

**Jacob Edwards Library Trustees**  
**BY-LAWS OF THE BOARD OF TRUSTEES**  
**OF THE JACOB EDWARDS LIBRARY**

**Article I :** The name of the organization. This organization shall be called the Jacob Edwards Library Board of Trustees.

**Article II :** **Mission Statement.** The Jacob Edwards Library enjoys a rich legacy of excellent service and is committed to the promotion of reading, education, literacy, culture and lifelong learning for persons of all ages in the Southbridge community.

**Article III :** **Membership.**

**Article III. Section 1: Categories.**

**III.1.a. Membership to the Board of Trustees shall consist of the following categories:**

**\* Town appointments:** Three Trustees appointed by the Town Manager and confirmed by the Town Council for three year terms. Appointments are staggered so that no two terms will expire in the same year.

**\* Trust appointments:** Four Trustees appointed annually by the Bank of America, Trust officers for the Hannah, Grace, and Robert Edwards bequests.

**\* Clerk (non-voting):** An honorary member appointed by the Board of Trustees to serve as recording secretary. This position may be filled by a Trustee.

**\* Library Director (non-voting):** The Library Director should sit in and make recommendation to the Board at all meetings.

**III.1.b. All categories except clerk are voting Members with equal voting powers.**

**III.1.c. In the event a Trustee resigns or fails to attend three consecutive Trustee meetings, without a valid excuse, the Board shall petition the Town of Southbridge or the Bank of America (as appropriate, depending on membership category) to have a replacement appointed to serve for the duration of the unexpired term.**

**Article III. Section 2 : Year.** The membership year shall be the Library's fiscal year, beginning each July 1.

**Article III Section 3. Voting.** Each Trustee shall have one vote. Issues requiring a vote shall require a simple majority of voting members present to pass. Voice votes are acceptable unless a show-of-hands vote is specifically requested by a voting member.

**Article III Section 4. Meetings.**

**III.4.a. Regular meetings of the Board of Trustees shall be held in the Library at a date and time to be decided at each years Organizational Meeting. Meetings must be held at least once a month, except that July and/or August may be omitted.**

**III.4.B Special Meetings** may be called by the Chairman, and shall be called by him at the request of any three members.

**III.4.c. The order of business at any regular meeting shall be as follows:**

**\* Approval of the Minutes of the previous meeting(s).**

- \* Report of the Chairman.
- \* Report of the Finance Director.
- \* Reports of any special Committees.
- \* Old/unfinished business
- \* New business
- \* Library Director's Report

**Article III. Section 5: Notice.**

III.5.a. Trustees shall be reminded of regular meetings in writing, by phone, or by Electronic means at least 4 days prior to the meeting.

III.5.b. Trustees shall be notified of special meetings as soon as possible by the aforementioned means.

III.5.c. All meetings shall be posted at the Town Hall to abide by the Open Meeting Laws

**Article III. Section 6. Quorum.** Four members shall constitute a quorum of the Board of Trustees. An issue may be passed by a simple majority of the Trustees present at any meeting which has a quorum. Discussions may be held at a meeting that lacks a quorum but no binding vote may be taken.

**Article IV: Governance.**

**Article IV. Section 1: Officers.** The following officers shall exist:

\* **Chairman:** The chairman shall preside at all meetings of the Board of Trustees unless another officer is specifically designated. The Chairman appoints members and serves as an ex-officio member to standing and ad hoc committees.

\* **Vice-Chairman:** The Vice-Chairman shall assume the duties of the Chairman if that person is unable to perform his (her) duties due to absence or illness for a temporary period.

\* **Financial Director:** The Finance Director shall be responsible for maintaining appropriate records for the Library Trust Funds and shall direct the Town Treasurer in the expending of Trust Funds and Endowment accounts at the direction of the Board of Trustees. The Financial Director shall keep such records as are necessary to inform the Trustees of their financial obligations and the status of the funds, both on a monthly and yearly basis. The Financial Director shall prepare any annual reports as the Trustees are obligated to file.

\* **Recording Clerk:** The Recording Clerk shall take minutes at all monthly meetings and special meetings of the Board, shall maintain organizational files and documents, keep the calendar of meetings, insure all meetings are posted under Open Meeting Laws, insure minutes are available at the Library for anyone to examine and other such duties as the Board may require.

**Article IV. Section 2: Elections.** The officers shall be elected annually by ballot or voice vote at the first meeting following the appointment of new Trustees by the Town of Southbridge.

**Article IV. Section 3: Committees.** The Board of Trustees shall establish ad hoc and

standing committees as required. One such committee shall be the Nominating Committee. This committee shall seek candidates for Trustees and make recommendations to the Town Manager and to the Bank of America for openings as they may occur.

**Article V: Appointments.**

**Article V. Section 1: Library Director.** The Library Director shall be appointed by the Board of Trustees subject to confirmation by the Town Manager and Town Council and have a term of service as determined by contract. The Library Director and Town Manager shall negotiate the terms of this contract.

**Article V. Section 2: Recording Clerk.** The Board of Directors shall appoint a recording clerk.

**Article VI.: Library Management.** The Library Director shall, under policies established by the Board of Trustees, have the general charge, management, and control of the Library. In the absence of the Library Director, the Head of Adult Services Librarian shall perform the duties of the Library Director.

**Article VII. Regulations: Policies** governing the operation of the Library may be made as required by the Board of Trustees. Copies of such policies shall be kept by the Library Director.

**Article VIII. Hours:** The library building shall be open on such days and during such hours as the Board of Trustees shall from time to time determine.

**Article IX. Expenditures:** Bills for expenditures to be paid for from Trustee controlled funds, shall be authenticated by the Library Director, okayed by a majority of the Board of Trustees and delivered to the Town Accountant by the Financial Director. In the absence of the Financial Director, the Chairman of the Board shall be authorized to fill the duties of the Director.

**Article X. Amendments.** These by-laws may be amended at any regular meeting of the Board by a vote of the majority of the total members of the Board, i.e. ( at least 4 members if all positions are filled). A notice of such meeting shall have included a statement of the proposed amendment.

**Article XI. Parliamentary Procedure.** In questions of procedure, Roberts Rules of Order shall apply when not in conflict with these by-laws.

Bylaws modified on ; November 1989  
November 2005