

## **Mary L. Blood Library Trustees' Meeting May 9, 2018**

Present: Trustees Tom Kenyon, Edson Pierce, Richard Beatty, Chris Wagner (by telephone), Mary-Anne Boyce, and Librarian Lynn Esty

1. The meeting was called to order by Chairman Tom Kenyon at 4:02 pm.  
No members of the public were in attendance.  
Before the previously proposed by-laws could be discussed, Tom presented the board with an alternative set of Trustee *By-laws*. Since this new proposal for *By-laws* needed to be reviewed prior to any further discussion, two dates were set for discussion: May 16<sup>th</sup> during the regular board meeting with a follow up Special meeting on June 6 that would focus only on the By-laws.

For reference a copy of both proposed By-Laws is included here as part of the minutes.

Proposed set #1: see below

Proposed set #2: see below

2. **A motion was made, seconded, and approved** to adjourn the meeting at 4:25 pm.  
Respectfully Submitted,  
Mary-Anne J. Boyce, Secretary

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### **Proposed set of By-Laws #1**

#### **Mary L Blood Memorial Library Board of Trustees By-Laws**

##### **Article 1 Mission**

The mission of the Mary L. Blood Memorial Library is to provide open and convenient access to information, through traditional resources and evolving technologies, to citizens of all ages in and around the Town of West Windsor. The Library contains materials and access to electronic resources that can be utilized by those pursuing life-long learning. The Library intent is to serve as a vital center for the community by providing meeting and exhibition space for community groups.

##### **Article II Board of Trustees**

###### **Section 1: General Duties**

- A. To ensure that the Library meets the needs of the citizens of West Windsor.
- B. To set policies for the Librarian to implement and achieve.
- C. To ensure adequate library funding and to maintain financial integrity.
- D. To select and evaluate the Librarian.

E. To support the Librarian with consulting skills when asked.

**Section 2: Composition and Tenure**

- A. The Board of Trustees (Board) shall consist of five (5) members.
- B. Trustees shall serve as long as they are willing and able.
- C. A vacancy on the Board that occurs shall be filled by majority vote of the Trustees.
- D. A trustee shall be a resident of West Windsor.
- E. No member of the library staff or their immediate family shall be eligible to serve as a Trustee.

**Section 3: Functions**

- A. The Board shall review the Library's monthly expenditures and shall submit an annual budget request to the Select Board.
- B. The Board shall determine the investment strategy and management of all trust funds and shall review the status of such funds on an annual basis.
- C. The Board shall present a proposed budget for the ensuing year to the Residents of the Town of West Windsor.
- D. The fiscal year of the Library is from January 1 to December 31 each calendar year.
- E. The Board shall collaborate with the Town of West Windsor in the proper maintenance and upkeep of the Library building.
- F. The Board shall perform other duties as the necessary to support the mission of the Library.

**Section 4: Regular Meetings**

- A. A Regularly scheduled meeting of the Board shall be held monthly as determined by the Board.
- B. Regular meetings are open to the public.
- C. Notice of meetings will be provided in accordance with Vermont Open Meeting Laws.

**Section 5: Special Meetings**

- A. Special meetings of the Board may be called by the Chairperson or at the request of any two (2) trustees.
- B. Said special meetings shall be held at the Library or at such a place as the trustees may determine.
- C. Notice of any special meeting of the Board shall be given at least two (2) days prior thereto by email or telephone to each individual board member.
- D. In addition, public notice shall be provided in accordance with Vermont Open Meeting Law.

**Section 6: Quorum**

- A. A majority of the members of the Board (three (3)) shall constitute a quorum for the transaction of business at any meeting of the Board.
- B. If less than a majority of Trustees are present at any meeting, no meeting shall be held.
- C. If there is no quorum present, the only business to be conducted shall be setting a date, time and place for the continuation of said meeting.

**Section 7: Procedures for Conducting Business and Decision-Making**

The Board shall use Robert's Rules of Order.

**Section 8: Proxies**

At any meeting of the Board, any member entitled to vote may vote by proxy executed in writing by said member or said member may vote by telephone or other electronic media.

