

BY-LAWS

OF THE

CH BOOTH LIBRARY BOARD OF TRUSTEES

As Amended Through October 11, 2017

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BY-LAWS
OF THE
CYRENIUS H. BOOTH LIBRARY BOARD OF TRUSTEES

PREAMBLE

The Cyrenius H. Booth Library plays an important academic, cultural, and social role in the Newtown community, and each member of the Board of Trustees contributes his or her time and energy to ensure that the library remains relevant and achieves excellence in a changing and competitive environment.

The CHB Library Board is an active and democratic board that meets regularly for the purpose of providing oversight and direction for the library. All board members join in one or more committees and attend monthly board and committee meetings. The role of the board member is to make a real and substantive contribution to the mission of the library in all of the following ways:

1. Believe in and be an active advocate for the mission and vision of the library.
2. Adhere to a high standard of ethical conduct.
3. Contribute to the effective operation of the Board.
4. Regularly attend Board and committee meetings and actively engage in those meetings.
5. Attend library programs and fund-raising events.
6. Identify and cultivate relationships to support the library.
7. Contribute personal and professional expertise for the benefit of the library.
8. Financially contribute to the library and assist in all fund-raising efforts.
9. Avoid conflicts of interest and keep the Board apprised of any conflicts whether they are real or perceived.
10. Self-evaluate performance and step down if unable to fulfill expectations.

1.0 NAME, PURPOSE, MEMBERS AND AUTHORITY

1.1 Name. The name of this corporation is, as set forth in Special Act No. 108 of the 1931 Session of the Connecticut General Assembly, The Trustees of the Cyrenius H. Booth Library. This corporation may be referred to as The Cyrenius H. Booth Library or, hereafter as The Library.

1.2 Authority and Purpose. The Library was established pursuant to the provisions of the Last Will and Testament of the late Mary E. Hawley and the provisions of the said Special Act No. 108 for the purpose of erecting, equipping and maintaining a free public

library in Newtown, Connecticut, which may be hereafter referred to as the Town.

1.3 Members. All of the business, properties and management of the Library shall be controlled by the Board of Trustees, which may be hereafter referred to as the Board.

1.4 Tax Exempt Status.

- a. The Library shall be at all times conducted as an "Exempt Organization" within the meaning of the provisions of Section 501(c) of the Internal Revenue Code, as amended, and the regulations promulgated thereunder. Any reference herein to any provision of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder, and shall be deemed to mean, such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be. This corporation shall not have or exercise any power or authority, either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity which would prevent it from qualifying and continuing to qualify as an Exempt Organization under Section 501(c) (3) of the Internal Revenue Code or as an organization, contributions to which are deductible under Section 170(c) (2) of such Internal Revenue Code and Regulations.
- b. The Library's purposes shall be confined to those which are strictly scientific, educational and charitable, and for the public benefit, and not for pecuniary profit nor for the benefit of any individual or special interest group but rather for the benefit of the general public at large.
- c. All of the Library's assets and earnings shall be used exclusively for the purposes set forth in its Certificate of Incorporation and these Bylaws, including the payment of expenses incidental thereto, and no part of the net earnings of the Library shall inure to the benefit of any member, director, officer of the Library, or any private individual (except that reasonable compensation may be paid for the services rendered to or for the Library affecting one or more of its purposes), and no member, director, officer of the Library, or any private individual shall be entitled to share in the distribution of any of the Library's assets on dissolution of the Library. No part of the activities of the Library shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Library shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- d. In the event of the termination, liquidation, dissolution or winding up of this Library, whether voluntary or involuntary, in any manner or for any reason whatsoever, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other

property received by the Library, shall be distributed as provided for by the laws of the State of Connecticut, particularly Section 33-1174 et seq. of the Connecticut General Statutes, provided that such distribution of the remaining assets of the Library shall be made only to one or more organizations as has, or have at the time of such distribution, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended.

