

# THE RUTLAND FREE LIBRARY ASSOCIATION, INC.

## BY-LAWS

### ARTICLE I. MEMBERSHIP IN ASSOCIATION

#### Section 1. Eligibility

Membership in the Rutland Free Library Association, Inc. (hereinafter "Association") shall be available to anyone over eighteen years of age who shall apply for membership on the appropriate form who resides or is a taxpayer in one of the member towns.

#### Section 2. Term

A membership received by library staff shall be valid for seven years beginning thirty (30) days from the date of the application. The library director shall provide a current membership list to the secretary/clerk of the board of trustees at the annual meeting. If a municipality no longer contributes to the Library, members from that municipality will be removed from the active membership list.

### ARTICLE II. BOARD OF TRUSTEES

#### Section 1. Representation

The Board of Trustees shall consist of at least twelve (12) but no more than fifteen (15) members of the Association. No fewer than eight members of the Board of Trustees shall be residents of the city of Rutland. There shall be one Trustee from any town with a population of fewer than 2,000 residents and two Trustees from any town that has a population of greater than 2,000 residents that has voted to contribute tax support to the Association. Additionally one Trustee (a Member-at-Large) shall be chosen from any of the tax-contributing towns or city.

If a Trustee changes his or her residence to a town or city outside of the town or city he or she is elected to represent, that Trustee may continue to serve until the next annual meeting.

#### Section 2. Appointment

The Trustees from tax contributing towns, outside of the City of Rutland, shall be appointed or approved by the Select Board of that town for a three-year term. Such a member's term

shall end at the annual meeting following the third anniversary of the member's appointment. A town voting at an annual or special meeting to contribute financial support to the Library shall be entitled to seat its board member or members at the second regularly scheduled Board meeting following such vote.

If a town ceases contributing to the Library, the Trustee or Trustees representing that town shall resign from the Board, as of the end of the Library's fiscal year. The Mayor of the City of Rutland shall appoint or approve one Rutland City representative to the Board of Trustees.

### **Section 3. Length of Term**

New members of the Board of Trustees other than those appointed or approved by the Select Boards of tax contributing towns, or the Rutland City member appointed or approved by the Mayor shall be elected by a majority of the members of the Association present at each annual meeting for a term of three years. Board members may serve two consecutive terms. However, after a hiatus of three years following the second term, the individual may be reconsidered for election or appointment to the Board of Trustees.

Notwithstanding the foregoing, by vote of at least one-half of the disinterested members of the Board, the Board may extend indefinitely, by successive three year terms, the term of the individual serving as Treasurer if the Board determines that the loss of that individual would adversely affect the library and that no other member of the Board is then qualified and willing to assume the responsibilities of the office of Treasurer.

### **Section 4. Vacancies**

Vacancies occurring on the Board of Trustees during the period between annual meetings shall be filled by appointment or approved by the municipality having originally appointed the board member, for the unexpired term of that member, or filled by election by a majority of the remaining members of the Board of Trustees otherwise, to serve until the next annual meeting, at which time the vacancy shall be filled by election by a majority vote of the members of the Association present at the annual meeting. That person, if elected, can serve two additional full terms in addition to filling a vacancy for a partial term.

### **Section 5. Attendance**

Board members shall be required to attend 75 percent of the Board meetings during any twelve-month period, beginning on the date of the member's election or appointment to the Board, or risk forfeiture of his or her Board membership.

### **Section 6. Committees**

The President and Nominating Committee, with the approval of the Board, shall appoint Board members to Board committees. The President and Nominating Committee, with the approval of the Board, may name non-Board members to serve on Board committees. Such non-Board members shall vote in committee meetings. Any non-Board member serving on a

committee shall be a member of the Association. The chair of each committee shall be a Board member, however.

### **ARTICLE III. OFFICERS**

#### **Section 1. Election**

The Board of Trustees shall elect, by majority vote, at a meeting to be held within seven (7) days after the annual meeting of the Association, the following officers to serve the Association until their successors are duly elected and qualified: President, a Vice-President, a Treasurer, and a Secretary-Clerk shall be elected from the Board of Trustees.

#### **Section 2. President and Vice-President**

The President of the Board shall preside at all meetings, appoint all committees (pursuant to the provisions in Article II, Section 6), authorize calls for any special meetings, and generally perform the duties of a presiding officer. In the absence of the President from a Board meeting, the Vice-President shall act as President.

#### **Section 3. Secretary**

The Secretary of the Board shall be the Clerk of the Association. The Clerk shall keep Association records where the principal office of the Association is located. The Clerk shall hold office for one year and/or until his or her successor is duly elected and qualified. A vacancy in the office of the Clerk may be filled by election by a majority vote of the Board of Trustees, which shall make such election at the next Board meeting or at any duly called special meeting, held prior thereto. The Clerk shall record all votes and proceedings of the members of the Association at the Association's annual meeting or any special meeting of the Board of Trustees or any executive committee thereof.

#### **Section 4. Treasurer**

The Treasurer shall have charge of all Association funds and income including the appropriations received from the City of Rutland and other municipalities, and shall report at each meeting on the state of funds. S/he shall have custody of all evidences of debt or investments and shall see that proper precautions are taken for their safekeeping. S/he shall, with approval of the Finance committee invest or reinvest available funds of the Association to the end that such available funds will produce a moderate growth and income to the Association commensurate with investment security for the long term financial stability of the Association.

### **ARTICLE IV. AUDITOR**

An independent public accounting firm shall be chosen by a majority of the members of the Board of Trustees to perform an annual review of the finances of the Library. Every five years or sooner, if deemed necessary by the Board of Trustees, the Library shall procure an audit with specified footnotes by an independent public account firm. The independent public accounting firm chosen shall not have as its employee any Board members.

## **ARTICLE V. MEETINGS**

### **Section 1. Annual Meeting**

The fiscal year of the Association shall be the same as the fiscal year of the City of Rutland. The annual meeting shall be held in the fourth month following the close of the fiscal year. The date of the annual meeting shall be set by the President, and in case s/he shall fail to act, a majority of the Board may set the date.

### **Section 2. Notice of Meetings**

The President, or four members of the Board of Trustees, may call a special meeting of the members of the Association. Public Notice of each annual meeting and of any special meeting of the members of the Association shall be given by sending a notice to the last known email or physical address of members of the Association, by posting electronic public notices, and by posting a notice on the library bulletin board, not more than thirty (30) and less than ten (10) days before each meeting. Electronic public notice locations include: the library newsletter, library calendar, library website, social media, local newspaper(s), and calendar(s). Such notice shall stipulate the day, time of day and place of the meeting and the nature of the business to be transacted.

### **Section 3. Board Meetings**

Regular meetings of the Board of Trustees shall be on the third Wednesday of each month, unless otherwise ordered by the President.

## **ARTICLE VI. QUORUM**

### **Section 1. Quorum of the Board**

A majority of the members of the Board of Trustees present at a regular monthly meeting or special meeting shall constitute a quorum.

**Section 2. Quorum of the Membership**

Those members of the Association present at a duly called annual or special meeting of the Association shall constitute a quorum of the members of the Association.

**ARTICLE VII. AMENDMENT OF BYLAWS**

New by-laws may be adopted and any by-law amended, by majority vote of members of the Association present at the annual meeting, or at any special meeting warned for that purpose.

Adopted October 22, 1996  
Revised October 9, 2002  
Revised October 12, 2005  
Revised October 15, 2008  
Revised October 20, 2010  
Revised September 21, 2015  
Revised October 21, 2015