

Bylaws

of the

Lucy Robbins Welles Library, Inc.
Newington, CT
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Newington, CT

Adopted 3/89
Revised 6/92
Revised 2/99
Revised 1/01
Revised 3/03
Revised 3/04

Article I - Name

1. This organization is and shall be known as The Lucy Robbins Welles Library, Incorporated existing by virtue of the provisions in the Articles of Association filed and approved by the Secretary of State of Connecticut, August 16, 1939, copy of which was filed and recorded August 17, 1939, in Newington Land Records Mss. Volume 41, page 170, and exercising the powers and authority and assuming the responsibilities delegated to it under those articles and by the General Statutes of the State of Connecticut.

Article II -- Membership

1. Corporation membership is open to all interested persons by registering on the corporate rolls kept by the Secretary of the Lucy Robbins Welles Library, Inc.

Article III - Management

1. The business and affairs of The Lucy Robbins Welles Library, Incorporated shall be managed and conducted by a Board of Trustees that shall be fifteen (15) in number, six (6) of whom shall be appointed by the Town, with the remainder elected from the members of the corporation during the annual meeting by a majority of corporate members. Corporation membership need not be limited to Newington residents.

2. The term of corporation-elected members shall be three (3) years from the date of the annual meeting, at which they are elected.

3. Vacancies of corporation appointees which occur for reasons other than expiration of term shall be filled for the balance of the unexpired term by the Board of Trustees. Annually, each member shall attend a minimum of 70% of all meetings. Members who fail or are unable to perform their duties, without reasonable justification, shall submit their resignation to the President of the Board of Trustees. If a member fails to voluntarily submit such resignation within a reasonable length of time the President shall request, in writing, a letter of resignation from said member. The term of a trustee may be terminated for cause by a vote of ten (10) of the Board of Trustees provided after said note:

- a) the Board sends written notice to the trustee being terminated specifying the reasons for said termination,
- b) the trustee being terminated be given a hearing by the Board if requested with thirty (30) days of the date of said notice.

Article IV - Officers

1. The Officers of the Board of Trustees shall be elected at the Annual Meeting in September and they shall be a President, a Vice President, a Secretary, and a Treasurer, elected from among the Board or Trustees.

2. Officers shall serve a term of one (1) year from the Annual Meeting at which they are elected and until their successors are duly elected or they are reelected.

3. The President shall preside at all meetings of the Board of Trustees, authorize calls for any special meetings, appoint all standing committees, shall appoint other authorized committees, execute all documents authorized by the Board, serve as ex-officio member of all committees, and generally perform all duties associated with that office. The President shall have the power to co-sign checks.

4. The Vice President, in the event of the absence or disability of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President until a special election is held. The Vice President shall have the power to co-sign checks.
5. The Secretary shall keep a true and accurate record of all meetings of the Board of Trustees, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office. An Assistant Secretary who need not be a Trustee may be selected by the Board to assist the Secretary in the performance of the duties.
6. The Treasurer shall be the disbursing officer of the Corporation, shall have the power to co-sign all checks and shall perform such duties as are generally associated with that office and shall be an ex officio member of the Investment Committee. The Treasurer shall conduct all financial transactions through the checking account to provide for clear tracking of said transactions and to facilitate audits. The Treasurer will present investment statements to the Investment Committee for review in the first quarter of the calendar year. An Assistant Treasurer who need not be a Trustee may be selected by the Board to assist the Treasurer in the performance of the duties.

Article V - Meetings

1. Regular meetings of the Board shall be held once a month, except July and August, on a day and at a time and place to be designated by vote of the Board. Written notice thereof shall be sent to all Trustees by the Secretary at least one week prior to such regular meeting.
2. The Annual Meeting of the Corporation shall be held in September of each year on a day and at a time to be designated by a vote of the Board. Notice of the Annual Meeting will be publicly announced.
3. The order of business for annual meeting shall include, but not be limited to, the following items which shall be covered as far as circumstances will permit:

- Disposition of minutes of previous annual meeting
- Treasurer's report
- Report of the Library Director
- Recognition of new Corporate members
- Report of the Nominating Committee
- Election of Board of Trustees
- Election of Officers from the Board of Trustees
- Old business
- New business
- Public participation
- Announcements and adjournment

4. Special meetings shall be called by the Secretary at the direction of the President, or at the request of at least five (5) of the Trustees, for the transaction of business as stated in the call for the special meeting. Notice of each special meeting shall be given not less than twenty-four hours prior to the time of such meeting.
5. A quorum for the transaction of business at any meeting shall consist of a majority of the entire Board, who shall be present in person. In the absence of a quorum, the Trustees present may adjourn the meeting to a date determined, and written notice thereof sent to all Trustees.
6. The order of business for regular meetings shall include, but not be limited to, the following items which shall be covered as far as circumstances will permit:

- Roll call of members
- Public participation
- Disposition of minutes of previous meeting

Treasurer's report
Correspondence
Report of the Director
Committee reports
Old business
New business
Public participation
Announcements and adjournment

7. The Library Director or designee shall attend all Board meetings, may participate in the discussion and offer professional advice, but is denied a vote upon any question.

8. A representative of the Friends of the Library may attend all meetings, report to the Trustees, and participate in the discussion, but is denied a vote upon any question.

Article VI - Committees

1. The President shall appoint a House Committee, an Investment Committee, a Planning Evaluation and Policy Committee (PEP), a Budget Committee, a Fund Development Committee and such other committees as the business of the Board may require from time to time. These committees shall consist of one or more members and shall be considered to be discharged upon completion of the term of office of the President.

2. The House Committee shall provide general oversight for facility planning, improvements and maintenance.

3. The Investment Committee shall help the Board fulfill its due diligence function regarding Library financial affairs. It shall recommend policies to the Board concerning investment and distribution of funds. It shall provide general oversight in the management of invested funds. It shall recommend policy regarding financial management.

4. The Budget Committee shall review the budget proposed by staff and recommend it to the Board for action. It shall review the year-end financials (library budget) and present results and trends to the Board. At least quarterly, it shall analyze financial trends and their implications and discuss with the Board.

5. The Planning, Evaluation and Policy Committee (PEP) shall work with staff to continually assess community needs and to evaluate Library programs, policies and services.

6. The Fund Development Committee shall be responsible for institutionalizing the process of philanthropy and fund development within the Board as a whole. It shall work with staff to develop the annual fund-raising plan and monitor progress. It shall analyze fund-raising results and discuss trends, implications and interventions with the Board. It shall provide personalized follow-up to each Board member to engage each individual in the fund development process.

7. All committees shall make a progress report to the Board at each of its meetings. No committee shall have other than advisory powers unless the Board has delegated specific power to act upon its behalf pending a subsequent meeting of the Board for confirmation.

Article VII - Library Director

1. The Board shall appoint 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.

2. The Library Director is responsible for the proper direction and supervision of the staff, for the care and maintenance of library property, for an adequate and proper selection of books in keeping with the

stated policy of the Board, for the efficiency of service to the public, and for operation within the budgeted appropriation.

Article VIII - Audit

1. The books and accounts will be audited every three- (3) years at a minimum or at the discretion of the Board of Trustees.
 - a.) A co-signature shall be required on all checks over \$2,500.00.

Article IX - Amendments

1. These Bylaws may be amended at any regular or special meeting of the Board by a two-thirds vote of the members present at such meeting; provided that specific written notice of the proposed amendment shall have been given in writing to all members of the Board at least five (5) days prior to the date of such meeting.