

New Canaan Library

By-Laws

ARTICLE I NAME AND LOCATION

- 1.01 The Name of the Corporation shall be The New Canaan Library, Inc.
1.02 The principal office of the Corporation shall be in New Canaan, Connecticut.

ARTICLE II PURPOSE OF THE LIBRARY

2.01 The New Canaan Library's mission is to provide free and convenient access to information, foster lifelong learning, encourage the exchange of ideas, and enrich the town's intellectual and cultural life.

ARTICLE III BOARD OF TRUSTEES

3.01 The affairs of the Corporation shall be conducted by a Board of Directors (hereafter referred to as "Board of Trustees" and directors are referred to as "Trustees"), consisting of not fewer than nine nor more than eighteen members. Trustees shall be residents of the Town of New Canaan at all times, or Members of the Corporation who have made a contribution of money or property to the Corporation in each fiscal year, during their respective terms and shall be elected by the Members of the Corporation for three-year terms, with the terms so arranged that approximately one-third of the membership should be subject to election each year.

3.02 Trustees shall be selected for their ability and willingness to participate regularly in fulfilling responsibilities of the Board of Trustees.

3.03 The Board of Trustees shall provide an orientation and a continuing education program for all Trustees that address roles and responsibilities, library goals, facilities, programs and the financial and administrative operations of the Library.

3.04 The Board of Trustees may fill any vacancy in its membership at any time. The vacancy may be filled for the remainder of an unexpired term by the vote of a majority of the then acting Trustees at a regular meeting of the Board of Trustees, the month following the presentation of the designated candidate. Election of Trustees to fill vacancies shall be ratified at the next meeting of the Corporation.

3.05 A Trustee may not be elected to serve more than two consecutive three-year terms, except that a person elected to complete an unexpired term of (a) eighteen months or less may serve that

term and two additional successive three-year terms, or (b) more than eighteen months may serve that term and an additional successive three-year term. Thereafter, a person may not serve again as a Trustee until twelve months have passed.

3.06 The Board of Trustees shall hold a regular meeting each month, with the exception of August and at such other times as the Board of Trustees shall determine.

3.07 Special meetings may be called by the President, or in the absence of the President, by a Vice President. In addition, special meetings must be called if requested by three members of the Board of Trustees.

3.08 Notice of the time, place and purpose of each regular or special meeting shall be given to each Trustee by email or by telephone or in person not less than three days before the meeting. The failure to give timely notice of any meeting, or to state the purpose thereof, shall not invalidate the proceedings of the meeting if the proceedings are ratified at a subsequent meeting held with timely notice.

3.09 At all meetings of the Board of Trustees, the President, or in the absence of the President, a Vice President, shall preside. In the absence of the President and of the Vice President, a Chair may be chosen by the Trustees present.

3.10 A majority of the Board of Trustees shall constitute a quorum at all its meetings. All moved issues shall, except as otherwise provided by law or the Corporation's policies, be determined by the affirmative vote of a majority of the Trustees at a meeting at which a quorum is present.

3.11 At all meetings, the order of business shall be as the Trustees may determine.

3.12 Notwithstanding Sections 3.06 through 3.11 of these Bylaws, a meeting of the Trustees may be held by email on a single motion at the direction of the President, the Vice President, or any three Trustees, as follows: A single motion shall be emailed to all Trustees at their established email addresses. The email motion shall contain a copy of these rules. The motion may be seconded, discussed and voted on by email. All such emails must be sent to all Trustees and shall bear the same "subject" line as the original motion. Until the motion is passed, any vote may be changed and any Trustee may terminate the email meeting without a decision by requesting that the motion be deferred to an actual meeting of the Board. The motion shall be passed either (a) when all Trustees have unanimously so voted, or (b) at such time as, after noon of the second business day following the day the motion was sent, a quorum of Trustees has voted affirmatively. A record of all emails constituting the meeting shall be kept by the Secretary and maintained in the Library's permanent minutes file.

3.13 Honorary membership on the Board of Trustees may be conferred on persons who have made especially meritorious contributions to the purposes of the Corporation. The Board of Trustees shall appoint individuals to honorary membership for such terms as it deems appropriate. The number of Honorary Trustees shall not be limited. Honorary Trustees may not

be charged with responsibilities pertaining to the affairs of the Corporation. They may be invited to attend meetings, but not to vote.

3.14 The Trustees may elect an Advisory Board of former members of the Board of Trustees and/or persons who have given extraordinary service to the Library, have particular expertise to share with the Library, or have been significant donors to the Library. Advisory Board members serve both as an honor and to assist the Board of Trustees with special assignments, continuity of management, fundraising, community relations, and projects which require special expertise.

3.15 Advisory Board members shall be invited to attend all Board of Trustees meetings they wish, but will have no vote. Advisory Board members may be appointed by the Executive Committee of the Board to serve on any Committee of the Board of Trustees. Other responsibilities for Advisory Board members may include help with Annual Appeal notes, volunteering time and talents in major fund drives and other large events and availability for troubleshooting on request. There will be one required annual event with the Advisory Board, the Executive Director and officers to stay current with Library objectives and to promote creative discussion about the operations and future of the Library. The President is the Board of Trustees' liaison to the Advisory Board.

