

MANCHESTER COMMUNITY LIBRARY

BYLAWS

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MANCHESTER COMMUNITY LIBRARY

BYLAWS

Article I Corporate Name and Office

1.1 Corporation Name

The official name of the Corporation shall be the Mark Skinner Library doing business as (DBA) the Manchester Community Library.

1.2 Principal Office

The principal office of the Corporation shall be in the Manchester Community Library located in the Town of Manchester, County of Bennington, State of Vermont, or at other such place as the Board of Trustees of Manchester Community Library (the Board) may decide from time to time.

Article II Corporate Purpose

2.1 Corporate Purpose

The Corporation has been organized exclusively for educational and library purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any further Federal tax code.

More specifically, the Corporation is organized “for the purpose of receiving, holding, managing, and maintaining a library in said Town of Manchester,” as stated in the Act of

Incorporation enacted by the General Assembly of the State of Vermont, November 24, 1896. In furtherance of these purposes, the Corporation may take and hold as endowment by gift, grant, devise, bequest, purchase or otherwise, property, real, personal, or mixed, as permitted by said Act of Incorporation.

2.2 Function

The function of the Manchester Community Library is to serve as the public library to all residents and property taxpayers of the Town of Manchester, conforming to the provisions of Vermont Statute 22 V.S.A. § 101 and 67. Each Manchester resident is entitled to all Library privileges as long as the resident observes the rules and policies of the Library. Non-residents who pay a membership fee may be granted Library privileges as long as the member observes the rules and policies of the Library.

2.3 Purpose of Bylaws

These Bylaws establish rules and procedures for conducting the affairs of the Corporation. They are binding on the Board, on members of any committees established by the Board, and on the Corporation's Officers, whether those persons served in the applicable capacity at the time these Bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the Vermont Nonprofit Corporation Act of the Vermont Statutes (11B V.S.A § 1.01*et seq.*) and the Corporation's Act of Incorporation, as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Vermont Nonprofit Corporation Act or the Act of Incorporation, the provision of the Vermont Nonprofit Corporation Act or the Act of Incorporation shall govern to the extent of such inconsistency.

Article III Trustees

3.1 Board of Trustees

The Board of Trustees is the governing body of the Corporation and shall manage the business affairs of the Corporation. The Board of Trustees shall consist of up to eighteen (18) Trustees exclusive of Officers whose Board terms are extended under §3.2.2 of these Bylaws. The majority of the Trustees shall be fulltime residents of Manchester. All Trustees shall serve subject to these Bylaws of the Corporation, the Trustee Job Description (Addendum I), and the Trustee Ethics Statement (Addendum II), appended to these Bylaws.

3.2 Election of Trustees and Term Limits

Each Trustee shall be elected to serve for a three-year term and shall be eligible for re-election for a maximum of two additional, consecutive three-year terms. Following nine consecutive years (exclusive of partial terms) on the Board, a Trustee is eligible for re-election after rotating off the Board for one year.

3.2.1 Classification & Transition

The Governance Committee shall create and maintain three classes of trustees of approximately equal numbers. In recommending candidates to the Board, the Governance Committee shall assign each candidate to a class and specify the lengths of their terms.

Trustees re-elected in 2022 and/or their successors shall be a part of class A. Trustees re-elected in 2023 and/or their successors shall be a part of Class B. The Governance Committee shall nominate new directors for Class C whose full or partial terms end in 2024.

3.2.2 Extended Terms of Board Officers

Trustees elected officers of the Board who would be barred from serving as Board members by term limits (§3.2, above) shall have their Board terms extended for so long as they serve as Board officers. For the purposes of classifying Board members (§3.2.1), such officers shall not be assigned a class.

3.2.3 “Term” and “Year” Defined

As applied in these Bylaws to the tenure of the Board’s members and officers, “term” means a period comprised of a year or years, and “year” means the Corporation’s fiscal year established in Bylaw §8.2.

3.3 Unexpected Vacancy in Board

A Trustee elected to fill an unexpected vacancy shall serve until the end of the current fiscal year.

3.4 Attendance of Trustees

Any Trustee who fails to attend any three (3) consecutive meetings of the Board, without good cause, may be removed by a vote of two-thirds (2/3) of the Trustees.

