

**BY LAWS
OF
THE WESTPORT LIBRARY ASSOCIATION**

Amended and Restated Effective_July 1, 2019

BY-LAWS OF THE WESTPORT LIBRARY ASSOCIATION
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**AMENDED AND RESTATED
BY-LAWS OF
THE WESTPORT LIBRARY ASSOCIATION**

Effective as of ____ July 1, 2019

ARTICLE 1 Name, Purpose, and Authority

- 1.1 **Name.** The name of the organization shall be The Westport Library Association (the “Association”).
- 1.2 **Purpose.** The purpose of the Association is to establish and maintain a public library (the “Library”) for the benefit of the residents and community of the town of Westport, Connecticut (the “Town of Westport”) and also for the benefit of the community-at-large and the general public, and to engage in such other lawful acts or activities as are incidental to such purpose and are permitted by the Connecticut Revised Non-Stock Corporation Act. Notwithstanding the foregoing, the Association shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from Federal income taxation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws). No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any of its Trustees, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in this Section 1.2, and payments in accordance with Sections 3.2 and 7.6 of these by-laws.
- 1.3 **No Members.** The Association shall not have members.
- 1.4 **Authority.** The Association was established and granted authority by resolution of the General Assembly of the State of Connecticut in 1907 (Senate Joint Resolution No. 122, January Session, A.D. 1907), as amended.

ARTICLE 2 Administration

- 2.1 **Board of Trustees.** The Board of Trustees, consisting of individual trustees (each, a “Trustee”, and, together, the “Board” or the “Trustees”) elected in accordance with

Article 3 below, shall manage the affairs of the Association and its Library, subject to its delegation powers described in Section 2.4 below.

- 2.2 **Powers of the Board of Trustees.** The Board shall have all the powers provided by the laws of the State of Connecticut, including but not limited to Chapter 602 of Title 33 (“Nonstock Corporations”) and Chapter 190 of Title 11 of the General Statutes of Connecticut (“Public Libraries”).
- 2.3 **Action by the Board of Trustees.** Unless otherwise prescribed by these by-laws or the laws of the State of Connecticut, all action taken by the Board shall be by affirmative vote of a majority of the Trustees present to vote at a meeting of the Board at which a quorum is present. Each Trustee shall have one vote. No persons other than Trustees shall be allowed to vote at any meeting of the Board. In addition, action may be taken by the Board without a meeting, but only through unanimous written consent of all current Trustees, with such consent transmitted by United States mails, facsimile, email or any other acceptable manual or electronic means to all Trustees. Except as provided in Sections 2.4 and 4.5(f) below, any action taken by any committee or subcommittee of the Board shall not be deemed to be action taken by the Board.
- 2.4 **Delegation.** The Board in its sole discretion may delegate its authority to Board committees, the staff of the Library, or to any other appropriate person or entity, other than with respect to those duties and responsibilities enumerated in Section 2.5 below.
- 2.5 **Duties and Responsibilities of the Board of Trustees.** Each Trustee is expected to be active and diligent in meeting the obligations of a Trustee, and committed to promoting and supporting the welfare, success and purposes of the Association.

The Board shall:

- (a) appoint the executive director of the Library (the “Executive Director”);
- (b) evaluate the Executive Director on an annual basis and determine the Executive Director’s compensation;
- (c) oversee the preparation of the Library’s budget and the submission of the Library’s requests for funding to the Town of Westport;

- (d) oversee and participate in development and other fundraising activities;
- (e) oversee the management of the Library's investments and any endowment;
- (f) approve and oversee the enforcement of the policies of the Library;
- (g) develop, in conjunction with the Executive Director, a strategic plan for the Library, and oversee its execution;
- (h) along with the staff of the Library, engage and interact with the Town of Westport, neighboring communities and the State of Connecticut, including but not limited to local and state officials, school administrators, community leaders and the general public;
- (i) elect the officers of the Association ("Officers") in accordance with Section 5.2 below, and elect Trustees in accordance with Sections 3.8 and 3.11 below;
- (j) review and evaluate the Board on an annual basis;
- (k) when deemed necessary by the Board, remove any Officer, Trustee, and the Executive Director from their positions in accordance with these by-laws; and
- (l) perform such other action as the Board deems advisable, consistent with the purpose of the Association.

2.6 **Policies.** The Board shall develop and adopt a set of policies to govern and guide the Association and the Library. All such policies shall be periodically reviewed by the Board and may be subsequently revised, from time to time, as the Board deems necessary or advisable.

