

BY-LAWS
OF
BUCKLAND PUBLIC LIBRARY

Article I. Name and Authorization

The name of this organization is the Buckland Public Library, Inc., existing by virtue of the provisions of Chapter 78, Sections 10-13 and 21 of the Massachusetts General laws (MGL) and the Buckland Public Library.

Article II. Trustees

1. The Board of Trustees shall be composed of eight trustees, three town elected trustees (one of whom shall be elected each year at the Annual Town Meeting) and five appointed initially by the incorporators and thereafter by the current members of the Board of Trustees. Trustees serve without compensation for a term of three years.
2. Any town elected member may resign by written notice filed with the Town Clerk as provided for in MGL, Chapter 41, section 109. Upon receipt of the notice, the Town Clerk will notify the remaining members of the Board. A vacancy of the town elected Trustees shall be filled by a majority vote of the Board of Library Trustees. Any other Trustee may resign by filing a notice with the Board of Trustees. All such resignations shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
3. Any trustee who fails to attend three consecutive regularly scheduled board meetings will receive a letter from the chairperson reminding the member that regular attendance is a responsibility of all trustees and that those unable to attend regularly should consider resigning from the Board. Copies of these letters shall be included in the board's minutes. In the event of illness or other extenuating circumstances, exceptions to this provision may be made by formal vote of the board.
4. *Powers.* The Board of Trustees of the corporation, shall have the entire charge, control and management of the corporation and its property and may exercise all or any of its powers.
5. *Removal.* A non-elected Trustee may be removed from office (a) with or without cause by vote of 2/3 of the entire number of the Trustees then in office. A Trustee may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him/her.

Article III. Responsibilities

1. The Trustee shall have those responsibilities as provided by MGL, Chapter 78, Section 11 as regards the custody and management of the library and of all property pertaining to the library. The board shall be responsible for the library's budget including all monies appropriated by the town for the library, Buckland Public Library Charitable Trust or Invested funds, and all money or property received by gift or bequest for the library. The board is authorized to set policy, control library resources and manage library personnel issues. The Trustees shall have those other responsibilities provided for in Chapter 78 and Chapter 180 of the General Laws.

2. The Trustees shall appoint a qualified library director who shall be the executive and administrative officer of the library on behalf of the board and under its review and direction. Responsibilities delegated by the board to the library director shall include implementation of policies approved by the board, selection and supervision of library personnel, selection of books and other materials, maintenance of library collections, expenditure of funds within the approved budget, direction of library operations and provision of services to the public. The library director shall attend all Trustee meetings.
3. The Trustees shall establish written policies governing library activities and services, including a policy for the selection of library materials and use of library materials and facilities which is in accordance with the current standards of the American Library Association as provided by the MGL, Chapter 78, Section 33.

Article IV. Officers

1. The officers of the board shall be a chairperson, a clerk and a treasurer. The chairperson will also hold the title of president of the corporation for purposes of compliance with state law.
2. The chairperson is elected by the Board of Trustees to serve a one-year term. The chairperson shall work closely and cooperatively with the library director, conduct all meetings, appoint all committees, serve as the official representative of the board and fulfill all legal functions on behalf of the board.
3. *Clerk.* The Clerk shall record in books kept for the purpose all votes and proceedings of the Trustees. The clerk (elected by the Trustees to serve a one-year term) shall post all meetings as required by law, keep a true record of all meetings of the Trustees, and be responsible for correspondence by the Trustees. The clerk presides at meetings in the absence of the chairperson. The Clerk shall perform such duties and have such powers additional to the foregoing as the Trustees shall designate.
4. *Treasurer.* The Treasurer shall, subject to the direction of the Trustees, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. He/she shall have custody of all funds, securities, and valuable documents of the corporation, except as the Trustees may otherwise provide. He/she shall promptly render to the Chairperson and to the Trustees such statement of his/her transaction and accounts as the Chairperson and Trustees respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Trustees may designate. The treasurer will serve a one year term as treasurer and work with the library director to insure that appropriate financial reports are made available to the Trustees on a timely basis and assists the library director in preparing and presenting the budget for Trustee approval. The treasurer is responsible for overseeing use of town appropriated and grant funds as well as donated, bequeathed and invested library funds.
5. Officers shall be elected from the Trustees at the regular meeting of the board which immediately follows the annual town elections. The term of office shall be one year to facilitate rotation of leadership responsibilities. In the event of a vacancy in any of the officers' positions during the year, that vacancy shall be filled by a vote of the Trustees.

