



BROOKS MEMORIAL LIBRARY

224 Main Street, Brattleboro, VT 05301

Brooks Memorial Library Bylaws - BR 2

BR 2-1

Article I - General Provisions

The Brooks Memorial Library is a department of the Town of Brattleboro, as established in the Brattleboro Town Charter, Section 7. The Board of Trustees, under the authority of the laws of Vermont, *V.S.A. Title 22, chapter 3*, has the full power to manage the library. It shall have its principal office and place of business in the George J. Brooks Memorial Library Building. It may operate branch libraries at such other locations, as the Board of Trustees shall determine. Its principal functions shall be to maintain and promote a comprehensive collection of books, periodicals, reference materials, newspapers, audiovisual materials, online resources, and other materials for the instruction, information, and entertainment of the people of the Town. It may act as a repository of property belonging to others and having educational or historical value. It may sponsor exhibits, lectures, concerts, movies, contests, and other programs of educational or cultural value. It may serve as a resource to the Town for free access to the Internet.

BR2-2

Article II - Board of Trustees

BR 2-2.1 Composition and Tenure

The Board shall consist of nine trustees, who shall each serve for three years. Three trustees shall be elected or reelected at each Annual Town Meeting. The Board shall nominate candidates for election in Town Meeting. Trustees may also be nominated from the floor of the meeting (by any Town Meeting member). A vacancy on the Board shall be filled by the Selectboard until the next annual or special Town Meeting, at which a successor shall be elected for the remainder of the original term. The Board shall recommend candidates for appointment by the Selectboard to fill vacancies on the Board.

A trustee shall be a resident of Brattleboro. However, if a trustee should move from the Town during the term of office, the trustee may complete the remainder of the term. A trustee shall not serve for more than three consecutive full terms but shall be eligible for reelection or appointment after the lapse of one full year.

No member of the Library staff or immediate family thereof shall be eligible to serve as a trustee.

Trustees shall serve without compensation but may be reimbursed for actual and necessary expenses incurred in performance of Library business as determined by the Board of Trustees.

A trustee who is absent from three consecutive regular meetings of the Board without good cause (to be determined by the president or designee), or from six consecutive regular meetings for any cause, shall offer to resign from the Board, or, failing that, shall be removed by the process as described above.



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BR 2-2.2 Functions

The Board of Trustees affirms the American Library Association's Library Bill of Rights, Freedom to Read, and Freedom to View documents as statements of each individual's right to freedom of choice in information and materials use. It shall be responsible for the development and maintenance of policies governing the Library. Among these are policies regarding the selection and circulation of materials and acceptance of gifts including additions to the endowment fund, as well as those of its own governance. With the advice of the staff, the Board shall review and approve policies governing reference and information services, fine arts, local history and genealogy materials, and public access to computers. In addition, it shall approve policy regarding fees and fines, meeting room and exhibit space, and behavior code for patrons. The Board shall review these policies at least every five years.

The Board shall review Library expenditures monthly and shall approve the annual budget. It shall determine annually the investment strategy and management of all trust funds and shall review the status of such funds monthly.

The Board shall authorize the Library Director to present a proposed budget for the ensuing year to the Town Manager for review by the Selectboard. The fiscal year of the Library shall coincide with the fiscal year of the Town.

The Board shall collaborate with the Town and with the trustees of the Brooks Building Board, established under the will of George J. Brooks, in the proper maintenance and protection of the Library buildings and equipment.

The Board shall determine when the Library will be open to the public.

The Board shall be responsible for long-range planning and the establishment of goals and objectives for the Library. The Board shall ensure that Library resources and services are promoted in the community. When appropriate, the Board shall cooperate with the Friends of Brooks Memorial Library, the Vermont Department of Libraries, school and college libraries in the region, and public libraries in neighboring towns.

BR 2-2.3 Meetings

The Board shall meet in regular session a minimum of nine times a year, in accordance with *Vermont Statutes Title 1 section 312*. The president shall ensure three days' written notice for regular meetings to each trustee. The president or three trustees, upon three days' written notice to each trustee, may call special meetings. The president or three trustees, upon one full day's written or verbal notice to each trustee, may call emergency meetings. Notice shall include the purpose of the special or emergency meeting.

Five trustees shall constitute a quorum for the transaction of business. The vote of a majority of the trustees present at any meeting shall decide any question.



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The Library Director or designee shall attend all meetings of the Board and may participate in its consideration of matters of internal management but shall have no vote. The Board may invite other persons to attend its meetings. The Board is covered by the Vermont Open Meeting Law (*Title 1, V.S.A., Sections 311 to 314*) and all meetings of the Board and its committees are public meetings unless the members of the Board vote by 2/3 margin to enter into executive session for one of the reasons set forth in *Title 1, V.S.A., Section 313*.

BR 2-2.4 Officers

The officers of the Board shall be a president, a vice-president, a secretary, and a treasurer. They shall be chosen from among the trustees. They 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. The Board shall fill a vacancy in any office. The officers shall perform the duties usually pertaining to their respective offices and such other duties as are herein specified.

The president shall preside at all meetings of the Board, shall designate all committees, and shall exercise all the powers usually incident to the office. As a Board member, the president shall have the right to vote. Prior to each meeting of the Board, the president and Library Director shall furnish an agenda listing all items of unfinished business and all matters currently requiring action or decision. A person shall not serve as president for longer than three consecutive years, but after the lapse of one year may be reelected president.

The vice-president shall preside at meetings of the Board in the absence of the president and shall perform other duties as the Board may prescribe from time to time.