**Section 9: Vacancies**

A. In the event that a trustee resigns or is unable to fulfill their primary duties, a replacement shall be recommended to the Board.

B. Resignations shall be made, in writing, to the Chairperson of the Board of Trustees.

**Section 10. Compensation**

A. No member of the Board shall receive a salary for his or her services to the Board.

B. Trustees may be reimbursed for actual and necessary expenses incurred in performance of Library business with a receipt, signed by at least two (2) other board members.

**Section 11: Committees**

A. The Chairperson of the Board shall appoint ad hoc and standing committees to deal with such functions, including, but not limited to: policy review, long-range planning, finance and asset development, special collections, trustee nomination, technology and buildings and grounds.

B. The Chairperson shall act as, or appoint a Trustee to act as, the liaison to various external boards and committees as required.

**Article III  
Officers**

**Section 1. Officers**

The Officers of the Board Shall be a:

A. Chairperson

B. Vice-Chairperson

C. Secretary

**Section 2: Election and Term of Office**

A. The officers of the Board shall be elected annually at the first regular meeting in January.

B. The offices shall hold office for a term of two (2) years.

**Section 3: Powers and Duties**

**A. Chairperson:** The Chairperson shall be the principal officer and shall exercise general supervision and control over all the business and affairs of the Board. The chairperson shall have the following specific powers and duties.

1. To preside at all Board of Trustee meetings
2. To see that all orders and resolutions of the Board are carried into effect.
3. To execute contracts and legal documents authorized by the Board.
4. To have general direction of the other officers of the Board and the Librarian.
5. To see that the respective duties of the Board and Librarian are properly

performed.

**B. Vice-Chairperson:** The Vice-Chairperson shall be the second officer and shall exercise general supervision and control over all the business and affairs of the Board in the absence of the Chairperson. The Vice-Chairperson shall have the same duties as the Chairperson if the absence of the Chairperson is prolonged for more than one meeting.

**C. Secretary:** The secretary shall be the custodian of and shall maintain all records. The secretary shall be the recorder of the Board's actions and transactions. The Secretary shall have the following and specific duties:

1. To record the minutes and transactions of all meetings of the Board.
2. To post a copy of the minutes of warned meetings conspicuously (including a signed copy, presented to the West Windsor Town Clerk and in a folder at the Mary L. Blood Memorial Library.

3. To keep the bylaws as amended or otherwise altered to date, open to inspection by trustees or members of the public, with a signed copy presented to the West Windsor Town Clerk and in a file at the Mary L. Blood Memorial Library.
4. To attend to such correspondence and make such reports as may be assigned.

**Article IV  
Indemnification**

Each trustee and officer of the Board, now or hereafter, serving as such, shall be indemnified against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such trustee or officer, or by reason of any action alleged to have taken, omitted or neglected by him/her as such trustee or officer.

**Article V  
Review and Amendment of the By-Laws**

These bylaws may be altered, amended or repealed, and new by-laws may be adopted by a majority of the Board at any regular meeting or special meeting if at least seven (7) days written notice is given to the public of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

**Section 1. Amendment of By-Laws**

- A. These by-laws may be amended at any regular or special meeting of the Board with thirty (30) days written notice by an affirmative vote of three (3) trustees.
- B. The text of a proposed amendment shall be set forth in the notice of the meeting.
- C. Amendments shall be appended to the original copy of said by-laws with notation of the respective dates of adoption of the said amendments.
- D. A copy of the current by-laws shall be furnished to every trustee.

**Section 2: Review of By-Laws**

The Board shall review these by-laws at a minimum of at least every three (3) years. During this process, any necessary changes or revisions may be made.

**Article IV  
Conflict of Interest**

Any trustee who is also an officer, director, stockholder or member of any corporation, firm or association with which the Board proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in such contract or transaction, may participate in discussion thereof. Any such contract or transaction may be authorized and approved by a majority of the Board and not disqualify by this consideration to vote on such a matter.

**Article VII  
Ethics**

The members of the Board shall adhere to the points of the Public Library Trustee Ethics Statement by the Association of Library Trustees, Advocates, Friends and Foundations, a division of the American Library Association. This document shall be included in the Mary L. Blood Memorial Library Public Library Policy Statement.

