

## **By-Laws of the Ayer Library**

First adopted July 7, 1894

### **Preamble**

Whereas, an Act of the Legislature of Massachusetts of 1894, entitles "An Act to Incorporate The Ayer Library" which Act was approved March 16th, 1894 and accepted by the Town of Ayer, April 27th, 1894, provides the number of trustees shall be "nine, and they shall be residents of said town" consisting of six incorporators named in the Act and their successors and three elected by the town, provision being made in the act for filling and vacancy which may occur, that they shall have the entire possession, management, control, and direction of its (The Ayer Library's) affairs, and shall choose from their number a president, secretary, and treasurer and prescribe the duties of each, and from time-to-time may make, for the use and management of said library, its property and funds, such by-laws and regulations not inconsistent with this act as they deem best, that they, "shall annually make a report to said town of their doings and of the financial condition of said corporation."

Therefore said trustee have adopted for use and management of said library, its property and funds the following:

### **Article I: Meetings**

The annual meeting of the trustees shall be held following the Town of Ayer's annual town meeting in the month of May.

Stated meetings shall be held on the third Tuesday of each calendar month and a special meeting whenever two trustees shall request of the president or secretary in writing, which shall state briefly the purpose for which such meeting is desired. The secretary shall notify each trustee at least three days prior to such meeting written or printed notice thereof, and in the case of annual and special meetings, the notice shall briefly state the business to be transacted thereat.

The place and hour of meetings shall be at the library building at 6:00pm, unless the trustees shall otherwise, from time to time determine.

In the event of the annual meeting, by mistake or otherwise, not being called and held, as hereinbefore prescribed, the president shall order a special meeting to be called and held in lieu of and for the purpose of the annual meeting.

The meeting at which the By-Laws shall be adopted shall be deemed the annual meeting for the year 1894.

### **Article II: Fiscal Year and Annual Reports**

The fiscal year shall be the same as the fiscal year of the town. All reports required by the act of incorporation to be made to the town shall be made in time to be included in the Annual Town Report.

### **Article III: Quorum**

A quorum shall consist of five members, but a majority of those present and voting may adjourn any meeting from time-to-time until the business in hand shall have been transacted.

### **Article IV: Officers**

The Trustees shall at the annual meeting, elect by ballot or through a motion, from their number in the manner hereinafter prescribed, a president, a vice-president, a secretary, a treasurer, and such other officers as they shall, from time-to-time, determine, and at such annual meetings the president shall, subject to the approval and acceptance of the of the trustees appoint committees as needed. Committees shall, if practicable, consist of two permanent trustees and one of the trustees elected by the town.

The trustees may by affirmative vote, passed at each of two successive meeting, held not less than seven days from each other, remove any duly elected or appointed officer or servant from the office or position held by him or her, by declaring the office or position vacant. Unless so removed, officers shall hold their office from when they are elected at the annual meeting until the annual meeting the following year, and thereafter until others are elected or appointed in their stead.

All committees shall be advisory only, unless authority shall be delegated to them, which shall only be done by special vote.

#### **Section I: President**

The President shall preside at all meetings of the trustees and, subject to the approval of the trustees appoint all committees; the president may also instruct the secretary to call a special meeting of the trustees at any time, and shall so instruct whenever two trustee in writing request, in the manner set forth in Article I.

#### **Section II: Vice-President**

The Vice-President shall, in the absence of the president preform those duties assigned to the president.

In the absence or disability of both president and vice-vice president the trustees shall choose one of their number president pro tempore, who shall perform the duties of president during the absence or disability of the president and vice-president.

### **Section III: Secretary**

The Secretary shall keep accurate records of the proceedings of the trustees; the secretary shall call all meetings of the trustees to be held pursuant to any provisions of the by-laws including special meetings to be held pursuant thereto; books and records shall be kept as the trustees shall require: and shall record therein, in addition to the proceedings of the trustees such corporate transactions as they shall require to be recorded. These records and papers shall be subject at all times to the inspection of the trustees.

The secretary shall be custodian of the corporate records and papers. All records and papers are to be housed within the library. In the absence or disability of the secretary the president shall appoint some member of the trustees, secretary pro tempore to perform the duties of the office during such absence or disability or until the office shall have been declared vacant and filled.

