

The E. C. Scranton Memorial Library

Madison, CT

BYLAWS

ARTICLE I: NAME

The name of this Corporation shall be The E. C. Scranton Memorial Library. (Incorporated by Act of the General Assembly, session 1901, House Joint Resolution No. 155, approved May 3, 1901, confirmed amended and extended by Bill No. 2207 of the General Assembly, January session of 1959.)

ARTICLE II: MISSION

The Mission of the E. C. Scranton Memorial Library is to improve the quality of life for all Madison residents by providing access to information, fostering lifelong educational and cultural learning, and cultivating relationships among our residents through the exchange of ideas.

ARTICLE III: BOARD OF TRUSTEES

The Board of Trustees of the Corporation shall have general management of the affairs, property, and business of the Corporation and may adopt such bylaws as are appropriate to carry out the purposes of this Corporation.

The Board of Trustees shall be composed of not more than twenty (20) and not fewer than fifteen (15) elected members who are taxpayers of the Town of Madison. The Board of Selectmen of the Town of Madison and the Board of Finance of the Town of Madison may each appoint a non-voting liaison to attend meetings of the Board of Trustees of the Library.

The Board of Trustees acknowledges the cooperative relationship between it and the Friends of Scranton Library. Accordingly, the person serving as President of the Friends of Scranton Library shall serve as a voting ex-officio Trustee or, if that person chooses not to serve, a person designated by the Friends of the Library and approved by the Board of Trustees shall serve in his or her place.

ARTICLE IV: TERMS OF TRUSTEES OF THE CORPORATION

The terms of all elected Trustees shall be three (3) years except those elected to fill unexpired terms. The Board is elected in three groups, each for a term of three years. A Trustee who has served three successive three-year terms shall not be eligible to serve as a Trustee during

the year next following the expiration of that person's third three-year term, except every Officer who has a year remaining to serve as such Officer may continue as a Trustee for the ensuing year.

It shall be the responsibility of the Governance Committee to maintain a balance of terms of the Trustees so that approximately one third of the Trustees' terms shall expire at each inaugural meeting.

ARTICLE V: ELECTION OF OFFICERS and COMMITTEES

The Board of Trustees, at its inaugural meeting each year, shall take action on a slate of officers, who shall be Trustees, as presented by the Governance Committee.

The officers shall consist of a President, Vice President, Secretary, Treasurer and such other officers as the Board of Trustees shall establish. All Officers shall serve without compensation and shall hold their respective offices for two (2) years, elected at the inaugural meeting in even-numbered years, conditional upon agreeing to serve until their successors are duly elected and qualified.

There shall be an Executive Committee, which shall include the President, Vice President, Secretary and Treasurer. The President may appoint members at large if it is desirable.

There shall also be the following standing committees:

1. Finance Committee
2. Audit Committee
3. Governance Committee
4. Development Committee
5. Strategic Direction Committee
6. Building and Grounds Committee

The members of the committees shall serve without compensation. The President may form any ad hoc committees as needed. Each committee shall report to the Board when necessary.

The Chair of each committee shall be a Trustee and appointed by the President. A majority of the members of a committee must consist of Trustees, except the Executive Committee, which must consist solely of Trustees. Committee Chairs, in concert with the President, shall select persons for their respective committees.

ARTICLE VI: QUORUM

The presence of fifty (50) percent of the Trustees of the Corporation at any meeting shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present may, by majority vote, adjourn the meeting without notice other than the announcement at the meeting.

ARTICLE VII: PRESIDENT

The President shall preside at all meetings of the Board of Trustees, sign contracts on behalf of the Corporation with such limitations as the Board shall determine, serve as the Chair of the Executive Committee, and appoint committee chairs. The President shall be an ex-officio member of all committees except the Governance Committee.

ARTICLE VIII: VICE PRESIDENT

The Vice President shall perform the duties of the President during the latter's absence or disability, fulfill any duties delegated by the President, and be an ex-officio member of all committees.

ARTICLE IX: TREASURER

The Treasurer shall have the custody of all moneys and securities belonging to the Corporation, shall authorize payment of orders or bills against the Corporation, provided there shall be sufficient funds in the treasury, and shall keep a regular account thereof. The Treasurer shall report at all meetings of the Board of Trustees on the financial condition of the Corporation plus any other financial information, which the Treasurer deems appropriate. The Treasurer shall be the Chair of the Finance Committee, unless the Board otherwise provides.

ARTICLE X: SECRETARY

It shall be the duty of the Secretary to give five (5) days' notice in writing to the Trustees of the Corporation of all inaugural, monthly, and special meetings, to attend such meetings, and make a report of the proceedings, and to see that all papers and official records of the Corporation are maintained in the Library. The Secretary shall also serve as the Secretary of the Executive Committee.

As used in these bylaws, notice may be given by the United States Postal Service, or electronically to any Trustee who has provided an electronic address.

ARTICLE XI: OTHER OFFICERS

Other officers appointed from time to time by the Board of Trustees shall perform such duties as may be prescribed for such office by the Board of Trustees.

ARTICLE XII: STANDING COMMITTEES

1. The Executive Committee: This Committee shall have full power to act for the Corporation on all matters except those delegated to other committees during intervals between meetings of the Board. It shall meet as necessary to carry out all orders issued by

the Board of Trustees and shall report to the Board on all actions taken. It shall conduct an evaluation of the Library Director annually.

2. The Finance Committee: This Committee shall prepare a monthly accounting of Library Funds and prepare an Annual Budget to be presented to the Trustees at a meeting preceding the Budget Hearing of the Board of Finance of the Town of Madison. Requests for special expenditures should be brought to the Committee or the Board of Trustees.