2.7 **Executive Director.** The chief executive and administrative officer of the Library shall be its Executive Director, who shall serve at the pleasure of the Board and have all the powers and authority necessary to manage and operate the Library under the review and direction of the Board. The Executive Director shall carry out the policies established by the Board, and shall report directly to the Board.

2.8 **Assistant Library Directors.** The Executive Director may appoint one or more Assistant Library Directors and shall timely provide the Board with written notification

of any such appointment. Assistant Library Directors shall report to the Executive Director.

- 2.9 **Other Personnel.** The Executive Director shall appoint all other Library personnel, all of whom shall report directly or indirectly to the Executive Director.
- 2.10 **Compensation of Library Staff.** The Board shall determine the compensation for the Executive Director, which shall be reviewed on an annual basis. Subject to the Library's budget, the Executive Director shall determine the compensation for all other Library employees.

ARTICLE 3 Trustees

- 3.1 **Powers.** Each Trustee shall have the powers provided under these by-laws and the laws of the State of Connecticut.
- 3.2 **Compensation.** Each Trustee shall serve without compensation. Reasonable and necessary expenses, actually incurred by a Trustee in the performance of his or her duty as a Trustee, shall be reimbursed by the Library in accordance with written Library policy relating to the reimbursement of expenses generally.
- 3.3 **Conflict of Interest.** No Trustee shall have any direct or indirect pecuniary, financial, economic or other material personal or individual beneficial interest with respect to any activity involving such Trustee and relating to the Association and the Library. A Trustee who discovers that he or she has an actual or potential conflict of interest as described in the preceding sentence shall (i) fully, completely and immediately disclose the existence of such conflict of interest to the Executive Committee and (ii) recuse himself or herself from all votes, discussions, deliberations and proceedings relating to the activity that is the subject of the actual or potential conflict of interest. The Executive Committee shall determine, after a full investigation, whether there is a conflict of interest. If the Executive Committee determines that there is a conflict of interest, it shall take all appropriate and necessary action to resolve and eliminate or waive such conflict. Any transaction involving a conflicting interest must be approved by the Board, by the affirmative vote of a majority, but no fewer than two, of those Trustees who do not have a conflicting interest, after disclosure to such Trustees of the nature of the conflicting interest and all material facts relating thereto.

- 3.4 **Number of Trustees.** The number of Trustees comprising the Board shall be as determined, from time to time, by affirmative vote of at least 75% of the Trustees then in office, provided that (i) the Board shall at all times consist of an even number of Trustees, and (ii) the number of Trustees comprising the Board shall be no fewer than 14 Trustees and no more than 20 Trustees.
- 3.5 **Eligibility.** Any person who is a resident of the Town of Westport during the 12-month period immediately preceding the last day of the Fiscal Year in which such election occurs shall be eligible for election or re-election as a Trustee, subject to any additional restrictions applicable to those Trustees elected in accordance with Section 3.7 below. A Trustee who – subsequent to his or her election or re-election in accordance with Section 3.7 or 3.8 below – ceases to be a resident of the Town of Westport shall continue to be eligible to serve as a Trustee until the end of his or her current term in accordance with Section 3.6 below. The foregoing notwithstanding, no employee of the Association, nor any member of their immediate family, shall be eligible to serve on the Board.
- 3.6 **Term of Service.** Other than a Trustee elected in accordance with Section 3.11 below, each Trustee shall serve a term of four years, beginning on the day immediately following the meeting at which they are elected and ending upon the election and qualification of their successor. The terms of the Trustees shall be staggered so that one quarter of the Trustees shall be elected each year. A Trustee may be elected to serve for up to two full consecutive terms. A Trustee who has served two full consecutive terms may again become a candidate for Trustee if such person has not been a Trustee for at least four full consecutive years. Time served filling a vacancy shall not count towards the term limits set forth in this Section 3.6.
- 3.7 **Election by the Town of Westport.** One half of the total number of Trustees authorized by the Board in accordance with Section 3.4 shall be Trustees who have been elected or re-elected by the Representative Town Meeting of the Town of Westport in accordance with its rules, policies and procedures, including any restrictions that may be imposed on candidates, including but not limited to the age and residency of the candidate. Such election or re-election generally shall coincide with the beginning of a Fiscal Year (other than with respect to Trustees elected to fill a vacancy under Section 3.11 below).
- 3.8 **Election by the Board of Trustees.** One half of the total number of Trustees authorized by the Board in accordance with Section 3.4 shall be Trustees who have been elected or re-elected by the current Board of Trustees. Such election or re-

election generally shall take place at an Annual Meeting (other than Trustees elected to fill a vacancy under Section 3.11 below).

