

BYLAWS  
THE OLIVER WOLCOTT LIBRARY, INC.

Proposed: February 9, 1988 ~ Adopted: March 8, 1988  
Revised: May 1997, July 1999, December 2003, January 2005  
September 2006, June 2007

ARTICLE I  
Membership

Adult residents or taxpayers of the Town of Litchfield who hold library cards in good standing shall be members of The Oliver Wolcott Library, Inc., hereinafter called the "Library."

ARTICLE II  
Meetings of the Membership

Section 1 - Annual Meeting

The annual meeting of the membership shall be held during the month of September in the Library, or at any other place in the Town of Litchfield designated by the President. Business conducted at the annual meeting shall include:

- a - Election of Trustees
- b - Consideration of reports for the past fiscal year
- c - Any other business which may properly come before the meeting.

Section 2 - Special Meetings

Special meetings of the membership may be called by the President, or a majority of the Board of Trustees.

Section 3 - Notices of Meetings

Notices of all meetings of the membership stating time, place and purpose shall be given by the Secretary by publishing such notice in a newspaper having a general circulation in the Town of Litchfield and by posting the notice on the bulletin board in the Library not less than ten days prior to the date of the meeting.

Section 4- Quorum

A quorum at all meetings of the membership shall consist of a total of eight members and/or Trustees of the Library, including a majority of the Board of Trustees. A majority of those members and Trustees present and voting shall decide any question properly brought before the meeting.

ARTICLE III  
Board of Trustees

Section 1 - Management

The management of the business of the Library shall rest with the Board of Trustees, hereinafter called the "Board." The Board is hereby vested with all powers possessed by the Corporation.

Section 2 – Qualifications, Number, Election, and Tenure

- a - Any adult person may be elected Trustee who (1) is a resident or taxpayer of the Town of Litchfield, or (2) has demonstrated positive presence in the Town of Litchfield by reason of participation in community organizations, activities or business. No more than two Trustees may be non-residents of the town of Litchfield at any given time.
- b - The Board shall consist of twelve Trustees.
- c - Trustees shall be elected for a term of three years. Four Trustees shall be elected at each annual meeting. A Trustee who has served two consecutive full terms is not eligible for reelection until one year has elapsed since the expiration of his/her second consecutive full term.
- d - Vacancies on the Board occurring between annual meetings may be filled by election by the remaining Trustees. A Trustee so elected shall complete the unexpired term.
- e- Trustees filling an unexpired term that is equal to or greater than one year and six months shall count that term as their first term, and therefore, are eligible for one more election. Trustees filling an unexpired term that is less than one year and six months shall not count that as their first term, and therefore, are eligible for two more elections.

Section 3 - Meetings

- a - All meetings of the Board shall be held at such times and places as the Board may determine.
- b - Special meetings of the Board may be held upon call by any officer or three Trustees.
- c - Notice of any meeting shall be given orally or in writing to all Trustees by the Secretary at least three days before the meeting. In the case of proposed amendments to the Bylaws, delivery of written notice of the meeting is required and shall include a copy of the proposed action.

Section 4 - Quorum

A majority of the Trustees shall be a quorum. When a quorum exists, a majority of Trustees present and voting shall decide any question, except in the case of proposed amendments to the Bylaws, where an affirmative vote of a majority of the Board is required. Any number of trustees may participate in a meeting of the Board by use of a conference telephone or similar communications equipment which allows all persons participating in the meeting to communicate with one another.

ARTICLE IV  
Officers

Section 1 - Elected Officers

The officers of the Library shall be the President, Vice President, Secretary, and Treasurer. These officers shall be elected by the Board following the annual meeting of the membership upon the presentation of the slate of officers by the Committee on Trustees. All officers must be members of the Board. All officers shall be elected annually and shall serve until their successors are elected.

Section 2 - Duties of Officers

- a - The President shall be the chief executive officer of the Library, and shall preside at all meetings of the membership and of the Board, and perform all duties incident to that office, and such other duties as the Board may designate. The President shall have the power to sign all checks of the Library, in the absence of the Treasurer.
- b - The Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. The Vice President shall have the power to sign all checks of the Library, in the absence of the Treasurer.
- c - The Secretary shall keep accurate minutes of all meetings of the membership and of the Board, perform all duties incident to the office, and perform such other duties as the Board may designate. In the absence of the Secretary, the President shall appoint a secretary *pro tempore* to perform the duties of the Secretary. The Secretary shall have the power to sign all checks of the Library, in the absence of the Treasurer.
- d - The Treasurer shall be responsible for the financial affairs of the Library, including preparation of the annual budget. The Treasurer shall have charge and custody of, and be responsible for all funds and securities of the Library. The Treasurer shall supervise the receipt, deposit and disbursement of all funds as directed by the Board. The Treasurer shall submit a monthly report to the Board and an annual report to the membership in such form as approved by the Board. The Treasurer shall sign all checks of the Library unless otherwise directed by the Board.