### **Section IV: Treasurer**

The Treasurer shall have charge of the funds of the corporation, which shall be kept deposited or invested as the trustees shall direct; all moneys of the corporation shall be received by the treasurer, and shall be kept in such bank of deposit as the trustees may direct; s/he shall keep accurate books of account and of record in such form as the trustees shall prescribe; they shall deposit all moneys received and subject to regulations prescribed by these by-laws make disbursements by checks on such deposits. The treasurer may pay bills incurred by committees upon approval in writing of the majority of the committee incurring same, provided such committee was authorized to incur the same; any bill that is in doubt may be referred to the full board for determination. A summary of receipts and disbursements of the corporation shall be prepared for submission to the trustees at the meeting prior to the annual town meeting and shall make further reports from time-to-time as the trustees shall request; the treasurer shall have custody as agent for the corporation of all securities representing investments. All records and papers shall be subject at all time to the inspection of the trustees.

### **Section V: Trustees**

The Trustees, both appointed and elected, are expected to carry out their duties as members of the board. Attendance to meetings is a must in keeping with the needs of a quorum in a manner set forth in Article III. Any member who has not attended a meeting of the board in the time of one year, barring disability and sickness, shall be contacted by the President in writing and removed from the board of trustees. The vacancy shall be filled by appointment or vote of the other trustees.

## **Article V: Election of Officers**

The Officers of the corporation enumerated in Article IV, shall be chosen by ballot, or through a motion at the annual meeting, and adjournment thereof, or at a meeting in lieu of such annual meeting as above provided.

Vacancies occurring in any office during the year, from death, resignation, or permanent disability to act, of any officer, shall be filled by the trustees, by ballot or motion at the next standing meeting called for that purpose.

During the temporary absence or disability of any officer, the trustees may delegate someone to attend to the duties of the position. The president may temporarily fill all vacancies occurring between meetings of the trustees.

### **Article VI: Library Director**

The Trustees shall appoint a certified library director who shall be the executive and administrative officer of the library on behalf of the Trustees, under its review and direction. The director shall specify the duties of other employees and shall be held responsible for the proper direction and supervision of the staff, for the care and maintenance of library property, for an adequate and proper selection of books and other library materials in keeping with the stated policy of the Trustees, for the efficiency of library service to the public and for its financial operation within of the budgeted appropriation. The library director shall attend all duly constituted Trustees' meetings. A complete enumeration of the duties of the Library Director are found in Amendment II

### **Article VII: Amendments**

The fore-going By-Laws, or any of the library regulations, may be amended at any meeting by an affirmative vote of not less than five trustees, provided notice of such proposed amendment has been given at a previous meeting, and also recited in the call for the meeting at which action upon the same is to be taken.

### **Amendment I**

By-Law Amendments:

February 14, 1899

October 11, 1910

June 10, 1913

June 9, 1914

February 8, 1916

January 13, 1921

January 13, 1931

March 8, 1932

October 3, 1933  
January 3, 1957  
October 3, 1958  
October 18, 1960  
October 13, 1980  
November 20, 2017

**Amendment II**

Library Director Job Description

## Remote Participation Policy

Remote participation (telephone, video conferencing) may be used as a means for a board of trustees' member to participate in a Trustee Meeting when it is unreasonably difficult to physically attend (ex: injury/illness or geographical distance). Physical attendance is always preferred.

Remote participation in Board of Trustee Meetings is subject to the following rules and conditions:

- Twenty-four hours advance notice is necessary for remote access equipment.
- A quorum of the board of trustees including President or Vice President must be physically present and chairs the meeting.
- Members of the board who participate remotely and all persons present at the meeting must be clearly audible to each other.
- The remote participant(s) will have full voting rights at the meeting.
- All votes taken during a board meeting in which a board member participates remotely must be by roll call.
- The Meeting Chair must state to the public meeting that remote access is being used by whom and for what reason and reflected in the minutes.
- Technology used must be audible and/or visible to all at the main location.
- In the event of equipment failure, an attempt will be made to correct the failure, however, the Meeting Chair may announce remote participation ended.
- Remote participants may participate in Executive Sessions but must certify that no other person is present or able to hear.
- Documents to be discussed shall be distributed to all participants.
- There will be no change in open meeting postings.
- A trustee member will not be required to attend any meeting remotely should they not desire to do so in the case of inability to attend.

Approved by the Board of Trustees March 20, 2018