3.5 Removal of Trustee

Any Trustee may be removed, without cause, by a vote of two-thirds (2/3) of the Trustees. Each Trustee shall be given seven (7) days’ notice that the removal of a Trustee under this or the preceding section will be voted upon.

3.6 Honorary Trustees

An unlimited number of Honorary Trustees, with no voting rights, may be elected by the Board. They will receive communications regarding regular and special Board meetings, and are invited to participate in such meetings. They may be invited to serve on any Trustee Committees, including as Chair.

3.7 Compensation

No Trustee shall receive a fee, salary, or remuneration of any kind for his or her services as Trustee. The Corporation may, however, reimburse Trustees for reasonable expenses incurred by them, provided a member of the Executive Committee has approved such expenses.

3.8 Powers

The Board of Trustees shall have responsibility for the management and oversight of the business of the Corporation. The Trustees shall be responsible for the investment, use, and expenditure of all funds and property of the Corporation and for determining general policy of the Corporation. The Board of Trustees shall have, in addition to the powers and authority expressly conferred upon it by these Bylaws, the right, power, and authority to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation as a corporation organized under the laws of the State of Vermont exclusively for charitable and educational purposes, provided, however, no power shall be exercised or act done which is inconsistent with the definition of charitable and educational corporations under the Internal Revenue Code of the United States, with any statute of the State of Vermont, or with the provisions of the articles of association and the Bylaws of the Corporation.

Article IV Meetings

4.1 Annual Meeting

The Annual Meeting of the Corporation shall be held each year at the Manchester Community Library in the Town of Manchester on the first Tuesday in September, concurrent with a regular Board meeting, or at any other time within thirty (30) days thereafter, and at any other place designated by the Board. No further notice of the Annual Meeting is necessary unless the Board designates a place and time other than that specified.

4.2 Regular Meetings

The Board of Trustees shall hold regular meetings at the principal office of the Corporation or at such other place as may be acceptable to a majority of the Board. At such meetings, the Board shall determine the date, time, and place of the next regular meeting. All Trustees are notified in advance of regular meeting dates and times.

4.3 Special Meetings

The President of the Corporation, the Secretary, or any three (3) Trustees, for any purpose consistent with the Act of Incorporation or with its Bylaws, may call a special meeting of the Board at any time. Such meeting may be held according to the provisions of the Vermont Statutes (11B V.S.A. § 7.05 *et seq*) upon no fewer than ten (10) days' notice. Such notice shall specify the time and date of the meeting, and a description of the matter or matters for which the meeting is called. All special meetings shall be held at the Corporation's principal office unless all members of the Board agree to a different location.

4.4 Waivers of Notice

No notice of a meeting need be given to any Trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting upon arriving at the meeting or prior to the vote on a matter not noticed, in conformity with the Vermont Nonprofit Corporation Act (11B V.S.A. § 7.06).

4.5 Action without a Meeting

The Board may act without a meeting if, prior or subsequent to such action, each Trustee consents to such action through written or email consent. All written and email consents shall be filed in the Corporation's minute book.

4.6 Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any regular, special, or Annual Meeting of the Corporation.

4.7 Voting Requirements

Each member of the Board of Trustees shall have one (1) vote on all matters that come before the Board. A Trustee is entitled to vote at all meetings of the Board via written proxy, including by email, that has been given prior to the meeting to another Trustee and that proxy will count toward a quorum. All matters requiring a vote of the Board shall be decided by a majority vote of the Trustees voting thereon, unless otherwise specified in these Bylaws.

4.8 Conference Calls and Online Meetings

Members of the Board may participate in meetings by means of conference telephone calls, videoconference, or similar communication methods that enable all participants to communicate interactively. Such participation in a meeting shall constitute presence at that meeting for the purpose of establishing a quorum.

Article V Officers

5.1 Election of Officers

The Officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, and such other Officers as the Board deems necessary for the conduct of the Corporation's affairs. The Officers shall be elected annually, prior to the end of the fiscal year, for a term of one (1) year and thereafter until a successor has been duly elected and qualified by majority vote of the Trustees. The Officers comprise the Executive Committee. The duties and authority of the Officers shall be determined from time to time by the Board. Subject to any such determination, the Officers shall have the duties and authority set forth in the following paragraphs.

