

BYLAWS OF ROCKVILLE PUBLIC LIBRARY, INC.

As Amended through March 20 2012

BYLAWS
OF
ROCKVILLE PUBLIC LIBRARY, INC.

ARTICLE I
General

These Amended and Restated Bylaws are intended to supplement and implement applicable provisions of law and of the Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) of Rockville Public Library, Inc. (“A Non- profit Corporation”).

ARTICLE II
Offices

The principal office of the Corporation shall be at such place as the Board of Trustees shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Trustees may designate. The Corporation shall continuously maintain within the State of Connecticut a registered office at such place as may be designated by the Board of Trustees.

ARTICLE III
Membership

The Corporation shall have no members.

ARTICLE IV
Board of Trustees

Section 4.1 Power of Board and Qualification of Trustees. All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of the Board of Trustees. A Trustee need not be a resident of the State of Connecticut.

Section 4.2 Number of Trustees. The number of Trustees constituting the entire Board of Trustees shall be not be fewer than nine (9) or more than seventeen (17). The number of Trustees constituting the Board of Trustees shall be the number prescribed by the Trustees within the foregoing range or, if no such number has been prescribed, shall be the number of Trustees then in office. The number of Trustees may be increased or decreased by action of the Board of Trustees.

Section 4.3 Election and Term of Trustees. As provided in the Certificate of Incorporation, the Board of Trustees shall be a staggered Board, as follows: the Trustees of the Corporation shall be divided, as to their term of office, into three (3) groups, as nearly equal in number as possible, so that the term of office of one group of Trustees shall expire in alternating years. At each Annual Meeting of the Board of Trustees, the Trustees shall elect or re-elect Trustees to replace those Trustees whose terms are expiring, each Trustee to serve a term of three years. If the number of Trustees is changed by the Board

of Trustees in accordance with the Bylaws, any increase or decrease shall be apportioned among the groups of Trustees so as to maintain the number of Trustees in each group of Trustees as nearly equal as possible. These requirements will become effective with the adoption of the bylaws.

Section 4.4 Emeritus Trustees. In addition to the Trustees elected as above, any Trustee whose term would otherwise expire pursuant to the limitations contained in Section 4.3 shall be “grandfathered” onto the Board and shall be deemed an Emeritus Trustee. Emeritus Trustees shall be invited to attend Board meetings and serve on committees, but shall not have the right to vote. Emeriti do not count toward a quorum.

Section 4.5 Removal of Trustees. Except as may otherwise be provided in the Certificate of Incorporation, any one or more of the Trustees may be removed with or without cause at any time by action of the Board of Trustees of the Corporation. A Trustee may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose or one of the purposes, of the meeting is the removal of the Trustee.

Section 4.6 Resignation. Any Trustee may resign at any time by delivering written notice to the Board of Trustees, its President, or the Secretary of the Corporation. Such resignation shall take effect when such notice is so delivered unless the notice specifies a later effective date.

Section 4.7 Newly-Created Trusteeships and Vacancies. Newly created trusteeships, resulting from an increase in the number of Trustees, and vacancies occurring in the Board of Trustees for any reason, shall be filled by the Board. Such vacancy shall be filled until the next annual meeting at which Trustees are elected or for the unexpired portion of the term, if applicable.

Section 4.8 Meetings of the Board of Trustees. An annual meeting of the Board of Trustees shall be held each year on the second Wednesday of January or on some other date to be determined by the Board, at the Rockville Public Library, 52 Union Street, Vernon, CT 06066 at such time as shall be fixed by the Board, for the election of Trustees and Officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Trustees shall be held at such times as may be fixed by the Board. Special meetings of the Board of Trustees may be called at any time by the President of the Board or a majority of the Trustees.

Regular and special meetings of the Board may be held at any place in or out of the State of Connecticut. Written or electronic notice of each regular or special meeting of the Board shall be given to a Trustee not fewer than five (5) days prior to the date of the meeting. A notice of meeting shall specify the principal subject matters expected to be acted upon at the meeting, shall include the date, time and place of the meeting, and shall be given personally, by U.S. Mail or electronic mail

A Trustee may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the Trustee, and shall be delivered to the Secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A Trustee’s attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such Trustee objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 4.9 Quorum of Trustees and Voting. Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, a majority of the number of Trustees seated in accordance with Section 4.2, but in no event fewer than five (5), Trustees shall constitute a quorum for the transaction of business or of any particular business. Except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, the vote of a majority of the Trustees present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board. Voting by proxy is not permitted.

