

BYLAWS  
MARTHA CANFIELD MEMORIAL FREE LIBRARY, INC.  
DRAFT - June 5, 2023

ARTICLE I: PURPOSE

1. LIBRARY is a non-profit corporation organized in the state of Vermont with the primary purpose of providing public library service in accordance with its mission to:
  - be a vital hub of the community by providing a professional and welcoming environment where inquiring minds can discover and use resources for both the individual and collective pursuit of enjoyment, knowledge and enrichment.
2. Its principal place of business shall be in the Town of Arlington in the County of Bennington and State of Vermont. It may have offices at such other places as the Board of Trustees shall specify and as the business of the corporation may require.
3. The corporation is not organized for profit but is authorized to accept donations.
4. All individual donations, or contributions from any municipality, governmental agency or business, unless in kind or specifically designated for some other purpose, shall be applied and used at the discretion of the Trustees.

ARTICLE II: MEMBERSHIP AND ANNUAL MEETING

1. The membership of the corporation shall be open to the residents of the Town of Arlington and the adjacent communities and shall consist of the original subscribers to the Articles of Association and their successors and such other persons as shall become active users of the library facilities. Each member shall be entitled to one vote in person at any annual or special meeting of the corporation.
2. The term of membership of each member shall continue for the period of their activity as a Martha Canfield Library user.
3. Meetings of the membership of the corporation are declared to be public meetings open to the public at all times, except when executive sessions are properly allowed under Section 313, Title 1, Vermont Statutes Annotated.
4. The annual meeting of the membership of the corporation for the election of a Board of Trustees and for transactions of such other business as is proper, shall be held in the Town of Arlington on the evening of the first Monday of February in each year as the Trustees may designate. Special meetings of the membership shall be held at such a place as the Board of Trustees may specify.
  - a. Notice of where the annual meeting of membership will take place shall be given ten days prior thereto.
  - b. The annual meeting will be chaired by the President of the Board of Trustees or, in his or her absence, the Vice-President.

- c. At an annual meeting, one half plus one members of the corporations shall constitute a quorum for the transaction of business, and a simple majority of those members present shall bind the corporation.
- d. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice. 11B V. S. A. 7.22

### ARTICLE III: BOARD OF TRUSTEES

1. The management of the property and affairs of the corporation shall be vested in the Board of Trustees.
  - a. The number of Trustees shall be at least seven (7) and no more than fifteen (15), one third (1/3) of whom shall be elected or appointed as set forth below annually for a term of three (3) years.
  - b. Membership on the Board of Trustees shall be limited to two (2) consecutive terms, or a total of six (6) years. After an absence of one (1) year, a former Trustee may be nominated for an additional term(s).
  - c. Every third year, the Board of Selectmen of the Town of Arlington shall appoint for a three (3) year term one (1) member to the Board of Trustees, who shall be a legal resident of the Towns of Arlington, Sunderland or Sandgate.
  - d. There may be one Junior Member of the Board nominated for the approval of the Trustees by the sitting Junior Member. The Junior Member will be a student in a high school of the towns served by the Library or a home-schooled student at the high school level living in a town served by the Library. The term of the Junior Member shall continue from the date of their appointment to the Board until their graduation from high school or until the Junior Member wishes to nominate a replacement.
  - e. The Board of Trustees may designate any current or former Board member as Trustee Emeritus in recognition of distinguished service to the corporation. A Trustee Emeritus shall have the right to participate in Board discussions and deliberations in an advisory capacity, and receive all reports distributed to the Board. A Trustee Emeritus shall have no voting privileges other than those established as a member of the corporation, shall not have the authority to act on behalf of the corporation without specific Board approval, and may not serve as an officer of the corporation.
2. At each annual meeting of the corporation, the Board of Trustees shall present nominees to fill any vacant positions on the Board and the members shall vote to elect individuals to fill these positions.
  - a. All elections shall be by majority vote of all members of the corporation present at the time of the meeting.
  - b. If a Trustee position becomes vacant during the year, the Board of Trustees may elect a person to fill that position and at the next annual meeting of the corporation the person shall be elected to serve the remainder of the term. The above term limit shall become effective upon the Trustee being elected to a full term.

- c. Any Trustee elected after February 2013 may be removed from the Board of Trustees for failing to attend four consecutive meetings, or six meetings during a 12-month period, by a binding vote of the Board at a meeting called for that purpose.
3. The Trustees shall present at the annual meeting a report verified by the President and Treasurer, or by a majority of the Trustees, showing a final financial report for the calendar year immediately preceding as well as the numbers of persons who have been admitted to membership in the corporation during such year. This report shall be filed with the records of the corporation and an abstract thereof entered in the minutes.
4. All committees of the Board of Trustees shall present to the Board a report of their activities over the preceding year which shall be presented by the Board at the annual meeting.

#### ARTICLE IV: BOARD OF TRUSTEES MEETINGS

1. Meetings of the Board of Trustees are declared to be open meetings at all times except when executive sessions are properly allowed under Section 313, Title 1, Vermont Statutes Annotated.
2. The Board of Trustees shall meet following the annual meeting in February and each succeeding month, except for July.
3. QUORUM & VOTING:
  - a. One half plus one member of the Board of Trustees shall constitute a quorum for the transaction of business.
  - b. A simple majority of the members of the Board of Trustees present at a meeting is required to take any binding action.
  - c. If at any meeting there shall not be a quorum for the transaction of business, a replacement meeting may be called with 24 hours posting of notice of the meeting and, provided a quorum is present, any business may be transacted.
  - d. Abstention votes are counted as acquiescence with the majority of those voting.

