

**AMENDED AND RESTATED  
BYLAWS  
OF  
BRAINERD MEMORIAL LIBRARY ASSOCIATION, INC.  
HADDAM, CONNECTICUT**

Adopted: October 23, 2018

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**ARTICLE I  
*General***

Section 1.1 **Supplement and Implement Applicable Law and the Certificate of Incorporation.** These bylaws are intended to supplement and implement applicable provisions of law and of the certificate of incorporation of Brainerd Memorial Library Association, Inc. (the “Corporation”).

Section 1.2 **Purpose of the Organization.** The goal of the board of trustees of the Corporation is to maintain a public library and reading-room and, at the Corporation’s discretion, a lecture hall and rooms for purposes of science and art, in the Town of Haddam, which shall be free to all inhabitants of the Town and to develop a public library with resources, facilities and personnel needed to provide free services necessary to satisfy the lifelong learning, reading, recreational and cultural needs of the community of Haddam.

**ARTICLE II  
*Offices***

The principal office of the Corporation shall be located at 920 Saybrook Rd, Haddam, CT 06438. The Corporation may maintain additional offices at such other places as the board of trustees may designate. The Corporation shall continuously maintain within the state of Connecticut a registered office at such place as may be designated by the board of trustees.

**ARTICLE III  
*Membership***

The Corporation shall have no members.

**ARTICLE IV  
*Board of Trustees***

Section 4.1 **Power of Board and Qualification of Trustees.** All corporate powers shall be exercised by or under the authority of, and the activities, properties and affairs of the Corporation shall be managed by or under the direction of, the board of trustees (the “board of trustees” or “the board”). A trustee must be a resident of Haddam.

Section 4.2 **Number of Trustees.** The number of trustees constituting the entire board of trustees shall be not fewer than seven (7) nor more than fifteen (15). The number of trustees constituting the board of trustees shall be the number prescribed by the trustees within the foregoing range or, if no such number has been prescribed, shall be the number of trustees then in office. The number of trustees may be increased or decreased by action of the board of trustees.

Section 4.3 **Election and Term of Trustees.** As provided in the certificate of incorporation, the initial trustees shall be appointed by the incorporators. The board of trustees shall be a staggered board, divided into three groups. The initial trustees shall be appointed by the incorporators for the terms set forth in the minutes of the incorporators’ organizational meeting.

Thereafter, at each annual meeting of the board of trustees, the then acting trustees shall elect or re-elect trustees to replace those trustees whose terms are expiring, each trustee thereafter to serve a term of three (3) years. No trustee may serve for more than two (2) consecutive terms of three (3) years each. A former trustee is eligible for re-election to the board after one year off the board. The Town of Haddam Board of Selectmen shall have the right, but not the obligation, to propose a person to serve as an ex-officio member of the board. If the number of trustees is changed by the board of trustees in accordance with the bylaws, any increase or decrease shall be apportioned among the classes of trustees so as to maintain the number of trustees in each class of trustees as nearly equal as possible.

**Section 4.4 Removal of Trustees.** Except as may otherwise be provided in the certificate of incorporation, any one or more of the trustees may be removed with or without cause at any time by affirmative vote of a two-thirds of all of the trustees present at a duly held meeting called for this purpose at which a quorum is present, provided that notice of said proposed action shall have been transmitted to all trustees at least seven (7) days before said meeting.

**Section 4.5 Resignation.** Any trustee may resign at any time by delivering written notice to the board of trustees, the president of the board, or the secretary of the Corporation. Such resignation shall take effect when such notice is presented at the next regular meeting unless the notice specifies a later effective date, or unless the trustee is also an officer. Officer resignations must also comply with Section 6.3 of these By-laws.

**Section 4.6 Newly-Created Trusteeships and Vacancies.** Newly created trusteeships, resulting from an increase in the number of trustees, and vacancies occurring in the board of trustees for any reason, shall be filled by the board. If the board decides to fill the vacancy, such vacancy shall be filled until the next annual meeting at which trustees are elected or, if the board is staggered, for the unexpired portion of the term, if applicable.

