



Ilsley Public Library Board of Trustees

Bylaws

ARTICLE I: ILSLEY PUBLIC LIBRARY

Ilsley Public Library is a service of the Town of Middlebury operating under the laws of Vermont. (Vermont Statutes Annotated (V.S.A.), Title 22, Chapter 3, Public Libraries) and under the Municipal Charter of the Town of Middlebury (V.S.A., Title 24, Chapter 127, Municipal Charters)

It shall have its principal office and place of business in the Ilsley Library building located at 75 Main Street. It may operate branch libraries at such other locations as the Board of Trustees shall determine.

ARTICLE II: BOARD OF TRUSTEES

Section 1. General Powers

- (a) To establish the library's mission, to set goals that ensure the library will meet the needs of the community, and to plan for its long-range success.
- (b) To select a library director, determine his/her salary, and evaluate him/her annually.
- (c) To adopt written policies for the general operation and maintenance of the library and review these policies at least every three years.
- (d) To assure adequate funding and maintain financial integrity and present proposed operating and capital budgets for the ensuing year to the town.
- (e) To oversee and manage library endowment funds.
- (f) To become informed on subjects of library issues and management, which may include attending workshops and conferences on library and municipal topics.
- (g) To cooperate with other related organizations such as the Friends of Ilsley Public Library, the Vermont Department of Libraries, the Vermont State Advisory Board, the Vermont Library Association, school and college libraries in the region, and public libraries in neighboring towns.
- (h) To record and preserve the proceedings of the board's meetings, decisions, bylaws and policies.

[ARTICLE II: BOARD OF TRUSTEES - Continued]

- (i) To report annually to the town on the state of the library.

Section 2. Composition

The board shall consist of five trustees, who are elected at the annual town meeting. Trustees shall each serve for three years. In order to preserve the continuity of the board, term expiration will be staggered over a three-year period.

Section 3. Term

A trustee shall not serve for more than two consecutive three-year terms, but after the lapse of a full year shall be eligible for re-election or appointment.

Section 4. Removal from Office

A trustee who is absent from three consecutive regular meetings of the board without reasonable cause, or from six consecutive regular meeting for any cause, shall offer to resign from the board, or failing that, may be removed from the board by vote (see Vacancy below). (Vermont Statutes Annotated, Title 24, Chapter 127, Section 307 Municipal Charter, Town of Middlebury, Recall)

Section 5. Vacancy

When a member of the board resigns, makes another town his/her residence, dies or becomes incapacitated, his/her office shall become vacant and the Select Board shall appoint an eligible person to fill the vacancy until the next annual meeting. The person elected at the next annual meeting shall serve until his/her predecessor's term expires.

(Vermont Statutes Annotated, Title 24, Chapter 127, Section 308, Municipal Charter, Town of Middlebury, Vacancies and appointments)

Should the vacancy occur within three months of the town meeting day, the board may vote to waive the appointment.

Section 6. Qualifications

Members of the board shall be chosen from the legally qualified voters of the town and shall hold office for the terms specified previously, and until their successors are elected and qualified. (Vermont Statutes Annotated, Title 24, Chapter 127 Section 302d, Municipal Charter, Town of Middlebury, Elective Officers)

No board member shall simultaneously serve on the Executive Board of the Friends of Ilseley Public Library or be a member of Ilseley Public Library staff.

If a trustee is also a volunteer at the library, he/she will be subject to the guidelines presented in the volunteer policy and shall not make policies or decisions as an individual trustee as these can only be made by a quorum at an official meeting of trustees.

[ARTICLE II: BOARD OF TRUSTEES - Continued]

Section 7. Compensation

Trustees shall serve without compensation.

Trustees may be reimbursed for actual and necessary expenses incurred in performance of library business with approval of the treasurer.

Section 8. Regular Meetings

The board shall meet at least six times per year with each meeting warned in accordance with Vermont Open Meeting Law. Regular meetings shall be held at the Ilsley Library, with at least one meeting each year to take place at Sarah Partridge Library

Meetings of the board shall adhere to the Vermont Open Meeting Law (Vermont Statutes Annotated, Title 1, Chapter 5, Sections 311 to 314.) Whenever a majority of board members is gathered, whether planned or not, it is a public meeting unless the members of the board vote by a majority to go into executive session for one of the reasons set forth in Vermont Statutes Annotated, Title 1, Chapter 5, Section 313.

Board members may attend meetings remotely, via telephone, video conferencing, or other means of communication. When one or more members participate remotely, votes must be taken by roll call.

The board may invite other persons to attend its meetings from time to time.

The public is welcome to attend all meetings of the board.

