

New Canaan Library

Bylaws

ARTICLE I NAME AND LOCATION

1.01 Name. The name of the corporation as set forth in its Certificate of Incorporation is The New Canaan Library, Inc., and the corporation shall be referred to in these By-Laws as the "Library."

1.02 Location. The principal office of the Library shall be in New Canaan, Connecticut.

ARTICLE II PURPOSE AND MISSION OF THE LIBRARY

2.01 Purpose. The purpose of the Library shall be to operate and maintain a public library for the benefit of the residents and community of the Town of New Canaan, Connecticut and also for the benefit of the general public; and in connection therewith, to have all powers necessary or convenient to carry out its purpose as provided in the Connecticut Revised Nonstock Corporation Act (as it may be amended from time to time, the "Nonstock Act") and permitted a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2.02 Mission. To inspire lifelong learning through innovation and discovery and to become the information and cultural center of the community.

ARTICLE III BOARD OF TRUSTEES

3.01 Number; Qualifications. All corporate powers shall be exercised under the authority of, and the activities, property and affairs of the Library shall be managed by, or under the direction of, a board of directors, to be known as the Board of Trustees (hereafter referred to as the "Board of Trustees" and individually as a "Trustee"). The Board of Trustees shall consist of not fewer than nine (9) nor more than twenty-five (25) members. Subject to the foregoing, the number of Trustees constituting the Board of Trustees shall be the number prescribed by the Trustees or, if no such number has

been prescribed, shall be the number of Trustees then in office. Trustees shall maintain a residence in the Town of New Canaan at all times, or be members of the Library who have made a contribution of money, service or property to the Library in each fiscal year, during their respective terms.

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

3.03 Trustee Orientation. 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 Staggered Terms. The Board of Trustees shall be staggered by term of office into three groups with the number of Trustees in each group to be as nearly equal as possible. At each annual membership meeting, the members shall elect Trustees to succeed the Trustees in the group whose terms are expiring at such meeting. Except in certain cases where a Trustee is elected to fill a vacancy, a Trustee elected at the annual membership meeting shall generally serve for a term of three years and until such Trustee's successor is elected. If the number of Trustees is changed in accordance with these Bylaws, any increase or decrease shall be apportioned among the groups of Trustees to maintain as nearly as possible the equal number of Trustees in each group. After a Trustee has served for two consecutive terms, such Trustee will not be eligible to serve again as a Trustee until at least twelve (12) months have elapsed. The Board, however, has the authority to extend the term of any Trustee by no more than three years if it deems such extension in the best interest of the Library.

3.05 Vacancies. The Board of Trustees may fill any vacancy in its membership, including a vacancy resulting from an increase in the number of Trustees. If the vacancy results from an increase in the size of the Board, the term of the incoming Trustee shall be deemed to commence in the calendar year of such Trustee's election, and such Trustee shall be included in the group of Trustees whose term expires three years thereafter. In the case of a vacancy resulting from the departure of a Trustee, the vacancy may be filled for the remainder of the unexpired term by the affirmative vote of a majority of the then acting Trustees at a meeting of the Board of Trustees. Election of Trustees to fill vacancies shall be ratified at the next membership meeting of the Library at which Trustees are elected.

3.06 Resignation. A Trustee may resign at any time by delivering written notice to the Board of Trustees, the President or the Secretary of the Corporation. Such resignation is effective when such notice is delivered unless the notice specifies a later effective date.

3.07 Meetings of Board of Trustees. An annual regular meeting of the Board of Trustees shall be held each fiscal year following the annual membership meeting for the

election of officers and for the transaction of such other business as may properly come before the meeting. In addition to such annual meeting, at least three additional regular meetings of the Board shall be held during the fiscal year, other than in the month of August, at such times and places as may be fixed by the Board of Trustees, the Executive Committee or the President. Special meetings of the Board of Trustees may be called at any time by the President, or in the absence of the President, by a Vice President. In addition, a special meeting must be called if requested by at least three members of the Board of Trustees.