- 3.9 **Resignation.** A Trustee may resign for any reason at any time. Such Trustee should provide reasonable and timely notice to the President of the Board of such resignation.
- 3.10 **Removal.** The Board may remove a Trustee at any time upon the affirmative vote of at least 75% of all current Trustees (excluding the Trustee who is the subject of any removal action) to remove such Trustee. Prior to removal, the Trustee who is the subject of any removal action shall be afforded reasonable notice and an opportunity to be heard before the Board. If the Trustee who is the subject of a removal action under this Section 3.10 was elected as a Trustee under Section 3.7 above, then the Secretary shall timely notify in writing the chair of the applicable committee of the Representative Town Meeting of the Town of Westport responsible for Library matters prior to the vote under this Section 3.10 to remove such Trustee.
- 3.11 **Vacancies.** Any vacancy resulting from the death, incapacity, disqualification, resignation or removal of a Trustee who was originally appointed in accordance with Section 3.7 above, shall be filled in accordance with Section 3.7; any vacancy resulting from the death, incapacity, disqualification, resignation or removal of a Trustee who was originally appointed in accordance with Section 3.8 above, shall be filled in accordance with Section 3.8. If a vacancy is filled prior to the expiration of the term of the Trustee who so vacated his or her position, the Trustee elected to fill such vacancy shall be elected to serve for the remainder of such term.
- 3.12 **New Trustee Orientation.** The Board shall provide a timely and comprehensive orientation session for each new Trustee.

ARTICLE 4 Committees of the Board

- 4.1 **Standing Committees.** There shall be the following four Standing Committees:
(a) Executive Committee;
(b) Governance and Nominations Committee;
(c) Finance Committee; and
(d) Development Committee.
- 4.2 **Other Committees and Subcommittees.** The President of the Board may establish (i) other committees in addition to the Standing Committees and (ii)

subcommittees of the Standing Committees or other committees, all subject to approval by the Board.

- 4.3 **Members of Committees and Subcommittees.** The President of the Board shall appoint the members of each Standing Committee (other than the Executive Committee) after consultation with the chairs of the applicable Standing Committees. In addition, the President shall appoint the members of each other committee and subcommittee of the Board. All committee and subcommittee member appointments shall be subject to approval of the Board, which generally shall take place at the first Regular Monthly Meeting of the Fiscal Year. Any member of any such committee or subcommittee may be removed for any reason by vote of the Board. Individuals who are not Trustees may be appointed to serve on the Development Committee, any non-Standing Committee, and any subcommittees and ad-hoc committees, as may be approved by the Board. Non-Trustee members of committees, subcommittees and ad-hoc committees may be voting members of such committees, if so designated at the time of appointment, and in any event shall have the same duties to the Association in connection with such service on a committee as a Trustee.
- 4.4 **Committee and Subcommittee Chairs.** The Vice Presidents duly elected pursuant to Article 5 of these by-laws shall Chair their respective Standing Committees. The President may, in his or her discretion, also appoint co-chairs of Standing Committees; co-chairs of Standing Committees shall not be deemed to be Officers by virtue of their service as a co-chair. The President of the Board also shall appoint a chair or co-chairs of each other committee and subcommittee of the Board; chairs and co-chairs of committees and subcommittees shall not be deemed to be Officers by virtue of their service as a chair or co-chair.
- 4.5 **Executive Committee.** The Executive Committee shall consist of all current Officers. The duties and responsibilities of the Executive Committee shall be:
- (a) to oversee and coordinate all committees and subcommittees of the Board;
 - (b) to oversee Standing Committee succession planning;
 - (c) to oversee Executive Director succession planning;
 - (d) to evaluate the Executive Director and present such evaluation to the Board;

- (e) to recommend to the Board the Executive Director's compensation;
- (f) to act as the Board in an emergency situation, but only until such time as a meeting of the Board can be convened; and
- (g) to perform such other actions that are consistent with the functions of an executive committee and these by-laws.

