regular meeting when it shall be taken up for action during the period devoted to old business. The member who presented the proposed amendment at the earlier meeting shall move for its adoption and upon proper second and discussion, the roll shall be called of those members present and the amendment shall be adopted and become part of the Bylaws of The William A. and Margaretta Taylor Memorial Association if the roll call shows at least seven (7) affirmative votes.

*Amended and approved by the Cuyahoga Falls Library Board of Trustees, April 19, 2005*