

**CONSTITUTION  
FOR THE  
MARSHES OF GLYNN LIBRARIES**

*Adopted June 6, 2013; Amended August 13, 2014; Amended December 9, 2015*

**ARTICLE I  
Name and Location**

The name of this Library System shall be the Marshes of Glynn Libraries (“Marshes of Glynn Libraries”). The Marshes of Glynn Libraries’ permanent location is Glynn County, Georgia. Marshes of Glynn Libraries shall consist of the Brunswick-Glynn County Library in Brunswick, Georgia, and the St. Simons Public Library on Saint Simons Island, Georgia. The headquarters and administrative offices of the Marshes of Glynn Libraries shall be located in the Brunswick-Glynn County Library. Marshes of Glynn Libraries shall be a tax exempt organization under the laws of the State of Georgia and an exempt organization under Section 115 of the Internal Revenue Code and/or Section 501(c)(3) of the Internal Revenue Code, if applicable.

**ARTICLE II  
Purpose**

The purpose of the Marshes of Glynn Libraries is to enlighten and enrich the citizens of Glynn County by providing responsive, dynamic library services to meet the informational, educational, and recreational needs of the population.

**ARTICLE III  
Governing Body**

Section 1. Board of Trustees. As prescribed by O.C.G.A. § 20-5-41, the governing authority of the Marshes of Glynn Libraries is the Board of Trustees.

Section 2. Membership.

(a) The Board of Trustees shall be composed of nine citizens from Glynn County, all of whom shall be appointed by the governmental agencies financially supporting the library on a regular basis. The number of appointments allocated to each such governmental agency shall be in proportion to the amount of funds contributed by such governmental agency to the library on a regular basis, provided that the Board of Trustees shall consist of at least one appointee from each governmental agency financially supporting the library on a regular basis.

(b) The Glynn County Board of Commissioners will make 9 appointments to the Board of Trustees. Appointments shall be made in writing, shall be transmitted to the appointee and to the library, and shall state the length of term and expiration date of the appointment.

(c) To achieve staggered terms for continuity of service, appointments to the first Board of Trustees of the Marshes of Glynn Libraries, commencing July 1, 2013, shall consist of three members appointed to a one year term, three members appointed to a two year term, and three members appointed to a three year term. Thereafter, all Board members shall serve staggered terms of three years, which shall begin on July 1 and expire three years later on June 30. If, at the end of any term of any member, a successor thereto has not been appointed, the member whose term has expired shall continue to serve as a member until his or her successor is appointed.

(d) Members may only serve on the Board of Trustees of the Marshes of Glynn Libraries for two consecutive three-year terms, after which the member must wait at least three years before again being eligible for appointment. Serving as a member of the Glynn County Public Library Board of Trustees shall not count toward the consecutive term limitation set forth in this subparagraph.

(e) At least two members of the Board of Trustees shall be residents of the City of Brunswick. At least two members of the Board of Trustees shall be residents of Saint Simons Island or Sea Island. At least three members of the Board of Trustees shall be residents of the unincorporated area of Glynn County, including Jekyll Island, but excluding Saint Simons Island and Sea Island. The remaining two members may reside anywhere in incorporated or unincorporated area of Glynn County.

(f) The Board of Trustees may provide for an ex-officio Board membership under such terms and conditions as it deems desirable.

(g) Removal of Members. Board members shall be removed for cause or for failure to attend three consecutive regularly scheduled meetings. Prior to removal of any Board member, the member shall be furnished with a written notice of the charges against him/her and shall be afforded an opportunity for hearing after reasonable notice served personally or by mail. The notice shall include time, place and nature of the hearing. The member so charged shall be given the right to present evidence on his/her own behalf and only after a finding by a majority of the entire membership of Board that cause for removal exists, or that the member failed to attend three consecutive meetings, may a member be removed. A record shall be kept in all contested matters.