4.6 **Governance and Nominations Committee.** The duties and responsibilities of the Governance and Nominations Committee shall be:

- (a) to nominate and present a slate of Officers to the Board for election, annually;
- (b) to nominate persons to be Trustees and present such persons to the Board for election or re-election in accordance with Section 3.8 above;
- (c) to oversee the creation, approval and maintenance of the Library's policies;
- (d) to oversee new Trustee orientation;
- (e) to oversee the preparation of and review the Association's annual filing with the Internal Revenue Service;
- (f) to lead and coordinate an annual evaluation of the Board for presentation to the Executive Committee and the Board;
- (g) to assist with the annual evaluation of the Executive Director by the Board for presentation to the Executive Committee and the Board; and
- (h) to perform such other actions that are consistent with the functions of a governance committee and nominations committee and these by-laws.

4.7 **Finance Committee.** The duties and responsibilities of the Finance Committee shall be:

- (a) to oversee the financial activities of the Library;

- (b) to oversee and assist with the preparation of the Library's annual budget, and the presentation of the budget to the Board for approval;
- (c) to oversee and assist with the submission of the Library's requests for funding from the Town of Westport;
- (d) to oversee the management of the Library's investments and any endowment;
- (e) to recommend to the Board (i) the Association's auditors, which shall be done on an annual basis and (ii) a timely, reasonable and appropriate rotation of auditors;
- (f) to meet with the Library's auditors, to review the Library's annual audited financial statements, and report on the same to the Board;
- (g) to assist with the preparation of and review the Association's annual filing with the Internal Revenue Service;
- (h) to perform such other actions that are consistent with the functions of a finance committee and these by-laws.

4.8 **Development Committee.** The duties and responsibilities of the Development Committee shall be:

- (a) to oversee and assist with all development and fundraising activities;
- (b) to engage and interact with the community, to promote awareness of activities of the Library; and
- (c) to perform such other actions that are consistent with the functions of a development committee and these by-laws.

4.9 **Recusal.** A Trustee who is a member of the Governance and Nominations Committee and who seeks to become a candidate for an Officer position shall recuse himself or herself from all Governance and Nominations Committee discussions and deliberations with respect to his or her candidacy as an Officer.

ARTICLE 5 Officers

- 5.1 **Officers.** The Officers of the Association shall consist of the following:
- (a) a President;
 - (b) a Senior Vice President;
 - (c) the Vice Presidents who serve as Chairs of the Standing Committees;
 - (d) a Secretary; and
 - (e) a Treasurer.
- 5.2 **Election.** Officers shall be Trustees, and, subject to Section 5.12 below, shall be elected by the current Board annually, typically at the Annual Meeting.
- 5.3 **Presentation of Slate of Officers.** The Governance and Nominations Committee shall timely present in writing a slate of Officers to the Board prior to the Annual Meeting. Such presentation shall be at least 10 days before the Annual Meeting.
- 5.4 **Term of Office.** The term of each Officer shall be for one year, beginning on the day immediately following the date of such Officer's election, or such other date as the Board may designate at the time of election, and terminating upon the election and qualification of their successor. No Trustee may serve in the office of President for more than three consecutive one-year terms.
- 5.5 **President.** The duties and responsibilities of the President shall be:
- (a) to serve as chair of the Board and to preside at all meetings of the Board;
 - (b) to oversee and coordinate all business of the Board;
 - (c) to prepare the agenda for all meetings of the Board;
 - (d) to serve as the chair of the Executive Committee;
 - (e) to report the activities of the Executive Committee to the Board on a regular and timely basis;
 - (f) to be the primary spokesperson for the Board to the Town of Westport and to the community at large;
 - (g) to serve as an ex-officio member of all committees;

- (h) to appoint members and chairs of all committees as provided in Article 4 of these by-laws;
- (i) to execute documents on behalf of the Association; and
- (j) to perform such other actions consistent with the title and position of President of the Association.

5.6 **Senior Vice President.** The duties and responsibilities of the Senior Vice President shall be:

- (a) to serve as vice chair of the Board;
- (b) to serve as President, and to preside at all meetings of the Board, when the President is unavailable or delegates such authority;
- (c) to assist in the preparation of the agenda for all meetings of the Board;
- (d) to coordinate with the President all business of the Board;
- (e) to serve as the vice chair of the Executive Committee;
- (f) to be the primary spokesperson (after the President) for the Board to the Town of Westport and to the community at large;
- (g) to serve as an ex-officio member of all committees;
- (h) to execute documents on behalf of the Association;
- (i) to perform such other actions consistent with the title and position of Senior Vice President of the Association; and
- (j) to coordinate the development and execution of a strategic plan for the Library.

