

## Sherborn Library Board of Trustees By-Laws

### ARTICLE I. Name and authorization

This organization shall be known as "The Board of Trustees of the Sherborn Library". The Board of Trustees exists by virtue of the provisions of Chapter 78, Sections 10-13 and 21 of the General Laws of Massachusetts. The Board exercises, the powers and authority and assumes the responsibilities delegated to it under said statute.

### ARTICLE II. Trustees

#### Section 1 Number and qualifications

The Board of Trustees of the Sherborn Library shall constitute nine members elected by the registered voters of the Town of Sherborn.

#### Section 2 Term of office

The term of office of the Trustees shall be three years; the term of office of three members shall expire each year.

#### Section 3 Resignations

Any member of the Board of Trustees may resign by written notice filed with the Chairperson and the Town Clerk. As provided by Mass. General Laws Ch. 41, Section 11, within one month of receiving the letter of resignation, the Trustees shall give written notice to the Selectmen. After further notice of one week, the Selectmen and the Trustees shall fill the vacancy by roll call vote - a simple majority being necessary for the motion to carry. The term of the appointment shall expire at the next Town election.

Any member who fails to attend three consecutive regularly scheduled Board meetings will be advised of this fact in writing by the Chairperson of the Board, and asked to show his or her interest in continuing as a Trustee by faithfully attending Board meetings in the future. Any member who misses four consecutive meetings will receive a letter from the Chairperson asking that he or she consider resigning from the Board. Copies of these letters shall be included in the Board's minutes. In the event of illness or other extenuating circumstances, exceptions to this provision may be made by formal vote of the Board.

### ARTICLE III. Duties of the Board of Trustees

Section 1 The Trustees shall carry out the duties of Public Library Trustees as provided by state statute, especially as elaborated by Massachusetts General Laws Ch. 78, Section 11. In particular, the Trustees shall have the custody and management of the Library and of all property owned by the Town pertaining to the Library. The Trustees shall be responsible for all monies appropriated by the Town for the Library and for all money or property received by gift or bequest to the Library.

Section 2 The Trustees shall make, or cause to be made, an annual report to the Town on receipts and expenditures of the Library, as provided for by Mass. General Laws Ch. 78, Section 12.

Section 3 The Trustees shall be responsible for the selection and appointment of a Library Director and for conducting a regular job-performance evaluation of the Director. As provided for by Mass. General Laws Ch. 78, Section 34, the Trustees shall prepare a written employment contract for the Library Director.

Section 4 The Trustees shall establish the policies of the Library including a policy for the selection of Library materials and the use of Library materials and facilities which is in accord with the then current standards of the American Library Association, as provided for in Mass. General Laws Ch. 78, Section 33, and maintain a written record of those policies.

Section 5 The Trustees shall advise the Director in preparation of the Library budget, adopt the final budget document, participate in its presentation to Town boards and officials, and work for its adoption by the municipality.

Section 6 The Trustees shall engage in an ongoing planning process to assess the needs of the Library and the role of the Library in the community, and ensure that the Library meets those needs.

Section 7 In general, the Trustees shall be responsible for the operation and procedures of the Library in their capacity as representatives of the citizens of the Town. This supervisory responsibility shall not be construed so as to interfere with the responsibility and prerogatives of the Library Director in regard to the day-to-day administration of the Library and the implementation of Trustee policies.

#### **ARTICLE IV.        Officers and Duties**

##### Section 1 Officers

The Officers of the Board of Trustees shall be a Chairperson, a Treasurer, and a Secretary. The Officers shall be elected at the first meeting of the Board following the Town elections and shall hold office until the next such meeting and until their respective successors are elected.

##### Section 2 Duties of the Chairperson

The Chairperson (or in his or her absence a delegate), shall prepare the agenda and preside at all meetings of the Board. It shall be the Chairperson's duty to ensure that all orders and resolutions of the Board are carried into effect.

The Chairperson shall appoint Board members to standing and ad hoc sub committees of the Board. The Chairperson shall be an ex-officio member of all committees.

The Chairperson or his or her delegate shall represent the Board of Library Trustees at appropriate committee meetings and functions of the Town of Sherborn.

The Chairperson shall be responsible for correspondence and inquiries addressed to the Board, and for writing the Annual Report.

Section 3 Duties of the Treasurer

The Treasurer shall monitor Library income and expenditures, administer the Library trust funds, prepare a quarterly report of trust fund activities, advise on financial matters affecting the Library, and assist in the preparation of the Library budget. Additionally, the Treasurer will serve as committee chair of the Investment subcommittee.

Section 4 Duties of the Secretary

The Secretary shall keep a true and accurate record of all meetings of the Board and provide minutes of the meetings to all Board members. The Secretary shall file a copy of the approved minutes with the Town Clerk and in the Trustees' file at the Library. The Secretary shall issue due notice of all regular and special meetings, and is responsible for certain Board correspondence. In the absence of the Chairperson, the Secretary shall call the meeting to order and preside until the Board members elect a chairperson *pro tem*.

