

## MINOT-SLEEPER BOARD OF TRUSTEES BY-LAWS (RSA 202-A: 11, 1)

### ARTICLE I: NAME

The organization, existing by virtue of RSA Section 202 of the Laws of the State of New Hampshire and exercising the powers and authority and assuming responsibilities delegated under this statute, shall be called the Minot-Sleeper Library Board of Trustees (RSA 202-A:2). The Board of Trustees is the governing body of the Library and is responsible for its custody and management, and shall establish policies that cover all facets of library operation (RSA 202-A: 11:1).

### ARTICLE II: MEMBERSHIP

Section A: The Board of Trustees shall be composed of **nine (9)** members elected according to RSA 202-A:6. Trustees shall serve without compensation. However, Trustees may be reimbursed for necessary travel and lodging expenses to attend professional meetings or otherwise traveling on Library business. Trustees shall serve staggered 3-year terms or until their successors are elected and qualified. All Trustees shall take an oath of office (RSA-42:2).

Section B: Vacancies of the Board shall be filled in accordance with RSA 202-A:10.

Section C: The Board of Trustees may recommend to the Board of Selectmen the appointment of up to three (3) alternate members. The alternate members shall be appointed to 1-year terms and may serve as alternate members on the Board, with full voting privileges, when elected members are unable to attend a Board meeting (RSA 202-A: 10). Alternate members shall not assume the role of the Chair, Assistant Chair or Treasurer.

### ARTICLE III: OFFICERS AND THEIR DUTIES

Section A: The Officers shall be Chair, Assistant Chair, Treasurer, and Secretary. The Officers shall be elected annually by the Board at its first meeting after the Town Elections. They shall assume office immediately upon election and may serve, if reelected, for more than one term.

Section B: Any Officer vacancy that occurs during the year shall be filled at the next regular Board meeting or at a special meeting called specifically for that purpose.

Section C: The **Chair** shall preside at all meetings of the Board, call for special meetings, appoint all committees except those specifically appointed by the Board, and perform all other duties associated with the office. The Board may designate additional responsibilities to the Chair. The Chair may move, second and/or vote upon any proposal before the Board. The Chair shall prepare, and distribute to each Trustee and alternate member, in person, by first-class mail or by Email, a copy of the regular meeting agenda and any other relevant material, at least three days before the meeting. The Chair shall be an authorized signatory on Trustee accounts. The Chair shall be bonded.

Section D: The **Assistant Chair** shall act in the place of the Chair when s/he is absent. The Assistant Chair shall be an authorized signatory on Trustee accounts. The Assistant Chair shall be bonded.

Section E: The **Treasurer** shall be responsible for all monies appropriated by the Town and for funds with which the library is endowed. The Treasurer shall prepare, with the Assistant of the Library Director, written monthly financial reports and the Annual Budget, and shall present them to the Board of Trustees for approval. The Treasurer shall perform other such duties as are generally required of the office. The Treasurer shall be an authorized signatory on Trustee accounts. s/he shall receive all interest due from the "Trustee of the Trust Fund" and deposit it to the credit of the Minot-Sleeper Library. The Treasurer shall be bonded.

Section F: The **Secretary** shall keep true and accurate minutes of all meetings of the Board. Minutes shall be distributed to trustees and available to the public for inspection within five (5) business days after the meeting. Minutes made available within the five (5) day time frame are the minutes of the meeting and may be amended at the next regularly scheduled meeting of the trustees (or at a special meeting called before the next scheduled meeting). Copies of the minutes and amended minutes are kept on record in the permanent file at the library. Once amended, the minutes will be made available on the library website, and will be available to the public on request. The **Secretary** shall perform such other duties as are generally associated with the office.

#### ARTICLE IV: MEETINGS

Section A: Regular meetings shall be held once a month (**a minimum of 10 meetings annually**) on a day, time and location to be determined by the Board. A change in the date, time, and/or location of a regular meeting may be authorized by the Board. **A minimum of seven days-notice of all meetings of the Board shall be posted on the bulletin board in the front lobby of the Library and at the Town Hall.** The public shall be allowed to attend all Board meetings unless the Board votes to hold a non-public session. Votes in public session may not be taken by secret ballot.

Section B: Special meetings may be held at any time at the call of the Chair or by petition, with a minimum of 24 hours-notice posed as in Section A above and stating the specific purpose, of any four (4) Board members, one of which shall be the Chair or Assistant Chair, subject to the same criteria regarding notice and posting as noted in Section A, above.

