

**Blake Memorial Library Association of East Corinth, VT  
Bylaws**

**Approved June 18, 2019**

***I***

The Blake Memorial Library Association of East Corinth, Vermont, was incorporated under the laws for the State of Vermont, and bylaws were filed with the Secretary of State on January 11, 1902, and were most recently amended in June, 2019.

***II***

***PURPOSE***

The purpose of the Association shall be to maintain a public library in the village of East Corinth in the County of Orange in the State of Vermont to serve the people of the Towns of Corinth, Topsham, and vicinity.

***III***

***BYLAWS***

1. The maintenance and execution of the bylaws shall be the responsibility of the Board of Trustees, who shall be elected as managers of all the affairs of the Blake Memorial Library.
2. The bylaws may be adopted and amended by a three quarters (3/4) vote at a Board of Trustees' meeting duly warned and called for that purpose.

***IV ASSOCIATION***

***MEMBERSHIP***

1. Number: There shall be not fewer than 30 nor more than 100 members.

2. Eligibility: Three quarters (3/4) of the membership shall reside within the Towns of Corinth and Topsham.
3. Qualifications:
  - A. Members shall have an active interest in the welfare of the library and community.
  - B. They shall be available, capable, and willing from time to time to assist as volunteers, to hold office, and to serve on committees.
  - C. Members shall make every effort to attend meetings. They may occasionally vote by written proxy.
  - D. Unexcused absence from three (3) consecutive Annual Meetings shall result in a loss of membership.
4. Types of Membership: There are three (3) types of membership.
  - A. Regular members who shall be active and voting.
  - B. Junior members who shall be aged twelve (12) thru eighteen (18), active but without vote. Their number shall be counted toward the quota of 100.
  - C. Honorary or Emeritus members who shall be longtime members, no longer active and without vote. Their number shall not be counted toward the quota of 100.
5. Election:
  - A. Members who are eligible and qualified shall be elected at the Annual Meeting upon nomination from the floor or by written ballot.
  - B. Those placing names in nomination shall identify and state the qualifications of the nominees.
6. Privileges:
  - A. Each regular member is entitled to one (1) vote.
  - B. Members are entitled to make suggestions for the common good to the Board of Trustees. Such suggestions may be made in open discussion at regular meetings of the Association or by written communication at any time sent to the Library Director, secretary or any trustee.

- C. Members may submit written recommendations for books or materials for the consideration of the librarian.

7. Responsibilities:

Association members are responsible for electing a board of nine (9) competent Trustees who shall be the managers of all the affairs of the library, managing as nearly as possible with respect for the wishes of the donors: Nathan Blake, Jr., Charles Blake, and their sister Almira Blake Fenno Gendrot.

***V ASSOCIATION  
MEETINGS***

1. Annual:

- A. The Annual Meeting of the Blake Memorial Library Association shall be held the fourth Tuesday in April, or as near as possible within fourteen (14) days, at 7:30 p.m. at the Blake Memorial Library or at some convenient nearby location.
- B. One week's notice of all Association meetings shall be given on the library's website or other electronic media, and by public posting in keeping with the Open Meeting Laws of the State of Vermont.
- C. Special meetings of the Association may be called by the President or a representative upon application of twenty (20) percent of the membership.
- D. Quorum: fifteen (15) percent of the membership shall constitute a Quorum at any warned meeting.
- E. Parliamentary Authority: Robert's Rules of Order Revised shall govern the library in all parliamentary procedure in which they are applicable.

***VI BOARD OF  
TRUSTEES***

1. Election:

- A. The Board of Trustees consists of nine (9) members, each of whom shall serve a three (3) year Term of Service in rotating terms. A second Term of Service may be

served if the individual desires and is elected.