The foregoing by-laws were adopted by a unanimous vote of the Board of Trustees of the Mary L. Blood Memorial Library this \_\_\_\_ day of \_\_\_\_\_, 2018.

Signed:

Tom Kenyon, Edson Pierce, Richard Beatty, Christine Wagner, Mary-Anne Boyce

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## **Proposed set of By-Laws #2**

# MARY L. BLOOD MEMORIAL LIBRARY BOARD OF TRUSTEES – BYLAWS

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### **ARTICLE 1**

#### **MISSION**

The main mission of the Mary L. Blood Memorial Library is to provide open and convenient access to books and information, through traditional resources and evolving technologies to all people in the Town of West Windsor. Also, the library building is to serve as a vital center for the community by providing meeting and exhibition space for local groups.

### **ARTICLE II**

#### **BOARD OF TRUSTEES**

#### **Section 1: General Duties**

- A. To ensure that the library meets the reading and research needs of its patrons.
- B. To select and evaluate the Librarian.
  - To set policies for the library and librarian

#### **Section 2: Composition and Tenure**

- A. The Board of Trustees (Board) shall consist of five (5) members, who are under the auspices of the Town Selectboard.
- B. Trustees shall serve until they resign or are deceased or they may be removed from office by a majority vote for any reason.
- C. A trustee shall be a permanent resident of West Windsor. No member of the Library staff or their immediate family shall be eligible to serve as a Trustee.

#### **Section 3: Functions**

- A. The Board shall review the Library's quarterly expenditures and shall prepare an annual budget in December to present to the Town.
- B. The fiscal year of the Library is the same as the Town.
- C. The Board shall ensure the proper maintenance, use, and upkeep of the Library building.
- D. The Board may perform other duties as necessary to support the mission of the Library

## Section 4: Regular Meetings

- A. A regularly scheduled meeting of the Board may be held [monthly] as determined by the Board.
- B. Regular meetings of the Board are open to the public in accordance with Vermont Open Meeting Laws.

## Section 5: Special Meetings

- A. Special meetings of the Board may be called by the Chairperson or at the request to the Chairperson by any trustee.
- B. Special meetings shall be held at the Library with notice to the Board and the public in accordance with the Vermont Open Meeting Laws.

## Section 6: Quorum

- A. A majority of the members of the Board (three (3)) shall constitute a quorum for the transaction of business at any meeting of the Board.
- B. If there is no quorum present, a new meeting date and time for the continuation of said meeting shall be called by the Chairperson.

## Section 7: Procedures for Conducting Business and Decision-Making

The Board shall use Robert's Rules of Order for small organizations.

## Section 8: Proxies

At any meeting of the Board, any member entitled to vote may vote by proxy executed in writing by the member or said member may vote by telephone or other electronic media to the Chairperson.

## Section 9: Vacancies

- A. A vacancy on the board shall be filled by vote of the remaining trustees of a person nominated by the outgoing trustee or other nominees presented by the remaining trustees. If none is elected, then the position is filled by the Selectboard.
- B. In the event that a trustee is unable to fulfill the obligations of office, the trustee is expected to resign. Board members may determine a replacement is necessary on the Board.
- C. Resignations shall be made in writing, to the Chairperson of the Board of Trustees.

## Section 10: Compensation

- A. No member of the Board shall receive a salary for services to the Board.
- B. Nothing herein contained shall be construed to preclude any trustee from receiving compensation for services to the library in any other capacity.
- C. Trustees may be reimbursed for approved necessary expenses incurred in performance of Library business.

## Section 11: Committees

- A. The Chairperson of the Board may appoint ad hoc and standing committees to deal with such functions, including, but not limited to: policy review, long-range planning, finance and asset development, special collections, trustee nomination, technology and building and grounds.
- B. The Chairperson shall act as, or appoint a Trustee to act as, the liaison to the Selectboard and Town Treasurer and committees as required.

## ARTICLE III OFFICERS

### Section 1: Officers

The officers of the Board shall be a:

- A. Chairperson
- B. Vice-Chairperson
- C. Secretary
- D. Treasurer.