The treasurer shall oversee the endowment funds and shall present a written current financial report at each trustee meeting or on request.

Two of the following may sign checks and make deposits and withdrawals from the Library Board accounts: the Board president, vice-president, and treasurer, and the Library Director. The Town shall furnish a bond to cover the financial activities of the foregoing as well as administrative liability insurance for the entire Board.

The secretary shall oversee the correspondence of the Board. The secretary shall be responsible for full and accurate minutes of each meeting and shall ensure that a draft thereof is furnished to each trustee prior to the next regularly scheduled meeting. After correction and approval at the next meeting, the amended minutes shall be posted on the Library website.

BR 2-2.5 Committees

The President of the Board shall appoint ad hoc and standing committees to deal with such functions as policy review, long-range planning, finance and asset development, special



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collections, trustee nomination, technology, and buildings & grounds. The president shall act as, or appoint a Trustee to act as, liaison to various external boards and committees as required.

BR 2-2.6 Conflicts of Interest

All board members must identify conflicts of interest and situations that may result in the appearance of a conflict and to disclose those situations/conflicts/or potential conflicts to (i) the executive director, (ii) the Chair of the Board, or other designated person, as appropriate. This policy provides guidelines for identifying conflicts, disclosing conflicts and procedures to be followed to assist the Trustees to manage conflicts of interest and situations that may result in the appearance of a conflict.

A conflict of interest arises when a board member or staff member has a personal interest that conflicts with the interests of Brooks Memorial Library or in situations where a board member has divided loyalties (also known as a “duality of interest”). The former can result in situations that result in inappropriate financial gain to persons in authority at the Library. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in the Board’s decision-making process. Both results are damaging to Brooks Memorial Library and are to be avoided.

- **Example #1:** a person in a position of authority over the Organization may benefit financially from a transaction between the Organization and the board/staff member; or others closely associated with the board/staff member may be affected financially. Family members, or their businesses, or other persons or the businesses of persons with whom the board/staff member is closely associated, could benefit from similar transactions.
- **Example #2:** A conflict of interest could be a direct or indirect financial interest such as those described above, or a personal interest such as the situation where a board member of Brooks Memorial Library is also a board member of another nonprofit or for-profit entity in the community with which Brooks Memorial Library collaborates or conducts business.

Typically persons who are affected by a conflict of interest policy are the Organization’s board members, officers, and senior staff. In some cases a major donor could also be in a conflict situation. The Board of Trustees takes a broad view of conflicts and board/staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.

Board members and senior staff will annually disclose and promptly update any disclosures previously made on an Annual Conflict Disclosure Questionnaire form provided by the Organization that requests them to identify their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and



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other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations.

Board members must also disclose conflicts as they arise as well as those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Board members should disclose to the board or President of the board as soon as the person with the conflict is aware of the conflict/potential conflict or appearance of a conflict exists.

For each interest disclosed, the full board, or the Executive Director or the President of the board, as appropriate, will determine whether the organization should: (a) take no action or (b) disclose the situation more broadly and invite discussion/resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.

- When the conflict involves a decision-maker, the person with the conflict (“interested party”): (i) must fully disclose the conflict to all other decision-makers; (ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.
- In some cases the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.
- In all cases, decisions involving a conflict will be made only by disinterested persons
- The fact that a conflict was managed and the outcome will be documented in the minutes of board meetings if the conflict was related to a board member, and reported by the Executive Director to the board/Chair of the board/other appropriate committee of the board (e.g., Audit committee) if the conflict was related to a staff member.
- The Chairperson of the board/Executive Director will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and staff, as appropriate, whether discovered before or after the transaction has occurred.

BR 2-3 Article III - Library Director

The Board shall have primary responsibility for personnel matters related to the Library Director as ordered in the Town Charter, and shall consult with the Town Manager on all such matters. The Library Director shall appoint other professional, clerical, and custodial personnel and shall evaluate their performance based on their written job descriptions.

The Director shall have full direction of the Library, subject to the control of the Board. The Director's responsibilities include the presentation of the annual budget, approved by the



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Trustees, to the Town; the maintenance of the building and of all the Library collections, of public access to the Internet; staff development; and program planning.

The Director shall oversee the selection and purchase of books, online resources and other materials. The Director may designate a deputy to direct the affairs of the Library during any absence.

The Director shall report at each regular meeting of the Board.

The Board, or a subcommittee appointed by the president, shall annually review the performance of the Director, based on the job description, and shall give to the Director a written performance evaluation. A summary evaluation shall be forwarded to the Town Manager with the Director's response.

BR 2-4 Article IV - Review of Bylaws

The Board shall review these bylaws at least every three years. During this process any necessary changes or revisions may be made.

BR 2-5 Article V - Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Board with 30 days' written notice by an affirmative vote of five trustees. The text of a proposed amendment shall be set forth in the notice of the meeting. Amendments shall be appended to the original copy of these bylaws with notation of the respective dates of adoption of the amendments. A copy of the current bylaws shall be furnished to every trustee. The original shall be bound in a book provided for that purpose.



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The foregoing bylaws were adopted by unanimous vote of the Board of Trustees of the Brooks Memorial Library.

Board of Trustees

Date: September 8, 2015

Pamela Becker, President

Jane Southworth, Vice-President

Adam Franklin-Lyons, Treasurer

Jennifer Lann, Secretary

Howard Burrows

Jerry Goldberg

Debra Loevy-Reyes

Robert Stack

Susan Troy
