

BY-LAWS OF THE GREENSBORO FREE LIBRARY  
\*as amended April 21 2023

Article 1: Name

The name of this Organization shall be “Greensboro Free Library.”

Article 2: Purpose

To provide library services for all members of the community in order to encourage the communication of ideas and the enrichment of personal living.

Article 3: Office

The registered office of this Organization shall be located at 53 Wilson Street, Town of Greensboro, State of Vermont.

Article 4: Board of Trustees

Section 1. Powers: The Board of Trustees shall govern the affairs of the Library. It shall formulate the policies which guide its operation. It shall ensure that these policies are carried out by hiring the library staff and by administering the budget.

Section 2. Number: There shall be six trustees elected at Town Meeting who shall serve staggered three-year terms. The maximum number of consecutive terms a Trustee may serve shall be two.

Section 3. Alternates: The Library Board, in its Corporate capacity, shall appoint three Alternates when and as needed to serve three-year terms.

Section 4. Vacancies: When there is a Trustee vacancy on the Library Board the Select Board shall fill any vacancy until an election is held.

Section 5. Removal of Officers: More than four unauthorized absences by a Trustee from regular monthly Board meetings shall constitute cause for the Library Board to seek the resignation of that Trustee.

Section 6. Quorum: A majority of the number of Trustees (or Alternates acting in their absence) shall constitute a quorum for the transaction of business. The actions of a majority of the Trustees shall constitute acts of the Board of Trustees.

Article 5. Officers:

Section 1. Election: The Trustees shall elect the officers of the Organization. The officers are a Chair, Vice-chair, Secretary, and Treasurer and are elected at each annual meeting of the Organization (cf. Article 8, Section 1). The Chair, the Vice-Chair, and the Secretary shall be elected from among the Trustees; the Trustees may, however, elect as Treasurer any person they deem qualified to perform the duties of the office (cf. Article 5, Section 1(d)). If the Treasurer is chosen from outside the elected members of the Board he or she shall automatically become a non-voting *ex officio* member of the Board of Trustees. These officers will hold office until a successor is elected, or until his or her death, resignation, or the expiry of such officer's term as Trustee. Any two or more offices may be held by the same Trustee, except the offices of President and Secretary.

Section 2. Duties: The powers and duties of the several officers shall be as provided by resolution or other directive of the Board of Trustees. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. Specific duties are as follows:

a. Chair:

1. Presides at meetings.
2. Appoints all non-elective committee chairs and members to serve on committees (subject to the approval of the Board).
3. Provides an agenda for all meetings.
4. Authorizes calls for special meetings.
5. Issues notice of all meetings as required by the Vermont Open Meeting law.
6. Initiates evaluation of the professional staff.

b. Vice-Chair:

1. Assumes the duties of the Chair in his/her absence.

c. Secretary:

1. Takes minutes of each meeting.
2. Provides each Trustee, the Librarian, and the Chair of Standing Committees with a copy of the minutes prior to the next scheduled meeting.

d. Treasurer:

1. Oversees the receipt, care, and disbursement of the Organization's funds.
2. Reports the financial status of the Corporation at each meeting.
3. Prepares a report for the annual meeting of the Town of Greensboro.
4. Arranges to have the records audited at the discretion of the Board.
5. Serves as the Registered Agent of the Corporation and files required reports with the Vermont Secretary of State.
6. Sees that the annual 990 Report is filed with the Internal Revenue Service.

7. Proposes the annual budget at the November or December meeting.
8. Makes a timely request for funding from the appropriate towns prior to the March Town Meeting.
9. Sees that timely requests are made for funds from sources that the Board deems advisable.
10. Oversees the compliance of the Organization with employee-related Federal and State laws.

Article 6. Fiscal Year:

The fiscal year shall be the calendar year.

Article 7. Contracts, Loans, Checks, and Deposits:

Section 1. Contracts: The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific business.

Section 2. Loans: No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Trustees, the Select Board and, when required, the Town, in accordance with State law.

Section 3. Checks, Drafts, or Orders: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Organization and in such manner as from time to time shall be determined by resolution of the Board of Trustees.

Section 4. Deposits: All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, brokerage accounts, or other depositories as the Board of Trustees shall select.

Section 5. Restricted Funds: The Board may vote to restrict funds for certain purposes. The Board may decide to accept donations that are restricted by the donor.

Article 8. Meetings:

Section 1. Annual Meeting: The Annual Meeting of the Organization shall be held at the first scheduled meeting of the Board after the Greensboro Town Meeting. It shall take place at the Library at a time designated by the Board. It shall immediately precede the regular March monthly Board meeting. Notice of this meeting shall be posted five days in advance in at least three public places, including Greensboro Bend, Stannard, and the Greensboro Town Clerk's Office. The Officers of the Organization shall be elected at this meeting. The Chair presides at this meeting until replaced by a newly elected Chair.

Section 2. Regular Meetings: The Board shall meet monthly at the Greensboro Free Library at a regularly scheduled time designated by the Board. The meetings shall be warned and open to the public according to Vermont Open Meeting Law. All meetings require posted notices in three public places.

Section 3. Special Meetings: These meetings may be called by or at the request of the Chair of the Board or any two Trustees and shall be held at the Greensboro Free Library or at a place designated by the Trustees. There must be written notice of the purpose of special meetings, and decisions at special meetings may only be made pertaining to the purposes as warned.

