

# BY-LAWS of the UNDERWOOD MEMORIAL LIBRARY

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Fayette Maine

## Article I. Identification

This organization is the Board of Trustees of the Underwood Memorial Library, located in Fayette, Maine.

## Article II. Membership

**Section 1. Appointments and Terms of Office.** The board shall consist of 7 members who shall be selected by Trustee board and approved by town selectmen, and shall serve for a term of 5 years.

**Section 2. Meeting Attendance.** Members shall be expected to attend all meetings except as they are prevented by a valid reason.

## Article III. Officers

**Section 1.** The officers shall be a chairman, a secretary, and a treasurer, elected from among the next regular meeting of the Board after the vacancy occurs.

**Section 2.** Officers shall serve a term of 2 years from the annual meeting at which they are elected and until their successors are duly elected. Officers can be removed, with cause, by a vote of 2/3rds of the Trustee Board.

**Section 3.** The chairman shall preside at meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees (independently of the municipality).

**Section 4.** The secretary shall keep true and accurate minutes of all meetings of the Board and shall issue notice of all regular and special meetings.

**Section 5.** The treasurer shall sign all checks drawn on funds held by the library and perform such duties as generally devolve upon the office. The treasurer shall make monthly reports to the Board showing in detail the amount and investment of, and income and disbursements from, the funds in his or her charge. There will be other trustees approved by the bank to sign checks when treasurer is unavailable.

## Article IV. Meetings

**Section 1. Regular Meetings.** The regular meetings shall be held as deemed fit by the Board, to be set by the Board at its annual meeting. Meetings shall be publicized on signage or web site.

**Section 2. Annual Meeting.** The annual meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in August of each year.

**Section 3. Agendas and Notices.** Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for consideration at the meeting.

**Section 4. Minutes.** Minutes of all meetings shall, at a minimum, indicate board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. Current board minutes shall be retained in a binder in the library director's office and accessible to the public.

**Section 5. Quorum.** A quorum for the transaction of business at any meeting shall consist of 5 members of the Board attending the meeting.

**Section 6. Open Meetings Law Compliance.** All Board meetings and all committee meetings shall be held in compliance with Maine's Open Meeting Law as it applies to our type of library.

**Section 7. Parliamentary Authority.** The rules contained in "Robert's Rules of Order", latest revised edition, shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these bylaws and/or any statutes applicable to this Board.

## **Article V. Committees**

**Section 1. Standing Committees.** Committees shall be formed as needed and will report on their ongoing work at every regular board meeting.

**Section 2.** No committee shall have other than advisory powers.

## **Article VI. Duties of the Board of Trustees**

**Section 1.** Responsibility for the operation of the Underwood Memorial Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine rules and regulations governing library operations and services.

**Section 2.** The Board shall select and supervise all essential employees, including a competent library director, for recommendation of approval by the select board. Job descriptions and duties of all library employees shall be developed and directed by the Board of Trustees.

**Section 3.** The Board shall approve the budget and request that adequate funds are provided to finance the approved budget to the town selectmen and subsequent town meeting.

**Section 4.** The Board shall have exclusive control of the expenditure of all moneys collected, donated or appropriated for the library fund including, employee compensation, but with the exception of actual payroll of personnel, and shall audit and approve all library expenditures.

**Section 5.** The Board will supervise and maintain buildings and grounds, as well as regularly review various physical and building needs to see that they meet the requirements of the total library program.

**Section 6.** The Board shall cooperate with other public officials and boards and maintain vital public relations.

**Section 7.** The Board shall review and approve the required annual report to the Division for Libraries and Technology, the town selectmen and the town manager. The Board shall create and annual report for town meeting with the assistance of the library director.

## **Article VII. Library Staffing**

**Section 1.** Selected employees including, at a minimum, a library director shall be well vetted and selected by the Board of Trustees, approved by the Select Board, and hired by the town manager. The library employees shall be responsible to the Board. The library director shall be considered the executive officer of the library under the direction and review of the Board, and subject to the policies established by the Board or the personnel policies of the town. The director shall act as technical advisor to the Board. The director shall be invited to attend all Board meetings (but may be excused from closed sessions) and shall have no vote.

**Section 2.** All volunteers are under the guidance of the director of the library.

## **Article VIII. Conflict of Interest**

**Section 1.** Board members may not in their private capacity negotiate, bid for, or enter into a contract with the Underwood Memorial Library in which they have a direct or indirect financial interest.

**Section 2.** A board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated has a substantial financial interest.

**Section 3.** A board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

## **Article IX. General**

**Section 1.** An affirmative vote of the majority of all members of the Board present at the time shall be necessary to approve any action before the Board, except to remove an officer which must be approved by 2/3rds of the members of the Board. The Chairman may vote upon and may move or second a proposal before the Board.

**Section 2.** Any rule or resolution (whether contained in these bylaws or otherwise) may be suspended temporarily in connection with business at hand. But such suspension, to be valid, must be agreed upon and approved by two thirds of the members of the Board at the present meeting.

**Section 3.** These by-laws may be amended at any regular meeting of the Board by majority vote of all members of the Board. Written notice of the proposed amendment must be mailed to all members at least 10 days prior to the meeting at which action is proposed to be taken.

**Adopted by the Board of Trustees of the Underwood Memorial Library on the \_\_\_\_\_**

**day of 8-6-2018.**