- e. The Library shall not have any objectives, nor shall it engage in any activities, which would cause it to be characterized as an "action Organization" as that term is defined in Regulation 1.501(c)(3) under said Internal Revenue Code.

2.0 ADMINISTRATION

2.1 Board of Trustees. The Board of Trustees, consisting of individual trustees ("Trustees") elected in accordance with Article 3 below, shall manage the affairs of the Library, subject to its delegation powers described in Section 2.3 below.

2.2 Action by the Board of Trustees. Unless otherwise prescribed by these by-laws or the laws of the State of Connecticut, all action taken by the Board of Trustees shall be by affirmative vote of a majority of the Trustees present to vote at a meeting of the Board of Trustees at which there is a quorum. Each Trustee shall have one vote; no persons other than Trustees shall be allowed to vote. Any action taken by any committee or subcommittee of the Board of Trustees shall not be deemed to be action taken by the Board of Trustees.

2.3 Delegation. The Board of Trustees in its sole discretion may delegate its authority to the staff of the library or to any other appropriate person or entity, other than with respect to those duties and responsibilities generally enumerated in Section 2.4 below. The Board reserves the right to revoke such delegated authority at any time.

2.4 Duties and Responsibilities of the Board of Trustees. The Board of Trustees shall:

- a. Appoint the Library Director.
- b. Approve the Executive Committee's annual review of the Director's performance and recommended compensation on an annual basis.
- c. Oversee the preparation and submission of the Library's budget to the Town of Newtown.
- d. Coordinate and conduct development and other fundraising activities.
- e. Oversee and manage the Library's investments and/or endowment.
- f. Establish and enforce the policies of the Library.
- g. Develop and cause the execution of a strategic plan for the Library.
- h. Elect the Officers of the Board and new Trustees.
- i. Review and evaluate the Board of Trustees on an annual basis.
- j. Remove Officers, Trustees and the Library Director from their positions in accordance with these by-laws.

- k. To appoint, on an annual basis, the Library's auditor.
- l. Perform such other action consistent with the purpose of the Library.

2.5 Policies. The Board of Trustees shall develop and maintain a set of policies to govern and guide the Library. Each policy shall be initially approved by the affirmative vote of at least 75% of all current Trustees. Any policy may be subsequently reviewed and revised, *provided, however*, that any revision and/or amendment to any existing policy shall be approved by the affirmative vote of at least 75% of all current Trustees. These by-laws and all policies of the Library shall be publicly available.

2.6 Library Director. The chief executive and administrative officer of the Library shall be the Library Director, who shall have all the powers and authority necessary to manage and operate the Library under the review and direction of the Board of Trustees. The Library Director shall carry out the policies established by the Board of Trustees, and shall report directly to the Board of Trustees. The Library Director is expected to attend Board of Trustees meetings. The Director shall notify the president when unable to attend.

2.7 Assistant Library Director. The Library Director may appoint an Assistant Library Director subject to the approval of the Board. The Assistant Library Director shall report to the Library Director.

2.8 Other Personnel. The Library Director shall appoint all other Library personnel, all of whom shall report directly or indirectly to the Library Director. Any direct report additions or changes are subject to the approval of the Board.

2.9 Compensation of Library Staff. The Board of Trustees shall determine the compensation for the Library Director, which shall be reviewed on an annual basis. Subject to the Library's budget, the Library Director shall determine the compensation for all other Library employees in consultation with the Treasurer of the Board.

3.0 TRUSTEES

3.1 Powers. Each Trustee shall have the powers provided under these by-laws and the laws of the State of Connecticut.

3.2 Compensation. No member of the Board of Trustees, no officer of the Library, and no member of any committee of the Library shall be paid for his or her services as such.

