

**AMENDED AND RESTATED BYLAWS  
OF  
THE AVON FREE PUBLIC LIBRARY, INC.**

**PREAMBLE**

The Avon Free Public Library, Inc. (the “Library”) is an independently chartered, tax-exempt corporation that provides professionally managed library programs and services for the benefit of the citizens of the Town of Avon (the “Town”) through a contract with the Town pursuant to the General Statutes of Connecticut, Title II, Chapter 190, Sections 11-20 through 11-37, as amended. The Library derives its operational revenue from the Town, augmented by gifts and grants.

**ARTICLE I - BOARD OF DIRECTORS**

Section 1. The Board of Directors (the “Board”) shall consist of ten to twelve (10 – 12) Directors, one (1) of whom shall be a member of the Executive Board of the Friends of the Avon Library.

Section 2. Each Director shall be appointed by the Board for a term of three (3) years and may be reappointed for one (1) additional term of three (3) years. If, however, the Director is also a past or present officer at the time of expiration of his or her second term of three (3) years, then the Director may be appointed for one (1) additional term of three (3) years.

Section 3. The immediate past President of the Board, if his or her directorship has expired, shall be a member, for one (1) year.

Section 4. All members of the Board shall be Avon residents and have a valid library card.

Section 5. In the event of a vacancy on the Board, the Operations and Administration Committee shall propose a replacement, who shall be voted on by the full Board at the next meeting.

**ARTICLE II - MEETINGS**

Section 1. There shall be no less than ten (10) monthly meetings of the Board per annum. Unless otherwise specified by the Board, these meetings are to be held on the third Tuesday of the month, except in the month of August. The annual meeting shall be held in October (or such other month as may be designated by the Board) for financial review and strategic planning, and if required, for the election of officers and to fill any vacancies on the Board.

Section 2. Special meetings may be called at any time by the President, or upon request of two (2) members of the Board.

Section 3. A quorum exists when more than 50% of the Directors are present.

Section 4. Notices of all meetings shall be sent by the Library Director and President of the Board to all members at least five (5) days before the meetings.

Section 5. For purposes of assuring that a quorum shall be present and active throughout a meeting, any Director who shall be unable to attend a meeting, in whole or in part, shall provide the Library Director and his/her administrative assistant, or the President, with advance notice.

Attendance at meetings is a prerequisite for continued service as a Director. Three (3) or more consecutive unexcused absences or four (4) total unexcused absences during the Library calendar year shall be considered grounds for considering replacement of the Director. After due notice to the Director and appropriate Board consultation, the decision to replace a Director due to absences shall rest with the Board.

The Board President is empowered to excuse Directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from Board meeting attendance, and in that case, the Board Vice President shall excuse the President.

In the event of a Director's request for a leave of absence, the Board will consider the personal circumstances, as well as the number of open seats on the Board, and the skills and experience that the Board will miss during the leave of absence. The decision will be made with consideration for both sustaining the Board's effectiveness, and the Board's desire to maintain the continuity of experience and skills of the requesting Board Member.

### ARTICLE III - OFFICERS AND THEIR DUTIES

Section 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected from among the Board members to serve for at least one (1) year, and may retain their office in subsequent years at the request of the Library Director and with the approval of the full Board.

Section 2. In the event of vacancy among the officers, the Operations and Administration Committee shall propose a replacement from among the Board members, who shall be voted on by the full Board at the next meeting, to fill the vacancy.

Section 3. The President shall preside at all meetings. The President shall appoint committees and name committee chairpersons where appropriate. The President may not serve more than three (3) consecutive years, except as specified in Article III, Section 1.

Section 4. The Vice President shall act in the absence of the President.

Section 5. The Secretary of the Board shall keep a true and accurate account of all proceedings of the Board meetings. The Library Director shall send copies of the minutes to each member of the Board; shall have custody of the minutes and other records of the Board; and shall maintain copies of official correspondence.

Section 6. The Treasurer shall be responsible for the maintenance of appropriate financial records and internal controls; shall oversee all expenditures and memorial and other monetary gifts;

Section 7. The Vice President, Secretary, and Treasurer are each duly authorized to appoint an assistant from the members of the Board, if they deem it necessary; provided, however that each appointment is made with the advance written concurrence of the President (which appointment and concurrence shall be noted in the Minutes). Each assistant appointed pursuant to this Section 7 shall serve at the pleasure of the President and the officer to whom each is an assistant (and either of them may discharge the assistant).

#### ARTICLE IV - FISCAL YEAR

The fiscal year of the Library shall be from July 1 to June 30.

