

**CONSTITUTION AND BY-LAWS**

**RICHMOND MEMORIAL LIBRARY ASSOCIATION INC.  
MARLBOROUGH, CT**

**Effective July 1, 2017**

**\*\* CONSTITUTION \*\***

Article I. NAME, LOCATION AND PURPOSE

- A. The name of this Corporation shall be The Richmond Memorial Library Association Inc. (hereinafter called the Association).
- B. The principal office of the Association shall be at the Richmond Memorial Library, 15 School Drive, Marlborough, CT (hereinafter called the Library).
- C. Its purposes shall be: 1) to provide Library service for the Town of Marlborough; 2) to provide such facilities as it may have available for any social, educational and recreational activities as may, in its judgment, be consistent with Library objectives, and contribute to the best interests of the community; 3) to receive tax deductible funds etc. pursuant to IRS Code 501(c)(3) or successors, and further to solicit contributions, grants etc. by individuals, corporations, organizations and governmental agencies.

Article II. MEMBERSHIP

- A. Membership in this Association shall be open to any person over eighteen (18) years, or business or organization upon payment of the annual dues as prescribed by the Association.
- B. The regular annual Association dues shall be not less than one (1) dollar per annum, due and payable before April 1, for May 1 proxy vote eligibility.

Article III. MEETINGS

- A. The Annual Meeting of the Association shall be held after May 1 and before July 1 each year at a date to be chosen by the Executive Board.
- B. Special Association meetings may be called by the President at any time, at such time as he/she may deem best.
- C. The President shall call a special Association meeting upon written request either by the Executive Board or by twenty five (25) non-Board members of the Association at such time as the written request shall suggest, subject to (D) below.
- D. At least five (5) days' posted notice at Marlborough Town Hall and in the Library and on the Library's website shall be given by the Secretary of the Annual Meeting or a special meeting. The notice shall state the business to be acted upon, and no other business shall be in order at said meeting.

E. If an emergency meeting is needed, the Board may conduct business if and to the extent required by the emergency. The Board will include a statement in the minutes setting forth the nature of the emergency, and the minutes of the meeting will be filed with the town clerk within 72 hours of the meeting.

F. All Association meetings unless otherwise specified shall be held at the Library.

#### Article IV. OFFICERS

A. There shall be elected by a majority proxy vote of the Association members the following officers: President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer.

#### Article V. THE EXECUTIVE BOARD

A. The five (5) elected officers, together with four (4) additional Members-at-Large, also elected by a majority proxy vote of the Association, shall constitute the Executive Board of the Association, (hereinafter called the Board). The Board shall be composed of nine (9) Association members and shall serve, performing such duties and for such terms, as prescribed by the By-Laws of the Association.

#### Article VI. LIBRARY DIRECTOR

A. The Board shall hire a qualified Library Director at a remuneration to be arranged by the Board. Both remuneration and performance will be evaluated annually. "Qualified" shall be defined as holding a Master's degree in Library Science, or and MLIS and/or commensurate experience, as defined and accepted by the Board.

#### Article VII. BY-LAWS

A. The Association shall establish By-Laws for the duties of its Officers and Library Director, for dues from its members, for the business of its meetings, and for such other matters as may seem to the Association to be necessary and desirable.

#### Article VIII. AMENDMENT PROCEDURE

A. This Constitution and these By-Laws may be amended by three-fourths (3/4) of all Association members present at any Annual Meeting voting, provided that a copy of the proposed amendment(s) shall have been filed with the Board not later than its regular preceding meeting, and that fifteen (15) days' posted notice shall be given of such proposed amendment(s) to be introduced for action at the Annual Meeting. A copy of the proposed amendment(s) as filed with the Board shall be displayed prominently at the Library and will appear on the Library website from the time received by the Board until the Annual Meeting.