6. *Tenure.* Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, each of the Chairperson, Treasurer and Clerk shall hold office until the first meeting of the Trustees following the next annual election of the Town, or the special election held in lieu thereof, and thereafter until his/her successor is chosen and qualified. Other officers shall hold office until the first meeting of the Trustees following the next annual town election, or the special election held in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them.
7. *Resignation.* Any officer may resign by delivering his/her written resignation to the corporation at its principal office or to the Chairperson or Clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
8. *Removal.* Officers may be removed by the Trustees with or without cause by a vote of 2/3 of the entire number of Trustees then in office; provided, that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Trustees prior to action thereon.

Article V. Meetings

1. The annual meeting of the members shall be held on the *first Tuesday in June* each year or such other date as shall be fixed by the Trustees. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Trustees or the Chairperson in the notice of meeting. In the event that no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.
2. Regular meetings shall be held at the library on the First Tuesday of February, April, June, August, October and December beginning at 7:00 p.m. Regular attendance is expected. A trustee is expected to give advance notice to the chairperson whenever he/she cannot attend a meeting.
3. Special meetings may be called by the chairperson or at the request of a majority of the Trustees or by the Chairperson or Clerk.
4. A quorum shall be five members. Unless the Articles of Organization otherwise provide, at any meeting of Trustees a quorum for the transaction of business shall consist of five individuals appearing in person and/or as proxies and owning and/or representing a majority of the Trustees of the corporation entitled to vote, provided that less than such quorum shall have power to adjourn the meeting from time to time.
5. All meetings of the Trustees shall be subject to the State's Open Meeting Law as contained in the MGL, Chapter 39, Section 23A-23C. In particular, all meetings are open to the public unless held in executive sessions under terms of the law. A notice of all meetings will be filed with the Town Clerk at least 48 hours in advance of the meeting date and time, a copy of the notice shall be posted in the Town Hall and at the Library. A record of meetings will be forwarded to the selectmen and available for public inspection.
6. There shall be a prepared agenda, which shall include: call to order, review and approval of minutes of the previous meetings, report of the treasurer, report of the library director, old business and new business.

7. *Notices.* A written notice, stating the place, day and hour of all meetings of Trustees shall be given by the Clerk or Assistant Clerk (or the person or persons calling the meeting), at least three days before the meeting, to each Trustee entitled to vote thereat by leaving such notice with him/her or at his/her residence or usual place of business, or by mailing it, postage prepaid, and addressed to such member at his/her address as it appears upon the books of the corporation. Such notice, if the meeting is called otherwise than by the Clerk, may be a copy of the call of the meeting. Such notice given by the Clerk shall constitute a call of the meeting by him/her. Notices of all meetings of Trustees may state the purposes for which the meetings are called. No notice need be given to any Trustee if a written waiver of notice, executed before or after the meeting by the Trustee or his/her attorney, thereunto authorized is filed with the records of the meeting.
8. *Voting and Proxies.* Each Trustee entitled to vote at a meeting shall have one vote. Trustees may vote either in person or by written proxy. No proxy dated more than six months before the meeting named therein shall be valid, and no proxy shall be valid after the final adjournment of such meeting. Proxies shall be filed with the Clerk before being voted at any meeting or any adjournment thereof. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.
9. *Action at Meeting.* Action of the Trustees on any matter properly brought before a meeting shall require, and may be effected by, the affirmative vote of a majority of the Board; except where a different vote is required by law, the Articles of Organization or these By-Laws.
10. *Action Without Meeting by Written Consent .* Any action by Trustees may be taken without a meeting if a majority of Trustees entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of Trustees. Such consent shall be treated for all purposes as a vote at a meeting.
11. *Telephone Conference Meetings.* The Trustee or any committee member may participate in a meeting of the Trustees or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Article VI. Committees

Special committees for the study and investigation of special problems or for the performance of specially assigned tasks may be appointed by the chairperson. Such committees shall function as ad hoc committees and shall consider only that purpose for which they were appointed. They shall disband when their work has been completed.