5.7 **Governance and Nominations Committee Vice President.** The duties and responsibilities of the Governance and Nominations Committee Vice President shall be:

- (a) to serve as the chair of the Governance and Nominations Committee;
- (b) to serve as a member of the Executive Committee;
- (c) to report the activities of the Governance and Nominations Committee to the Board on a regular and timely basis;
- (d) to serve as President, and to preside at all meetings of the Board, if the President and the Senior Vice President are not available; and
- (e) to be a spokesperson for the Board to the Town of Westport and to the community at large.

5.8 **Finance Committee Vice President.** The duties and responsibilities of the Finance Committee Vice President shall be:

- (a) to serve as the chair of the Finance Committee;
- (b) to serve as a member of the Executive Committee;
- (c) to report the activities of the Finance Committee to the Board on a regular and timely basis;
- (d) to be a spokesperson for the Board to the Town of Westport and to the community at large;
- (e) to serve as President, and to preside at all meetings of the Board, if the President, the Senior Vice President, and the Governance and Nominations Committee Vice President are not available; and
- (f) to perform such other actions consistent with the title and position of Finance Committee Vice President of the Association.

5.9 **Development Committee Vice President.** The duties and responsibilities of the Development Committee Vice President shall be:

- (a) to serve as the chair of the Development Committee;
- (b) to serve as a member of the Executive Committee;

- (c) to report the activities of the Development Committee to the Board on a regular and timely basis;
- (d) to be a spokesperson for the Board to the Town of Westport and to the community at large;
- (e) to serve as President, and to preside at all meetings of the Board, if the President, the Senior Vice President, the Governance and Nominations Committee Vice President, and the Finance Committee Vice President are not available; and
- (f) to perform such other actions consistent with the title and position of Development Committee Vice President of the Association.

5.10 **Secretary.** The duties and responsibilities of the Secretary shall be:

- (a) to serve as a member of the Executive Committee;
- (b) to cause to be kept a record of the proceedings of each meeting of the Board;
- (c) to cause to be transmitted notifications to all Trustees of all meetings of the Board;
- (d) to oversee all correspondence from the Board;
- (e) to be a spokesperson for the Board to the Town of Westport and to the community at large;
- (f) to serve as President, and to preside at all meetings of the Board, if the President, the Senior Vice President, the Governance and Nominations Committee Vice President, the Finance Committee Vice President, and the Development Committee Vice President are not available; and
- (g) to perform such other actions that are consistent with the title and position of Secretary of the Association.

5.11 **Treasurer.** The duties and responsibilities of the Treasurer shall be:

- (a) to serve as a member of the Executive Committee;
- (b) to oversee and report on the custodians of all moneys and funds belonging to the Association;
- (c) to present a written financial report to the Board at the Annual Meeting and at all Regular Monthly Meetings, and to see that appropriate financial statements and other relevant financial information are timely prepared and distributed to the Board on a regular basis
- (d) to be a spokesperson for the Board to the Town of Westport and to the community at large;
- (e) to serve as President, and to preside at all meetings of the Board, if the President, the Senior Vice President, the Governance and Nominations Committee Vice President, the Finance Committee Vice President, the Development Committee Vice President, and the Secretary are not available; and
- (f) to perform such other actions that are consistent with the title and position of Treasurer of the Association.

5.12 **Vacancies.** A replacement for any vacancy resulting from the death, incapacity, disqualification, resignation or removal of an Officer shall be elected by the current Board. The Governance and Nominations Committee shall timely present in writing a nomination for such replacement for such vacancy to the Board, and the Board shall timely vote on such replacement.

ARTICLE 6 Meetings

6.1 **Quorum.** A quorum shall consist of a majority of the current Trustees.

6.2 **Voting.** All action by the Board shall be taken in the manner prescribed by Section 2.3 of these by-laws, by affirmative vote of a majority of those Trustees in attendance at the meeting, unless otherwise required by these by-laws or the laws of the State of Connecticut.