(h) If a vacancy on the Board occurs by reason of death, resignation, removal for cause or failure to attend three consecutive regularly scheduled meetings, removal of residency outside of Glynn County or outside of the area from which such member was appointed, as set forth in Article III, Section 2., paragraph (e), or otherwise, the vacancy shall be filled in the same manner as appointments are made. If a vacancy occurs prior to the expiration of a trustee's term, the new appointee shall complete the unexpired term.

Section 3. Officers. The officers of the Board of Trustees shall be a chair, a vice-chair, treasurer, and a secretary, elected from among the appointed trustees at the first meeting of the Board of each fiscal year. These officers shall serve one year terms. The office of secretary

may, at the discretion of the board, be held by the library director or other library employee. In the event that the library director or other employee is elected to hold the office of secretary, he/she will be an ex officio member of the board and will not be eligible to vote on board issues. No member of the Board shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office for the Marshes of Glynn Libraries. Serving as an officer of the Glynn County Public Library Board of Trustees shall not count toward the consecutive term limitation set forth in this subparagraph. The limitation on consecutive terms does not apply to the Secretary if the Board elects the Library Director or other employee to serve as secretary. Any officer may be removed either with or without cause by a vote of the majority of the entire membership of the Board of Trustees. Vacancies in the offices of chair, vice-chair, treasurer, and/or secretary shall be filled by vote as quickly as possible at a regular meeting of the Board of Trustees, which should be no later than the next regular meeting of the Board after the vacancy occurs.

Section 4. Duties. The Board of Trustees shall have duties and responsibilities which include but are not limited to the following:

- (a) To employ a Library Director who meets state certification requirements and such other employees as necessary upon the recommendation of the Marshes of Glynn Libraries' director; provided, however, that the Marshes of Glynn Libraries' Director shall have the responsibility of managing all other staff members, which responsibility shall include, but is not limited to the hiring, terminating, and disciplining of such employees, subject to applicable law and policy and the availability of funds;
- (b) To approve budgets prepared by the Marshes of Glynn Libraries director and assume responsibility for the presentation of the library's fiscal needs to the supporting agencies;
- (c) To attend board meetings;
- (d) To establish policies governing library programs, including rules and regulations governing the use of the library;
- (e) To set policy for the administration of gifts of money and property;
- (f) To present financial and progress reports to governing officials and to the public;
- (g) To notify the appropriate authorities of a vacancy on the board so that a person may be appointed to complete unexpired or full terms;
- (h) To notify the Library Director, in advance, of all meetings of library boards and board committees;
- (i) To perform an annual evaluation of the performance of the Library Director on or around the anniversary date of the Library Director's date of hire; and

(j) To add, reclassify, and eliminate staff positions within the Marshes of Glynn Libraries' organizational structure, as necessary and subject to available funding.

Section 5. Collective Authority. All decisions of the Board of Trustees are made by the Board of Trustees as a collective body. No individual member may make decisions or act for the Board of Trustees unless specifically authorized to do so by a vote of the membership of the Board of Trustees.

Section 6. Bond. Pursuant to O.C.G.A. § 20-5-50, the Board of Trustees shall maintain a current bond for an adequate amount determined by the Board of Trustees and recorded in the minutes on the Library Director, the treasurer of the Board of Trustees, and other officials and employees authorized to handle funds.

Section 7. Compensation. Pursuant to O.C.G.A. § 20-5-44, members of the Board of Trustees 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.

#### **ARTICLE IV** **Contracting Authority**

Section 1. Authority. The Marshes of Glynn Libraries, through its Board of Trustees, is authorized to make and enter into contracts or agreements as are deemed necessary and desirable, provided that all such contracts or agreements entered into shall:

- (a) Detail the specific nature of the services, programs, facilities, arrangements, or properties to which such contracts or agreements are applicable;
- (b) Provide for the allocation of costs and other financial responsibilities;
- (c) Specify the respective rights, duties, obligations, and liabilities of the parties; and
- (d) Set forth the terms and conditions for duration, renewal, determination, abrogation, disposal of joint or common property, if any, and all other matters which may be appropriated to the proper effectuation and performance of the agreement.