The Finance Committee shall have charge of the investment and management of funds and securities of the Corporation, with full power to authorize the execution and delivery of all instruments of purchase, sale, release, exchange, and transfer, and papers incidental thereto. This committee meets regularly, as determined by the Finance Committee Chair, to monitor and amend as necessary financial policies, investments, insurance and budgeting for both long range capital and annual operating needs. The Finance Committee Chair shall be an ex-officio member of any committee pertaining to the finances or investments of the Library.

3. Audit Committee: This committee meets as needed to select an independent auditor for approval by the full Board, and works with the auditor to ensure that an annual audit is completed and filed in a timely and efficient manner.
4. Governance Committee: This Committee's purpose is to enhance the quality and future viability of the Board. It includes annual recruitment and nomination of new members, monitoring member terms to ensure full representation, developing and maintaining a Board member handbook which includes a set of expectations for Board members, ensuring adherence to our bylaws and initiating changes, if necessary, and monitoring Board morale and member satisfaction with their assignments. This committee shall present a slate of Officers at the inaugural meeting in even-numbered years as well as make recommendations for new Trustees and Officers when necessary to fill vacancies on the Board of Trustees or in an office. Nominations of a Trustee to fill a vacancy shall be presented to the Board of Trustees at a regularly scheduled meeting. The Board will vote on those recommendations at its next scheduled meeting. Nominations of Trustees to be elected at the inaugural meeting shall be made at the regular meeting of the Board of Trustees preceding such inaugural meeting.
5. Development Committee: This Committee shall be responsible for fundraising and creating a conducive climate for fundraising through awareness building, communications and community outreach. Board members meet monthly to oversee that library budget goals are met for both capital and annual operating needs. Members meet with an ad hoc communications and public relations task force to build and maintain a memorable and persuasive branding for the library that will result in increased awareness of the library's

value to our community and stimulate the public's desire to support the library financially. Members will also work with the task force to help develop necessary campaign and other outreach materials. All Board members participate, as they are willing and able, in annual appeals, special events, grant opportunities, business alliances, donor and volunteer cultivation, and personal calls on donor prospects (accompanied by staff or other Board members).

6. Strategic Direction Committee: This Committee shall be responsible for the consideration of the future direction and growth of the Library. It shall engage in development and ongoing evaluation of a long-range strategic plan and maintain an understanding of library services provided by peer libraries, the services and programs offered at the Scranton Memorial Library, the constituencies served and their needs and attitudes toward the library, potential competitors and institutions that provide similar resources and services, and the library's unique competitive strengths and weaknesses. Board members who serve in this capacity meet quarterly at a minimum to review the library's goals and strategies, determine if changes are needed to respond to evolving marketplace conditions, and develop recommendations to present to the full Board for approval.

7. Building and Grounds Committee: This committee shall be responsible to the Executive Committee and the Board of Trustees for the care of all Library buildings and grounds.

ARTICLE XIII ELECTIONS of TRUSTEES of the BOARD OF TRUSTEES

To become a Trustee of the Corporation, a Nominee presented by the Governance Committee shall be a taxpayer of the Town of Madison, shall be over eighteen (18) years of age, shall be nominated at one meeting and elected at a following regular or special meeting of the Board of Trustees, and shall sign the Articles of Incorporation.

If the office of any Trustee becomes vacant for any reason, a majority of the remaining Trustees may choose a successor, who shall hold office for the unexpired term of the respective office.

ARTICLE XIV: ATTENDANCE

Trustees unable to attend regular meetings shall make a sincere effort to notify the Library Director, the President or Secretary. The Board reserves the option of removing any Trustee who is absent without cause for three (3) consecutive meetings.

ARTICLE XV: MEETINGS of the BOARD of TRUSTEES

Meetings of the Board of Trustees shall be open to the Public. However, the Board reserves the right to convene an executive session when necessary. When appropriate, meetings of the

Board may be conducted by telephone or video conference call wherein each Trustee may be heard by all other attending Trustees.

The inaugural meeting of the Board of Trustees shall be held on the third (3rd) Monday of September or on such other date as shall be designated by the President.

Special meetings of the Board of Trustees may be called by the Secretary upon the request of the President, the Executive Committee, or any three (3) Trustees.

Notice of all meetings, inaugural, monthly, and special, shall be given to all Trustees of the Corporation five (5) days before the date of such meetings. The notice of any special meeting shall state the business of the meeting, and unless all Trustees are present at the special meeting, no other business than that stated in the notice shall be transacted.

For procedural issues raised during meetings of the Board of Trustees, recourse shall be made to "Roberts Rules of Order."

ARTICLE XVI: LIBRARY DIRECTOR

The Board shall appoint a qualified Library Director who shall be the executive and administrative officer of the Library on behalf of the Board and under its review and direction. The Executive Committee shall conduct an evaluation of the Library Director annually and report to the Board.

The Library Director shall recommend to the Board the appointment and specify the duties of the other employees and shall be held responsible for the proper direction and supervision of the staff, for the care and maintenance of library property, for an adequate and proper selection of materials in keeping with the stated policy of the Board, for the quality of library service to the public, and for its financial operation within the limitations of the budgeted appropriations.

The Library Director shall be an ex-officio non-voting member of the Board and report to the Board at regular meetings and to the Executive Committee as appropriate.

ARTICLE XVII: ALTERATIONS and AMENDMENTS

These BYLAWS may be altered or amended upon a two-thirds (2/3) vote of the Trustees present at any inaugural, monthly, or special meeting of the Board of Trustees. Any motion dealing with constitutional or bylaw changes must be presented at one meeting and voted on at the next regular meeting. A written notice of such changes must be sent to all Trustees.

Approved by Board of Trustees June 21, 2021