

BYLAWS
SOUTH BURLINGTON PUBLIC LIBRARY
November 8, 2018

ARTICLE I

Name & Purpose

Section 1. The name of the library shall be the South Burlington Public Library (“Library”).

Section 2. The Library has been established to provide access to the educational, cultural, recreational, informational, and research benefits of a free public library and to serve and/or cooperate with community groups that serve as a forum for the exchange of ideas that encourage the growth of artistic, educational, literary, and scientific knowledge as well as intercultural understanding, but shall not exclude any other purpose permitted of a municipal library in the State of Vermont.

ARTICLE II

Board of Trustees

Section 1. The Library Board of Trustees (“Board”) shall have the full power to manage the affairs of the Library, make or amend these bylaws, elect officers, establish library policy, and receive, control and manage property which shall come into the hands of the City by gift, purchase, devise or bequest for the use and benefit of the Library and such other powers and duties, as may be prescribed by applicable law and/or regulatory or judicial guidance associated with such laws. Trustees shall be appointed by the City Council of South Burlington, Vermont (the “Council”). The Library Director shall be a non-voting, ex-officio member of the Board. The President of the Friends of the Library (“Friends”) shall be a non-voting member of the Board and shall serve as the liaison between the Board and the Friends.

Section 2. The appointed Trustees shall serve staggered terms. For this purpose, the Trustees shall be divided into three blocks of three-year terms. Each such block of Trustees shall be as nearly equal in numbers as possible. If the number of Trustees is at any time changed by the Council any addition or reduction in Trusteeships shall be so apportioned among said blocks as to make all blocks as nearly equal in number as possible. Subject to appointment by the Council, Trustees may serve any number of consecutive full three-year terms. Except where there is a mid-term vacancy, Trustees shall be appointed by the Council for a term of three years. When a vacancy occurs on the Board, the Trustees shall notify the Council, which shall fill the vacancy by appointing a successor to serve the remaining of the vacancy.

Section 3. Any Trustee may resign by providing a written notice of resignation to both the Chair of the Board and the City Manager which shall become effective upon receipt by the Chair. In the event that any Trustee becomes incapacitated or otherwise unable to fulfill the duties and responsibilities of a Trustee for an extended period of time, the Board, by a two-thirds vote of the Trustees present at a meeting of the Board at which a quorum is present may vote to recommend that the Council remove that Trustee.

Section 4. No Trustee shall receive compensation for his or her service in his or her capacity as a Trustee, but, except as expressly provided otherwise herein, this provision shall not prevent the payment of compensation to any Trustee for services rendered in capacities other than as a Trustee, provided, however, that any such compensation shall have been approved and disclosed in accordance with the policies and procedures of the Board. Trustees may be reimbursed for their reasonable travel and other expenses incurred in carrying out the

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business of the Library provided, however, that any such reimbursement shall have been approved and disclosed in accordance with the policies and procedures of the Board.

Section 5. Attendance at meetings of the Board shall be recorded in the minutes of each meeting of the Board. Trustees are expected to attend all meetings of the Board. A Trustee who is unable to attend a meeting must attempt to notify the Chair prior to the meeting. All Trustees should submit updates or reports of any business he/she has conducted on behalf of the Board or Board Committees since the last attended meeting.

Section 6. The Board and the Library Director will conduct an orientation for all new Trustees as soon as practicable following their appointment.

Section 7. The Trustees will follow and respect the American Library Association Code of Ethics. The Trustees will have the ultimate responsibility of safeguarding users' right to read what they choose. The Trustees will ensure the Library adopts policies and procedures designed to fulfill that right and give impartial service to all.

ARTICLE III

Meetings

Section 1. Regular Board meetings shall be held monthly at least ten (10) times a year. The Chair of the Board or of any Committee of the Board may call all regular meetings and any special meetings of the Board or Committee, respectively. Attendance at a meeting by any Trustee or Committee member is conclusive evidence of receipt of notice of the meeting.

Section 2. All meetings will be conducted in accordance with the Vermont Open Meeting Law, including the posting of agendas and the taking and posting of meeting minutes. Except when a Board or Committee holds an executive session, all meetings of the Board and its Committees are open to the public and South Burlington residents are encouraged to attend.

Section 3. A meeting of the Board or one of its Committees means a gathering of a quorum of the Board or Committee for the purpose of discussing its business or for the purpose of taking action. A quorum of the Board is defined as the attendance of a majority of the total number of Trustees, unless otherwise indicated. A quorum of a Committee is defined as the attendance of a majority of the total number of Trustees Appointed to that committee, unless otherwise indicated. If there is not a quorum present at any meeting, then the Trustees present may adjourn the meeting until a quorum is obtained. No official decisions of the Board may be without a quorum.

Section 4. At any meeting attended by a quorum of the Board or Committee, each Trustee shall be entitled to one vote, and the vote of a majority of the Trustees present shall be the act of the Board or Committee, respectively.