#### ARTICLE V - COMMITTEES AND THEIR DUTIES

Section 1. The standing committees of the Board shall be:

a. Operations and Administration Committee

The Operations and Administration Committee will oversee those functions that deal with the business management of the Library, including operating policies and procedures, financial planning and management, technology and organization, as well as certain business functions of the Board such as nomination and selection of new Board members, and policies and bylaws of the Board.

b. Marketing and Public Relations Committee

The Marketing and Public Relations Committee will be responsible for all of the functions associated with articulating and communicating the mission of the Library and its role and relationship to other public services in the town. It will develop and implement policies and guidelines for acquisitions and memorial donations and oversee art displays and special events. It will also be responsible for supporting the Library Director in community outreach initiatives, and the Library's relationships with other groups and entities in the town. This committee may employ the use of outside consultants, as necessary, with approval of the Board.

c. Strategic Planning

The Strategic Planning Committee is responsible for the strategic and long-range plans of the Library. It will develop the vision, mission, values and area of focus and goals for key areas of the library including but not limited to collection and services, communications, marketing and public relations, facility, technology and staff development with a focus on sustainability and growth. It will also be

responsible for supporting the Library Director in outreach and information sharing to the Town Council and the community at large. This committee may also include, on an ad hoc basis, other individuals (i.e., non-Board members) who can provide expertise relating to the future direction of the Library, its programs and services, and its collections, equipment and staff.

d. Investment Committee

The Investment Committee is responsible for managing investments needed to achieve short-, mid-, and long-term goals of the Library. Final investment authority shall rest with the Board except as delegated to the Investment Committee. The Investment Committee shall consist of at least three, but no more than six, Board members, including the President and Treasurer, who shall serve as Chairperson. The Investment Committee shall meet at such time and place as called by the Chairperson on an "as needed" basis, but not less than once every six (6) months. It will develop ongoing strategies to maximize return on investments in a risk-based approach that is consistent with library appetite. It will be responsible for supporting the Library Director in addressing any unknown and unexpected financial impact events not covered or considered as well as attainment of the capital plan strategy and goals.

e. Fundraising Committee

The Fundraising Committee is responsible for leading the Board in efforts that attract money and services needed to carry out the mission of the organization. This committee may be divided into sub-committees that work together to achieve this goal. This committee may also include, on an ad hoc basis, other individuals (i.e., non-Board members) who can provide expertise relating to fundraising campaigns.

f. Capital Planning Committee

The Capital Planning Committee is responsible for the development of the mid- and long-term replacement, remodeling, refurbishing and expansion of facilities, grounds and technology needs of the Library that the Town does not currently support or maintain. This committee develops recommendations on prioritized needs and feasibility to invest, secure and maintain assets to carry out the mission of the Library. This committee may also include, on an ad hoc basis, other individuals (i.e., non-Board members) who can provide expertise relating to capital planning and requirements that support programs, services, facilities, grounds and technology needs.

## ARTICLE VI - POWERS OF THE BOARD

The Board shall have the following powers and responsibilities:

1. to appoint a Library Director who shall: (a) be the executive director of the Library; (b) have the sole charge of Library operation and administration; (c) perform his or her duties in accordance with the policies established by the Board and subject to the review of the Board; (d) not be removed except for cause and upon the affirmative vote of at least two-thirds of all ten to twelve (10-12) members of the Board at a meeting duly called and held, with such action governed by any applicable Town regulation or procedure relating to the retention or removal of Town employees.
2. to approve a budget as required for the coming fiscal year; any proposed expenses that materially deviate from the budget must be approved by the Board;
3. to form special committees made up of individuals not on the Board, for the accomplishment of special purposes, and it shall have the power to dissolve these committees;
4. to determine and adopt written policies to govern the operation and programs of the Library;
5. to determine the purposes of the Library and secure adequate funds to carry on the Library's program;
6. to know the programs and the needs of the Library in relation to the community and to keep abreast of standards and Library trends;
7. to establish, support and participate in planned public relations programs; and
8. to establish and uphold personnel policies for the Library staff.

## ARTICLE VII - CONFIDENTIALITY OF LIBRARY RECORDS

It is recognized by the Board that the circulation records and other records identifying the names of Library users are confidential in nature, and as such shall not be made available to any agency of state, federal, or local government except in accordance with such process, order or subpoena as may be authorized under the authority of and pursuant to federal, state or local law relating to civil, criminal or administrative discovery procedures or legislative investigative power.

## ARTICLE VIII - AMENDMENT OF BYLAWS

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

Adopted this 20<sup>th</sup> day of November 2018

THE AVON FREE PUBLIC LIBRARY, INC.

By: \_\_\_\_\_

Name: Eric Gauvin

Its: Secretary