

**Roxbury Public Library
Board of Directors
Bylaws**

Article I - Name and Establishment

- A. The name of this organization is the "Roxbury Public Library Board of Directors" (hereinafter called the "Board").
- B. The Roxbury Public Library consists of the Minor Memorial Library and the Hodge Memorial Library (the "Hodge"). The public library is under the direction of the Board, which has 9 members. The Board shall have all the authority and responsibility of a municipal library board of directors, as set forth in §11-2-et seq. of the General Statutes.
- C. The Roxbury Public Library (hereinafter called the "Library") is funded by the Town of Roxbury, the Friends of the Roxbury Library, and privately given funds.

Article II – Objectives, Policies, and Strategic Planning

- A. The objectives of the Board are to promote and serve the needs of the Roxbury Community by providing free access to ideas and information through a diversity of library materials, programs, services and experiences.
- B. The Board will establish and maintain a set of policies to govern and guide the Library. Each policy will be initially approved by an affirmative vote of at least two-thirds of all current Directors, and may be revised under the same rule. These by-laws and all policies shall be publicly available.
- C. The Board will develop and cause the execution of a strategic plan for the Library.
- D. The Board will review and evaluate the Board on a regular basis.

Article III – Directors' Term of Office

- A. The Board consists of nine members who serve terms of six years.
- B. The directors' terms are staggered into three equal groups whose terms begin every two years.
- C. Membership on the Board is by Town election which is held every other year or by appointment by the Board of Selectmen if a vacancy occurs between elections.
- D. No member of the Library staff may serve on the Board.
- E. Any resignation of a Board member is to be submitted in writing to the Chair of the Board, who will notify the Town Clerk in writing that a vacancy exists. Similarly if the office of a director becomes vacant due to death, or court order, the Chair of the Board will notify the Town Clerk in writing that a vacancy exists. The Board of Selectmen shall act to fill the vacancy by appointing a director to serve until the next election cycle for that particular seat, as notified by the Town Clerk. If the vacancy is of a Chair of the Board, the Board of Selectmen will fill that vacancy with an appointment and also appoint a member of the already serving Directors as Chair.

Article IV - Library Director

- A. Appointment and Duties
The Board will appoint and establish the salary of an Executive Director who will be the administrative officer of the Roxbury Public Library on behalf of the Board and under its review, direction and authority. The Executive Director will be responsible for the direction and supervision of the staff; for the care and maintenance of library property; for the adequate and proper selection of books and materials in keeping with the stated policies of the Board; for the efficiency of library service to the public; for the development of budgets; for assistance in fund raising; and for its financial operations within the limitations of the budget. It is the responsibility of the Executive Director to interview and hire appropriate staff members and annually review their performance.
- B. There will be an annual review of the Executive Director.

Article V - Meetings

- A. Regular meetings
A schedule of regular meeting dates, times, and places to be used during the ensuing calendar year, shall be adopted annually at the last regularly scheduled Board meeting of the calendar year. This schedule shall be filed with the Town Clerk's Office.
- B. Special Meetings
Special meetings may be called by the Chair or by the Chair at the request of three Board members and the agenda will state each item to be discussed.
- C. Executive Sessions
Executive sessions can only be used for specific purposes as described in Public Act 03-177 and must be listed on the agenda.
- D. Notice of Meetings
Notice of regular or special meetings with an agenda must be filed with the Town Clerk's office at least 24 hours before the meeting is to be held.
- F. Emergency Meetings
An emergency meeting may be held without complying with the rules for regular or special meetings. However the Board must file minutes, including the reason for the emergency, within 72 hours of the meeting with the Town Clerk
- G. Minutes of all meetings should be filed with the Town Clerk. If a scheduled meeting is not held, the Town Clerk should be notified in writing.
- H. Quorum
Five directors shall constitute a quorum for the transaction of business.
- I. Manner of acting
The act of a majority of the trustees present at a meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may be otherwise specifically provided by the General Statutes or these Bylaws
- J. Action Without Meeting.
Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Whenever an action without meeting has been taken, the Director must file the resolutions with the town clerk within 72 hours.
- K. Telephonic, etc., Meeting.
The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication, such as conference telephone communication, by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Article VI – Officers

- A. The officers of this Board will be Chair, Vice Chair, Secretary, and Treasurer. No office can be held by the same person.
Chair. The holder of this office will preside at meetings and authorize calls for special meetings, will see that all orders and resolutions of the Board are carried into effect, and will oversee the functioning of the Library by working with the Executive Director and acting as liaison with the town.
Vice Chair. In the absence of the Chair, this position will perform all duties of the Chair.