3.3 Conflict of Interest. No Trustee shall have any direct or indirect pecuniary, financial, economic or other material personal or individual beneficial interest with respect to any activity involving such Trustee and relating to the Association and the Library. A Trustee who discovers that he or she has an actual or potential conflict of interest as described in

the preceding sentence shall (i) fully, completely and immediately disclose the existence of such conflict of interest to the Executive Committee and (ii) recuse himself or herself from all discussions, deliberations and proceedings relating to the activity that is the subject of the actual or potential conflict of interest. The Executive Committee shall determine, after a full investigation, whether there is a conflict of interest. If the Executive Committee determines that there is a conflict of interest, it shall take all appropriate and necessary action to resolve and eliminate such conflict.

3.4 Number of Trustees. There shall be a Board of Trustees of the Library consisting of sixteen (16) persons who shall be residents and electors of the Town.

3.5 Appointment by the Town of Newtown. Eight (8) trustees shall be appointed by the First Selectman with the approval of the Board of Selectmen in conformance with the Charter of the Town of Newtown.

3.6 Election by the Board of Trustees. Eight (8) trustees shall be elected by the vote of the remaining trustees present and voting at a meeting warned for the purpose

3.7 Start of Term. Each year at the July Annual Meeting Trustees shall be elected by the Board to serve for a term of four (4) years and each year Trustees shall be appointed pursuant to Section 3.5 above to fill vacant seats.

3.8 Term of Service. Trustees shall serve four (4) year terms. A Trustee filling a vacancy shall serve to the end of the term of the Trustee they are replacing and then begin serving their own four (4) year term. No Trustee shall serve more than eight (8) consecutive years. Said Trustee shall be ineligible to serve as a Trustee for a period of two (2) years.

3.9 Resignation. A Trustee may resign for any reason or for no reason at any time. Such Trustee should provide reasonable and timely notice to the President of the Board of Trustees of such resignation.

3.10 Removal. A member of the Board unable to perform his or her duties or absent three (3) consecutive regular meetings without excuse from the President may be removed by the Board. In addition, any member of the Board may be removed with or without cause at any meeting of the Board upon the affirmative vote of at least 75% of all current Trustees, provided that each member of the Board shall have been given written notice prior to the meeting that a purpose of the meeting is to consider the removal of the member in question. The effective date of removal shall be the date of the meeting at which the vote of the Board regarding the member in question occurred, unless otherwise provided by the Board. A member of the Board removed in accordance with this Section shall be notified in writing of the removal.

Appointed members of the Board may be removed for cause in accordance with Section 4-40 of The Charter of the Town of Newtown.

3.11 Vacancies. Any vacancy resulting from the death, incapacity, disqualification, resignation or removal of a Trustee shall be filled in accordance with Sections 3.5 and 3.6 above. Vacancies in offices filled by appointment of the Board of Selectmen shall be filled by appointment of the Board of Selectmen; vacancies in offices filled by election by the Trustees shall be filled by the Board. Vacancies in offices filled by election of the Trustees shall be referred to the Governance Committee.

The successor Trustee shall serve for the unexpired term of the Trustee who created the vacancy.

4.0 COMMITTEES

4.1 Standing Committees. There shall be the following four Standing Committees:

- a. Executive Committee.
- b. Governance Committee.
- c. Finance Committee.
- d. Development Committee.

4.2 Special Committees and Subcommittees. The President may establish (i) special committees, such as Building and Grounds, Art and Historical, Friends Liaison, and Long Range Planning in addition to the Standing Committees and (ii) subcommittees of the Standing Committees or other committees, all subject to approval by the Board of Trustees.

4.3 Committee and Subcommittee Chairs. The President shall appoint a Chair or Co-Chair of each Standing Committee and Sub-Committee of the Board (except for the Executive committee) subject to the approval of the Executive Committee.

4.4 The Executive Committee is a Standing Committee of the Board and shall consist of all current officers. The President shall be the Chairman of the Executive Committee. The duties and responsibilities of the Executive Committee shall be:

- a. To transact business of an emergency nature between board meetings, and such other powers as the Board may delegate to from time to time. All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board.
- b. To evaluate the Library Director's performance annually and recommend compensation for the Library Director with input from the Governance Committee. The Board sets the annual compensation for the Library Director.
- c. To oversee and coordinate all committees and subcommittees of the Board of Trustees.
- d. To oversee Standing Committees succession planning.