Section 3 - Library Director

The Board shall appoint the Library Director who shall be the chief administrative officer of the Library. The Library Director shall be responsible for the administration and supervision of the operations of the Library as determined by the Board.

ARTICLE V  
Committees

Section 1 - Executive Committee

The Executive Committee shall consist of the four officers of the Library. The Committee shall have and may exercise all authority of the Board of Trustees, consistent with the policies and directions of the Trustees. Meetings of the Committee shall be upon the call of the President or any two members of the Committee. The Committee shall maintain minutes of all their meetings and transactions and shall report the same for ratification at the next following Board of Trustees meeting. A majority of the Committee shall constitute a quorum for the transaction of business. The Executive Committee shall have the responsibility to evaluate the performance of the Library Director.

Section 2 - Standing Committees

There shall be six standing committees, each consisting of two or more members of the Board: Executive, Audit, Committee on Trustees, Cultural, Development, and Finance.

Section 3- Audit Committee

The President shall appoint a Chairperson and other such Trustees as would benefit the work of the Committee. The Chairperson may not be the Treasurer. The Committee may have no more than half of its total members be members of the Finance Committee. The Audit Committee shall be responsible for recommending an auditor, monitoring the auditing process, and presenting the annual audit.

Section 4- Committee on Trustees

The President shall appoint a Chairperson and other such Trustees and members of the community as would benefit the work of the Committee. The Committee on Trustees shall have the responsibility to identify, cultivate and recruit qualified persons to serve as Trustees; to orient, mentor, train and appreciate persons serving as Trustees; to prepare and present to the Board a statement of needs of the Board and policies with respect to attendance, expectations, conflicts of interest, confidentiality, discrimination, etc., as good planning and the experience of the Board should dictate.

Section 5- Cultural Committee

The President shall appoint a Chairperson and other such Trustees and members of the community as would benefit the work of the Committee. The Cultural Committee shall expand the community appreciation of art and promote the Library as a cultural entity by selecting and exhibiting the work of artists of the highest possible caliber. The Committee shall also set up a calendar of these exhibits and publicize them.

Section 6- Development Committee

The President shall appoint a Chairperson and other such Trustees and members of the community as would benefit the work of the Committee. The Development Committee shall be responsible for the establishment of such programs and activities as are necessary to assure proper funding for all operations and capital projects directly or through such task forces as may be appropriate.

Section 7- Finance Committee

The Treasurer shall be the Chairperson. The President shall appoint other such Trustees and members of the community as would benefit the work of the Committee. The Finance Committee shall be responsible for presenting the proposed annual budget; implementing and enforcing the spending policy; liaison with the financial advisor and auditors; and monitoring the status of the budget.

Section 8 - Ad Hoc Committees

Ad hoc committees may be created by the President for special purposes as needed.

ARTICLE VI

Removals

Any member of the Board may be removed for just cause by an affirmative vote of a majority of the remaining duly elected board members.

ARTICLE VII

Checks, Drafts, etc.

All checks, drafts or order for the payment of money, notes, bills of exchange and other evidences of indebtedness issued in the name of the Library shall be signed or endorsed with the signatures or facsimile signatures of such officers or agents of the Library as the Board shall from time to time designate by name or title, or in lieu of any action by the Board, as the President shall designate.

ARTICLE VIII

Rules of Order

The rules contained in "Robert's Rules of Order Revised" shall constitute governing authority in all cases to which they are applicable.

ARTICLE IX

Indemnification

The Library shall indemnify to the full extent authorized or permitted by the laws of the State of Connecticut any person 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 name of the Corporation), by reason of the fact that he or she is or was a representative of the Library or is or was serving at the request of the Library as a representative of another corporation, partnership, joint venture, trust or other enterprise. This indemnification is

not exclusive of any other rights to which such person may be entitled under any agreement, vote of the disinterested directors or otherwise.

ARTICLE X  
Miscellaneous Provisions

Section 1 - Amendments

The Bylaws of the Library may be amended by the affirmative vote of a majority of the Board of Trustees at any meeting of the Board, provided that a copy of the proposed amendment has been delivered to each Trustee with written notice of the meeting.

Section 2 - Compensation for Services

The Library may pay compensation to any person (except a government official), even if such person is also a trustee or officer of the Library, for personal services (including, but not limited to, education, artistic, legal, clerical, and investment management services) which are reasonable and necessary to carry out the purposes of the Library, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is not excessive. The Board of Trustees shall determine the amount of compensation or reimbursement that shall be paid.