**\*\*BY-LAWS\*\***

A. MEETINGS

1. Five (5) members of the Board shall constitute a quorum at any meeting of that Board. If a quorum is not present, the Board may follow the agenda but shall refrain from voting. Voting by email may be held within 72 hours of the scheduled meeting.
2. An Association quorum shall constitute a quorum of the Board (at least five (5) Board members) and additionally a minimum of six (6) Association members present at any meeting of the Association.
3. The regular meeting place for Association, Board, and Committee activities shall be at the Library, unless otherwise specified.
4. The Board shall meet at least four (4) times each fiscal year, including one (1) meeting in each quarter, the dates to be selected by the Association President with five (5) days' notice required to the Board. Said notice also shall be prominently posted at the Library, the Library website, and at Marlborough Town Hall, and any other locations as required by the State of Connecticut.
5. At the written request of three (3) Board members, the President shall call a special Board meeting at such time as the written request shall suggest, and five (5) days' notice shall be given of said meeting, stating the object of the business to be acted on, and no other business shall be in order at that meeting.
6. Unless waived by all members present at meeting, *Robert's Rules of Order* shall govern all meetings of the Association, Board, and Committees unless in conflict with this Constitution and By-Laws which shall prevail.
7. The Order of Business at the Annual Meeting shall be as follows:
  1. Roll Call
  2. Reading of Minutes of the Last Annual Meeting
  3. Reading of Communications
  4. Treasurer's Report
  5. Library Director's Report
  6. Committee Reports
    - a. Friends Committee
    - b. Finance Committee
    - c. Buildings and Grounds Committee
  7. Executive Board Report
  8. Old business
  9. New business
    - a. Secretary's announcement of proxy election results
    - b. Other business
  10. Adjournment

## B. OFFICERS' AND LIBRARY DIRECTOR'S DUTIES

1. The duties of the **Officers** are as follows:
  - (a) to perform duties that usually pertain to their respective offices and as so charged by the By-Laws. In case of doubt or dispute, the President shall decide and direct which Officer shall perform the duty in question.
2. The duties of the **President** are as follows:
  - (a) to preside over all meetings of the Association and the Board.
  - (b) to set the agenda and post where appropriate.
  - (c) to sign and execute documents in the Association's name.
  - (d) to act as a signer on Library bank accounts, including operating, payroll, savings, restricted, certificates of deposit, and investments when necessary.
  - (e) to act as executive officer responsible for the general management and direction of the Association's business.
  - (f) to report to the Town concerning Library issues or represent the Association at Town meetings.
  - (g) to report at any meeting of the Association; and shall submit at the Annual meeting of the Association a full report of the Library's transactions for the preceding year.
  - (h) to report to the Town concerning Library issues or representing the Association at Town meetings.
3. The duties of the **Vice-President** are as follows:
  - (a) to perform all the duties of the President in his/her absence, or in case of a vacancy in that office.
  - (b) to serve as co-signer on Library bank accounts, including operating, payroll, savings, restricted, certificates of deposit, and investment accounts when necessary.
4. The duties of the **Recording Secretary** are as follows:
  - (a) to record, in a suitable format provided by the Association, the minutes of each meeting of the Association and of the Board, and to maintain a permanent record of all meetings at the Marlborough Town Hall.
  - (b) to assist the Library Director in administering the annual Association Support Campaign.
  - (c) to send the election proxy ballot to all Association members by April 10 to be returned to the Secretary and tabulated by May 1. The proxies shall be filed in the Secretary's custody for three (3) years.

5. The duties of the **Corresponding Secretary** are as follows:

- (a) to perform such duties as the Board shall determine to be appropriate to the office. In addition, all correspondence required by the business of the Association shall be performed by the Corresponding Secretary unless otherwise specified herein.
- (b) to assure that notice of all Association meetings is distributed to its members, and also to notify the members of the Board of the regular and of any special meetings of that Board.
- (c) to assist the Library Director in administering the annual Association Support Campaign.

6. The duties of the **Treasurer** are as follows:

- (a) to serve as the financial officer of the Association and Chairperson of the Finance Committee.
- (b) to manage, with the Finance Committee, the Board's oversight of the Association's financial activities.
- (c) to work with the Library Director to ensure that appropriate reports on the financial condition of the Association are made available to the Board on a timely basis.
- (d) to maintain appropriate signers on all Library financial accounts.
- (e) to act as signer on Library bank account, including operating, payroll, savings, restricted, certificates of deposit, and investments when necessary.