3.08 Notice of Meetings; Waiver. Notice of the date, time and place of each regular or special meeting shall be given to each Trustee in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means not less than two days before the date of the meeting. In the case of a regular meeting, the purpose of the meeting need not be specified, except that no bylaw may be brought up for adoption, amendment or repeal unless stated in the notice of meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called, including any amendment, adoption or repeal of any bylaw. 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.

A Trustee may waive any notice required by law, the Certificate of Incorporation or these Bylaws before or after the date and time specified in the notice. The waiver shall be in writing, signed by the affected Trustee, and shall be delivered to the Secretary for inclusion with 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 such Trustee of the meeting, unless at the beginning of such meeting, or promptly upon such Trustee's arrival, the 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.

3.09 Meeting Chair. 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 a Vice President, a chair may be chosen by the Trustees present.

3.10 Quorum; Required Vote. Unless a greater proportion is required by law, the Certificate of Incorporation or these Bylaws, a majority of Trustees in office immediately before the meeting begins shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the Certificate of Incorporation, these Bylaws or any of the Library's policies, the affirmative vote of a majority of Trustees present at a meeting at which a quorum is present when a vote is taken shall be the act of the Board.

3.11 Meetings by Electronic Means. Any or all members of the Board of Trustees may participate in any meeting of the Board of Trustees by, or conduct the meeting by use of, a conference telephone or other electronic means by which all Trustees participating 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.

3.12 Vote by Email. Notwithstanding Sections 3.07 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 majority of Trustees has voted affirmatively for the motion. 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 Action Without Meeting. Any action required or permitted by law to be taken by the Board of Trustees may be taken without a meeting if each Trustee signs a consent describing the action taken or to be taken and delivers it to the Library. Action taken under this Section 3.13 is the act of the Board of Trustees when one or more consents signed by all the Trustees are delivered to the Library. The consent may specify the time at which the action taken thereunder is to be effective.

3.14 Honorary Board Member. Honorary membership on the Board of Trustees may be conferred on persons who have made especially meritorious contributions to the purposes of the Library. 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 Library. They may be invited to attend meetings but shall not be entitled to vote.

3.15 Removal of Trustees. Any member of the Board of Trustees may be removed, with or without cause, by the affirmative vote of at least two-thirds of the members of the Board of Trustees then in office, at a duly convened meeting of the Board of Trustees, notice of which shall have specified that the removal of such Trustee is one of the purposes of the meeting.

3.16 Ex Officio Trustees. The First Selectman of the Town of New Canaan shall be an ex-officio member of the Board of Trustees. Two members of the Town of New Canaan's Town Council shall also serve as ex-officio members of the Board of Trustees

subject to the provisions of the Public-Private Partnership Agreement, dated as of _____, 2020, between the Town of New Canaan and the Library.

ARTICLE IV OFFICERS

4.01 Titles; Election; Term; Vacancy; Removal. All officers shall be Trustees. The officers shall include a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as determined by the Board of Trustees from time to time. Officers shall be elected by the Board of Trustees at its regular annual meeting or at any other meeting as the Board may determine. Each officer shall hold office until the next meeting at which officers are elected and until such officer's successor is elected and qualified, provided that the term of any officer shall not extend beyond the time such officer ceases to be a Trustee. Officers may be reelected by the Board of Trustees for more than one term. Any vacancy occurring in any office may be filled for the unexpired term by action of the Board of Trustees. The Board of Trustees may remove any officer at any time, with or without cause.

4.02 Resignation. Any officer may resign at any time by delivering notice to the Library. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

4.03 Powers and Duties of Officers.

A. *President.* The President shall, when present, preside at meetings of the Members and the Board of Trustees and the Executive Committee; act as liaison between the Board and the Executive Director to ensure that the Board's directives and resolutions are carried into effect, and shall exercise and perform such other powers and duties as may be provided in these Bylaws or assigned from time to time by the Board of Trustees.

B. *Vice President.* In the absence of the President or in the event of such officer's inability or refusal to act, the Vice President, or if more than one, the Vice President so appointed, shall perform the duties of the President, and, when so acting, shall have all the powers of, and be subject to the restrictions on, the President. The Vice President so appointed shall assist the President with duties specified by the President and shall perform such other duties as the Board of Trustees or the President may assign from time to time.

