

By-Laws of The Ivoryton Library Association

Adopted September 27, 2022

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Article I Association

Sec. 1. Name and Principal Office

The name of the association is The Ivoryton Library Association (“Association”). The principal office of the Association shall be in the Village of Ivoryton, in the Town of Essex, State of Connecticut.

Sec. 2. Organizational Structure and Mission

The Association is organized exclusively for the charitable and educational purposes within the meaning of Section 501 (c) (3) of the U.S. Internal Revenue Code of 1954. The Association is dedicated to supporting lifelong learning and access to information, knowledge, and ideas in the community it serves.

Article II General Association Membership

Any person may become a member of the Association by payment of annual dues, to be paid by the date of the annual meeting. When membership voting is required, only members who are current on annual dues payment may vote.

Article III Board of Trustees

Sec. 1. Eligibility

Only Association members who are residents of the Town of Essex (Essex Village, Ivoryton, or Centerbrook) and who are current on payment of annual dues are eligible to be a Trustee and/or hold office therein.

Sec. 2. Structure

The Board of Trustees shall consist of twelve (12) persons. Six Trustees shall be elected at the annual meeting to serve a two-year term. A Trustee may not serve more than three (3) consecutive terms or six (6) consecutive years. No Trustee shall receive any compensation from the Association aside from reimbursement for authorized expenses.

Sec. 3. Regular Meetings of the Board of Trustees

Regular meetings of Trustees shall be held monthly at a time to be determined by the Trustees. Oral or written notice shall be given prior to a regular meeting.

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Sec. 4. Special Meetings of the Board of Trustees

Special meetings may be called at any time by the President of the Board or by request of four (4) members of the Board of Trustees. At least three (3) days oral notice shall be given for any special meeting.

Sec. 5. Quorum at Board of Trustees Meetings

The presence of seven (7) Trustees shall constitute a quorum at any meeting of the Board.

Sec. 6. Voting at Board of Trustees Meetings

Each Trustee shall have one vote. All matters shall be determined by majority vote of Trustees present, unless these By-Laws require a larger number.

Sec. 7. Duties of Board of Trustees

The Board of Trustees shall oversee the care and use of the real property, library assets, and business concerns of the Association. The Trustees shall have the Association's financial records compiled, reviewed, and audited at their discretion. The Trustees shall appoint a Library Director, who will be under the Board's review and general direction, to be responsible for the operation of the library and the library staff.

Sec. 8. Vacancies on the Board of Directors

Trustees shall fill any vacancy that may occur on the Board at a regular or special meeting of the Trustees as expeditiously as possible.

Article IV Fiscal Year

The Association shall have a fiscal year beginning July 1 and ending June 30.

Article V Meetings of the General Membership

Sec. 1. Annual Meeting of the General Membership

The annual meeting of the Association shall be held in June with at least two (2) weeks advance public notice.

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Sec. 2. Special Meetings of the General Membership

Special meetings of the Association may be called at any time by the Board of Trustees or on written request to the Board of Trustees of ten (10) general members by giving five (5) days public notice of the same. Business at all special meetings shall be confined to that set forth in the notice.

Sec. 3. Quorum at General Membership Meetings

A general membership quorum shall consist of ten (10) non-Trustee members.

Sec. 4. Voting at General Membership Meetings

Each Association member shall have one vote. All matters shall be determined by majority vote of those present.

Article VI Officers of the Board of Trustees

Sec. 1. Officers

The officers of the Association shall be president, vice-president, secretary, and treasurer. They shall be elected by a quorum of the Trustees at an Organizational Meeting held immediately after the annual meeting. All officers shall be elected for a two-year term. No officer shall be eligible to serve more than three full consecutive terms.

Sec. 2. Duties of Officers

- a) **President:** Shall preside at all meetings of the Association and of the Board of Trustees. Shall be a member of the Executive Committee. Shall present at the annual meeting a report of the condition of the affairs of the Association. Shall act in an advisory capacity to all committees of the Board. Shall be empowered to sign checks in the absence of the treasurer. The president will receive and review the accountant's prepared 990 forms on a yearly basis prior to submission. Shall perform all other duties as from time to time may be required by the Board of Trustees.
- b) **Vice-President:** Shall perform the duties of president in his/her absence. Shall be a member of the Executive Committee. Shall perform all other duties as from time to time may be required by the Board of Trustees.
- c) **Secretary:** Shall give notice of meetings. Shall be a member of the Executive Committee. Shall keep minutes of all meetings of the Association and the Board of Trustees. Shall perform all other duties as from time to time may be required by the Board of Trustees.
- d) **Treasurer:** Shall be responsible for all financial transactions and shall keep accurate records of all receipts and expenditures. Shall ensure that transactions and expenditures are in compliance with the Library's Purchasing Policy. Shall be a member of the Executive Committee and the Finance Committee. Shall be responsible for preparing the annual budget to be submitted to the Board of Trustees for approval. In conjunction with the president, the treasurer will review the

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Ivoryton Library Association's IRS 990 forms prepared by an accountant. Shall perform other duties as from time to time may be required by the Board of Trustees.

Article VII Committees of the Board of Trustees

Sec. 1. Executive Committee

The Executive Committee shall be comprised of the president, the vice president, the treasurer, and the secretary. It serves at the pleasure of the president and assists with administrative matters.

Sec. 2. The Standing Committees

The Standing Committees shall consist of a Trustee chair appointed by the president of the Board of Trustees and at least one (1) member chosen by the chair from the members of the Association, all of whom shall serve for one year. Members of the Association shall be entitled to submit names of perspective committee members. Any chair vacancy shall be filled as expeditiously as possible. The Standing Committees shall be as follows:

- a) Building and Grounds Committee: Shall assist the Library Director in the maintenance, repair and improvement of the library grounds and building. Shall develop long term plans for capital improvements as needed.
- b) Finance Committee: Shall be responsible for ensuring that the Association financial statements and procedures are in place and that the Association is in good financial health and compliance. Shall advise the Board of Trustees regarding expenditures of the Association funds and shall arrange for an audit as needed. Shall consist of four (4) members including the treasurer who will act as Committee Chair. Shall be governed by the Association's 'Endowment Fund Investment Policy.'
- c) Fundraising Committee: Shall develop the annual fundraising goals for the Association. Shall oversee the implementation of the fundraising plans.
- d) Nominating Committee: Shall be responsible for identification and vetting of potential Board of Trustee members to meet the eligibility criteria as outlined in Article III. The Nominating Committee will also address succession planning to ensure continuity and representation of skillsets.
- e) Human Resource Committee: Shall be the point of contact for any Library Staff personnel issues and will participate as needed in the annual review of the Library Director and step-level reviews of Library personnel.

Sec. 3. Ad Hoc Committees

The Board of Trustees may from time to time constitute ad hoc committees to address specific matters, as they deem appropriate. Such committees will be given their mandate and structure at the time that the Board of Trustees resolves to do so.

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Article VIII Amendments to the By-Laws

These By-Laws may be amended by a majority vote at any regular meeting of the Board of Trustees, provided notice of the proposed amendment(s) has been given in writing to all members at least ten (10) days prior to the meeting.

Article IX Parliamentary Authority at Meetings

Roberts Rules of Order Revised shall govern at all meetings of members and trustees.