

BY-LAWS OF THE WATERFORD PUBLIC LIBRARY, INC.

Revision Adopted January 8, 2002, Amended January 14, 2003

ARTICLE ONE - GENERAL

Section 1.1 Name. The name of the corporation is: THE WATERFORD PUBLIC LIBRARY, INC.

Section 1.2 Creation/Location. The corporation exists under the laws of the State of Connecticut. Its principal office is located at 49 Rope Ferry Rd., Waterford, Connecticut.

ARTICLE TWO - PURPOSE

Section 2.1 Purpose.

(a) To establish and perpetually maintain a free public library for the benefit of the inhabitants of the Town of Waterford, and to promote all the purposes which usually appertain to such libraries.

(b) To receive, purchase, accept, hold, use, manage, sell and dispose of property, real or personal, given, transferred, devised or bequeathed to this corporation in trust or otherwise, for the aforesaid purposes and for purposes incidental thereto or connected therewith.

ARTICLE THREE - GOVERNMENT

Section 3.1 Board of Trustees. The corporation shall be managed by a Board of Trustees. The Board of Trustees shall be composed of 12 persons, who are residents of the Town of Waterford, elected by the Board in accordance with Section 3.4 hereinafter. The Board shall be self-perpetuating through the provisions set forth hereinafter for electing trustees and filling vacancies in trustee positions. No employee of the corporation shall be eligible to be a trustee. (Amended July 20, 2010).

Section 3.2 General Powers. The Board of Trustees shall have all the powers necessary or appropriate for the administration of the corporation and as permitted by law. Said powers shall include, but not be limited to:

- (a) Direction and supervision of its officers and employees;
- (b) Hire and appoint staff adequate and appropriate for the operation of the corporation or authorize the hiring and/or firing of staff;
- (c) Prescribe duties and responsibilities for the corporation's staff;
- (d) Authorize the prescribing of duties and responsibilities for its staff;
- (e) Form special committees of members of the Board and those who are not members;
- (f) Own, lease, operate, and/or manage such real and personal property as may be necessary and appropriate for the operation of the corporation;
- (g) Establish rules and regulations for the operation of the corporation and its facilities; and
- (h) Receive committee reports and dismiss committees.

Section 3.3 Role of Board of Trustees. The Board of Trustees shall:

- (a) Establish policies for the operation of the corporation and review such policies from time to time as appropriate;
- (b) Seek adequate funding to achieve the purposes of the corporation, adopt an annual operating budget, and approve any capital expenses;
- (c) Employ an Executive Director to manage the corporation;
- (d) Develop long range plans for the goals, objectives, growth and development of the corporation as consistent with its purpose and fiscally sound operation; and
- (e) Monitor the results of the corporation/s programs and attainment of its purposes.

Section 3.4 Election and Term of Office. The Board of Trustees consists of 12 Trustees. At the annual meeting each year one third of the membership of the Board shall be elected at the annual meeting (see Section 3.6) to serve for a three year term from the time of their election and shall remain in office until their successors are elected and qualified. The First Selectman, or other chief executive officer of the Town of Waterford, and the Chairmen of the Education and Finance Standing Committees of the Representative Town Meeting shall be ex-officio members of the Board of Trustees with full right to vote.

Section 3.5 Vacancies. Any vacancy on the Board of Trustees may be filled for the unexpired portion of the vacant term by vote of the Trustees remaining in office at any regular or special meeting of the Board.

Section 3.6 Regular, Annual and Special Meetings.

(a) There shall be regular meetings of the Board of Trustees in July, September, November, January, March and May. Such meetings shall be held at the corporation/s main office, 49 Rope Ferry Road, Waterford, Connecticut, at a day and hour of the day as from time to time determined by resolution of the Board, and notice thereof need not be given. If no resolution should be in effect, regular meetings of the Board shall be called in the same manner provided hereinafter for special meetings of the Board, except that the purpose of any regular meeting need not be specified in the call thereof.

(b) At the annual meeting in July of each year the Board shall elect Trustees as set forth under Section 3.4. supra. At the annual meeting the Board shall also elect an Executive Committee as provided for under Section 3.9 infra. After the election of the Board members at the annual meeting, the officers of the corporation shall be elected as provided for under Section 4.2 infra.

(c) Special meetings may be called at any time by the President or upon the written request of three or more members of the Board. The business of any such special meeting shall be limited to the purposes set forth in the notice of special meeting. The Secretary shall provide written notice of any special meeting of the Board. Such notice shall indicate the time, date and place of the special meeting and of the purpose of such special meeting. The Notice shall be given by regular mail (to each Trustee/s last listed mailing address) not less than seven days prior to any such meeting. Such notice shall be deemed given and received as of the date of mailing. In addition to notice by regular mail, the secretary, or such person as the secretary may designate, shall attempt to notify each member of the Board of Trustees by one or more of the following means: phone, in person, facsimile, e-mail, or other then recognized means of communication.

(d) Five members shall constitute a quorum at any regular or special meeting of the Board of Trustees. If at any meeting of the Board there is less than a quorum present, the majority of those present may adjourn the meeting to a definite date, time and place. At such adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 3.7. Vote Required. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by the Certificate of Incorporation, these Bylaws, private agreement or public law. To the extent permitted by law, any lawful action of the Board may be taken without a meeting if written consent to such action is signed by all Trustees then serving and filed with the minutes of the Board.