3.16 Advisory Board members will be nominated by the Governance Committee for election by the Board of Trustees. Advisory Board members serve at the pleasure of the Board of Trustees. Membership on the Advisory Board will be for a term of three years. Advisory Board members may be re-elected by the Board of Trustees for more than one term.

3.17 Any member of the Board of Trustees and Advisory Board may be removed, with or without cause, by the affirmative vote of at least two-thirds of the then total number of members of the Board of Trustees, at a duly convened meeting of the Board of Trustees, notice of which shall have specified that the removal of a therein-named member of the Board of Trustees or Advisory Board is one of the purposes of the meeting.

3.18 The First Selectman of the Town of New Canaan shall be an ex-officio member of the Board of Trustees.

ARTICLE IV OFFICERS

4.01 All officers shall be Trustees. The officers shall include a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Trustees may elect other officers, such as an Assistant Treasurer, as deemed necessary. Officers shall serve a one year term in said office. Officers are elected by the Board of Trustees at its meeting following the Annual Meeting and shall hold office until the next Annual Meeting or until a successor is elected. Officers may be re-elected by the Board of Trustees for more than one term. The Board of Trustees may fill a vacancy in any office at any time. The Board of Trustees may remove any officer at any time, with or without cause.

4.02 The President shall be the chief executive officer of the Corporation, preside over its meetings and those of the Board of Trustees, and shall have such other duties as these bylaws, the Board of Trustees, or law shall require.

4.03 The Vice President shall assist the President in performing the President's duties. In the absence or disability of the President, the Vice President shall, and in the case of more than one Vice President, the First Vice President shall, have the powers of the President and perform the President's duties.

4.04 The Secretary shall keep records of the votes and proceedings of all meetings of the Corporation and of the Board of Trustees. The Secretary shall be responsible for transmission of all required notices to Members of Corporation and the Board of Trustees.

4.05 The Treasurer shall require that all funds received and disbursed by the Corporation are properly recorded on its books and records and that appropriate financial statements and data are timely prepared and distributed to the Board of Trustees.

4.06 All checks, drafts, notes and obligations of the Corporation shall be signed or countersigned or endorsed by the Treasurer, President, Vice President, Secretary or such other officers as the Board of Trustees shall designate or the Executive Director, except as their authority is limited or defined by the Board of Trustees. All securities belonging to the Corporation shall be deposited or held subject to the order of the Treasurer, who shall act in accordance with the directives of the Board of Trustees. All funds of the Corporation shall be deposited in one or more banks, trust companies or financial institutions designated by the Board of Trustees.

ARTICLE V

MEMBERSHIP OF THE CORPORATION

5.01 For purposes of these bylaws, the "Members" or "Membership" of the Corporation shall consist of all individuals who shall have made for the prior fiscal year a contribution of time, money or property to the Corporation. Membership shall not include any share in the assets of the Corporation.

5.02 The Membership may be divided into classes, each of which shall require the contribution of such amount as the Board of Trustees shall from time to time determine. All classes of Membership shall have the same rights and privileges, except as otherwise determined by the Board of Trustees.

5.03 Fifteen Members shall constitute a quorum at all meetings of the Members of the Corporation. All adult Members present in person shall be entitled to vote. All moved issues shall, except as otherwise provided by law, be determined by the affirmative vote of a majority of the Members at a meeting at which a quorum is present.

5.04 The annual meeting of the Members of the Corporation shall be held at the Corporation's principal location, or at such other location as the Board of Trustees may determine and on such

date and at such time in each year as may be fixed by the Board of Trustees, but in no event later than September 30.

ARTICLE VI EXECUTIVE DIRECTOR

6.01 The Board of Trustees shall appoint an Executive Director who shall be in charge of the administration of the Library under the direction of, and in accordance with the job description approved by, the Board of Trustees. The Executive Director shall be responsible to the Board of Trustees for the maintenance and selection of the collection, operation of the Library within the limitations of the budget, employment and direction of the staff and volunteers, proper care of the building and equipment, and enforcement of such rules as may be adopted for the use of the Library. The Executive Director shall, unless excused by the Board of Trustees, attend all meetings of the Corporation and of the Board of Trustees. The Board of Trustees will conduct an annual review of performance of the Executive Director.

ARTICLE VII COMMITTEES

7.01 There shall be an Executive Committee, which shall be comprised of the Officers of the Board of Trustees. It shall exercise the powers of the Board of Trustees between its meetings, as necessary.

7.02 Annually, the President, with the approval of the Board of Trustees, shall appoint the following standing committees: Finance, Development, Personnel, Governance, Buildings and Grounds, Technology and Audit.

7.03 The Finance Committee shall supervise all of the finances of Corporation, both in connection with regular operations and with the invested funds of the Library. The Finance Committee shall prepare and present to the Board of Trustees for approval the budget to be submitted to the Town of New Canaan and shall see that such budget is properly submitted. When the amount of the Town of New Canaan's contribution is known, the Finance Committee shall present a final budget to the Board of Trustees for approval. The Finance Committee also shall conduct periodic reviews, not less than annually, of the investment strategies employed by the Corporation and deliver recommendations to the Board of Trustees for approval. The Treasurer shall be a member of the Finance Committee.