5.2 Purpose, Duties, and Obligations of the President

The President shall lead, oversee, and have ultimate responsibility for all functions of the Corporation, ensuring its continued growth and development, continuity, and financial sustainability. The President shall serve as Chair of the Board and of the Executive Committee and shall preside at all meetings of the Board. Unless otherwise directed by the Board, all other Officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business which are authorized either generally or

specifically by the Board. The President shall have general powers and duties of management usually vested in the office of the president of a nonprofit corporation. The President may from time to time delegate any or all of the President's duties and authority to any other officer. The President shall be an *ex officio* member of every committee authorized by the Board. The President shall make a report to the Trustees at the Annual Meeting on the State of the Library and make recommendations for its welfare.

5.3 Purpose, Duties, and Obligations of the Vice-President

The Vice-President is tasked with assisting the President in fulfilling the mission of the organization, acting in the President's place in his/her absence, and ensuring a smooth, planned transition of leadership within the Corporation, in consultation with the Governance Committee. The Vice-President shall be ready at any time to assume the duties of the President if called upon to do so, and shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President shall perform any other duties that may be prescribed by the Board. The Vice-President automatically becomes President upon the resignation, death, or permanent incapacity of the President for the balance of the fiscal year.

5.4 Purpose, Duties, and Obligations of the Secretary

The Secretary shall cause notices of all meetings to be served in writing or by electronic correspondence, and shall record or cause to be recorded the minutes of all meetings of the Board, including attendance. The Secretary shall have charge of all papers and records, and of the general correspondence of the Corporation. The Secretary shall possess such powers as are incident to the office or as shall be delegated to him/her by the President or the Board.

5.5 Purpose, Duties, and Obligations of the Treasurer

The Treasurer shall have the custody of the funds of the Corporation, and pay or cause to be paid therefrom current expenditures and other authorized disbursements. The Treasurer shall keep or cause to be kept regular books of account for the Corporation, accounting for all receipts and expenditures. The Treasurer shall prepare a written annual financial report for presentation to the Board at the Annual Meeting, and such other reports at such other times as the Board may direct. The Treasurer shall be empowered to act as agent to make loans or borrow money, as well as to buy and sell assets, including stocks and bonds, upon authorization of the Board. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned to him/her by the President.

5.6 Removal of Officers

All Officers of the Corporation serve at the pleasure of the Board. The Board may remove any officer(s), with or without cause, by a majority vote of the Board. An officer who is also a Trustee may be removed as an officer and remain a Trustee unless the action of the Board clearly indicates otherwise.

5.7 Vacancy and Absence

In the event of a vacancy in any office, the remaining Officers may appoint a Trustee to serve in that office until the next meeting of the Board of Trustees, at which meeting a successor may be elected to fill the unexpired term. In the event of the temporary absence of any officer, the remaining Officers may appoint a Trustee to serve in that office until the elected officer returns to service.

5.8 Compensation

No officer shall receive a fee, salary, or remuneration of any kind for his/her services as an officer. The Corporation may, however, reimburse Officers for reasonable expenses incurred by them, provided the Board has approved such expenses.

Article VI Board Committees

6.1 Executive Committee

The President, Vice-President, Secretary, Treasurer and such other officers as the Board creates under §5.1 of these Bylaws shall comprise the Executive Committee.

6.1.1 Duties

The Executive Committee shall have oversight of all Board responsibilities and functions related to the administration of the Library. It meets as needed and is empowered to transact necessary business that cannot and should not be deferred until the next regular meeting of the Board of Trustees. The Executive Committee shall make recommendations to the Board at any regular or special meeting. The Executive Committee shall have oversight of the Executive Director's annual evaluation.

6.1.2 Organization

The President shall be the Chair and presiding officer of the Executive Committee. The Secretary shall keep minutes of all meetings of the Executive Committee.

6.1.3 Meetings

The Executive Committee shall meet at the call of the Chair. A majority of the committee shall constitute a quorum for the transaction of business at any meeting.

6.1.4 Financial Statement Review

The Executive Committee shall select a trained professional to periodically review the Corporation's financial statements according to generally accepted accounting practices.

6.2 Standing Committees

Standing Committees shall be: Advancement, Facilities, Finance, and Governance. At least one (1) member of each Committee shall not be a member of the Executive Committee. A Committee Chair can invite a non-Trustee to become a member of that Committee with the approval of the Board Chair.