- B. Seven of the nine shall be elected separately by ballot upon nomination. The Town of Corinth shall appoint the 8<sup>th</sup> Trustee and the Town of Topsham shall appoint the 9<sup>th</sup> Trustee. To allow the Board of Trustees to recruit the skills needed within the current Board configuration, the Board will provide a Trustee recommendation to the Select Boards of Corinth and Topsham.
- C. Should either Corinth or Topsham opt not to appoint their town-appointed Trustee, that slot shall be elected in the same manner as the seven (7) elected trustees.
- D. Expiring terms shall be filled by electing the required number of Trustees, as indicated by the number retiring.
- E. Retiring Trustees may remain on the Board in an advisory capacity, without vote, for a period of one (1) year.
- F. After the expiration of two (2) consecutive elected Terms of Service, a Trustee shall be ineligible for re-election for a period of one (1) year.
- G. In the case of vacancy, the Board shall fill such vacancy until a successor is elected or appointed at the next regular meeting of the Association.

## 2. Officers and Committees:

- A. Officers shall be elected or appointed annually by the Board of Trustees.
- B. President, and 1<sup>st</sup> Vice President shall be members of the Board of Trustees; Secretary and Treasurer shall be members of the Association.
- C. The Board of Trustees shall appoint other positions, as policy shall dictate.
- D. Committees shall be as follows:
  - 1) Finance Committee of three (3) or more, as approved by the Board of Trustees.
  - 2) The Board of Trustees may create and approve membership for additional

committees that serve the needs of the Board, e.g., Fundraising, Buildings and Grounds, and Personnel Committees. Committee members shall be drawn from the community, as well as the Association and the Board of Trustees.

E. Committee Chairs for Governance and Personnel shall be members of the Board of Trustees or Officers of the library. While all efforts should be made to have a member of the Board as Committee Chair, all other committees are exempt from this requirement.

### 3. Meetings

- A. The Board of Trustees shall meet directly after the Annual Meeting of the Association to establish a time for its first Trustees' meeting. Said meeting shall be within 28 days of the Annual Association Meeting.
- B. The Board of Trustees shall meet at least quarterly, at which time the business of management shall be conducted. Regular meetings shall be open to the public.
- C. A quorum shall be defined as five members of the Blake Memorial Library board of trustees and shall be required for the Board to take any action.
- D. If meeting in person, the Board may only take action at a designated Board Meeting. However, the Board of Trustees may vote on time sensitive issues by email or electronic means if necessary.
- E. The Board of Trustees may go into Executive Session upon a majority vote.
- F. The Board shall be required to adopt and adhere to a comprehensive Meeting Policy Document that outlines the protocols for conducting library business in a manner that is consistent with the spirit and intent of the Vermont Open Meeting Law.

### 4. Resignations and Removal of Trustees:

A trustee may resign from the Board at any time by submitting a written letter of resignation, which shall be effective as of the date of the receipt thereof by any officer of the Board, unless a later date of effectiveness is specified therein. The Board, by a two-thirds majority vote of the membership of the Board, may remove a trustee from office, effective immediately, for any reason as determined by the Board.

***VII***  
***PERSONNEL***

The Board of Trustees shall appoint and set the compensation for the following:

1. Library Director
2. Assistant, if applicable
3. Others, as determined necessary

***VIII***  
***FINANCIAL AUDIT***

A financial audit shall be conducted annually by an outside, qualified entity.

***IX***  
***TRUSTEE AND OFFICER CONFLICT OF INTEREST POLICY***

Trustees and officers may not use their positions to profit personally at the expense of Blake Memorial Library or to benefit the professional or financial interests of any other organization in which they may have an ownership or membership interest, or serve as a director, trustee, officer, or employee.

A conflict of interest exists when a trustee/officer, or any other person or organization in a position to influence the action of a Blake Memorial Library trustee/officer, proposes to act on any issue, matter, or transaction in which Blake Memorial Library has an interest and he, she, or such organization may have an interest separate from Blake Memorial Library's interest.

**X**  
***DISSOLUTION***

The Blake Memorial Library Association may vote to dissolve after duly warned meetings by a vote of 51 percent of the membership. The assets of the Association shall be donated to a library in the vicinity of Corinth or Topsham, as recommended by the Board of Trustees and voted by the Library Association.

If no appropriate library exists or is planned, assets shall be used either to establish a fund to help meet the medical needs of residents of the Towns of Corinth and Topsham who are in need of such assistance, or made available to a worthy organization as recommended by the Board of Trustees and voted by the Library Association. Terms of such a fund shall be established by a new Board elected for this purpose at such time as dissolution takes place.