

Latham Library Corporation Bylaws
Approved by Board of Trustees February 2, 2022

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ARTICLE I

Name: The Latham Memorial Library Corporation is hereafter referred to as the Library. The Library Board of Trustees is hereafter referred to as the Board.

Purpose: The purposes of the Library are: Providing, maintaining, and improving library services to the Thetford community, in cooperation with other libraries, schools and other nonprofit organizations in the community.

ARTICLE II

BOARD OF TRUSTEES

II-1. Purpose, Duties, and Ethics. The Board shall define the mission of the Library, establish its goals and objectives, and determine the broad policy which guides its operation. The Board shall select and appoint a Library Director who shall report to them and be guided by them. They shall approve the annual budget and raise funds as needed to meet the financial requirements of the budget. They shall be concerned with the overall quality of the Library and its programs, representing the public's interest and they shall ensure that the Library's assets and resources are used in a manner appropriate to its public mission. The Board must approve the acquisition or disposal of major assets of the Library and will establish and administer a gift policy to guide acceptance and rejection of major gifts.

All Trustees are advocates for the Library. The Trustees shall be aware of the vital importance of the reputation of the Library and its uniqueness in the State of Vermont and shall at all times seek to maintain positive interaction with library users. The Trustees will follow and respect the American Library Association Codes of Ethics for Trustees and Librarians.

II-2. Qualifications and Number. The Board of Trustees shall consist of seven elected members until its first meeting of 2023 at which time it will expand to eleven members. Trustees shall be of legal voting age and residents of Thetford, Vt.

II-3. Election. The Board shall, by majority vote, elect new trustees to fill vacant positions, except for out-of-term vacancies described in section II-5. This annual election shall take place at a regular or special meeting in the last quarter of the year, with newly elected trustees assuming office at the first Board meeting the following January. No less than thirty days prior to the date of the election, the Board shall publicize the election date and number of open positions, and invite Thetford residents to suggest candidates for consideration.

II-4. Term. Each Trustee elected after January 2022 shall serve for a term of three years. A Trustee may be elected for a second three-year term, but shall not be elected to an additional term until he or she has not served as Trustee for a year. This two term limit shall not apply to 2022 trustees who instead will be limited to no more than eight years as

trustee after which a mandatory year absence is required before eligibility is restored. An officer of the Board, i.e. Chair, Vice Chair, Treasurer, or Secretary, may, by vote of the Board, have their term extended one year and remain on the Board even though membership on the Board will thereby exceed six years. This option will be limited to a maximum of two additional years for the Chair, Vice Chair, Treasurer, or Secretary. The Board's authorization to extend the term of a Trustee, as described in this paragraph, and their authorization to elect or re-elect a Trustee as an officer of the Board of Trustees, shall extend through the January meeting of the Board where the term of said Trustee otherwise would have expired immediately prior to that meeting. For purposes of determining a year, the time between the Board's first January meetings shall be deemed a year, even if it does not cover a full calendar year.

Within sixty days of adoption of these bylaws, four members of the 2022 Board, selected by means of a random selection process to be determined by the Board, shall have their two year terms extended to three years.

II-5. Vacancies. The Board shall fill out-of-term vacancies in its membership occurring between annual elections and the appointee shall serve until the next annual election. If elected for a full term at the annual election, the partial term served shall not count against the limit of two terms.

II-6. Meetings. The Board shall meet at least quarterly, at such time as they may determine, or if no time has been determined, they shall meet at the direction of the Chair. Meetings shall be duly warned and open to the public.

The Board may choose to allow any or all Board members to participate in regular or special meetings by means of electronic telecommunications as provided by Vermont law.

II-7. Special Meetings. Special Meetings of the Board shall be held upon the written request of the Chair to the Board or upon written request of a majority of the Board directed to the Secretary and the Chair. Notice of such meetings shall be given not less than three days before such meeting and the purpose of the meeting shall be indicated in the notice.

II-8. Voting. Except as otherwise provided in these bylaws or by law, decisions of the Board shall be taken by majority vote at a regular or special meeting of the Board at which a quorum is present. "Majority" means a majority of the members present who have the right to vote on the matter under consideration.

II-9. Waiver And Consents. Any member may waive notice of the time, date, or business to be transacted, whether before or after such meeting. The presence of a member at any meeting shall be deemed a waiver unless the member objects to such waiver at the time of the meeting. Any action requiring a vote of the Board of Trustees may be approved by written consent of all of the members of the Board of Trustees with the right to vote on the matter under consideration. Written consent shall be effective upon receipt of the written consent of the last Trustee to consent. Written consent may be delivered by electronic mail originating from an account on record with the Secretary as belonging to the Trustee giving written consent.

II-10. Quorum. A quorum at any regular or special meeting of the Board shall be a majority

of the Trustees then in office who have the right to vote at the meeting in question. A number less than a quorum may however adjourn the meeting to be rescheduled for a later date. A quorum is not negated because one or more Trustees with the right to vote on a question abstain or recuse themselves from voting. However, a quorum may be negated because one or more Trustees does not have the right to vote on the question.

II-11. Removal Of Trustees. A Trustee may be removed from office only by 2/3 vote of a majority of trustees then in office and eligible to vote.

II-12. Compensation. No Trustee shall serve for compensation. A trustee may be reimbursed for her or his ordinary and necessary expenses incurred on behalf of the Corporation, provided such reimbursement shall be approved by the Board.