Invested Funds - It is the responsibility of the Invested Funds committee to ensure that donations, bequests and invested funds are appropriately managed to maintain the library's fiscal health.

Executive Committee - It shall consist of the officers of the Board of Trustees and have the authority to act in an emergency with subsequent approval by the Board.

Article VII. Collective Authority of the Board

All decisions of the Trustees are made by the Trustees as a collective body. No individual member may make decisions or, with the exception of the chair, act or speak for the Trustees unless specifically authorized to do so by a vote of the Trustees or the Executive Committee.

Article VIII. Parliamentary Rules

Except as provided by these by-laws, Robert's Rules of Order, revised edition, shall govern all meeting procedures.

Article IX. Amendments

These by-laws may be amended at any regular meeting of the Trustees with a quorum present, by a majority vote of the members present, providing that a motion presenting the amendment was duly made and seconded at the previous meeting.

Article X. Inconsistent Provisions

To the extent that any provisions of these by-laws is inconsistent with any provision of the Massachusetts General Laws or the towns by-laws, as the case may be, the by-laws shall govern.

Article XI. Inspection of Records

Books, accounts, documents and records of the corporation shall be open to inspection by any Trustee at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meeting of the incorporators and Trustees, and records which shall contain the names of all Trustees and their record addresses, shall be kept in Massachusetts at the principal office of the corporation, or at an office of the Clerk or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any Trustee for any proper purpose but not to secure a list of Trustees or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a Trustee, relative to the affairs of the corporation.

Article XII. Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the corporation may be signed by any officer or officers or person or persons authorized by the Trustees to sign the same. No officer or person shall sign any such instrument as aforesaid unless authorized by the Trustees to do so.

Article XIII. Seal

The seal of the corporation shall be circular in form, bearing its name, the word "Massachusetts" and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Trustees) to any instrument requiring the corporate seal.

Article XIV. Fiscal Year

The fiscal year of the corporation shall be the year ending with (June 30) in each year.

BUCKLAND PUBLIC LIBRARY

30 Upper Street, PO Box 149
Buckland, Massachusetts 01338-0149
www.bucklandpubliclibrary.org
413-625-9553

Amendment to Article II of the By-Laws of the Buckland Public Library

On June 9, 2009, the Trustees of the Buckland Public Library, Inc. approved the following amendment to the Buckland Public Library By-Laws.

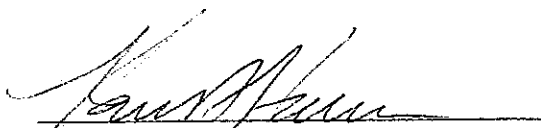
Add the following sentence to Article II, Trustees, Section 1.

“All trustees shall be sworn in by the Buckland Town Clerk to perform the duties and responsibilities of the Board of Library Trustees for the Buckland Public Library and the Town of Buckland.”

The proposed Article would read as follows:

Article II. Trustees

1. The Board of Trustees shall be comprised of eight trustees, three town elected trustees (one of whom shall be elected each year at the Annual Town Meeting) and five appointed initially by the incorporators and thereafter by the current members of the Board of Trustees. Trustees serve without compensation for a term of three years. All trustees shall be sworn in by the Buckland Town Clerk to perform the duties and responsibilities of the Board of Library Trustees for the Buckland Public Library and the Town of Buckland.

 _____, Chair/President Date: June 9, 2009
_____, Secretary/Clerk Date: _____