Section 3.8 Waiver of Notice. Attendance by a Trustee at any meeting of the Board shall be a waiver by such Trustee of the date, time, place and purpose thereof, except when such attendance is for the express purpose of objecting to the transaction of any business on the ground of illegality in the convening of such meeting. If all the Trustees are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting. The business to be transacted at such meeting need not be specified in the notice or call of such meeting, unless specifically required by the Certificate of Incorporation, these Bylaws, private agreement or public law.

Section 3.9. Executive Committee. There shall be an Executive Committee of the Board consisting of the President of the Board, the Treasurer of the Board, and one other member of the Board. All three members must be present to constitute a quorum. The Executive Director shall be an ex-officio member of the Executive Committee without voting privileges. The Executive Committee shall have the following powers and duties:

a) to review and approve any emergency expenditure not contained in the corporation/s budget, which expenditure shall be reported to the Board at its next regular meeting;

b) to review and act upon any emergency situation relating to the management of the corporation where it is not practical or possible to delay action until a special or regular meeting of the Board can be convened; and

c) in an emergency the Executive Committee may take such action as it deems reasonable under the circumstances and such action shall be binding upon the Board and the corporation provided that any such action of the Executive Committee be by unanimous vote.

Section 3.10 Removal of Trustee or Officer. Any Trustee or Officer may be removed from office with or without cause upon a vote of 75% of all current Trustees.

Section 3.11 Probation Period. Newly elected Trustees will be considered on probation for their first twelve months of service. A probationary member may be removed from office with or without cause upon a majority vote of Trustees comprising a quorum at any regular meeting of the Board of Trustees.

Section 3.12 Attendance Requirement. It is the responsibility of a Trustee to attend all regular and special meetings of the Board of Trustees whenever reasonably possible. Any Trustee who cannot attend a regular or special meeting of the Board of Trustees shall notify the President or Library Director as soon as practical. Any Trustee who is absent without excuse from either two consecutive regular meetings of the Board of Trustees, or three regular meetings of the Board of Trustees in any fiscal year, shall be subject to removal from the Board of Trustees, upon the recommendation of the Nominating Committee and pursuant to Section 3.10.

ARTICLE FOUR - OFFICERS

Section 4.1 Officers. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. In addition to such powers and duties as the Board may prescribe, and except as may be otherwise provided by the Board, each officer shall generally have the powers and duties which by law and general usage relate to his/her office, and as set forth under Section 4.3 infra.

Section 4.2 Election. Term of Office. The officers shall be elected at the annual meeting and shall serve for a term of one year, and remain in office until their successors are elected and qualified.

Section 4.3 Specific Duties.

(a) President. The President shall be an ex-officio member of all committees with a vote. The President shall perform all the duties devolving upon a presiding officer. The President shall appoint and assign committee memberships, and may from time to time create special committees.

(b) Vice-President. The Vice-President shall act in the absence of the President.

(c) Secretary. The Secretary shall keep a record of all of the proceedings of the Board in minute form and present the same to Board at each subsequent meeting for ratification and approval, preserve its papers, issue notice of regular and special meetings as from time to time required, maintain an accurate record of the terms of each Trustee, and attend to such correspondence as the Board shall from time to time direct.

(d) Treasurer. The Treasurer shall receive all monies from whatever source. The Treasurer shall keep and maintain an account of all receipts and disbursements and shall make a written report to the Board at regular meetings. The Treasurer shall prepare an annual financial report to the Town covering the fiscal year and make such reports to the State of Connecticut as may from time to time be required. The Treasurer shall be bonded at the expense of the corporation.

ARTICLE FIVE - OTHER

Section 5.1 Committees and Their Duties. In addition to the Executive Committee as provided for under Section 3.9 there shall be the following standing Committees: a Finance Committee, a Property Committee, and a Nominating Committee. The President of the Board may appoint such other committees as are deemed necessary and appropriate.

(a) The Finance Committee shall consist of such members as from time to time appointed by the President (not less than three), one member being the Treasurer, ex-officio with vote. A majority of members shall represent a quorum for all transactions to be brought before the Committee. The Committee shall monitor the corporation/s fiscal status and from time to time make recommendations to the Board relating to the corporation/s budget, and proposed budget. The Committee shall be empowered to supervise and manage the insurance and investments of the corporation, including the sales and purchases of any and all of its securities. The Treasurer and the President shall have the power to negotiate all papers and documents necessary to complete such transactions. The Committee shall cause the books and accounts of the corporation to be submitted to an annual audit by a qualified certified public accountant (or firm).

(b) The Property Committee shall consist of such number of members (not less than two) as from time to time appointed by the President, and it shall monitor the condition of the corporation/s property (buildings, grounds, furniture, fixtures, and equipment) and from time to time make recommendations to the Board relating to its upkeep, replacement and/or improvement.

(c) The Nominating Committee shall consist of such members (not less than three) as from time to time appointed by the President. The Nominating Committee shall present to the Board a slate of Trustees and officers to be elected at the annual meetings. The Committee shall also present nominations for any vacancy (Board or Officer) which may occur between elections.

Section 5.2 Fiscal Year. The corporation/s fiscal year shall run from July 1st through June 30th.

Section 5.3 Amendment of By-Laws. These By-Laws may be amended, altered or repealed at any annual meeting of the Board or at any special meeting provided that notice of the proposed amendment, alteration or repeal shall have been set forth in full detail in the call for the meeting and notice and call issued in accordance with Section 3.6 (b) supra.