

CODE OF REGULATIONS
OF
THE WARREN LIBRARY ASSOCIATION

ARTICLE 1: MEETINGS OF MEMBERS

(a) Annual Meeting. The annual meeting of the members of this corporation (hereinafter referred to as the "Association") shall be held each year at a place to be designated in the meeting notice during the months of October or November on a day and at a time designated by the trustees, Notice of the meeting shall be given by mail, telephone or by electronic means at least 10 days prior to the meeting. Any member may participate in the Annual meeting by telephone or electronic means, so long as all voting and deliberations take place within the hearing of all those present at the meeting.

(b) Special Meetings. Special Meetings of the members may be called by the president, or in case of the absence, death or disability of the president, the vice president or, in the case of the absence, death or disability of the vice president. The secretary may be notice in writing or by electronic means containing in brief the object and purpose of such special meeting, given at least ten (10) days, but not more than thirty (30) days, before the date of such meeting, to each member. Written notice shall be sent by first class mail, to a member's address as it appears on the records of the Association. A special meeting may also be called at any time by the president upon written request of five (5) members of the Association.

(c) Quorum. At all meetings, those in attendance shall constitute a quorum.

(d) Voting. Each member of the Association shall have one vote on each matter submitted to the members for a vote. Unless otherwise provided herein, a majority vote of those in attendance shall prevail on any such matter. Members may vote either in person, by electronic means or by proxy; however, any proxy shall be in the following form:

Proxy

I do hereby constitute and appoint _____ and/or _____ as my true and lawful attorneys and proxy, with full power of substitution, for me and in my name, place and stead, to vote at the annual/special meeting of the members of the Warren Library Association to be held _____ (location set forth in meeting notice) at _____ o'clock __.m., on _____, 20__, or at any adjournment thereof for the election of trustees, for amending the Code of Regulations and for such other business as may properly come before said meeting.

Warren Library Association Member (Signature)

ARTICLE 2: TRUSTEES

(a) Number and Election. The number of trustees shall be ten (10) or any such other

number, not less than three (3), as may be fixed by the members from time to time at the annual meeting or other meeting held for election of trustees. One trustee shall be appointed by the Warren-Trumbull County Public Library Board of Trustees (the "Appointed Trustee") who shall be either a trustee or an officer of the Warren-Trumbull County Public Library and the remaining trustees shall be elected by the membership at a meeting called for that purpose (the "Elected Trustees"). The terms of the trustees shall be divided into five (5) classes so the terms of two (2) trustees' terms shall expire each year. The election of the Elected Trustees shall be held at the annual meeting of members, or, if trustees are not then elected, or if the annual meeting is not held at the time fixed therefor in these regulations, then at a special meeting called for that purpose. Only persons nominated as candidates at the meeting shall be eligible for election as Elected Trustees. On the expiration of the term of the Appointed Trustee, or in the event the Appointed Trustee dies, resigns or ceases to serve for any reason, the Warren-Trumbull County Public Library Board of Trustees shall appoint a successor Appointed Trustee.

(b) Term of office. Each Elected Trustee and Appointed Trustee shall hold office for a five (5) year term beginning on January 1 of the year following the annual meeting at which he was elected or appointed and until his successor is elected and qualified or until his earlier resignation, removal from office or death. No trustee shall serve more than two (2) successive full five (5) year terms, in addition to any partial term to which a trustee may have been appointed or elected prior to such two full five (5) year terms.

(c) Meetings. Meetings of the trustees may be held at any location in Ohio. Meetings may be held through the use of any communication equipment if all persons participating can hear each other. Meetings may be called by the president, the vice president or any two trustees. Written notice of the time and place of each meeting shall be given at least two (2) days prior to the meeting. At all meetings, a majority of the trustees then in office shall constitute a quorum.

(d) Committees. The trustees shall appoint an executive committee, a nominating committee, a finance committee and such other additional committees as they deem appropriate. The trustees may delegate to any such committee any of the authority of the trustees, however conferred. Meetings of committees may be held through the use of any communications equipment if all persons participating can hear each other. The Appointed Trustee shall be a member of the finance committee.

(e) Removal. Any Elected Trustee may be removed from office, with or without cause, by the vote of a majority of the members of the Association present at a regular meeting or at a special meeting called for that purpose. The members shall receive notice of the meeting not less than fifteen (15) days and not more than sixty (60) days prior to the date of such meeting.

