

THE RUTLAND FREE LIBRARY ASSOCIATION, INC.

BY-LAWS

ARTICLE I. MEMBERSHIP IN ASSOCIATION

Section 1. Eligibility

Membership in the Rutland Free Library Association, Inc. (hereinafter "Association") shall be available to anyone over eighteen years of age who shall apply for membership on the appropriate form.

Section 2. Term

A membership received by library staff shall be valid for five years beginning thirty (30) days from the date of the application and ending on the June 30 following the fifth anniversary date after delivery of the application. The library director shall provide a current membership list to the secretary/clerk of the board of trustees at the annual meeting.

ARTICLE II. BOARD OF TRUSTEES

Section 1. Representation

The Board of Trustees shall consist of at least twelve (12) but no more than fifteen (15) members of the Association. No fewer than nine members of the Board of Trustees shall be residents of the city of Rutland. There shall be one Trustee from any town with a population of fewer than 2,000 residents and two Trustees from any town that has a population of greater than 2,000 residents that has voted to contribute tax support to the Association. Additionally one Trustee shall be chosen from any of the tax-contributing towns or city.

If a Trustee changes his or her residence to a town or city outside of the town or city he or she is elected to represent, that Trustee may continue to serve until the next annual meeting.

Section 2. Appointment

The Trustees from tax contributing towns, outside of the City of Rutland, shall be appointed or approved by the Board of Selectmen of that town for a three-year term. Such a member's term shall end at the annual meeting following the third anniversary of the member's appointment. A town voting at an annual or special meeting to contribute financial support to the Library shall be entitled to seat its board member or members at the second regularly scheduled Board meeting following such vote.

If a town ceases contributing to the Library, the Trustee or Trustees representing that town shall resign from the Board, as of the end of the Library's fiscal year.

The Mayor of the City of Rutland shall appoint or approve one of the city representatives to the Board of Trustees.

Section 3. Length of Term

New members of the Board of Trustees other than those appointed or approved by the Boards of Selectmen of tax contributing towns, or the Rutland City member appointed or approved by the Mayor shall be elected by a majority of the members of the Association present at each annual meeting for a term of three years. Board members may serve two consecutive terms for a total of six years. However, after a hiatus of three years following the second term, the individual may be reconsidered for election or appointment to the Board of Trustees.

Notwithstanding the foregoing, by vote of at least one-half of the disinterested members of the Board, the Board may extend indefinitely, by successive three year terms, the term of the individual serving as Treasurer if the Board determines that the loss of that individual would adversely affect the library and that no other member of the Board is then qualified and willing to assume the responsibilities of the office of Treasurer.

Section 4. Vacancies

Vacancies occurring on the Board of Trustees during the period between annual meetings shall be filled by appointment or approved by the municipality having originally appointed the board member, for the unexpired term of that member, or filled by election by a majority of the remaining members of the Board of Trustees otherwise, to serve until the next annual meeting, at which time the vacancy shall be filled by election by a majority vote of the members of the Association present at the annual meeting. That person, if elected, shall serve the remainder of the vacating member's unexpired term.

Section 5. Attendance

Board members shall be required to attend 75 percent of the Board meetings during any twelve-month period, beginning on the date of the member's election or appointment to the Board, or risk forfeiture of his or her Board membership.

Section 6. Committees

The President and Nominating Committee, with the approval of the Board, shall appoint Board members to Board committees. The President and Nominating Committee, with the approval of the Board, may name non-Board members to serve on Board committees. Such non-Board members shall vote in committee meetings. Any non-Board member serving on a committee shall be a member of the Association. The chair of each committee shall be a Board member, however.

ARTICLE III. OFFICERS

Section 1. Election

The Board of Trustees shall elect, by majority vote, at a meeting to be held within seven (7) days after the annual meeting of the Association, the following officers to serve the Association until their successors are duly elected and qualified: President, a Vice-President, a Treasurer, and a Secretary-Clerk shall be elected from the Board of Trustees.

Section 2. President and Vice-President

The President of the Board shall preside at all meetings, appoint all committees (pursuant to the provisions in Article II, Section 6), authorize calls for any special meetings, and generally perform the duties of a presiding officer. In the absence of the President from a Board meeting, the Vice-President shall act as President.

Section 3. Secretary

The Secretary of the Board shall be the Clerk of the Association. The Clerk shall keep Association records where the principal office of the Association is located. The Clerk shall hold office for one year and/or until his or her successor is duly elected and qualified. A vacancy in the office of the Clerk may be filled by election by a majority vote of the Board of Trustees, which shall make such election at the next Board meeting or at any duly called special meeting, held prior thereto. The Clerk shall record all votes and proceedings of the members of the Association at the Association's annual meeting or any special meeting of the Board of Trustees or any executive committee thereof.

Section 4. Treasurer

The Treasurer shall have charge of all Association funds and income including the appropriations received from the City of Rutland and other municipalities, and shall report at each meeting on the state of funds. S/he shall have custody of all evidences of debt or investments and shall see that proper precautions are taken for their safekeeping. S/he shall, with approval of the Finance committee invest or reinvest available funds of the Association to the end that such available funds will produce a maximum of income to the Association commensurate with a maximum of investment security.

ARTICLE IV. AUDITOR

An independent public accounting firm shall be chosen by a majority of the members of the Board of Trustees to perform a tri-annual audit of the Association's financial records. The independent public accounting firm chosen shall not have as its employee any Board members.

ARTICLE V. MEETINGS

Section 1. Annual Meeting

The fiscal year of the Association shall be the same as the fiscal year of the City of Rutland. The annual meeting shall be held in the fourth month following the close of the fiscal year. The date of the annual meeting shall be set by the President, and in case s/he shall fail to act, a majority of the Board may set the date.

Section 2. Notice of Meetings

The President, or four members of the Board of Trustees, may call a special meeting of the members of the Association. Notice of each annual meeting and of any special meeting of the members of the Association shall be given by mailing written notice addressed to the last known address of members of the Association not more than thirty (30) and not less than ten (10) days before each meeting. Such notice shall stipulate the day, time of day and place of the meeting and the nature of the business to be transacted.

Section 3. Board Meetings

Regular meetings of the Board of Trustees shall be on the second Wednesday of each month, unless otherwise ordered by the President.

ARTICLE VI. QUORUM

Section 1. Quorum of the Board

A majority of the members of the Board of Trustees present at a regular monthly meeting or special meeting shall constitute a quorum.

Section 2. Quorum of the Membership

Those members of the Association present at a duly called annual or special meeting of the Association shall constitute a quorum of the members of the Association.

ARTICLE VII. AMENDMENT OF BYLAWS

New by-laws may be adopted and any by-law amended, by majority vote of members of the Association present at the annual meeting, or at any special meeting warned for that purpose.

Adopted October 22, 1996
Revised October 9, 2002
Revised October 12, 2005
Revised October 15, 2008
Revised October 20, 2010