6.2.1 Advancement

The Advancement Committee shall lead the Board in efforts to secure a diversified mix of philanthropic support needed to fulfill the mission of the organization.

6.2.2 Facilities

The Facilities Committee shall have charge of the use, maintenance, repair and replacement, safety, and security of the buildings, grounds, furnishings, art and décor, systems, and equipment of the organization.

6.2.3 Finance

The Finance Committee shall have general oversight of the financial operation of the organization ensuring budgeting, asset management, financial planning and reporting, internal controls and accountability, fiscal practices, procedures, and policies are in place that protect and preserve the mission of the organization.

6.2.4 Governance

The Governance Committee shall nominate members for the Board, annually present Slate of Officers, provide training and continuing education for Trustees, measure the effectiveness of the Board, and provide stewardship for current and former

Trustees to facilitate development and implementation of governance procedures and structures that preserve the mission of the organization.

6.2.5 Other Committees

The Board may, by a resolution of a majority of those Trustees present at any meeting, establish such other committees, as it deems advisable.

6.3 Ad Hoc Committees

The Chair or the Executive Committee of the Board of Trustees may form an Ad Hoc Committee for a limited period of time to address a specific need. When the work of the Committee is completed, the Committee would dissolve. An Ad Hoc Committee can include non-Trustee members.

6.4 Precedence and Vacancy

All committees shall be subordinate to the Board of Trustees to whom they shall make their recommendations. The Board may by resolution adopted by a majority of the Board abolish, fill any vacancy in, appoint alternate members to, or remove a Trustee from any committee. In the event of the temporary absence of any committee member, the President may appoint a Trustee to serve in that position until the elected committee member returns to service.

6.5 Committee Meetings

Board committees may meet at such times and places as may be acceptable to a majority of the members of that committee. The presence of a majority of the members of the committee shall constitute a quorum for the transaction of business by that committee. Each committee shall give reports, as necessary, at regular meetings of the Board.

Article VII Contributions and Dissolution

7.1 Contributions

The Corporation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the Corporation's purposes as hereinabove stated. The Corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of associated administrative expenses.

7.2 Dissolution of the Corporation

Upon dissolution of the Corporation, the Board shall utilize the Corporation's assets for the payment of all obligations and liabilities. Any remaining assets will be disposed of in a manner consistent with the Corporation's purpose as hereinabove stated, either in the form of direct expenditures or by disbursement to one or more organizations organized and operated exclusively for charitable, scientific, or educational purposes so as to qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or any corresponding provision of a future law of similar import, or to the United States, or a state or local government, for a public purpose.

Article VIII Miscellaneous Provisions

8.1 Amendment to the Bylaws

These Bylaws may be altered, amended, or repealed by a vote of a majority of the Board. Notice of any Bylaw change to be voted upon by the Board shall be given not fewer than ten (10) days prior to the meeting at which such change shall be proposed, unless notice is waived in writing by all Trustees.

8.2 Fiscal Year

The Corporation's fiscal year shall run from the first day of August (August 1) of each year to the thirty-first day of July (July 31) of the next year.

8.3 Effect of Headings

Headings have been used throughout these Bylaws as a matter of convenience. Such headings shall not be deemed interpretive of the contents of the Corporation's Bylaws.

8.4 Service of Notice

The Secretary may serve notice or have notice served of any meeting at least the number of days prior to said meeting specified in these Bylaws or by statute, by any means of telephonic or electronic communication, such as facsimile, voice mail, or email which provides reasonable assurance that a notice will be delivered in a timely manner, or by written communication delivered by any delivery service to the residence or office of the addressee. When notice is sent by regular mail service, the deposit in the U.S. Postal Service must be made no fewer than (5) days prior to the time of required delivery to the addressee. The purpose of the meeting need not be stated in the notice, unless the matters to be considered at the meeting include a change in these Bylaws, removal of a Trustee, or any other matter specified in the Vermont Nonprofit Corporation Act as requiring a notice of purpose.

8.5 Indemnification

Any officer or Trustee of the Corporation now or hereafter serving as such shall be indemnified by the Corporation against any and all uninsured claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such officer or Trustee, or by reason of any action alleged to have been taken, omitted, or neglected by him/her as such officer or Trustee; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability.

8.5.1 Exceptions

Notwithstanding the foregoing, the Corporation shall have no obligation to indemnify a Trustee who has been found liable for intentional misconduct; criminal activity; grossly negligent conduct; or personal injury or property damage arising out of or related to a vehicular accident.