Section 2. Legal Review. All agreements and contracts entered into by the Board of Trustees should conform to all applicable federal, state, and local laws and should contain such provisions as are reasonably necessary to protect the interests of the Board of Trustees and the Marshes of Glynn Libraries. It is the desire of the Board that all contracts and agreements requiring approval and execution by the Board be forwarded to the office of the County Attorney for review and recommendations as to form prior to approval and execution by the Board of Trustees.

**ARTICLE V**  
**Interlibrary Cooperation**

The Marshes of Glynn Libraries, through its Board of Trustees, may enter into corporate endeavors with other library systems, either by sharing personnel, materials, or services; by confederation or by merger as approved by the governing bodies of both library systems, provided the resulting cooperative endeavor is conducive to mutual growth and development of each library system.

**ARTICLE VI**  
**Amendments**

This Constitution may be amended at any regular Board meeting that has a quorum present with the approval of two-thirds of the Board members present at the meeting, provided that the proposed amendment was provided in writing to the members at least ten (10) days before the meeting. No amendment shall become effective unless it has also been submitted for review to the governmental agencies financially supporting the library on a regular basis at least ten days prior to the meeting at which it will be considered by the Board of Trustees.

**ARTICLE VII**  
**Effective Date**

This Constitution shall become effective on July 1, 2013. This Constitution shall remain in effect unless and until amended pursuant to the procedures in Article VI. A copy of this Constitution must be on file in the Office of Public Library Services of the Board of Regents of the University System of Georgia, and all amendments must be filed with the office immediately upon adoption.

**BYLAWS FOR THE  
MARSHES OF GLYNN LIBRARIES**

*Adopted June 6, 2013; Amended February 12, 2014;  
Amended August 13, 2014; Amended December 9, 2015*

**ARTICLE I  
Duties of Officers**

**Section 1. Chair.** The Chair shall be the chief officer of the Board of Trustees and shall preside at all meetings. The Chair shall appoint all committees. The Chair shall sign/execute all correspondence, resolutions, contracts, agreements, and other documents in the name of and on behalf of the Board of Trustees, the execution of which has been or which is authorized by the Board of Trustees. The Chair shall be permitted to vote on matters before the Board of Trustees similar to other members and is not restricted to voting only on matters where there is a tie vote.

**Section 2. Vice Chair.** The Vice Chair of the Board of Trustees shall assist the Chair, and in the absence or disability of the Chair, perform the duties of the Chair.

**Section 3. Secretary.** The Secretary of the Board of Trustees shall record the official actions of the board, keep a record of attendance at board meetings, prepare summaries and minutes of Board meetings, prepare, post, and distribute agendas, provide notice of meetings to Board members, the general public, and legal organ, as appropriate and/or required by the Georgia Open Meetings Law, and have custody of the official books, which shall be housed in the Marshes of Glynn Libraries headquarters.

**Section 4. Treasurer.** The Treasurer shall monitor the financial operations of the library to ensure compliance with (a) applicable statutory and regulatory requirements; (b) funding and budgetary requirements; and (c) internal control procedures designed to safeguard library assets. The Treasurer's monitoring duties should include periodic reviews of documentation supporting: (a) all monies received and deposited; (b) approval of accounts payable invoices and receipt of goods or services; and (c) the Library Director's approval for and disbursement of funds. An account of all receipts and expenditures must be kept, and a financial report made at a meeting of the Board of Trustees at least once every quarter. In addition, the Treasurer should report on monitoring activities performed during the preceding quarter. The accounts shall be audited at the direction of the Board and according to requirements for state grants and other state and/or federal laws or regulations. Official copies of all financial reports and the Treasurer's report shall be kept in the library headquarters at all times. All requests for checks and/or disbursement of funds must be approved in writing by the Library Director.