Section 5 Authorization

Unless otherwise specifically provided by the Board, the Chairperson and/or the Secretary, in the name of and on behalf of the Board of Library Trustees, are authorized to sign and execute contracts and other agreements approved by vote of the Board.

**ARTICLE V.        Meetings**

Section 1 Regular meetings

The Board of Trustees shall meet regularly eleven times a year at the Sherborn Library. The dates and time of the regular meetings shall be set at the first meeting following the Town elections. Regular meetings shall be held on the third Tuesday of each month at 7:30 pm unless the Board determines otherwise.

Section 2 Special meetings

Special meetings of the Board for the transaction of specific business may be called by the Chairperson or at the request of three Trustees.

Section 3 Quorum

A quorum for transaction of business shall consist of a simple majority of the then serving Trustees.

Section 4 Actions of the Board

At any meeting of the Board at which a quorum is present, a majority of the Trustees present and entitled to vote at such meeting may take any action on behalf of the Board, unless a larger number is required by law or by these by-laws. No individual member may make decisions or act for the Board unless specifically authorized to do so by a vote of the Board.

### Section 5 Notice of meetings and Open Meeting Law

It is desirable that written notice of each regular meeting of the Board including the agenda and the minutes of the previous meeting be provided to Board members in advance of the date of the meeting. Notice stating the date, time, and place of any special meeting and its purpose shall be provided to Board members at least 24 hours in advance of the meeting.

All meetings of the Board shall be subject to the state's Open Meeting Law, as contained in Massachusetts General Laws, chapter 39, sections 23A-23C. In particular, all meetings are open to the public unless held in executive session under terms of the law. A notice of all meetings shall be filed with the Town Clerk at least 48 hours in advance and a copy of the notice shall be posted in the Town Hall. Further, all records and minutes of meetings shall be available for public inspection.

### Section 6. Order of business

The order of business at regular meetings shall be:

- a. Call to order
- b. Approval of minutes of previous meeting
- c. Friends of Library report
- d. Officers and financial reports
- e. Committee reports
- f. Director's report
- g. Unfinished business
- h. New business
- i. Adjournment

## **ARTICLE VI.        Committees**

### Section 1 Standing Committees

The Chairperson shall appoint Trustees to the Board's standing committees at the first meeting of the Board following the Town elections and shall designate a chairperson of each committee. Members of the standing committees shall serve until the next annual meeting unless a letter of resignation is provided to the chairperson of the standing committee and to the Chairperson of the Board.

The following standing committees shall be established:

Investment Committee & Finance - whose duties are in conjunction with the Treasurer of the Board to monitor Library income and expenditures, administer the Library endowment and other funds, prepare a monthly report and an annual report on endowment and other fund activities, advise the Board on financial matters affecting the Library and assist in the preparation of the Library budget.

House - whose duties are to advise the Trustees on matters affecting the physical plant and grounds of the Library.

Personnel - whose duties are to advise the Trustees on hiring a Library Director, to prepare and oversee an annual performance evaluation of the Library Director, and to prepare and oversee an employment contract with the Library Director.

Planning - whose duties are to prepare a written document, based upon inputs from the Board and its committees, the Director and staff, Library users and citizens of Sherborn, which articulates a scheme by which the Library's existing (and reasonably obtainable future) resources may be most efficiently employed over the next five to seven years to accomplish the Library's stated mission.

Policy - whose duties are to prepare and maintain a compilation of the policies of the Library.

Technology – whose duties are to advise, evaluate and plan for, in conjunction with the Library Director, appropriate technological services for public and administrative use.

#### Section 2 Ad hoc committees

The Chairperson shall appoint committees of one or more members each for such specific purposes as the business of the Board may require from time to time. An ad hoc committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after a final report is made to the Board.

#### Section 3 Advisory capacity

All committees shall have advisory duties only, unless specifically authorized by vote of the Trustees to take designated actions.

### **ARTICLE VII. Library Director and Staff**

The Library Director shall be the executive and administrative officer of the Sherborn Library on behalf of the Board and under its review and direction. The Director shall develop staff job descriptions and select and appoint other staff members.

The Director shall be responsible for direction and supervision of the staff, for the care and maintenance of Library property, for the selection of books and other Library materials in keeping with the materials selection policy adopted by the Board, and any other duties as the Board may prescribe in accordance with the Director's employment contract. The Director is also responsible for the effectiveness of Library services to the public and for the Library's financial operation within the limitations of the approved budget.

The Library Director shall attend all Board meetings and shall advise the Board in Library matters, including making policy and budget recommendations.

### **ARTICLE VIII. Parliamentary rules**

Except as provided under these by-laws, the current edition of *Robert's Rules of Order* shall govern.

**ARTICLE IX.        Amendments**

These by-laws may be amended at any regular meeting of the Board with a quorum present, by majority vote of the members present, provided the amendment was stated at a prior meeting.

Adopted September 17, 1991

Amended October 1993

Revised July 17, 2018