8.5.2 Limits to Indemnification

The amount paid to any Trustee by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved.

8.5.3 Not Exclusive

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Trustee of the Corporation may otherwise be entitled by law.

8.6 Applicability of Vermont Law

The Corporation has been formed pursuant to the laws of the State of Vermont. These Bylaws shall be construed in accordance with the Vermont Nonprofit Corporation Act and any other applicable laws.

8.7 Non-Discrimination

The Corporation's business shall be conducted in a manner that is compliant with all State and Federal civil rights and applicable non-discrimination statutes.

Article IX Conflicts of Interest

9.1 Prohibition

No Trustee shall vote on a matter that would involve a conflict of interest. A conflict of interest is prohibited by Board members, employees, consultants, and those who provide services or furnish goods to the Corporation.

9.2 Definition

A "conflict of interest" shall mean a transaction or action that might benefit the private interest of an individual, a member of his/her immediate family, or a business with which he/she is affiliated. It shall not be a conflict of interest for any Trustee to participate in matters relating to the Library simply because the Trustee or his/her family is a user of the Library's services.

9.3 Duty to Recuse

When a Trustee has a conflict of interest with respect to a transaction or an action before the Board or a Committee thereof, the person shall remove him/herself from the meeting and not be present for discussion or vote on the matter.

9.4 Procedure

When a Trustee has cause to believe that a matter to be acted upon would involve him/her or another Trustee engaging in a conflict of interest or a question of potential conflict of interest, he/she shall announce the nature of the conflict and/or the questions of whether an actual conflict of interest exists. This announcement shall be recorded in the minutes of the meeting. If the Trustee announces a question about a possible conflict of interest but does not voluntarily recuse himself/herself from participation, the issue of whether a conflict exists shall be determined by vote of a majority present. The Trustee who raised the issue and the Trustee about whom the issue was raised will recuse themselves from this vote.

These Bylaws are as approved with amendments by the Board of Trustees on August 11, 2022, June 2, 2020, February 6, 2018; Article VI amendments passed April 3, 2018. (Prior Revisions adopted September 2009, June 2012, and June 2015.)

Addendum I Trustee Job Description

Responsibilities of the Manchester Community Library Board of Trustees

1. Ensures that the Library has sufficient funds to provide quality service to its patrons.
2. Determines and adopts written policies to govern the operation and services of the Library.
3. Represents the interests and needs of the greater community.
4. Sets an annual budget and approves expenditures of funds. Monitors the budget and expenditures throughout the year.
5. Maintains an awareness of Library issues and trends and the implications for Library users. Becomes familiar with principles and issues relating to intellectual freedom.
6. Hires and supervises a qualified Executive Director to implement Board decisions and to carry out day-to-day operation of the Library.
7. Establishes short and long-term goals for the Library. Periodically reviews and revises long-term plan.

Responsibilities of an Individual Trustee

1. Contributes, in a significant way, to the Library's Annual Fund.
2. Attends Board meetings with regularity and punctuality.
3. Before the meetings, reads the material that has been sent out ahead of time, and comes prepared to discuss agenda issues.

4. Is willing and able to communicate via e-mail.
5. Knows and understands the mission and policies of the Library.
6. Participates actively in committee work. Completes committee assignments in a timely fashion.
7. Assists in fundraising efforts.
8. Serves as a Library Ambassador, conveying and explaining Library policies, procedures, and Board decisions to community members.

Addendum II Trustee Ethics Statement

1. Trustees in the capacity of trust bestowed upon them shall observe ethical standards with absolute truth, integrity, and honor.
2. Trustees must avoid situations in which personal interests might be served or financial benefits gained at the expense of Library users, colleagues, or the institution.
3. It is incumbent upon any Trustee to disqualify himself/herself immediately whenever the appearance of conflict of interest exists.
4. Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the institution, acknowledging the formal position of the Board even if they personally disagree.

5. A Trustee must respect the confidential nature of library business while being aware of and in compliance with applicable laws governing freedom of information.

6. Trustees must be prepared to support to the fullest the efforts of the staff of the Manchester Community Library in resisting censorship of library materials by groups or individuals.

7. Trustees who accept Board responsibilities are expected to perform all of the functions of library trustees listed herein.