II-13. Trustee Attendance. If a Trustee is absent from three or more regularly scheduled meetings of the Board in a twelve month period the chair of the Board may consider such absences as an offer to resign from the Board. In such instances, the Chair shall determine whether the member has shown an interest in remaining on the Board of Trustees despite these absences either by particular interest or activity in the Library or by stating a desire to remain a member of the Board of Trustees. For purposes of this section, a regular scheduled meeting is one occurring as scheduled by the Board in advance of the fiscal year in which it falls.

ARTICLE III

OFFICERS OF THE BOARD OF TRUSTEES

III-1. Officers. The officers elected by the Board shall be a Chair, a Vice Chair, a Secretary, and a Treasurer.

III-2. Election. These officers shall be elected by the Board at its regularly scheduled January meeting. Unless expressly elected for a term that will begin on a different date, the term of the officers shall begin immediately following their election.

III-3. Term. Officers shall serve for a term of one year and thereafter until their successors are elected or until their term as a trustee has ended.

III-4. Vacancies. The Board of Trustees may fill any office or vacancy for the balance of its unexpired term.

III-5. Removal. Any officer may be removed from office with cause, at any time, by resolution adopted by a majority of the members of the Board present and voting at a meeting of the Board called for such purpose.

III-6. Duties Of Officers.

A. Chair. The Chair shall have general supervision over the affairs of the Board and shall chair Board meetings. The Chair shall work closely with other officers and the Library Director to assure that all organizational policies and procedures are being followed. The Chair shall prepare Board agendas to assure the Board's attention to current operations as well as future challenges and opportunities. In collaboration with the Library Director and the Treasurer the Chair shall prepare the annual budget for

review and approval by the Board. The Chair serves as the Board's primary point of contact with the Library Director. The Chair along with the Library Director serves as the Library's most important ambassador to the community. The Chair, in consultation with the Board, may appoint work groups as needed to carry out the Library's activities. The Chair shall perform all duties incident to the office of Chair and such other duties as may, from time to time, be assigned by the Board.

B. Vice Chair. The Vice Chair shall perform all such duties as may be assigned to such person, from time to time, by the Board or the Chair. In the absence of the Chair the designated Vice Chair shall perform the duties of the Chair.

C. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all the funds and securities of the Library; shall cause to be kept accurate records and accounts of assets, liabilities, receipts and books belonging to the Library; shall cause all moneys and other valuables to be deposited in the name of, and to the credit of, the Library in such banks or other depositories as may be designated by the Board, and shall see that the assets of the Library are properly protected and ensured. The Treasurer shall oversee the Library's payroll and supervise all payments and disbursement of the funds of the Library as may be authorized by the Board, maintaining proper vouchers and records for such payments and disbursements, and shall provide to the Chair and to the Board of Trustees frequent financial information which informs them of the financial conditions of the Library and tracks performance on the approved budget. The Treasurer shall assure that all financial reports and tax filings required by local, state or Federal government are submitted in a timely manner. If requested by the Board, the Treasurer shall implement and supervise the external review or audit of the Library's financial records. In the absence of the Chair and Vice Chair, the Treasurer shall perform the duties of the Chair.

D. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees; shall cause to be given notice of all meetings as required by these bylaws and Board policy; shall have charge of the books, records, and papers of the Library relating to its organization as a corporation and shall see that the reports, statements, and other documents required by law are properly kept or filed and that relevant documents are made available to Board members and/or the general public as specified by Board policy or law. In general, the Secretary shall perform all the duties incident to the office of Secretary, and shall perform such other duties as may, from time to time, be assigned by the Board of Trustees. In the absence of the Chair, Vice Chair, and Treasurer, the Secretary shall perform the duties of Chair.

ARTICLE IV

CONFLICTS OF INTEREST

IV-1. Duty to Disclose and Voting Requirements. A conflict of interest transaction is a transaction with the Library in which a member of the Board has a direct or indirect interest. Any possible conflict of interest on the part of any member of the Board shall be disclosed in

writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue or transaction before the Board. Where the transaction involving a board member exceeds five hundred dollars (\$500) a two-thirds vote approving the transaction is required. The minutes of the meeting shall reflect that a disclosure was made; that the interested Trustee and all other Trustees with a pecuniary transaction with the Library during the fiscal year were absent during both the discussion and the voting on the transaction; and the actual vote itself. Every member of the Board will be advised of this policy upon entering the duties of his or her office, and shall annually sign a statement acknowledging, understanding of and agreement to this policy.

IV-2. Other Statutory Requirements. The Board will comply with all requirements of Vermont laws dealing with nonprofit director conflict of interest and standards of conduct including those described in 11B V.S.A. Subchapter 3 and all such laws are incorporated in full into and made a part of this policy statement. These requirements extend to both direct and indirect financial interests as defined by the aforementioned statutes.

ARTICLE V LIBRARY DIRECTOR

The Library Director shall be the primary executive of the Library and shall have general supervision over the affairs of the Library, subject to the policy and authorization of the Board of Trustees. The Board shall annually review the performance of the Library Director, and determine the Library Director's compensation in accordance with its established procedures. The Library Director serves as a member of the Board of Trustees, ex-officio without vote. The Library Director shall be appointed and may be removed by a two-thirds majority of the voting members of the Board of Trustees.

ARTICLE VI AMENDMENTS

These bylaws may be amended or repealed or new bylaws may be adopted by a two thirds majority of the voting members of the Board of Trustees. Notice of proposals for changes to the bylaws shall be included in the notice of any meeting at which they will be considered. No bylaws change shall be effective which shall disqualify the Library from tax exemption under the applicable provisions of the Internal Revenue Code, or cause contributions to it to be non-deductible under the applicable provisions of the Internal Revenue Code.