7. The duties of the **Library Director** are as follows:

- (a) to set the Library program as it fulfills the Library's mission.
- (b) to be responsible for establishing, negotiating, and administering the annual budget, and for authorizing the payment of Library expenditures. This shall include receiving all funds pertaining to the day-to-day operation of the Association, and disbursing all current expenses and such extraordinary expenses as may be authorized by the Board. This shall also include overseeing financial operations, including the issuing of checks to employees and operations.
- (c) to solicit funds, write grant proposals, etc., and to produce revenue or property from any appropriate source(s).
- (d) to administer and execute the annual Association Support Campaign.
- (e) to develop and maintain the Library collection and to be responsible for the efficiency of the Library's service to the public and for the operation of the Library under the financial conditions as set forth in the annual budget.
- (f) to manage the day-to-day operation of the Library, including the administration of various Board-approved plans and policies such as technology, long-range plan, personnel, etc. This shall include creating, advertising, and administering Library programs for the community.
- (g) to be responsible for the employment of the Library staff, subject to the approval of the Board, and shall be solely responsible for the direction and training of the staff.
- (h) to enforce such rules and regulations as set forth in the *Statement of Library Policy* for the use of the Library and its resources as authorized by the Board.

- (i) to be responsible for the care and maintenance of the Library properties and equipment except that which is considered pertinent to building, housekeeping, repairs, or maintenance.
- (j) to attend all Board and Association meetings, except for that portion at which the Library Director's appointment, performance, or salary is to be discussed or decided.
- (k) to participate in Board Committees where appropriate.
- (l) to provide staff assistance to the Board for duties it considers appropriate and necessary.

### C. THE EXECUTIVE BOARD

1. The Board shall represent the Association in all matters where representation may be necessary when the Association is not in session.
2. The members of the Board shall be elected by the Association for a term of one (1) year and may be re-elected for a total of six (6) one-year terms. After a sixth full term, they may not be re-elected to the Board for a period of one (1) year.
3. Board members must attend a minimum of four meetings per fiscal year. That member's service may be terminated if this provision is not met unless the Board votes to retain by a two-thirds (2/3) majority.
4. Vacancies in the Board shall be filled by a majority vote of the Board.

### D. STANDING COMMITTEES

1. There shall be the following Standing Committees: Executive Committee, Friends Committee, and Finance Committee.

#### (a) EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the: President, Vice President, and one other Board Member as selected by the President. The Executive Committee shall function as the Personnel Committee. It shall perform the yearly evaluation of the Library Director. The Executive Committee shall report to the Executive Board.

#### (b) FRIENDS COMMITTEE

The Friends Committee shall consist of at least three (3) members; one (1) shall be the Library Director, one (1) shall be a Board member, and the remaining member(s) shall be from the Association.

#### (c) FINANCE COMMITTEE

- (1) The Finance Committee shall consist of at least three (3) Association members, one (1) of whom shall be the Treasurer of the Association, who shall chair the Committee

and who shall report for the Committee at each regular meeting of the Board, the Association and if required, at any special meeting.

- (2) The Finance Committee shall perform the general supervision of the financial affairs of the Association, including the supervision of its investments and budget process, subject to Board approval.

(d) BUILDING AND GROUNDS COMMITTEE

The Building and Grounds Committee shall consist of at least three (3) members; one shall be the Vice President, one shall be a board member and the remaining member(s) shall be from the Association.

2. Except for the Executive Committee, the members of all Standing Committees shall be appointed annually by the President at the first Board meeting of the fiscal year.
3. Vacancies in the Standing Committees shall be filled by appointment by the President.
4. A representative from each Standing Committee shall report at all Board and Association meetings.
5. Standing Committees shall meet at least two (2) times a year.
6. Notice of Standing Committee meetings, stating the object of the business to be acted upon, shall be posted at the Library in accordance with the Freedom of Information Act.

E. SPECIAL COMMITTEES

1. Other committees may be created or dissolved as needed by action of the Board at any meeting with appropriate appointments made by the Association President.

(a) NOMINATING COMMITTEE

(1) By January 1 of each year, a Nominating Committee of three (3) members (not Board Members) of the Association shall be chosen by the Board to nominate Officers and Members-At-Large, to be elected by proxy vote and announced at the Annual Meeting. The nominations shall be submitted by its Chairperson to the Secretary and the President prior to March 1.

F. MISCELLANEOUS

1. FISCAL YEAR

The Association's fiscal year and Board Members' terms of office shall commence on July 1.

## 2. PROXY VOTE

(a) A sample "Proxy Ballot" appears as Appendix (A), and a sample "Support Campaign" card appears as Appendix (B) of this document.

(b) Prior to October 1, the Annual Library Support Campaign cards shall be mailed to each "Postal Patron" (as defined by the U.S. Post Office) in Marlborough, under the Library Director's supervision.

