



**Jacob Edwards Library**  
**Board of Trustees By-Laws**  
*Approved August 2021*

**Article I: Name and Authorization**

This organization shall be called the Jacob Edwards Library Board of Trustees.

**Article II: Mission**

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: Trustees**

- 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 are appointed annually by the Bank of America, Trust Officers for the Hannah, Grace, and Robert Edwards bequests.
- Library Director (non-voting): The Library Director is non-voting member of the trustees.
- All voting Trustee members have equal voting powers.
- The membership year shall be the library's fiscal year beginning each July 1.
- 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.
- In the event a Trustee resigns or fails to attend three consecutive Trustee meetings without a notification to the Chair, the Board shall notify the Town of Southbridge, or the Bank of America (as appropriate), depending on membership category that a replacement needs to be appointed to serve for the duration of the unexpired term. The Board will interview candidates, and forward recommendations to either the Town or the Bank Trustee officers for appointment.

#### **Article IV: Officers**

- Chair: The Chair shall preside at all meetings of the Board of Trustees unless another officer is specifically designated. The Chair appoints members to standing or *ad hoc* committees and serves as an *ex-officio* member. The Chair is responsible for setting the agenda with feedback from the Library Director and other trustees. The Chair will ensure the agenda is posted, and available to the public and Trustees a week prior to the meeting.
- Vice-Chair: The Vice-Chair shall assume all duties of the Chair if that person is unable to perform their duties due to absence or illness for a temporary period. The Vice-Chair is responsible for ensuring accurate records of re-appointments, and for contacting either the Town, or Bank Trust Officers when re-appointments are needed.
- 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.

#### **ARTICLE V: Library Director and Staff**

- Library Director: The Library Director is an employee of the Town of Southbridge. The Board of Trustees participates in the search for a new director, and will make recommendations to the Town. The Town will establish a contract with the Library Director.
- Recording Clerk: The Recording Clerk is hired by the Board of Trustees, and is the position is paid out of funds under the control of the Trustees. The Recording Clerk shall take minutes at all monthly meetings and special meetings by the Board. Minutes of the meetings will be made available to the Trustees to be approved.
- The Library Director shall, under the 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 Adult Services Librarian shall perform the duties of the Library Director.
- Policies governing the operation of the library may be made as required by the Board of Directors. Copies of such policies shall be kept by the Library Director.

#### **Article VI: Committees**

- The Board of Trustees shall establish *ad hoc* and standing committees as required. One such committee shall be the Nominating Committee. This Committee will seek candidates for the Trustees and make recommendations to the Town Manager and to the Bank of America for openings as they may occur.

#### **Article VII: Meetings**

- Regular meetings of the Board of Trustees shall be held in the Library at a date and time to be decided at each year's organizational meeting. Meetings must be held at least once a month, except that July and/or August may be omitted.

- Special Meetings may be called by the Chair, and shall be called by the Chair at the request of any three members.
- The order of business at any regular meeting is suggested to be as follows:
  1. Approval of the Minutes of the previous meeting (s).
  2. Report of the Chair.
  3. Report of the Finance Director
  4. Reports of any Special Committees
  5. Old/Unfinished business
  6. New Business
  7. Library Director's report
- Trustees shall be reminded of regular meetings in writing, by phone or by electronic means at least 7 days prior to the meeting.
- Trustees shall be notified of special meetings as soon as possible by the afore mentioned means.
- All meetings shall be posted at the Town Hall to abide by the Open Meeting Laws.
- 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 voted may be taken.
- In questions of procedures, Roberts Rules of Order will be used as guideline.

**ARTICLE IX: Expenditures**

- Bills for the expenditures to be paid from the 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: By-Law 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 a meeting shall have included a statement of the proposed amendment.