Section 9. Notice of Meetings

Public notices of meetings will be displayed in the Ilsley Public Library lobby, the Middlebury Recreation Center, and the bulletin board at the Middlebury Town Offices, as well as on the Ilsley Public Library and Town of Middlebury websites

Section 10. Special Meetings

Special meetings may be called by the president or three trustees upon 24 hours written or oral notice to each trustee. Notice shall include the purpose of the special meeting and the date, time and place of the special meeting.

Section 11. Quorum

Three trustees shall constitute a quorum for the transaction of business. The affirmative vote of three (3) or more trustees is required to take binding action.

Section 12. Rules of Order

The rules contained within the Basic Principles of Parliamentary Procedure (located in the Trustee Handbook) shall govern the meetings of the Board of Trustees.

ARTICLE III: OFFICERS

Section 1. Officers

The officers of the board shall be a president, a secretary, and a treasurer. They shall be chosen from among the trustees.

Section 2. Election and Term of Office

The officers of the board shall be elected at the first meeting of the board following the annual town meeting and shall serve for one year or until their successors are elected.

Section 3. Vacancies

Should a vacancy in any office occur, the board may elect a new officer for the unexpired portion of the term.

Section 4. Powers and Duties

A. President

Prior to each meeting of the board, the president, in collaboration with the library director, shall determine an agenda listing all matters currently requiring discussion, action, or decision. Copies of this agenda shall be provided to the trustees and public in accordance with Vermont Open Meeting Law.

The president, or the president's designee, shall preside at all meetings of the board.

The president shall appoint individuals to serve on committees and shall appoint the chairs of such committees.

The president has authority to sign any documents on behalf of the board to effectuate any decisions reached in accordance with these bylaws.

The president is authorized to sign checks and make authorized deposits and withdrawals from the library endowment accounts.

The president may act as, or appoint a trustee to act as, liaison to the Friends of the Ilseley Public Library.

B. Treasurer

The treasurer shall monitor the library endowment funds and shall present a written current financial report at four board meetings per year, or upon request.

The treasurer shall work with the library director to develop the library's operating and

[ARTICLE III: OFFICERS - Continued]

capital budget proposals.

The treasurer is authorized to sign checks and make deposits and withdrawals from the library endowment accounts.

The treasurer shall record donations to the endowment and monitor any fundraising endeavors.

C. Secretary

The secretary shall conduct the correspondence of the board.

A recording secretary may be appointed by the board and need not be a member of the board.

The secretary or recording secretary shall keep full and accurate minutes of each meeting and shall furnish a draft thereof to each trustee adequately in advance of the next regularly scheduled meeting.

The secretary or recording secretary shall be responsible for archiving all public documents created or received in accordance with the business of the board.

ARTICLE IV: COMMITTEES

The board may establish ad hoc or standing committees to help the trustees fulfill their duties.

It is not required that all members of such committees be trustees. Members of the public (residents and non-residents of Middlebury) may be appointed due to their expertise or experience. However, standing committees require a minimum of two trustees as members.

The president, with guidance from the board, shall appoint individuals to standing and ad hoc committees, and shall appoint the chairs of such committees. The term of appointment to standing committees shall be for one year, starting from the second board meeting following the town's annual meeting. Members of ad hoc committees shall serve for the duration of the life of the committee.

The following standing committees are established:

(A) A Governance Committee, to be responsible for reviewing library policies and board bylaws.

(B) A Director Evaluation Committee, to be responsible for conducting an annual review of

[ARTICLE IV: COMMITTEES – Continued]

the library director’s performance.

All committees shall execute their duties as delineated in their respective charges from the board. Committees shall report regularly to the board on their work.

ARTICLE V: LIBRARY DIRECTOR

Section 1. Appointment and Review

The board of trustees shall appoint the library director, annually review his/her performance, and may terminate the appointment in accordance with the personnel policies of the town.

Section 2. Authority

The library director is the library’s chief administrator and shall have full direction of the library, as further described in the director’s job description. The director is subject to the oversight of the board of trustees.

Section 3. Absence

The director may designate a substitute to direct the affairs of the library and/or attend board meetings during his or her absence.

ARTICLE VI: AMENDMENTS

Amendments to these bylaws may be proposed at any regular or special meeting of the board but must be voted upon at a subsequent meeting of the board.

The text of a proposed amendment shall be set forth in the notice and agenda of the meeting.

Amendments shall be incorporated into the bylaws, and the date of amendment shall be noted below. The Governance Committee shall record each change to the bylaws, and when it took effect. A copy of the current bylaws shall be furnished to every trustee.

Adopted: May 13, 1999

Amended: February 8, 2000

Amended: January 21, 2003

Amended: November 15, 2005

Amended: January 2016

Amended: January 14, 2019

President: Maria Graham

President: Catherine Nichols