

**BYLAWS OF THE BOARD OF TRUSTEES  
NORTHBOROUGH FREE LIBRARY  
NORTHBOROUGH, MASSACHUSETTS**

**I. RESPONSIBILITIES**

The property, affairs and business of the Northborough Free Library (the Library) shall be managed by the Board of Trustees (the Board), which shall govern the Library, establish its policies, organize its administration, determine its operation, authorize expenditures of funds, and otherwise manage its affairs.

Any trustee who fails to attend four regularly scheduled meetings within a twelve-month period will receive a certified letter from the Chairperson:

- a. Reminding the trustee that regular attendance is a responsibility of all trustees.
- b. Requesting that the trustee resign from the Board so that an active member can be appointed.

Copies of this letter will be sent via certified mail to the Director of the Library and Board of Selectmen, and will also be included in the Board of Trustees' minutes. In the event of illness, work obligations, family responsibilities or other extenuating circumstances, exceptions to this provision may be made by a formal vote of the Board.

**II. COMPOSITION**

The members of the Board are appointed by the Board of Selectmen for terms of three years, staggered, so that only three appointments are made each year.

The Board shall be composed of the following nine members:

1. The four officers of the Board of Trustees, namely: Chairperson, Vice Chairperson, Secretary, and Treasurer. The terms of office for each officer shall be one meeting year.
2. Five active members.

If a vacancy occurs on the Board for any reason, such vacancy is filled by an appointment by the Board of Selectmen. The Library Director shall serve as an ex officio member of the Board.

### III. MEETINGS

A meeting year begins at the end of the annual meeting and terminates at the end of the following annual meeting. The June meeting shall serve as the annual meeting of the Board.

The Board shall hold regular meetings (usually held on the second Tuesday of each month at 7:30 p.m.). The agenda for all meetings must be posted at the town Clerk's office at least 48 hours in advance of the meeting, excluding Saturdays, Sundays, and legal holidays. **Special meetings** may be called by the chairperson, the Library Director, any three Board members, or by agreement at a regular meeting.

### IV. PROCEDURE

**Quorum:** Five members of the board shall constitute a quorum. (Librarians cannot be counted for the purpose of determining a quorum.) An act of the majority of the members of the Board shall be the act of the Board.

The Chairperson, or in the absence of the Chairperson, the Vice Chairperson, shall preside at all meetings of the Board. In the absence of both the Chairperson and the Vice chairperson, the members shall designate a Chairperson. The presiding officer shall not vote except for the purpose of breaking a tie. *Robert's Rules of Order Revised* shall set the standard for procedures.

**Voting:** All votes shall be taken by a call of the roll and the ayes and nays and those abstaining should be recorded in the minutes, provided, however, that if the vote is unanimous, only that fact need be recorded.

### V. DUTIES OF OFFICERS

The officers shall perform the duties customarily expected of holders of these offices.

1. The **Chairperson** shall preside at all meetings of the Board, shall represent the Board at town meetings and hearings (unless a different person is designated by the Board), at regional meetings of library associations, shall be an **ex officio** member of all committees, shall be empowered to sign checks, and shall fill officer vacancies of the Board by appointment when such vacancies occur between annual meetings.
2. The **Vice Chairperson**, in the absence of the Chairperson, shall be responsible for performing the duties of the Chairperson.
3. The **Secretary** shall keep and have custody of the minutes of all Board meetings, discharge all duties pertaining to the correspondence of the Board, and shall file all correspondence. The Secretary shall serve as the Vice Treasurer and, in the absence of the Treasurer, perform such duties.

4. The **Treasurer** shall have charge of the library's income. Shall sign checks, and shall report to the Board at least annually on the state of the funds.

## VI. COMMITTEES

The Chairperson shall be empowered to appoint chairpersons and members to the following standing committees and to special committees as the Board shall create. Each Board member is expected to serve on at least one committee. Each committee shall report on its activities to the Board at least annually.

1. The **Administrative Committee** shall act as an advisory group to the Library Director on policy pertaining to library procedures, programs, personnel, and building use.
2. The **Building and Grounds Committee** shall be responsible for working with the Library Director on such matters as general maintenance and repair and for submitting proposals to the full Board for renovations, additions, and remodeling.
3. The **Nominating committee** shall be appointed by the Chairperson two (2) months before the annual meeting and shall prepare a slate of officers to be presented to the Board one (1) month before the vote by the Board members which will take place at the annual meeting.
4. The **Long Range Planning Committee** shall be responsible for presenting to the Board at least annually plans regarding utilization of resources, deletion or addition of services, the library's role in regional relationships, and proposed uses of invested funds.

## VIII. AMENDMENTS

The Bylaws may be amended at a duly-called business meeting of the Board by a vote of two-thirds of the members of the Board, provided that the specific intent to amend or revise was stated at the previous meeting. Amendments to the Bylaws shall be submitted to the Board of Selectmen for their approval.

Reviewed by Board of Trustees, June 1990

Amended by Board of Trustees, May 1996

Amended by Board of Trustees, December 2002

Amended by Board of Trustees, September 2010