Section 5. The Chair, with the cooperation of the Library Director, shall prepare the agenda for each meeting of the Board. Committee Chairs shall prepare the agenda for each meeting of the Committee. The Chair and Committee Chairs shall ensure meeting materials are made available to Trustees and the public in accordance with the Vermont Open Meeting Law.

Section 6. Subject to the requirements of the Vermont Open Meeting Law, any one or more Trustees or any member of a Committee of the Board may attend and participate in a meeting of the Board or such Committee

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by means of a conference telephone or similar communications equipment allowing meeting participants to hear each other at the same time.

ARTICLE IV

Officers

Section 1. The officers of the Board shall be a Chair, a Vice Chair, a Secretary, a Treasurer and any other officers as may from time to time be elected by the Board.

Section 2. No officer shall receive compensation for his or her services, may be reimbursed or advanced expenses as otherwise outlined in these Bylaws or approved by the Board.

Section 3. The officers shall be elected by the Board at each annual meeting, defined as the first meeting of each fiscal year, and shall hold office for one year. In the event of the resignation of an officer, a replacement will be elected as soon as possible by the Board.

Section 4. The Chair is responsible for leadership of the Board in the exercise of its oversight of the affairs of the Library. The Chair shall preside at all meetings of the Board. In case of a vacancy in the office of the Chair, or during the Chair's absence or inability to act, the powers and the duties of the Chair shall be exercised by the Vice Chair.

Section 5. Under the direction and authorization of the Board, the Treasurer shall oversee use and management of the Library's funds by the Library Director.

Section 6. Under the direction or authorization of the Board, the Secretary shall be responsible for keeping the minutes of the meetings of the Board. In the absence of the Secretary, the Chair of the Board shall designate another Trustee to keep minutes of the meeting of the Board.

Section 7. Except as may otherwise be provided in this Article IV, the officers shall have such authorities, responsibilities and duties as normally pertain to their respective positions and as may be prescribed by the Board or delegated to officers by the Board or Committees of the Board, all in the discretion of the Board.

ARTICLE V

Committees of the Board of Trustees

Section 1. There may be the following standing Committees of the Board of Trustees:

- a) Governance & Nominating Committee
- b) Advocacy Committee
- c) Fundraising Committee
- d) Finance Committee
- e) Evaluation Committee

Section 2. The Board may from time to time create adhoc Committees.

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Section 3. Each standing Committee shall operate in accordance with and have the powers described in a purpose statement approved by the Board. Each ad hoc Committee shall operate in accordance with and have the powers described in a resolution adopted by the Board. The Chair of each Committee shall designate a Clerk to keep minutes of each Committee meeting.

Section 4. Each standing Committee shall be comprised of at least three members. The Board shall appoint the members of each Committee of the Board, the majority of which shall be Trustees. The Board Chair shall appoint a Chair of each standing Committee. The Board may appoint persons who are not Trustees to serve as advisory, non-voting members of any Committee.

Section 5. Each Committee of the Board shall provide to the Board an oral or written report by or on behalf of the Chair of such Committee on the proceedings of such Committee including its recommendations for action by the Board.

ARTICLE VI

Fiscal Year

The fiscal year of the Library shall run from July 1st to June 30th.

ARTICLE VII

Budget and Financial Procedures

Section 1. The Library Director shall seek advice and review from the Board while preparing a draft budget for submission to the City Manager and eventual approval by the Council and voters of South Burlington.

Section 2. The Library Director shall keep the Board informed on a periodic basis (quarterly at a minimum) via the Treasurer of expenditures made under the current fiscal year budget.

Section 3. Monetary gifts of over \$1,000 offered with specific restrictions, including endowment funds, require Board approval of such restrictions before the Board accepts such monetary gifts. Restrictions must be submitted in writing.

Section 4. The Board shall have authority to retain such consultants, service providers and other third parties as it shall deem in its sole discretion necessary or advisable to assist the Board, the Library and/or the Library Director, which may be funded out of the budget, gifts, donations or any other monies available to the Board or the Library.

ARTICLE VIII

Amendments

These Bylaws may be amended in whole or in part by a two-thirds vote of the Trustees present at a meeting of the Board at which a quorum is present, provided that notice in writing of the proposed change shall have been included in the notice of the meeting.

ARTICLE IX

Library Director

Section 1. The Board is responsible for hiring, annually evaluating, managing and firing the Library Director, in collaboration with City Management.

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Section 2. The Library Director is responsible for hiring, managing, evaluating, and firing Library personnel, who are deemed City employees, in collaboration with City Management, and in accordance with the City's Personnel Rules & Regulations.

Section 3. The Board is responsible for creating, adopting and changing the job description for the Library Director as needed, in collaboration with City Management.

ARTICLE X

Insurance and Indemnification

Section 1. The City provides insurance coverage to the Library and its current and former officers and Trustees for acts and omissions in the course of their duties to the Library. The Trustees may (but is not required to) also purchase and maintain such insurance and/or supplemental coverage to such insurance.