

# **BENNINGTON FREE LIBRARY BOARD OF TRUSTEES**

## **ByLaws**

Adopted August 1990

As amended in 1995, 1996, 2001, 2007, 2010

### Article One

The name of the governing body shall be the Bennington Free Library Board of Directors.

### Article Two

The policies, operation and management of the library shall be under the direction of the Board of Directors.

### Article Three

There shall be not less than ten and as many as sixteen directors. A quorum is a majority of the elected Directors. Decisions made at a properly constituted meeting will carry the full authority of the Board of Directors as if all members had been in attendance.

At least two of the directors shall be Trustees, who shall be appointed by a majority of their fellow Trustees, and shall serve in accordance with the Deed of Trust of Trenor Park.

Terms of the directors shall be three-years. Terms shall be phased so that no more than forty percent expire in any calendar year. Vacancies in membership occurring by reason of death, resignation or removal, may be filled as soon as practicable after their occurrence with the advice and consent of the full Board. New members so chosen shall complete the unexpired term of their predecessor. None of the directors so chosen shall serve more than two consecutive terms, provided that anyone serving less than two years of an unexpired term of office is eligible to serve two more three year terms. If any of the directors so chosen shall be absent from three consecutive meetings without voted excuse by a majority of the Board, or from four consecutive meetings for any cause, they shall be deemed to have resigned from the Board.

Director elections will be conducted annually at the time of the Annual Meeting. The Chairman will appoint a nominating committee of not less than three directors whose terms are continuing. The nominating committee will present its slate of nominees to the full Board of Directors. The Board will then vote on new members and members who are standing for re-election.

The majority of the directors shall be residents of the Library service area at the time of their election.

Executive Director: The general operation of the Library shall be under the direction of the Executive Director. The Executive Director will be hired by the full Board of Directors. The Chairman will appoint a search committee as necessary to advise the full Board.

The Executive Director will have full authority to hire and fire staff and to generally contract for the day-to-day operation of the Library.

#### Article Four

The officers of the Board of Directors shall be a chairman, vice-chairman, secretary and treasurer. The Board may choose from time to time to create other officers as would be proper for a non-profit corporation organized under the laws of the State of Vermont. Officers shall be elected for a term of one year. Vacancies in office shall be filled by a majority vote of a quorum.

Committees shall be appointed by the chair, and their duties shall be such as the directors from time to time determine. The trustees shall serve on a standing committee on investments, which shall have exclusive authority over the investment and use of the endowment.

#### Article Five

All meetings of the Board of Directors shall be warned and conducted in accordance with the provisions of the Vermont Open Meeting law. Meetings shall be held not less than six times annually. Meetings shall be held on the third Tuesday of the month, excluding holidays, or on the call of any three directors. All meetings shall be held in the library, unless otherwise determined by a vote of a majority of a quorum.

The annual meeting shall be held in June.

All financial and investment records and accounts of the library shall be available upon request to the town manager or select board of Bennington.

#### Article Six

These bylaws may be abolished, added to, or otherwise amended by affirmative vote of at least nine directors at any meeting, provided that the proposed changes have been warned or delivered to each director at least fifteen days before the meeting.

#### Article Seven

The Bennington Free Library shall at all times provide liability insurance in the form of Directors and Officers Liability insurance, or an equivalent, in such amounts as may be deemed necessary by the Board of Directors.

### Article Eight

In the event of any questions about proper procedure at a meeting, the acting chair shall rule in accordance with Robert's Rules of Order.

Amended: 2001, 2003, 2007, 2010