Section 4. Notice of Meetings: Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be made by first class mail, electronic mail, an electronic community bulletin board, on the library web site or by telephone, whichever are more convenient, at least 24 hours in advance of said meeting.

Section 5. Executive Sessions: The Board may meet in executive session for the purposes of discussing matters in accordance with Title I VSA Section 313.

Section 6. Rules: Meetings of the Board of Trustees shall be governed by Robert's Rules of Order, Newly Revised (2000.)

#### Article 9. Committees:

Section 1. All committees shall report the full proceedings of their meetings to the next subsequent Regular or Special meeting of the Library Board. Committees shall make recommendations to the Board of Trustees. Decisions on these recommendations will be made by the Board.

Section 2. Standing Committees: There are ~~four~~ six standing committees of the Library, namely: Audit, Building Maintenance, Finance, Human Resources, Programs, and Friends of the Library.- Each committee (other than the Friends) shall be composed of not less than two nor more than eight members. All members of standing committees (other than the Friends) shall be appointed by the chair of the respective committee. Except by vote of the Board of Trustees, the chair of each standing committee shall be appointed from the members of the Board of Trustees. The Board of Trustees shall define the duties of each of these standing committees.

a. Audit: At least two members of the Committee shall conduct an annual internal inspection of the financial accounts or may recommend an outside auditor. The Chair is an *ex-officio* member of this committee. The Committee shall inspect the records of the Library's income, expenses, related bank statements, investments and any other financial accounts, before the filing of its federal tax returns. A report of findings and recommendations shall be provided to the Board.

b. Building Maintenance will report to the Trustees maintenance that is needed for the safety and convenience of patrons and staff in and around the Library Building. At

least annually, the “work to be done” list will be reviewed by the committee and the librarian and the “facility book” updated as needed.

c. Finance: The Treasurer chairs the Finance Committee. The Committee will meet no less than quarterly. The Committee reviews the performance of Library investments. The committee shall receive monthly financial statements, be informed of the Board’s Long Range Plans and make specific investment recommendations to the Trustees.

d. Human Resources: The Committee will review annually the job descriptions for staff and make recommendations relative to changes in duties, work hours, salaries and benefits as needed. The Committee will work with the staff to enhance volunteer opportunities and to provide volunteers with recognition for their contributions to the library.

e. Programs: The Committee will work closely with the librarian to create a unified annual calendar of events for the library that takes into consideration the needs, interests and availability of the community. The committee will develop a marketing plan for advertising its programs and its partnerships with other businesses and organizations in the community when planning programming.

f. Friends of the Library: The officers of the Friends are elected by the committee members. Minutes of the meetings shall be taken and reported in writing to the Trustees before the next meeting of the Board. Monies collected by the Friends shall be turned over to the Treasurer of the Board when the sum reaches \$1000 or when requested by the Treasurer, but at least semi-annually in any case. The financial records of the Friends shall be available to the Treasurer at any time.

Section 3. Special Committees: The Board of Trustees may create such special committees as it may deem necessary for specific projects and shall define their duties. All members shall be appointed by the chair of the respective committee (examples of special committees are Long Range Planning, Policies and Procedures, Renovation, Technology, Power Committee, Capital Campaign, and Accessibility Criteria).

#### Article 10. Librarian:

The Librarian will be hired by the Board to serve at the will of the Board and will attend all Library Board meetings. The Librarian shall be responsible for the hiring, evaluation, and termination of employment of staff within the guidelines determined by the Board. The Board will evaluate the librarian on an annual basis.

#### Article 11. Amendments:

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by the Board of Trustees at any regular or special meeting of the Board, provided however, that the number of Trustees shall not be increased or decreased. Notice of the

general nature of the amendments to be considered shall be contained in the call for the meeting, and copies of the proposed amendments shall be available for inspection.

**Article 12. Books and Records:**

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and its committees. An unapproved draft of the minutes shall be available within 5 calendar days after a Board of Trustees or committee meeting.

**Article 13. Non-Profit Tax Status:**

Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC 501 (c) (3) or corresponding provisions of any subsequent Federal Tax Laws.

No part of the net earnings of the Corporation shall inure to the benefit of any member, Trustee, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and no member, Trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by IRC 501 (h), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expense thereof, be distributed to another organization exempt under IRC 501 (c) (3), or corresponding provisions of any subsequent Federal Tax Laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Vermont.

- \* This revision covers this Organization in both its Municipal and Corporate forms. Where these areas of responsibility differ it has been noted.

Feb. 22, 1984 Adopted  
Aug. 8, 1984 Revised  
Mar. 6, 1985 Amended  
May 17, 1990 Amended to obtain 501 ( C ) ( 3 ) Tax Exemption  
July 7, 2001 Revised  
Oct. 13, 2001 Adopted  
Nov, 18, 2003 Draft only  
July 2, 2005 Draft Revision of Nov. 18, 2003 passed  
Aug. 29, 2006 Revision passed  
Dec. 19, 2006 Amended Art. 6  
Dec. 17, 2007 Amended Art. 9 and Article 5 d) 7  
Nov. 23, 2009 Town Meeting Amended Art. 4, Section 2 from five to six trustees  
Feb. 23, 2010 Amended  
Mar. 27, 2012 Amended  
April 21, 2023 Amended