(f) Replacement. In the event that an Elected Trustee dies, resigns, becomes ineligible to continue to serve or is removed, such trustee may be replaced by the vote of a majority of the trustees then remaining in office. Such replacement trustee shall serve until the next annual meeting of the members of the Association, at which time a replacement trustee shall be elected by the Association in accordance with paragraph (a) of this Article 2.

ARTICLE 3: DUTIES OF OFFICERS

(a) President. The president shall preside at all meetings of the members and trustees, sign the records thereof and perform generally all the duties usually performed by presidents of like corporations and such other and further duties as shall be from time to time required of him by the trustees.

(b) Vice President. The vice president shall perform all duties of the president in case of the absence, death or disability of the president. In case both president and vice president are absent, or unable to perform their duties, the trustees may appoint a president pro tempore.

(c) Secretary. The secretary shall keep minutes of all the proceedings or the incorporators, members and trustees and committees of members and of trustees, of the Association and make a proper record of the same, shall keep membership records containing the names and addresses of each member and generally shall perform such duties as may be required of him by the trustees. The president may appoint one or more persons to assist the secretary in the performance of his duties.

(d) Treasurer. The treasurer shall receive and have in charge all moneys and securities belonging to the Association and shall disburse or otherwise deal with the same as ordered by the trustees. He shall keep an accurate account of all moneys received and disbursed by him and shall generally perform such duties as maybe required of him by the trustees. On the expiration of his term of office he shall turn over to his successor, or to the trustees, all money and property of the Association in his hands. The president may appoint one or more persons to assist the treasurer in the performance of his duties.

(e) Compensation and Expenses of Officers. The officers shall receive no compensation for the performance of their duties. However, the officers may be reimbursed for their actual out-of-pocket expenses incurred as such officers.

ARTICLE 4: MEMBERS

(a) Number. The membership shall consist of no more than one hundred (100) persons. The Association shall try to maintain the membership level at one hundred (100).

(b) Qualifications. The Director of the Warren-Trumbull County Public Library shall be a member and all other members shall be at least twenty-one (21) years of age and shall reside in Trumbull County, Ohio.

(c) Term. The term of membership shall be for so long as such member is living, is a resident of Trumbull County, Ohio and shall have not resigned or have been suspended or expelled pursuant to Article 6 (below).

(d) Election. Members shall be elected by the members at the annual meeting of the members.

ARTICLE 5: INITIATION FEE AND DUES

There shall be no initiation fee or dues charged to members of the Association.

ARTICLE 6: SUSPENSION AND EXPULSION OF MEMBERS

Any member may be suspended or expelled by the trustees for conduct unbecoming a member. Before any member is suspended or expelled, written notice of the charges against him and at the time and place of the meeting of the trustees at which the same are to be considered shall be mailed to him at his address as it appears in the records of the Association at least fourteen (14) days before such meeting; and

he shall be given an opportunity to defend, and shall have the right to appeal from the decision of the trustees to the members, and upon his written request the secretary shall call a special meeting of the members to consider such appeal.

ARTICLE 7: ORDER OF BUSINESS

Unless this regulation is suspended by a majority vote or the members present at any meeting of the members, the order of business at all members' meetings shall be as follows:

- (1) Reading of the minutes of the last preceding members' meeting.
- (2) Report of the treasurer.
- (3) Reading of the reports and statements.
- (4) Unfinished business.
- (5) Nominating committee report (annual meeting).
- (6) Election of trustees (annual meeting), if in order at the meeting in questions.
- (7) New business.
- (8) Program (annual meeting).

ARTICLE 8: AMENDMENTS

These regulations may be amended, supplemented or repealed by the vote of at least two-thirds (2/3) of the members of the Association present at any regular meeting or at a special meeting called for that purpose. The members shall receive notice of the meeting and the proposed changes not less than fifteen (15) days and not more than sixty (60) days prior to the date of such meeting. Any action to amend, supplement or repeal these Regulations may not remove the right of the Warren-Trumbull County Public Library Board of Trustees to appoint a trustee to the board of the Association.

ARTICLE 9: GENDER; NUMBER

Whenever the context of these regulations requires, the masculine gender includes the feminine or neuter and the singular number includes the plural.