### Section 2: Election and term of Office

- A. The officers of the Board shall be elected annually at the first regular meeting following the Annual Town Meeting.
- B. The officers shall hold office for a term of one (1) year.
- C. An officer may succeed him/herself in the same office.

### Section 3: Powers and Duties

- A. **Chairperson:** The chairperson shall be the principal officer and shall exercise general supervision and control over all the business and affairs of the Board. The chairperson shall have the following specific powers and duties:
  - 1. To preside at all Board of Trustee meetings
  - 2. To see that all orders and resolutions of the Board are carried into effect
  - 3. To execute contracts and legal documents authorized by the Board
  - 4. To have general direction of other officers of the Board and the Librarian
  - 5. To see that respective duties of the Board and Librarian are properly performed.
  - 6. Act as the liaison between the Librarian and the Town Clerk and Treasurer
- B. **Vice-Chairperson:** The Vice-Chairperson shall be the second officer and shall exercise general supervision and control over all the business and affairs of the Board in the temporary absence of the Chairperson.
- C. **Secretary:** The secretary shall be the custodian of and shall maintain all records. The secretary shall be the recorder of the board's actions and transactions. The Secretary shall have the following specific powers and duties:
  - 1. To record the minutes and transactions of all the meetings of the Board.
  - 2. To post a copy presented to the West Windsor Town Clerk, in a binder at the Mary L. Blood Memorial Library and posted to the Mary L. Blood Memorial Library web page).

3. To keep the bylaws as amended or otherwise altered to date, open to inspection by trustees or members of the public, with a signed copy presented to the West Windsor Town Clerk, in a binder to the Mary L. Blood Memorial Library and posted to the Mary L. Blood Memorial Library web page.
  4. To attend to such correspondence and make such reports as may be assigned by the Board.
- D. **Treasurer:** The Librarian shall at each regular meeting report the financial status of the Library

#### **ARTICLE IV INDEMNIFICATION**

Each trustee and officer of the Board now or hereafter serving as such shall be indemnified against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such trustee or officer, or by reason of any action alleged to have taken, omitted or neglected by him/her as such trustee or officer.

#### **ARTICLE V REVIEW AND AMENDMENT OF THE BYLAWS**

These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority of the Board at any regular meeting or special meeting if at least seven (7) days written notice is given to the public of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

##### **Section 1: Amendment of Bylaws**

- A. No amendment(s) shall be made to the bylaws until the next stated meeting after the proposed amendment(s) have been submitted in writing and recorded in full upon the minutes of the secretary and posted on the Town website. At the next meeting the proposed amendment(s) will be vote on without debate or changes to the proposed amendment(s). A three-fifths vote by ballot of the members present is necessary to adopt the proposed amendment(s) If changes are entered, the proposed amendment(s) must be, again, recorded in the minutes of the secretary and posted on the Town website and voted on without debate or changes at the next meeting.
- B. Amendments shall be appended to the original copy of these bylaws with notation of the respective dates of adoption of the amendments.
- C. A copy of the current bylaws shall be furnished to every trustee.

##### **Section 2: Review of Bylaws**

The Board shall review these bylaws at a minimum of at least every three (3) years. During this process, any necessary changes or revisions may be made.

#### **ARTICLE VI CONFLICT OF INTEREST**

Any trustee, or the librarian, who is also an officer, director, stockholder or member of any corporation, firm, or association with which the Board proposes to contract or transact any

business, or who has an interest, pecuniary or otherwise in such contract or transaction, should declare all such conflicts of interest to the Board. Any such contract or transaction may be authorized and approved by a majority of the Board and not disqualify by this consideration to vote on such a matter.

**ARTICLE VII  
ETHICS**

The members of the Board and the Librarian shall adhere to the ethics standard as established by the Town of West Windsor.

The foregoing bylaws were adopted by unanimous vote of the Board of Trustees of the Mary L. Blood Memorial Library this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**BOARD OF TRUSTEES**

Tom Kenyon, Edson Pierce, Dick Beatty, Christine Wagner, Mary-Anne Boyce

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*(Secretary's note: The formatting problems encountered when these DRAFT PROPOSALS were transferred to this document will be resolved during the revision processes.)*

Respectfully Submitted, Mary-Anne J. Boyce, Secretary