#### ARTICLE V: OFFICERS

1. The officers shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board of Trustees.
  - a. The Board of Trustees may appoint such other officers and agents, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem necessary.
  - b. All officers and agents shall hold office at the pleasure of the Board of Trustees and shall perform the duties prescribed by the parliamentary authority of the most recently published edition of Robert's Rules of Order and other duties as may be determined from time to time by the Board of Trustees:
    - i. The Board President shall preside at all meetings of the Library and determine the meeting's agenda. As the representative of the Library, the President has the authority to sign legal documents for the Library. The President shall be an ex-officio member of

all committees and shall act as a liaison between the Director of the Library and the Board of Trustees.

- ii. The Vice President shall act as President when the President is unavailable. If the President leaves office before the end of their term, the Vice President shall assume the office of President until the end of the former President's term.
  - iii. The Secretary shall oversee the safekeeping of all records of the Library other than financial records. The Secretary shall also keep a record of all proceedings at meetings of the Board of Trustees.
  - iv. The Treasurer shall be informed of all revenues and disbursements of the Library and shall see that adequate and accurate records of all receipts and disbursements are maintained. The Treasurer shall prepare and distribute financial reports at regular board meetings as well as the annual financial report, work with the Finance Committee to prepare the annual budget, ensure all appropriate taxes are filed, ensure quarterly distributions of retirement benefits, and aid the Director of the Library with payroll.
- c. All officers shall be elected annually, at the February monthly meeting, by the Board of Trustees.

#### **ARTICLE VI: COMMITTEES**

1. The President may designate necessary committees, which shall report and make recommendations to the Board and carry out tasks assigned to them.
  - a. The standing committees of the Board shall be: Finance, the Canfield Gallery and the Russell Collection.
  - b. Committees shall be composed of a Chairperson appointed by the President, a Board member who would serve as a liaison between the Board and the committee, such members of the Board of Trustees and members of the corporation and community as may be designated by the Chairperson.
  - c. Every member of the Board shall be expected to serve on at least one committee.
  - d. Ad hoc committees shall stand for the duration of their assignment.
  - e. Membership on a standing committee is limited to a three (3) year term which can be renewed by the President for another three (3) year term.
  - f. The Chairperson of a standing committee shall not automatically be subject to the term limit but may continue serving as Chair at the Board's discretion.

#### **ARTICLE VII: FINANCES**

1. No Trustee of the corporation shall receive, directly or indirectly, any salary, compensation or emolument from the corporation in any other capacity.

- a. Trustees of the corporation may receive such reasonable reimbursement for expenditures in effecting one or more of the purposes of the corporation as may be authorized by concurring vote of the Board of Trustees.
  - b. No Trustee of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the corporation, or in any contract for furnishing supplies thereto.
2. The books of the corporation will be kept inside the State of Vermont.
  3. The fiscal year shall be as adopted by the Board of Trustees.
  4. All corporate securities owned by the corporation shall be registered in the name of the corporation. If so registered, any assignment thereof shall be executed in the name of the corporation by the President or the Vice-President or, by any two Trustees, and such signature or signatures shall be conclusive evidence of authority to make such assignment, and to sell, transfer and deliver the security or securities so assigned, and may be relied upon by any person accepting the same in good faith.
  5. All checks, drafts, notes or other obligations of the corporation shall be signed by such person or persons as may be authorized to do so by the Board of Trustees.
  6. The Board shall commission an appropriate sampling of the financial transactions of the Corporation by an independent entity to ensure the integrity of the financial accounts. This sampling shall take place bi-annually, with a more comprehensive review to take place at the time a new Treasurer assumes office.

#### ARTICLE VIII: NON-DISCRIMINATION

1. The corporation shall ensure there is no discrimination in its facilities, programs, activities or hiring practices based on place of birth, nationality, race, creed, sex, disability, age, sexual orientation or paid or volunteer status.

#### ARTICLE IX: INDEMNIFICATION

1. The corporation shall indemnify any Trustee, Officer, Employee or Agent of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was an authorized representative of the corporation. For the purposes of this Article, authorized representative shall mean a Trustee, Officer, Employee or Agent of the corporation, as well as their heirs, executors, and administrators of such an individual.
2. This indemnification extends to expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.
3. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to,

the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was criminal.

4. The corporation shall indemnify the individual, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the corporation.
5. Expenses, including counsel fees, reasonably incurred by any Trustee or Officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt or any undertaking by such Trustee or Officer to repay the amounts so paid to the corporation if it is ultimately determined that the indemnification for such expenses is not authorized under this section.

#### ARTICLE X: REVIEW AND AMENDMENT

1. These Bylaws shall be reviewed every five (5) years.
2. These Bylaws may be altered or amended at any monthly meeting of the Board provided the proposed change has been announced in a written notice to the Trustees sent a minimum two days prior to the meeting in which the vote on the amendment(s) will take place as properly allowed under 11B V.S.A. 2.06 & 8. 22. The notice shall contain the substance of the proposed amendment.

#### History:

Amended February 1, 1993  
Amended February 3, 2002  
Amended February 7, 2005  
Amended May 3, 2010  
Amended February 7, 2011  
Amended February 4, 2013  
Amended June 4, 2018