

The E. C. Scranton Memorial Library

Madison, CT
Board Approved – 05.12.2025

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. 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 Corporation.

The Board of Trustees acknowledges the cooperative relationship between it and the Scranton Library Friends. Accordingly, the person serving as President of the Scranton Library Friends shall serve as an ex-officio (voting) Trustee or, if that person chooses not to serve, a person designated by the Scranton Library Friends 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) fiscal years, except those elected to fill unexpired terms. If a Trustee begins service in the middle of the fiscal year, that person's first term shall be deemed to have begun at the start of the next fiscal year (July). 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.

The Board of Trustees shall attempt to elect Trustees in three groups, each for a term of three years. It shall be the responsibility of the Governance Committee to maintain a balance between the terms of the Trustees so that approximately one third of the Trustees' terms shall expire each year.

ARTICLE V: ELECTION OF OFFICERS and COMMITTEES

The Board of Trustees shall elect a slate of officers, who shall be Trustees.

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. The Governance Committee shall present the slate in April to be voted on in May, and officers' terms shall begin in July.

There shall be an Executive Committee, which shall include the President, Vice President, Secretary, and Treasurer.

There shall also be the following standing committees:

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

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

The Chair of each committee shall be a Trustee and shall be 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. The proposed appointment of a non-Trustee to

serve on any committee shall be reported to the Governance Committee, which shall evaluate the proposed appointment for conflicts of interest.

ARTICLE VI: QUORUM

The presence of fifty (50) percent, or greater, of the Trustees of the Corporation at any meeting of the Board of Trustees or a committee of the Board shall constitute a quorum for the transaction of business. A Trustee will be deemed present at a meeting if the Trustee attends the meeting in person or via electronic or telephonic means that allow the Trustee to be heard by all other attending Trustees. If a quorum is not present at any meeting, the Trustees present may, by majority vote, adjourn the meeting without notice other than the announcement at the meeting. Minutes of committee meetings and committee reports to the Board of Trustees shall delineate by Trustee and non-Trustee membership the results of any committee votes taken.

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 of Trustees shall determine, serve as the Chair of the Executive Committee, and appoint Committee Chairs. The President shall be an ex-officio (voting) member of all committees except the Governance Committee. The President shall serve no more than two consecutive two-year terms.

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 shall be an ex-officio (voting) 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 serve as a member of the Finance Committee. The Treasurer shall not serve as a member of the Audit Committee.

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 monthly and special meetings of the Board of Trustees, to attend such meetings and to 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 of Trustees. 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 Board of Trustees at a meeting preceding the Budget Hearing of the Board of Finance of the Town of Madison. Requests for special expenditures shall be brought to the Finance Committee and to the Board of Trustees in accordance with these bylaws and policies adopted by the Board of Trustees.

The Finance Committee shall have charge of the investment and management of funds and securities of the Corporation, with power to authorize the execution and delivery of all instruments of purchase, sale, release, exchange, and transfer papers incidental thereto, as prescribed by these bylaws and policies adopted by the Board of Trustees. This committee shall meet regularly, as determined by the Finance Committee Chair, to monitor investments, insurance, and budgeting for both long range capital and annual operating needs. The Finance Committee Chair shall be an ex-officio (voting) member of any committee pertaining to the finances or investments of the Corporation.

3. Audit, Risk, and Compliance Committee: This committee shall select an independent auditor for approval by the Board of Trustees and work with the auditor to ensure that an annual audit of the Corporation is completed and filed in a timely and efficient manner and that the Corporation responds to any accounting or other issues identified by the auditor. This committee shall oversee the Corporation's compliance with legal and regulatory requirements and ensure that the Corporation maintains appropriate and adequate insurance to mitigate risks to the Corporation. The committee shall also monitor the Corporation's internal controls, policies, processes, and practices to identify and manage risk.