**ARTICLE II  
Fiscal Year**

The fiscal year for the Marshes of Glynn Libraries shall be from July 1 to June 30.

### ARTICLE III Meetings

Section 1. Regular Meetings. The Board of Trustees shall hold regular meetings of the Board and meet on the second Wednesday of each month at 5:30 p.m. at the Marshes of Glynn Libraries headquarters, located at the Brunswick-Glynn County Library. Any of the regular meetings, which would otherwise have been held, may, by vote of the majority of the Board, be canceled or postponed to a day and time certain; provided, however, the Board of Trustees shall hold no fewer than four regular meetings during the fiscal year, including no less than one each calendar quarter. If the meeting is postponed, the meeting held upon the postponement date shall be deemed to be a regular meeting.

Section 2. Specially Called Meetings/Emergency Meetings. In addition to regular meetings, a specially called meeting may be called at the direction of the Chair or upon the written request of at least two members to the Secretary, for the transaction of business as stated in the call for the meeting. Except when special circumstances occur, as defined by and set forth in O.C.G.A. § 50-14-1(d), at least 24 hours' notice shall be given to Board members and to the legal organ (as set forth and required by the Georgia Open Meetings Law) for specially called meetings. When special circumstances occur and are so declared by the Board of Trustees, the Board of Trustees may hold a meeting with less than 24 hours' notice upon giving such notice of the meeting and subjects expected to be considered at the meeting as is reasonable under the circumstances, including notice to the county legal organ, in which event the reason for holding the meeting within 24 hours and the nature of the notice shall be recorded in the minutes. Such reasonable notice shall also include, upon written request within the previous calendar year from any local broadcast or print media outlet whose place of business and physical facilities are located in the county, notice by telephone, facsimile, or e-mail to that requesting media outlet. Each member, if possible, shall be notified of the time, date and place of a specially called or emergency meeting.

Section 3. Attendance. Members must attend Board meetings in person, except as permitted by O.C.G.A. § 50-14-1(g). Board members shall be removed for failure to attend three consecutive regularly scheduled meetings in accordance with Article III, Section 2., paragraph (g) of the Board's Constitution.

Section 4. Quorum. No official business may be conducted at a Board meeting or any committee meeting without a quorum present in person at the meeting. More than one-half of the members of the Board or any of its committees shall constitute a quorum of the Board and/or its committees and shall be necessary for the transaction of business at any such Board or committee meeting.

Section 5. Voting. Unless specifically set forth to the contrary elsewhere in the Constitution and/or Bylaws of the Marshes of Glynn Libraries, a majority vote of those Board members present at the meeting shall be necessary for the approval of any agenda item that is before the Board of Trustees for consideration and/or approval. Though more than four affirmative votes may be required to constitute a majority vote of the Board members present at a meeting, under no circumstances shall any item, action, motion, or business before the Board be

considered approved or adopted should it receive fewer than four affirmative votes. Votes shall be determined by a show of hands.

Section 6. Open Meetings Law. All meetings of the Board of Trustees and its committees shall be open to the public and conform to the specifications and requirements of the Georgia Open Meetings Law (O.C.G.A. §§ 50-14-1 et seq.). The Board of Trustees may go into executive session as permitted by the Georgia Open Meetings Law. If there is any conflict between these Bylaws and the Georgia Open Meetings Law, the Georgia Open Meetings Law shall govern.

Section 7. Parliamentary Procedure. Meetings of the Board of Trustees should be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, unless and except when same is in conflict with the Constitution or Bylaws of the Marshes of Glynn Libraries or other rules of procedure or order as may be adopted by the Board of Trustees.