- 6.3 **Attendance.** Each Trustee shall make a good faith effort to attend all meetings of the Board and all meetings of any committee to which he or she has been appointed. Attendance at any meeting of the Board may be in-person, by telephone, by video conferencing, via the internet, or by any other acceptable method or means, provided that all Trustees attending such meeting using such methods or means shall have the ability to hear and speak to all other Trustees at all times during such meeting. If a Trustee will not be attending any meeting of the Board, such Trustee shall timely inform the President, the Secretary, and the Executive Director in writing (preferably via email) that he or she will not be attending such meeting.
- 6.4 **Notification and Place of Meetings.** Each Trustee shall be timely notified of any meeting of the Board; and each committee member and subcommittee member shall be timely notified of any meeting of a committee or subcommittee of the Board of which such person is a member. Each notification shall provide the date, time and place of the meeting.
- 6.5 **Annual Meeting.** The Annual Meeting of the Board shall be held in the month of June of each year, unless the Board decides otherwise.
- 6.6 **Regular Monthly Meetings.** Regular Monthly Meetings of the Board shall be held in each month of the year other than in August, unless the Board decides otherwise.
- 6.7 **Special Meetings.** The President, the Executive Committee, or a group of at least four Trustees may call a Special Meeting of the Board at any time; provided, however, that there is 72-hour written notification of such meeting.
- 6.8 **Conduct of Meetings.** All meetings of the Board and committees thereof shall be conducted in accordance with the requirements of the Connecticut Freedom of Information Act ("FOIA"), to the extent applicable to the Association, including FOIA provisions relating to the holding of meetings in executive session ((as such term is defined in Section 1-200(6) of FOIA).
- 6.9 **Workshops, Working Sessions, Etc.** Any workshop, working session, retreat or similar gathering involving Trustees where no Association action is to be taken shall not be deemed to be a meeting of the Board or any committee or subcommittee of the Board.

- 6.10 **Committee and Subcommittee Meetings.** Committee and subcommittee meetings shall be scheduled by the chair of such committee or subcommittee in his or her sole discretion. All committee and subcommittee members shall be timely notified of such meeting. In addition, each Trustee shall be timely notified of any meeting of any committee or subcommittee, unless the chair of the committee or subcommittee decides otherwise.

ARTICLE 7 Miscellaneous

- 7.1 **Effective Date.** These by-laws shall become effective upon the approval hereof by the affirmative vote of at least 75% of all current Trustees, and shall supersede in their entirety all prior by-laws of the Association.
- 7.2 **Fiscal Year.** The Association's fiscal year shall begin on July 1st and end on the following June 30th.
- 7.3 **Parliamentary Procedures.** The Board shall adhere to the parliamentary procedures as specified in the current edition of Robert's Rules of Order, with such modifications from time to time in the interests of time and efficacy as agreed to by the Board.
- 7.4 **Amendment.** These by-laws may be amended at any time by an affirmative vote of at least 75% of all current Trustees.
- 7.5 **Advisory Council.** The Board may establish an Advisory Council, the purpose of which shall be to assist the Association and the Library in development and operational activities. All members of the Advisory Council and the chair of the Advisory Council shall be selected by the President, subject to the approval by the Board. Any member of the Advisory Council may be removed for any reason by the affirmative vote of the Board.
- 7.6 **Indemnification.** The Association shall indemnify and hold harmless each Trustee, Officer, employee and agent of the Association, against all liability, costs, charges and expenses (including attorneys' fees) incurred or sustained by such Trustee, Officer, employee or agent in connection with any action, suit or proceeding brought by any third party, to which such Trustee, Officer, employee or agent may be made a party, as a direct or indirect result of, or in the course of, that party's position with the Association or that party's direct or indirect service to the Association in such

capacity, in each such event, to the fullest extent permitted by applicable law, including Section 33-1124 and Section 33-1122 of the Connecticut Nonstock Corporations Law, and any successor statute. The Association shall advance to any such party, such party's reasonable expenses, including attorney's fees, for such party's defense against any such action, suit or proceeding, in each case to the fullest extent permitted under applicable law, but subject first to the Association's receipt of an affirmation and undertaking by such party of the type described in Section 33-1119 of the Connecticut Nonstock Corporations Law.

- 7.7 **Governing Law.** These by-laws shall be construed under the laws of the State of Connecticut without reference to principles of conflict of laws, unless superseded by federal law.
- 7.8 **Severability.** In the event that any provision or portion of these by-laws shall be determined to be invalid or unenforceable for any reason, in whole or in part, the remaining provisions of these by-laws shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law.
- 7.9 **Notifications.** All notifications shall be in writing and transmitted by United States mails, facsimile, email or other appropriate means. Receipt of such notification shall be deemed to have occurred upon transmittal.

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