(Adopted at annual meeting,
October 17, 1996)

CODE OF ETHICS

The Warren Library Association (“WLA”), its board of trustees, officers and employees (“staff members”) subscribe to a credo that calls for responsible functioning, both professionally and ethically, of all of its board members, officers and staff members. WLA board members, officers and staff members accept their positions understanding fully that they or their activities are never totally independent of WLA; that WLA-related actions by the staff members will reflect on WLA or be attributed to it.

THE COLLECTION

Board members, officers or staff members of WLA shall not acquire objects from the collection. The reputation and name of WLA shall not be exploited for personal advantage or for the advantage of any other person or entity. No board member, officer or staff member may use in his or her home, office or place of business or for any other personal purpose, any object that is a part of the WLA collection. Staff members must regard as confidential, matters of administrative and nonscholarly activities of WLA to which they have access in the course of their duties. Such information not generally known or available to the public is WLA property. In referring members of the public to outside suppliers of services (such as appraisers, restorers, etc.), staff members must be circumspect, suggesting whenever possible more than one qualified source.

All staff members shall be hired by a majority vote of the board of trustees. The primary consideration in hiring should be the candidate’s ability to fill the position regardless of race, creed, gender, age or handicap.

Volunteerism is encouraged and paid staff members must be supportive and provide appropriate training. Volunteers are expected to conform to the same job-performance standards required of paid staff members. Conflict of interest restrictions placed upon staff members also apply to volunteers. Matters of program function and administration must be treated as confidential by volunteers as well as by staff members.

Museum staff members are expected to maintain good relationships with their colleagues and associates. Each should contribute his or her expertise and experience, acting productively within the total framework of the museum.

Museum staff members shall work with similar instructions, schools and the community in cooperative undertakings to promote the study of the history of Warren, of Trumbull County, and of Phebe Sutliff.

WLA shall be governed by its Articles of Incorporation and its Code of Regulations.

The board of trustees shall be the official representative of WLA and be responsible for enforcing its policies, standards and governing documents.

Board members and officers must be loyal to WLA; must understand its Articles of Incorporation and Code of Regulations; must act in accordance with those governing documents and relevant local, state and federal laws; must act as a board for WLA as a whole and not individually for particular activities; and must respect the confidentiality of those matters not in the public domain.

Board members must conduct their activities so that no conflict will arise between their other interests and the policies, operations or interest of WLA. Board member and officers must avoid any actions which might impair the reputation of WLA. Board members officers and staff members must use museum property only for official purposes and make no personal use of the Museum's collection, property or services that is not available to the membership at large.

BOARD OF TRUSTEES-STAFF MEMBERS RELATIONSHIPS

The board of trustees shall define the rights, powers and duties of the museum curators or other staff members. The board shall see that the staff members follow the guidelines of the board. Staff members shall attend all board meetings, general membership meetings and important committee meetings to which they are invited. The Curator shall present to the board of trustees any questions concerning policy matters; shall carry out policies established by the board of trustees; and shall adhere to the budget adopted by the board of trustees.

VOTING PRIVILEGES

No WLA board member, officer, staff member or WLA member shall vote on any matter from which he or she would derive financial benefit or personal privileges.

The foregoing Code of Ethics was adopted by the Warren Library Association Board of Trustees at its regular meeting held on July 31, 1997.

PURPOSE OF THE WARREN LIBRARY ASSOCIATION

The Articles of Incorporation signed on July 31, 1890 stated:

“The purpose for which said corporation is formed is the formation, establishment and maintenance of a public library and reading room.”

On February 7, 1950, an amendment to the Articles of Incorporation was filed with the Secretary of State of Ohio amending the purpose clause to read as follows:

“The purposes for which said corporation is formed are to establish and maintain a public library and reading room and branches thereof, and an educational museum in connection therewith, or separately therefrom, within the City of Warren, Ohio, for the use and benefit of the people of said City and vicinity.”

These are the purposes of the corporation as set forth in the office of the Secretary of State of Ohio. A more mundane statement of the purposes of the corporation may be to provide financial assistance for the public library in Warren.

This Code of Regulations was approved by
The Warren Library Association on

September 23, 2020.

T.H. (Electronic Signature-
Original on File)

Secretary