Section 4.10 Action without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken shall be signed by each Trustee and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.10 is the act of the Board of Trustees when one or more consents signed by all the Trustees are delivered to the Corporation. The consent may specify the time at which the action taken there under is to be effective. Voting may be done by e-mail in accordance with the established procedures of the Board of Trustees.

Section 4.11 Meetings by Audio or video Conference. Any one or more members of the Board of Trustees may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Trustees participating in the meeting may simultaneously hear each other during the meeting. A Trustee participating in a meeting by such means is deemed to be present in person at the meeting.

Section 4.12 Ex officio Trustees. As set forth in more detail in Section 5.4(E) and Article VII, the Library Director and the Chair of the "Friends of Rockville Library" Committee shall be non-voting, ex officio members of the Board of Trustees.

Section 4.13 Compensation of Trustees. No Trustee shall receive compensation for services rendered to the Corporation in such capacity, but Trustees shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, consistent with the requirements of section 33-1092 of the Connecticut General Statutes. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board of Trustees, subject, however, to Article VIII of these Bylaws and to sections 33-1127 through 33-1139 of the Connecticut General Statutes.

Section 4.14 Minutes. The Secretary shall record or arrange to be recorded the minutes of each meeting of the Board of Trustees and upon adoption by the Board of Trustees shall retain such minutes with the permanent records of the Corporation.

ARTICLE V *Committees*

Section 5.1 Committees. The Board of Trustees may create one or more committees and appoint one or more members of the Board to serve on them. The committee may include non-Trustees

and must be chaired by a Trustee. The President shall appoint the chairperson of each committee. The creation of a committee and the appointment of Trustees to a committee shall be approved by a majority of all the Trustees in office when the action is taken. Unless otherwise specified by the Board, all committees shall be advisory only, and shall not have the power to bind to Corporation.

The Board of Trustees may appoint one or more Trustees as alternate Trustees to replace any absent or disqualified Trustee during the Trustee's absence or disqualification.

Section 5.2 Committee Rules. Sections 4.8, 4.9, 4.10 and 4.11 of these Bylaws, which govern meetings, action without meetings, participation in meetings by conference telephone, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees, apply to committees and their members as well, except that committees shall not be required to hold annual meetings.

Section 5.3 Compliance with Standards of Conduct. The creation of, delegation of authority to, or action by a committee does not alone constitute compliance by a Trustee with the standards of conduct described in Section 33-1104 of the Connecticut General Statutes.

Section 5.4 Standing Committees

A. **Executive Committee.** The Executive Committee shall be comprised of the officers of the Corporation, the Chair of the Finance Committee, the Chair of the Personnel Committee, and the Immediate Past President who must be a member of the Board of Trustees. The Library Director shall serve as a nonvoting *ex officio* member. The Executive Committee shall meet in accordance with a schedule adopted by the Committee or at the call of the Chair. The Executive Committee shall perform an annual evaluation of the Library Director, and shall establish his or her salary subject to the approval of the Board of Trustees. In addition, the Executive Committee shall meet as necessary between regularly scheduled Board meetings. All actions taken by the Executive Committee shall be reported to the Board of Trustees at its next meeting.

B. **Finance Committee.** The Board of Trustees shall appoint a Finance Committee which shall consist of not fewer than three (3) Trustees plus such other persons as the Board shall deem appropriate. The Finance Committee shall be responsible for the budget, management of the endowment and long-range financial planning.

C. **Building and Grounds Committee.** The Building and Grounds Committee shall consist of not fewer than three members. The Committee shall assist the Library Director in seeing to maintenance of the building and grounds.

D. **Personnel Committee.** The Personnel Committee shall consist of not fewer than three members. The Committee shall be responsible for overseeing personnel matters and, other than as set forth in Section 5.4(A) above, establishing salary schedules of the staff with input from the Library Director.

E. **Friends of the Rockville Public Library.** The Friends of Rockville Library shall serve as advocate for and generate community support for the Rockville Public Library. This committee may engage in various activities to fulfill its mission, including fundraising on behalf of the Corporation, in consultation with the Board of Trustees. The Chair of the Committee shall be an *ex officio*, non-voting member of the Board of Trustees.

F. **Governance Committee.** The Governance Committee shall consist of not fewer than three members and may include nontrustees. The Chairperson must be a trustee. Its purpose is to assure that the Board is adequately and appropriately staffed to provide governance and to further the organization's mission. To this end, it will present a slate of officers to the Board at its annual meeting. It is responsible for maintaining an up-to-date strategic plan for the Library and seeing to the evaluation of the Library's performance relative to said plan. It shall review the by-laws annually.

G. **Fund Development Committee.** The Development Committee shall consist of not fewer than three members and may include nontrustees. The Chairperson must be a trustee. Its purpose is to help the Board carry out its function related to assuring the Library's fiscal health through philanthropy and fund development. It partners with staff to institutionalize the philanthropic process by maintaining an up-to-date strategic plan for fund development.