- e. To oversee Library Director succession planning.

4.5 The Governance Committee is a Standing Committee of the Board. Its purpose is to support the work of the Board by developing and enhancing the capacity of the Board members to govern effectively and efficiently. The duties and responsibilities of the Governance Committee shall be:

- a. To annually nominate and present a slate of officers to the Board of Trustees for election.
- b. To nominate persons to be Trustees and present such persons to the Board of Trustees for election or re-election.
- c. To create a proactive, year-round recruitment process that brings in strong Candidates willing to meet the obligations of a Board Member.
- d. To, in conjunction with the Senior Library Staff, develop and conduct an orientation program for new board members.
- e. To assess the educational needs of the Board and along with Senior Library Staff develop necessary training.
- f. To facilitate Trustees' self-examination, collect and compile results for Board review and action.
- g. To maintain and update a board skills matrix for approval by the Board.
- h. To develop a succession planning process for the Board Chair and other Board leaders.
- i. To oversee the creation, approval and maintenance of the Library's policies.
- j. To periodically review bylaws and recommend any changes to the full Board.
- k. To evaluate Board and committee structure and recommend changes when appropriate.
- l. To assist in annual evaluation of the Library Director.
- m. To maintain a current list of Trustees and their terms and post to Town and Library websites.
- n. To perform such other actions that are consistent with the functions of a governance committee and these by-laws.

4.6 The Finance Committee is a Standing Committee of the Board. Its purpose is to provide financial oversight to the operational, capital and investment activities of the Library. The duties and responsibilities of the Finance Committee shall be:

- a. To prepare, submit and obtain approval of the Library's annual budget.
- b. To oversee the financial activities of the Library.
- c. To oversee the actions and resulting performance of the Trustees of the Mary Hawley Trust and the Knotts Family Trust.
- d. To recommend to the Board of Trustees on an annual basis, the Library's Auditors.

- e. To assist with the preparation of and review the Library's annual filing with the Internal Revenue Service.
- f. To perform such other actions that are consistent with the functions of a finance committee and these by-laws.

4.7 The Development Committee is a Standing Committee of the Board. Its purpose is to devise and recommend to the Board fundraising strategies in order to provide essential funds toward fulfilling the Library's mission. The roles and responsibilities of the Committee shall be:

- a. To actively engage and inspire Trustees, Community, Volunteers, Donors, and Staff in philanthropic activities.
- b. To develop and recommend plans to achieve Board development goals and implement Board approved plans.
- c. To establish dollar and participation goals for individual donors, grants, bequest intentions, friends, and special events.
- d. To build and sustain business and community partnerships.
- e. To solicit tribute gifts and bequest intentions.
- f. To provide consistent updates to the Board on progress against goals.
- g. To identify and seek resources needed to meet goals.
- h. To actively steward current donors and foster a culture of philanthropy.

5.0 OFFICERS

5.1 Officers. The Officers of the Association shall consist of the following:

- a. A President.
- b. A Vice President.
- c. A Secretary.
- d. A Treasurer.

5.2 Election. Officers' Election and Terms. The officers shall be elected annually on the 2nd Tuesday in July by the Board of Trustees from among their number and shall serve until the next annual meeting of the corporation.

5.3 Presentation of Slate of Officers. At the regular meeting preceding the Annual Meeting the Governance Committee shall present a slate of officers to be voted on at the Annual Meeting, in accordance with Section 5.2 of these By-Laws.

5.4 Term of Office. The term of each Officer shall be for one year, beginning on the first day of the Fiscal Year immediately following the date of such Officer's election. No Officer may serve more than four full consecutive years in the same position. The Board may extend this limit by one additional year with an affirmative vote of at least 75% of all current trustees.