7.04 The Development Committee shall be charged with the responsibility of maintaining the Membership records of the Corporation, promoting new memberships, soliciting contributions for the Annual Appeal and for capital and endowment funds. The Development Committee shall also promote public awareness of the activities and initiatives of the Corporation.

7.05 The Personnel Committee shall be responsible for oversight of policies and procedures relating to employment, including without limitation policies and procedures concerning the management, career development and annual reviews of the Executive Director and the staff.

The Personnel Committee as appropriate shall recommend changes to such policies and procedures to the Board of Trustees.

7.06 The Governance Committee shall be responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Trustees. The Governance Committee's responsibilities include regularly updating the Board's statement of its role and areas of responsibility; assessing needs for Board composition, then nominating Board of Trustee candidates; designing and overseeing orientation for new Trustees and an ongoing program of information and education for all Trustees; leading the periodic assessment of the Board's performance and proposing, as appropriate, changes in board structure, roles, and responsibilities; annually reviewing and then updating as appropriate the Board's bylaws, policy guidelines and practices; leading succession planning; and nominating Trustees for election as Board officers.

7.07 With regard to nominating responsibilities, the Governance Committee shall submit annually to the Board of Trustees a slate of Trustees to be elected at the Annual Meeting of the Corporation. This slate shall be submitted to the June meeting of the Board of Trustees for its approval. At the same meeting of the Board of Trustees, the Governance Committee shall submit a slate of officers to be elected at the Board of Trustees meeting following the Annual Meeting. The President shall not serve on the Governance Committee nor shall any member participate in his or her own nomination.

7.08 The Building and Grounds Committee shall have general supervision of the Library's building, equipment and grounds and of any other buildings or rooms used or owned by the Library.

7.09 The Technology Committee shall advise the Board of Trustees concerning new forms of technology for library operation and the storage of, and access to, information and make recommendations concerning the acquisition of such technology.

7.10 The Audit Committee shall arrange for an annual review of the accounts of the Corporation by certified public accountants. It shall ensure that the external auditing firm has the requisite skills to carry out the auditing function of the Corporation and that its performance is carefully reviewed. The Audit Committee will review the annual audit, and recommend its approval or modification to the full Board of Trustees. The Trustees shall formally accept or reject the audit following its presentation and after consideration of the Committee's recommendations. Neither the Executive Director, nor the President may serve on the Audit Committee.

7.11 The Board of Trustees or the President may from time to time appoint Ad Hoc Committees. The Board of Trustees or the President may confer upon and assign to these Ad Hoc Committees powers and duties consistent with the laws of the State of Connecticut and with these bylaws. Each Ad Hoc Committee shall be subject to the control and direction of the Board of Trustees and shall consist of such number of Members of the Corporation as the Board of Trustees shall determine.

7.12 Each committee shall be subject to the control and direction of the Board of Trustees. Except as otherwise provided in these bylaws, at least one member of each committee shall be a Trustee. Each committee may make rules for its procedures not inconsistent with these bylaws.

7.13 The President shall appoint the Chairman of each committee. All vacancies occurring on any committee shall be filled by the Board of Trustees at either a regular or special meeting.

ARTICLE VIII PAST PRESIDENTS COUNCIL

8.01 The Past Presidents Council (the "Council") shall consist of all living past Presidents of the Board of Trustees, wherever residing, who are not then Trustees. The Council shall be chaired by the immediate past President who is not a Trustee, if able to serve; otherwise by the next preceding past President who is not a Trustee. A past President may opt out or resign at any time by written notice to the President of the Board of Trustees and the Executive Director.

8.02 The Council will be available to consult with the Executive Director and members of the Board of Trustees at the discretion of the President of the Board of Trustees, and to serve the library community by: (i) providing support to the Corporation in furthering its mission and goals; (ii) serving in an ambassadorial role to promote the value of the Corporation as a community institution by enhancing communication between and among the Library community and friends; and (iii) performing any other functions as the Board of Trustees or the Executive Director may request or as the Council may choose to adopt, subject to approval by a majority of then serving members of the Board of Trustees.

8.03 The members of the Council shall be provided with the following benefits: (i) copies of the minutes of Executive Committee and Board of Trustees meetings in a timely manner; (ii) an invitation to the Annual Meeting of the Membership; and (iii) a status report by the Library President and the Executive Director on the state of the Library at a meeting held at least once a year.

ARTICLE IX AMENDMENT OF BYLAWS

9.01 These bylaws may be repealed, altered or amended at a regular annual meeting of the Corporation. A description of the proposed amendments shall be provided in the notice of the annual meeting.

9.02 The bylaws may be repealed, altered or amended at a regular or special meeting of the Board of Trustees. All amendments the Board of Trustees adopts shall be subject to ratification at the next regular meeting of the Corporation.

As amended through September 21, 2016