(c) The Library Director shall compile the proxy mailing list from members' Annual Library Support Campaign cards. There shall be one proxy ballot per membership.

## 3. CORPORATE AND FINANCIAL

(a) The Association is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the receiving from or making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

(b) No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its Members, Board, Officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in 3(a) above. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Association shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) Any monies existing or received by the Association, including budget money annually allotted by the Town of Marlborough, shall remain in the sole custody and control of the Association through the Finance Committee, to be monitored and governed by the Board.

(d) The Association through its Board and Finance Committee shall maintain and expend existing funds. In addition it shall receive and acknowledge the following: corporate or private grants, membership dues, contributions, fundraising proceeds, gifts, bequests, legacies, etc., all subject only to restrictions imposed by the donor or the Board.

(e) The Association shall contract with a certified auditing firm as needed. A full audit shall be conducted at least once every three years, at the end of a Treasurer's term, or upon a change of Library Director.

(f) Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all the liabilities of the Association, distribute the net assets to the Town of Marlborough for a public purpose. If, however, a portion(s) of the assets were so restricted by the donor(s) that portion(s) shall be distributed by the Board to a corporation or corporations operated exclusively for charitable, educational, or scientific purposes exempt within section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as the Board may determine. Any assets not so disposed of shall be disposed of by the Superior Court, or by an equivalent Court of competent jurisdiction, of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

#### G. ADOPTION, COMMENCEMENT, AND REPEAL

This Constitution and By-Laws, adopted on May 17, 2017 shall become effective on July 1, 2017, and shall supersede and repeal any previous Constitution and By-Laws and any amendments thereto.

AMENDED TO: May 17, 2017

May 18, 2013

May 18, 2010

May 16, 2005

May 16, 2002

May 18, 2000

May 4, 1992

APPENDIX (A) SAMPLE "Proxy Ballot"

\* \* "PROXY" \* \*

RICHMOND MEMORIAL LIBRARY ASSOCIATION INC.  
Richmond Memorial Library  
15 School Drive  
Marlborough, CT 06447

I, \_\_\_\_\_, the undersigned, do hereby  
constitute and appoint (person's name), Chairperson of the  
Nominating Committee, to vote as my proxy for the election of  
Officers and Members-At-Large of the Executive Board of the  
Richmond Memorial Library Association for the upcoming year.  
(Please put a check mark next to each nominee to indicate your approval.)

- (Nominee's Name) for President
- (Nominee's Name) for Vice-President
- (Nominee's Name) for Treasurer
- (Nominee's Name) for Recording Secretary
- (Nominee's Name) for Corresponding Secretary
- (Nominee's Name) for Member-At-Large

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Write-In Choices (Specify for what post)

MEMBER'S SIGNATURE \_\_\_\_\_ DATE SIGNED \_\_\_\_\_

\_\_\_\_\_  
(chairperson's name) Chairperson, Nominating Committee  
RETURN BY  
(date)

\_\_\_\_\_

\_\_\_\_\_

APPENDIX (B)

SAMPLE "Membership Drive" Card

ANNUAL LIBRARY SUPPORT CAMPAIGN		MEMBERSHIP RECEIPT	
RICHMOND MEMORIAL LIBRARY ASSOCIATION		RICHMOND MEMORIAL LIBRARY ASSOCIATION	
This contribution entitles you to membership in the Richmond Memorial Library Association. All donations are tax deductible as allowed by law.		Donation	
Name (As you wish it published)		Date	
Address		Check No.	
Email Address	Phone	<b>RICHMOND MEMORIAL LIBRARY</b> 15 School Drive Marlborough, CT 06447	
<input type="checkbox"/> My employer will match my donation <i>Please contact your employer for more information</i>	<input type="checkbox"/> \$25 <input type="checkbox"/> \$35 <input type="checkbox"/> \$50	<input type="checkbox"/> Special Gift <input type="checkbox"/> <i>I would also like to take a more active role and join a Friends of The Library Group</i>	
Please make your check payable to <i>The Richmond Memorial Library Association</i> Mail to: Richmond Memorial Library, 15 School Drive, Marlborough, CT 06447			
Please save this receipt with our thanks.			

The sample "Proxy Ballot" shown as Appendix (A) above and the sample "Membership Drive" card shown as Appendix (B) above may be changed in form or content without affecting the validity of this Constitution and By-Laws.