H. **Insurance Committee:** The Insurance Committee shall consist of not fewer than three members and may include nontrustees. The Committee shall be responsible for all insurance matters including, but not limited to, Health, Property and Liability Insurance, and Directors and Officers Liability Insurance.

Section 5.5 Minutes of Committee Meetings. Each Committee shall keep regular minutes of its proceedings and report, in writing to, the same to the Board of Trustees. Such minutes shall be retained with the permanent records of the Corporation.

ARTICLE VI *Officers*

Section 6.1 Officers; Eligibility. The Board of Trustees shall elect from among them a President, Vice President, Secretary, Treasurer, , and such other officers as determined by the Board of Trustees.

Section 6.2 Term of Office and Removal. Each officer shall hold office for one year and until his or her successor has been appointed and qualified. All officers shall be appointed at the annual meeting of the Board of Trustees or at any other meeting of the Board as the Board may determine. Any officer may be removed by the Board of Trustees at any time with or without cause. Re-election or appointment of an officer shall not of itself create any contract rights in the officer or the Corporation. There shall be no limit to the number of times an officer can be re-elected to a particular office.

Section 6.3 Resignation. Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Board of Trustees, its President, or the Secretary of the Corporation.

Section 6.4 Powers and Duties of Officers.

A. **President.** The President shall preside at each meeting of the Trustees and shall have such powers and duties as usually pertain to the office of President and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Trustees or by law. In general, the President shall consult with and advise

the Library Director, if any, with respect to the achievement of the mission of the Corporation. If there is no Library Director, the President shall assume the duties of the Executive Trustee.

B. ***Vice President.*** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Trustees.

C. ***Secretary.*** The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Trustees and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, and he or she shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by his or her signature. The Board of Trustees may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

D. ***Treasurer.*** The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Trustees, and such other duties as shall from time to time be assigned by the Board.

ARTICLE VII ***Library Director***

Library Director. The Library Director shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board of Trustees. The Library Director shall serve at the pleasure of the Board of Trustees, and shall be a non-voting ex officio member of the Board of Trustees. The Library Director shall see that all orders and resolutions of the Board of Trustees are carried into effect. In general, the Library Director shall perform other duties as may from time to time be assigned to him or her or specifically required to be performed by him or her, by these Bylaws, by the Board of Trustees or by law. The compensation and terms of employment of the Library Director shall be determined at least annually by the Board of Trustees. If there is no Library Director, the President shall assume the duties, but not the compensation, of the Library Director. In the event that the President of the Board of Trustees is unable or unwilling to assume those duties, the Board of Trustees will appoint a temporary Library Director.

ARTICLE VIII ***Trustees' Conflicting Interest Transactions***

Section 8.1 Conflicts of Interest; Adoption of Policy. The Corporation shall adopt a conflict of interest policy to assure that any potential "Conflicting Interest Transaction" as that term is defined in Section 33-1127 of the Connecticut General Statutes, or any potential "Excess Benefit Transaction" involving a "Disqualified Person," (including a trustee or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite

disclosure, determinations and voting by Trustees as provided in Sections 33-1129 and 33-1130 of the Connecticut General Statutes and under any relevant regulations of the Internal Revenue Service.

Section 8.2 Disclosure; Annual Review of Policy. The conflict of interest policy shall be reviewed by the Board at least annually. At the time of their election or appointment, each Trustee or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the Trustee or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office, and copies shall be distributed to all Board members for their reference. These statements shall be updated annually and any additions or other changes shall be made by the Trustee or officer in writing as they occur.

ARTICLE IX *Governance*

Section 9.1 Fiscal Year. The fiscal year of the Corporation shall end on June 30.

Section 9.2 Checks, Notes and Contracts. The Board of Trustees shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.3 Books and Records. The Corporation shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the Board of Trustees and any committee of the Corporation, and a current list of the Trustees and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.4 Strategic Plan. The Board of Trustees shall prepare and shall adopt a comprehensive strategic plan for the Library. It shall review the plan annually and it shall revise the plan at intervals not to exceed five years.

Section 9.5 Amendments to Bylaws. Subject to the notice requirements of Section 4.8, the Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the Trustees present at a meeting of the Board of Trustees at which a quorum is present. Notice of any meeting at which the Bylaws are to be amended must state that the purpose or one of the purposes, of the meeting is to amend the Bylaws, and shall include the text of the proposed amendment.

Section 9.6 References. Reference in these Bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these Bylaws to a provision of the Connecticut General Statutes or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