C. *Secretary.* The Secretary shall be responsible for ensuring that all minutes of meetings of the Members and Board of Trustees are prepared and maintained and for giving or causing to be given, all notices in accordance with these Bylaws or as may be required by law. The Secretary shall also perform such other duties as may be provided in these Bylaws and as the Board of Trustees or the President may assign.

D. Treasurer. The Treasurer shall provide oversight of the financial affairs of the Library, ensuring that the funds received by the Library are held in such accounts with such financial institutions and disbursed, invested or otherwise handled in accordance with the financial policies and procedures adopted from time to time by the Board. The Treasurer shall report to the Board of Trustees periodically on the financial condition of the Library as provided in such financial policies or as otherwise requested by the Board of Trustees. The Treasurer shall also perform such other duties as may be provided in these Bylaws or as may be assigned by the Board of Trustees or the President.

ARTICLE V EXECUTIVE DIRECTOR

5.01 Executive Director. The Board of Trustees shall engage an Executive Director who shall serve at the pleasure of the Board. The Executive Director shall be the chief executive officer of the Library, responsible for the overall administration and direction of operations and activities of the Library, including the management of the collection and the staff, the maintenance of the physical plant and grounds, and future strategic planning. The Executive Director shall, unless excused by the Board of Trustees, attend all meetings of the Membership and Board of Trustees. The Executive Director shall also perform such other duties as may be provided in these Bylaws or as may be assigned from time to time by the Board of Trustees or the President. The Board of Trustees will conduct an annual review of the performance of the Executive Director.

ARTICLE VI MEMBERSHIP OF THE CORPORATION

6.01 Eligibility. For purposes of these Bylaws, the “Members” or “Membership” of the Library shall consist of all individuals, aged 18 or over, who shall have made for the prior fiscal year a contribution of time, money or property to the Library. Membership shall not include any share in the assets of the Library.

6.02 Quorum; Required Vote. Each Member is entitled to one vote on each matter voted on at a meeting of Members. Except as may otherwise be required by the Nonstock Act, by the Certificate of Incorporation or these Bylaws, the Members entitled to vote on the matter, who are present at the meeting in person or by proxy shall constitute a quorum for action on the matter. If the Nonstock Act requires for any purpose the vote of a designated proportion of the voting power of Members entitled to vote on a matter, if a quorum exists, action on such matter, other than an election of Trustees, is approved if the votes cast favoring the action by the Members voting are in such designated proportion of the total votes cast by such members. Where the Nonstock Act does not require a designated proportion of the voting power of the Members, if a quorum exists, action on a matter by the Members entitled to vote

thereon, other than the election of Trustees, is approved if the votes cast by such Members favoring the action exceed the votes cast by such Members opposing the action, unless the Certificate of Incorporation requires a greater vote. Trustees shall be elected by a plurality of the votes cast by Members entitled to vote at a meeting at which a quorum is present.

6.03 Annual Meeting. A meeting of the Members for the election of Trustees and the transaction of such other business as may properly come before the meeting shall be held at the Library'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 in each year.

ARTICLE VII COMMITTEES

7.01 Constitution of Committees. The Library shall have the following standing committees: Executive, Finance, Audit, Development, Governance and Personnel. Other than the Executive Committee, the President, with the approval of the Board of Trustees, shall appoint the members of all standing committees, subject to any requirements provided in these By-Laws. Except as otherwise provided in these Bylaws, the members of standing committees need not all be Trustees.

7.02 Authority of Committees. Except as provided in Section 7.03 as to the Executive Committee, all committees shall be advisory only. In no event may a committee, including the Executive Committee, do any of the following: (i) fill vacancies on the Board of Trustees; (ii) adopt, amend or repeal these By-Laws or the Library's Certificate of Incorporation; (iii) approve a plan of merger or a sale, lease, exchange or other disposition of all, or substantially all, of the Library's assets or property; or (iv) approve a proposal to dissolve the Library.