5.5 President. The duties and responsibilities of the President shall be:

- a. To serve as chair of the Board of Trustees and to preside at all meetings of the Board of Trustees.
- b. To oversee and coordinate all business of the Board of Trustees.
- c. To prepare the agenda for all meetings of the Board of Trustees.
- d. To serve as the chair of the Executive Committee.
- e. To report the activities of the Executive Committee to the Board of Trustees on a regular and timely basis.
- f. To be the primary spokesperson for the Board of Trustees to the Town of Newtown and to the community at large.
- g. To serve as an ex-officio member of all committees.
- h. To appoint members of all committees, (except for Executive Committee).
- i. To execute documents on behalf of the Board and Library.
- j. To appoint chairs of all committees (except for Executive Committee) subject to approval of the Executive Committee.
- k. To perform such other actions consistent with the title and position of President of the Board of Trustees.

5.6 Vice President. The duties and responsibilities of the Vice President shall be:

- a. To serve as vice chair of the Board of Trustees and to preside at all meetings of the Board of Trustees when the President is unavailable or delegates such authority.
- b. To assist in the preparation of the agenda for all meetings of the Board of Trustees.
- c. To coordinate with the President all business of the Board of Trustees.
- d. To serve as the vice chair of the Executive Committee.
- e. To be the primary spokesperson (after the President) for the Board of Trustees to the Town of Newtown and to the community at large.
- f. To serve as an ex-officio member of all committees.
- g. To execute documents on behalf of the Board of Trustees in the absence of the President.
- h. To perform such other actions consistent with the title and position of Vice President of the Board of Trustees

5.7 Secretary. The duties and responsibilities of the Secretary shall be:

- a. To serve as a member of the Executive Committee.
- b. To keep a record of the proceedings of each meeting of the Board of Trustees and to file minutes with the Town Clerk.
- c. To send notifications and agendas of all meetings of the Board of Trustees to the Town Clerk.
- d. To oversee all correspondence from the Board of Trustees.
- e. To serve as President if the President, the Vice President – for whatever reason – are not available.
- f. To perform such other actions and activity that are consistent with the title and position of Secretary of the Board of Trustees.

5.8 Treasurer. The duties and responsibilities of the Treasurer shall be:

- a. To serve as a member of the Executive Committee.
- b. To be the custodian of all moneys and funds belonging to the Library.
- c. To present a written financial report to the Board of Trustees at the Annual Meeting and at all Regular Monthly Meetings.
- d. To coordinate the preparation of the annual budget with the library director and liaise with town officials as required.
- e. To serve as President if the President, the Vice President, and the Secretary – for whatever reason – are all not available.
- f. To perform such other actions and activities that are consistent with the title and position of Treasurer of the Board of Trustees.
- g. To perform the preparation of the annual budget with the Library Director and liaise with town officials as requested.

5.9 Officer Vacancies. Unless otherwise authorized by the affirmative vote of at least 75% of all current Trustees, a replacement for any vacancy resulting from the death, incapacity, disqualification, resignation or removal of an Officer shall be elected by the current Board of Trustees. The Governance Committee shall timely present in writing such replacement for such vacancy to the Board of Trustees, and the Board of Trustees shall timely vote on such replacement.

6.0 MEETINGS

6.1 Quorum. A quorum shall consist of 50% of the then current members serving on the Board

of Trustees.

6.2 Voting. Any action by the Board of Trustees shall be by affirmative vote of a majority of those Trustees in attendance at the meeting, unless otherwise required by these bylaws or by the Connecticut General Statutes.

6.3 Attendance. All board members are expected to attend all meetings. If you are unable to attend, please notify the President or Secretary.

6.4 Notification and Place of Meetings. Notice of all Regular Meetings shall be filed with the Town Clerk by January 31st of that calendar year. Agendas shall be available no less than 24 hours prior to a Regular Meeting. Notice shall be filed with the Town Clerk and the Library at least 24 hours before any Special Meeting.