4. Governance Committee: This committee shall oversee the quality and viability of the Board of Trustees. It shall recruit and nominate new Trustees, monitor Trustee terms to ensure full representation; develop and maintain a Trustee handbook which includes a set of expectations; ensure adherence to the Corporation's bylaws and initiate changes, if necessary; and monitor Trustee morale. This committee shall present a slate of Officers, every two years, in April to be voted on in May, who will begin service as Officers at the first meeting of the following fiscal year (July). This committee shall make recommendations for new Trustees and Officers when necessary to fill vacancies. Nominations of a Trustee to fill a vacancy shall be presented to the Board of Trustees at a regularly scheduled meeting. The Board of Trustees will vote on those recommendations at its next scheduled meeting. Nominations of Trustees to begin service at the first meeting of the fiscal year (July) shall be made at the regular meeting of the Board of Trustees in May, then voted on in June.
5. Development Committee: This committee shall be responsible for fundraising and creating a conducive climate for fundraising through awareness building, communications, and community outreach. This committee shall meet monthly to oversee that library budget goals are met for both capital and annual operating needs. The committee shall meet with an ad hoc communications and public relations task force to build and maintain a memorable and persuasive branding for the Corporation that will result in increased awareness of its value to our community and stimulate the public's desire to provide financial support. The committee shall also work with the task force to help develop necessary campaign and other outreach materials. All Trustees shall 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 Trustees).
6. Strategic Direction Committee: This committee shall be responsible for the consideration of the future direction and growth of the Corporation. 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 by the Corporation, the constituencies served and their needs and attitudes toward the Corporation, potential competitors and institutions that provide similar resources and services, and the Corporation's unique competitive strengths and weaknesses. This committee shall meet at least quarterly to review the Corporation's goals and strategies, determine if changes to the strategic plan are needed to respond to evolving conditions, and develop recommendations to present to the Board of Trustees for approval.

7. Building and Grounds Committee: This committee shall be responsible to the Executive Committee and the Board of Trustees for oversight of the maintenance of all the Corporation's buildings and grounds.
8. Committees are authorized to meet in person or by electronic or telephonic means, as each Committee deems appropriate.

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 reside all or part of each year in 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 elect a successor, who shall hold office for the unexpired term of the respective office.

ARTICLE XIV: TRUSTEE RESIGNATION AND REMOVAL

Any Trustee may resign at any time and, unless stated therein, such resignation will take effect upon receipt by the President or Secretary of written notice thereof. Any Trustee may be removed, with or without cause, at any meeting of the Board of Trustees upon a vote of two-thirds (2/3) of all Trustees, provided that the proposal to take such action shall have been stated in the notice of the meeting.

ARTICLE XV: ATTENDANCE

Trustees unable to attend regular meetings shall make a sincere effort to notify the President or Secretary. Upon recommendation from the Executive Board and/or Governance Committee, the Board of Trustees reserves the option of removing any Trustee who is absent for three (3) meetings within a 12-month period. In-person or electronic or telephonic attendance will qualify as meeting attendance.

ARTICLE XVI: 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. The Board is authorized to conduct meetings by electronic or telephonic means wherein each Trustee may be heard by all other attending Trustees when the President or another member of the Executive Committee deems such form of meeting to be appropriate.

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 Board of Trustee meetings, monthly or 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 “Robert’s Rules of Order.”

ARTICLE XVII: VOTING REQUIREMENTS

Actions of the Corporation are subject to approval of a simple majority of the Trustees present at any Board of Trustee meeting at which there is a quorum. However, in addition to the actions discussed in Articles XIV and XIX, the following actions require a two-thirds (2/3) majority vote of all Trustees of the Board of Trustees, following a notice to take such action provided in a notice of a meeting:

- i. The hiring or termination of the Director of the Library;
- ii. A sale or transfer of all or substantially all of the assets of the Corporation;
- iii. The sale, transfer, disposal, or acquisition of any material assets;
- iv. Any merger, consolidation, dissolution, or similar transaction to which the Corporation is to be party;
- v. Any loans or pledges of credit to which the Corporation is to be party;
- vi. Any purchase, sale, transfer, or lease of real estate; and
- vii. Any withdrawals from any non-operating account, including any reserve account, investment account, endowment, or similar account not authorized by a spending policy previously approved by the Board of Trustees.

ARTICLE XVIII: LIBRARY DIRECTOR

The Board of Trustees 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 of Trustees the appointment and specify the duties of other employees of the Corporation 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 attend meetings of the Board of Trustees and report to the Board and to the Executive Committee as appropriate. The Library Director may serve on committees

of the Board and may vote on committee matters. In minutes and committee reports, the Director's vote shall be reported as a non-trustee vote.

ARTICLE XIX: ALTERATIONS and AMENDMENTS

These bylaws may be altered or amended upon a two-thirds (2/3) vote of all Trustees. Any motion addressing 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 in advance of the vote on the bylaw changes.