Secretary. The secretary will effect correspondence required for Library business. The secretary, or an individual, who is appointed by the Board, will keep account of the Board Meetings, issue notices of regular and special meetings.

Treasurer. The Treasurer is responsible for reviewing and verifying as accurate the financial reports to the Board. The Treasurer shall also monitor and report on the status of the library's endowment fund of investments on a periodic basis. The Treasurer will assist the Executive Director in preparing and presenting the library's annual budget request to the town, subject to Board vote of approval, and will perform all such other duties as are generally associated with that office.

B. Term

The officers described in Article VI A of these Bylaws shall be elected by the Board for a two-year term. This election will occur at the first Board meeting following the Town election at which all of those who were elected have begun their terms. Each officer shall hold office for the term for which she or he is elected, provided, however, that an officer shall cease to be in office upon i) death, ii) resignation, or iii) removal from office in accordance with these Bylaws and or an order of the court.

Any officer described in Article VI A of these Bylaws may be removed, with or without cause at any time by resolution adopted by the affirmative vote of a majority of the trustees at a regular meeting or a special meeting of the Board called for that purpose.

Article VII - Committees

A. Executive Committee

The executive committee will consist of the four officers. It will act as a Grievance Committee to handle internal and external problems. If the problem is of major proportions, the Grievance committee should bring the problem to the whole Board.

B. Standing Committees

At the first meeting after an election, the Board shall appoint such standing committees, as it deems necessary to carry out its functions. Term will be two (2) years. The Chair shall be an *ex officio* member of all standing committees.

C. Special Committees

The Chair may appoint special committees, which include one or more members for such specific purposes as the business of the Board may require from time to time. A committee shall be considered to be discharged upon completion of the purpose for which it was appointed.

B. Committees shall have advisory powers only unless the Board grants specific powers to act. No committee shall represent itself as speaking or acting for the Board as a whole unless such power is specifically granted.

Article VIII - Contracts, Bank Accounts and Investments

A. Execution of Contracts. Except as otherwise provided, the Board may authorize any officer, agent or employee, in the name of the Library to enter any contract or execute and deliver any instrument. This authority may be general or confined to specific instances; and unless such authority is expressly authorized no officer, agent or employee shall have any power or authority to bind the Library by any contract, engagement, indebtedness or to pledge its credit.

B. Signatory

All checks, drafts, deposits, investments shall be signed on behalf of the Library in the manner authorized by the Board from time to time.

C. The investment accounts of the Library shall be established and governed according to the Library's Investment Policy Statement.

Article IX - Records

There shall be kept correct and complete minutes of the proceedings of the Board at the office of the Town Clerk and the Library. The Treasurer will maintain correct and complete records of account at the Library.

Article X - Governing Rules.

The provisions of Roberts Rules of Order Newly Revised shall govern the proceedings of the Board not provided for herein.

Article XI – Ethical and Engaged Behavior

All members of the Board will conduct themselves in a manner that exemplifies honesty and integrity in all dealings with other Board members, the Executive Director, staff members and library patrons.

The Board will engage and interact with the Town of Roxbury, neighboring communities, and the State of Connecticut, including local and state officials, school administrators, community leaders, and the general public in representing the Library.

Article XII- Conflict of Interest

No member of the Board shall act or participate in any manner pending before the Board, in which he or she is directly or indirectly interested in a personal or financial sense. In such event, that person will disqualify her- or himself and that fact will be entered into the records.

Article XIII-Indemnification

Each Director and each Library employee shall be indemnified and held harmless to the fullest extent permitted by applicable law, as it presently exists or may hereafter be amended, against all costs, charges, and expenses (including attorneys’ fees) incurred or sustained by such Director or employee in connection with any action, suit, or proceeding to which such Director or employee may be made a party, brought by a third party by reason of an act or omission by the Director as a Director of the Board or of an employee of the Library as an employee, provided, however, that such act or omission was (i) taken in good faith, (ii) lawful and appropriate, and (iii) in the best interests of the Roxbury Public Library. +

Article XIV - Amendments

These amendments may be amended or repealed or new Bylaws may be adopted by the affirmative vote of at least two-thirds of the directors, provided that the proposed action in respect thereof shall be stated in the notice of the meeting.

Approved by the Directors of the Roxbury Public Library

Cynthia Newby, Chair

2/14/2022
Dated