Section 8. Agendas. The Chair shall determine the agenda for each regular or special meeting and shall give directions to the Secretary with respect thereto; provided, however, that this shall in no way prohibit any member of the Board or the Library Director (with the consent of the Chair or other Board member) from designating an item to be placed on the agenda and notifying the Secretary of such designation. Notices and requests from Board members and/or the Library Director to place an item on the agenda should be in writing and delivered or emailed to the Secretary prior to 12:01 p.m. on the Monday immediately preceding a regularly scheduled meeting. Notice of each agenda item that requires action by the Board of Trustees should be accompanied by support documentation, if possible. The Chair or any member of the Board, with the approval of a majority of the Board members present, may place an item on the agenda at any time prior to the adjournment of the meeting, if the item becomes necessary to address during the course of a meeting. Items requiring action by the Board which are not part of the posted agenda (or properly added to the agenda by the Board) shall not be considered or acted upon by the Board.

#### **ARTICLE IV** **Committees**

If the Board determines that it needs one or more standing committees, such as a personnel and/or finance committee, the Board may establish such standing committees as it deems desirable. The Board of Trustees may also establish ad hoc committees at its discretion for a specific charge and of a set duration. The Chair shall make appointments to standing committees and ad hoc committees of the Board of Trustees. Committees shall have such duties and functions as shall be approved by the Board of Trustees. When a matter is referred to or before a committee, the committee to which the matter has been referred or is before shall offer a recommendation to the Board of Trustees, provided that any such recommendation shall require the affirmative vote of a majority of the committee members present and voting at the committee meeting.

**ARTICLE V**  
**Library Director**

The Library Director of the Marshes of Glynn Libraries must hold at least a Grade 5(b) Librarian's Professional Graduate Certificate, as defined by the State Board for the Certification of Librarians. The Library Director shall be appointed by the Board of Trustees and shall be the administrative head of the Marshes of Glynn Libraries under the direction and review of the Board of Trustees. The Library Director shall serve at the pleasure of the Board of Trustees. The Library Director shall have duties and responsibilities, which include but are not limited to the following:

- (a) To oversee and manage staff members, which includes but is not limited to the responsibility to hire, terminate, and discipline such staff members, subject to applicable law and policy and the availability of funds; and to also make recommendations to the Board of Trustees regarding the addition, reclassification, and elimination of positions within the Marshes of Glynn Libraries' organizational structure. Prior to hiring a library manager, the Library Director shall notify the Board of Trustees of the decision to hire such library manager, which notification may, at the Library Director's discretion, be oral or written and may be made either to the Board of Trustees itself or individually to each member;
- (b) To attend all meetings called by the Office of Public Library Services of the Board of Regents of the University System of Georgia or send a substitute authorized by the office director;
- (c) To prepare any local, state, or federal annual budgets;
- (d) To notify the Board of Trustees and the Office of Public Library Services of the Board of Regents of the University System of Georgia of any failure to comply with:
  - (1) policies of the board;
  - (2) criteria for state aid;
  - (3) state and federal rules and regulations; and
  - (4) all applicable local, state, or federal laws;
- (e) To administer the total library program, including all affiliated libraries, in accordance with policies adopted by the Board of Trustees;
- (f) To attend all meetings of the Board of Trustees and affiliated boards of trustees or to designate a person to attend in his or her place;

(g) To make requests for checks to be issued and/or disbursement of funds to be made by the Glynn County Finance Department to pay for authorized and budgeted expenditures, purchases, and/or disbursements. All check requests and/or requests for the disbursement of funds must be approved in writing by the Library Director.

(h) To perform such other legally permissible and proper duties and functions as the Board of Trustees shall from time to time assign and/or delegate.

#### **ARTICLE VI** **Amendments**

These Bylaws may be amended at any regular Board meeting that has a quorum present with the approval of two-thirds of the Board members present at the meeting, provided that the proposed amendment was provided in writing to the members at least ten (10) days before the meeting. No amendment shall become effective unless it has also been submitted for review to the governmental agencies financially supporting the library on a regular basis at least ten days prior to the meeting at which it will be considered by the Board of Trustees.

#### **ARTICLE VII** **Effective Date**

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