7.03 Executive Committee. The Executive Committee shall be comprised of the Trustees who are the officers of the Library from time to time. In the interim between meetings of the Board, the Executive Committee shall exercise the powers of the Board of Trustees as necessary, subject to the limitations provided in Section 7.02 of these By-Laws.

7.04 Finance Committee. The Finance Committee shall have oversight of the finances of the Library, ensuring that they are conducted in compliance with the Library's financial, investment and other relevant policies as in effect from time to time. Among other matters, the Finance Committee shall (i) review the preparation of the Library's annual budget and submission of the Library's requests for funding by the Town; (ii) review at least annually the Library's investments and endowment and make recommendations to the Board for approval, and (iii) perform such other actions as are

consistent with the functions of a finance committee. The Treasurer shall chair the Finance Committee.

7.05 Audit Committee. The Audit Committee shall annually recommend to the Board an auditing firm to conduct the annual audit of the accounts of the Library and in accordance the Library's financial policies as in effect from time to time, shall periodically assess such firm's performance as necessary with a view to possible replacement. The Audit Committee will review the annual audit and any management recommendations with the auditor and recommend its approval or modification to the full Board of Trustees. Neither the President nor the Executive Director may serve on the Audit Committee.

7.06 Development Committee. The Development Committee shall be charged with assisting the Library's Development Department with organizing and conducting the fundraising activities of the Library. The Development Committee shall also engage with the community to promote public awareness of the services and programming offered by the Library.

7.07 Personnel Committee. The Personnel Committee shall be responsible for oversight of policies and procedures relating to employment, including without limitation, policies and procedures concerning the management, professional development and performance assessments 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.

7.08 Governance Committee. The Governance Committee shall be responsible for the following: (i) updating the Board's statement of its role and areas of responsibility; (ii) assessing needs for the Board's composition; (iii) nominating Trustee and officer candidates; (iv) overseeing new Trustee orientation; (v) coordinating a program of information and education for Trustees; and (vi) leading a periodic evaluation of the Board's performance and proposing, as appropriate, changes in board structure, roles, and responsibilities. The Governance Committee shall also periodically review and arrange for the revision as necessary of these Bylaws and the material policies and procedures adopted by the Library from time to time.

As to its nominating responsibilities, the Governance Committee shall submit annually to the Board of Trustees the slate of Trustees to be nominated at the Annual Membership Meeting. 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 the proposed slate of officers to be elected at the Board of Trustees meeting following the Annual Membership Meeting. The President shall not serve on the Governance Committee nor shall any member participate in his or her own nomination.

7.09 Other Committees, Task Forces and Advisory Groups. The Board of Trustees or the President may from time to time constitute other committees, task forces and advisory groups as may be desirable for the effective operation of the Library. Members of these groups shall be appointed by the President, subject to the approval of the Board of Trustees. All such other committees, task forces and advisory groups shall be advisory only.

7.10 Committee Authority. Each committee, task force or advisory group shall be subject to the control and direction of the Board of Trustees. Except as otherwise provided in these By-Laws, at least one member of each committee, task force or advisory group shall be a Trustee. Each committee, task force or advisory group may make rules for its operation not inconsistent with these By-Laws and subject to the approval of the Board of Trustees.

7.11 Resignation/Removal of Committee, Task Force or Advisory Group Members. Persons serving on a committee, task force or advisory group may resign at any time by notice to the President and may be removed with or without cause by action of the Board of Trustees or the President. All vacancies occurring on any committee, task force or advisory group shall be filled by either the Board of Trustees or President, as applicable.

ARTICLE VIII AMENDMENT OF BYLAWS

8.01 Amendment by Board. These Bylaws may be amended or repealed at a regular or special meeting of the Board of Trustees. A description of the amendments to the Bylaws shall be provided in the notice of the meeting.

8.02 Amendment by Membership. These Bylaws may also be amended or repealed at a meeting of the Membership, provided, however, that notice of the meeting shall include notice of the proposed amendments to the Bylaws.

As amended and restated through July 14, 2020