Section C: The Board may hold a non-public session (RSA 91-A:3) only to discuss the following issues:

1. Dismissal, promotion, compensation and/or discipline of employees
2. Hiring of public employees
3. Matters which if discussed in public would adversely affect the reputation of any person excepting a Board member
4. Consideration of acquisition, sale or lease of real property
5. Consideration of pending claims or litigation

To go into non-public session, a Board member shall make a motion stating the specific subject to be discussed. The motion shall be seconded and, following discussion, a recorded roll call vote shall be

taken. Minutes shall be taken of any non-public session in the same manner as those taken during public session. Minutes and any decisions made in non-public session shall be disclosed within seventy-two (72) hours of the meeting unless the Board decides, by a two-thirds recorded vote, that the minutes are to be sealed.

Section D: Trustees are expected to attend all Board meetings, and as elected officials, are subject to RSA 643, the Abuse of Office Law. Three (3) or more unexcused absences during the period between annual Town elections may be cause for the Board to ask that member to resign. The Chair shall notify any Trustee thus asked to resign by first class mail at his/her last known address. Absences shall be considered excused if prior notice is given to the Chair, Assistant Chair, Recording Secretary or Library Director.

Section E: A quorum for the transaction of business at any meeting of the Board shall be six (6) members, one of whom must be the Chair or Assistant Chair. For the purposes of a quorum, an alternate member, as described in ARTICLE II, Section B of these Bylaws, shall be counted as a full member of the Board. However, an alternate member may not assume the role of the Chair, Assistant Chair, or Treasurer.

#### ARTICLE V: LIBRARY DIRECTOR

Section A: The Board shall appoint a qualified Library Director who shall be the executive administrative officer of the library. S/he shall assist the Treasurer in preparing written monthly financial reports and the Annual Budget.

Section B: The Library Director shall recommend to the Board the appointment, and specify the duties of, other employees. The Library Trustees, in consultation with the Director shall appoint all employees.

Section C: The Library Director shall be responsible for the direction and supervision of the staff and for the care and maintenance of the library property. S/he. Shall be responsible for the proper and adequate selection of library resources in keeping with the policies approved by the Board of Trustees and for the efficient provision of library service to the public.

Section D: Monthly, or at other times as requested by the Board, the Library Director shall make reports to the Board regarding the operations of the Library.

Section E: The Library Director, with the assistance of **staff and/or volunteers** will oversee the preparation and distribution of Library news and events via the Library website, email subscribers, **social media**, and/or in-house distribution as needed.

#### ARTICLE VI: COMMITTEES

Section A: The Chair shall appoint committees of one or more members for such specific purposes as the business of the Board may require. Each committee shall be discharged upon completion of the purpose for which it was established and after it has given a final report to the Board.

Section B: Committees shall make regular progress reports to the Board.

Section C: No committee shall have other than advisory powers unless authority to act for the Board in a specific instance is granted by the Board. The Board may rescind this authority at any time.

#### Article VII: FUNDS, GIFTS AND MEMORIALS

Section A: In accordance with RSA 31:25, the Trustees shall formally adopt a policy for handling all investments made by them or by their agents for any funds gifts or memorials in their custody.

Section B: Gifts of money, real property and/or stove may be accepted if conditions attached by the donor are acceptable to the Board and the gifts are made in accordance with RSA 202-A:4-C and applicable Local, State and Federal Laws. Personal property such as art and antiques may also be accepted, at the discretion of the Board.

Section C: The Treasurer and one other designated Trustee shall be signatories on all Trustee accounts. Unless otherwise authorized in a specific instance (such as a capital fund campaign) all checks drawn on Trustee accounts in excess of five thousand dollars (\$5,000) shall require two authorized signatures.

#### ARTICLE VIII: CONFLICT OF INTEREST

Members of the Board of Trustees have accepted an influential position in which they may learn of such issues as possible job openings, bid letting, land purchases, and building maintenance contracts. In order to avoid even the appearance of impropriety, it is vital and expected that members will recuse themselves from all discussions and votes where connections or bias can be questioned because of personal and family employment, memberships or association. This recusal will be acknowledged in the minutes of any meeting where it occurs.

#### ARTICLE VIX: AMENDMENTS

These Bylaws may be amended by the majority vote of all members of the Board provided that written notice of any proposed amendment, alteration or repeal shall have been provided to all members of the Board **at least ten (10) days prior to the meeting at which such action is proposed to be taken.** A full review of these Bylaws will be made a minimum of once every three (3) years.

Reviewed and (amended/accepted) by the members of the Board of Trustees

Date: February 28, 2019