6.5 Annual Meeting. The Annual Meeting shall immediately precede the regular July meeting.

6.6 Regular Monthly Meetings. Regular meetings of the Board of Trustees shall be held at 7:00 PM on the second Tuesday of each month of the year.

6.7 Special Meetings. Special meetings may be called by the President or at the written request of five members, which request shall specify the purpose for said meeting.

6.8 Committee and Subcommittee Meetings. Committee and subcommittee meetings shall be scheduled by the chair of such committee or subcommittee in his or her sole discretion. All committee and subcommittee members shall be timely notified of such meeting, and such meetings shall be held in accordance with the requirements of FOIA.

6.9 Succession of Presidency at Meetings. At all meetings of the Board of Trustees, the President shall preside. In the absence of the President, the Vice-president shall preside, and if both are absent, the Secretary or Treasurer shall preside over the meeting.

7.0 MISCELLANEOUS

7.1 Effective Date. These by-laws shall become effective on November 10, 2015 and as amended through October 11, 2017.

7.2 Fiscal Year. The Library's fiscal year shall begin on July 1st and end on the following June 30th.

7.3 Parliamentary Procedures. The Board of Trustees shall adhere to the parliamentary procedures as specified in the current edition of *Robert's Rules of Order*, with such modifications from time to time in the interests of time and efficacy as agreed to by the Board of Trustees.

7.4 Amendment. These by-laws may be amended by an affirmative vote of at least 75% of all current Trustees. All amendments of, and alterations of, these by-laws shall be proposed at a regular meeting of the Board of Trustees, and shall be continued until the next regular meeting before final action shall be had thereon.

7.5 Advisory Council. The Board of Trustees may establish an Advisory Council, the purpose of which shall be to assist the Board and the Library in developmental and operational activities. All members of the Advisory Council and the chair of the Advisory Council shall be selected by the President, subject to the approval by the affirmative vote of at least 75% of all current Trustees. Any member of the Advisory Council may be removed for any reason or for no reason by the affirmative vote of at least 75% of all current Trustees.

7.6 Other Councils and Boards. The Board of Trustees may establish other councils or boards to assist it in performing its duties and responsibilities to the Library and the Library that are not inconsistent with the purpose of the Library and these by-laws. The chair and members of such councils or boards shall be selected by the President. Any chair or member of any such council or board may be removed for any reason or for no reason by the affirmative vote of at least 75% of all current Trustees.

7.7 Honorary Titles. The Board of Trustees may bestow honorary titles to any person living or deceased by an affirmative vote of at least 75% of all current Trustees. Trustees Emeritus and Honorary Trustees shall be entitled, upon annual written request, to receive notices and minutes of Board meetings, and to attend Board meetings with the privilege of the floor, but shall not be entitled to vote. Honorary or Emeritus Trustees need not be residents or electors of the Town. Honorary and Emeritus Trustees may serve for life.

7.8 Indemnification. Each Trustee and each Library employee shall be indemnified and held harmless to the fullest extent permitted by applicable law, as it presently exists or may hereafter be amended, against all costs, charges and expenses (including attorneys' fees) incurred or sustained by such Trustee or employee in connection with any action, suit or proceeding to which such Trustee or employee may be made a party, brought by any third party by reason of any act or omission by the Trustee as a trustee of the Library or any act or omission by an employee of the Library as an employee of the Library, *provided, however,* that such act or omission was (i) taken in good faith, (ii) lawful and appropriate, and (iii) in the best interests of the Board and the Library.

7.9 Governing Law. These by-laws shall be construed under the laws of the State of Connecticut without reference to principles of conflict of laws, unless superseded by federal law.

7.10 Severability. In the event that any provision or portion of these by-laws shall be determined to be invalid or unenforceable for any reason, in whole or in part, the remaining provisions of these by-laws shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law.

7.11 Notifications. All notifications shall be in writing and transmitted by United States mails, facsimile, email or other appropriate means. Receipt of such notification shall be deemed to have occurred upon transmittal.