**Section 4.7 Meetings of the Board of Trustees.** An annual meeting of the board of trustees shall be held each June at a specific time and date as shall be fixed by the board, for the election of trustees and officers and for the transaction of such other business as may properly come before the meeting. Regular meetings of the board of trustees shall be held monthly at a fixed time and date determined at the annual meeting in June and recorded in the minutes. Changes in the time and date for future meetings may be made at any regular meeting of the board. All regular and special meetings of the board of trustees shall be held at 920 Saybrook Rd, Haddam, CT 06438, unless otherwise altered by the action of the board. Special meetings of the board of trustees may be called at any time by the president or a majority of the trustees. Special meetings can be held for any purpose other than for the election of officers.

All meetings of the board are open to the public to the extent required by law. Meetings of the board shall require notice, an agenda and public disclosure to the extent required by law. Unless stated in a written notice of the meeting, no vote on the removal of a trustee or the adoption, amendment or repeal of these bylaws or the Corporation's certificate of incorporation may occur. Special meetings of the board shall require twenty-four (24) hours advance written notice to the trustees and the library director, if the library director is required to attend. Notice of each special meeting of the board shall include the date, time and place of the meeting and shall be given in person, by mail or other method of delivery, or by telephone, voicemail or other electronic means not less than twenty-four (24) hours, except as provided in Section 4.4, before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

A trustee, or any person required to receive a notice, may waive any notice required by law, the certificate of incorporation or these bylaws before or after the date and time stated in the notice. The waiver shall be in writing, shall be signed by the trustee, and shall be delivered to the secretary of the Corporation for inclusion in the minutes of the meeting or filing with the corporate records. A trustee's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless at the beginning of such meeting, or promptly upon his or her arrival, such trustee objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

The order of business at regular meetings shall include the following:

- Call to order
- Public comment
- Review of the agenda
- Secretary's report and acceptance of the minutes
- Finance Committee report
- Director's report
- President's report
- Report of standing committees
- Report of special committees
- Action items
- Unfinished business
- New Business
- Adjournment

**Section 4.8 Quorum of Trustees and Voting.** Unless a greater proportion is required by law or by the certificate of incorporation or these bylaws, presence of a majority of trustees then in office shall constitute a quorum for the transaction of business or of any particular business. Except as otherwise provided by law or by the certificate of incorporation or these bylaws, the affirmative vote of a majority of the trustees present and voting at the meeting at the time of such vote, if a quorum is then present, shall be the act of the board. Voting by proxy is not permitted.

**Section 4.9 Action without a Meeting.** Any action required or permitted to be taken at any meeting of the board of trustees may be taken without a meeting if the action is taken by all members of the board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each trustee and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 4.9 is the act of the board of trustees when one or more consents signed by all the trustees are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A trustee's consent may be withdrawn by a revocation signed by the trustee and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the trustees.

**Section 4.10 Meetings by Conference Telephone.** Any one or more trustees may participate in any meeting of the board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all trustees participating in the meeting may simultaneously hear each other during the meeting. A trustee participating in a meeting by such means is deemed to be present in person at the meeting.

Section 4.11 **Compensation of Trustees.** No trustee shall receive compensation for services rendered to the Corporation in such capacity, but trustees shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the board shall determine, consistent with the requirements of Section 33-1092 of the Connecticut Revised Nonstock Corporation Act. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes. Trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the board of trustees, subject, however, to Article VIII of these bylaws and to Sections 33-1127 through 33-1131 of the Connecticut Revised Nonstock Corporation Act.

Section 4.12 **Minutes.** The secretary shall record or arrange to be recorded the minutes of each meeting of the board of trustees and upon adoption by the board of trustees shall retain such minutes with the permanent records of the Corporation.

## **ARTICLE V** ***Committees***

Section 5.1 **Committees.** The board of trustees may create one or more committees and shall appoint one or more trustees and such non-trustees, as the board deems appropriate, to serve on such committees. At all times, there will be the following six (6) standing committees: (i) Personnel and Policy Committee, (ii) Finance Committee, (iii) Building and Grounds Committee, (iv) Library Development and Planning Committee, (v) Nominating Committee, and (vi) Brainerd Library Friends Committee. The creation of a committee and the appointment of all committee chairs shall be approved by a majority of all of the trustees in office when the action is taken. The chair of each committee shall be a trustee. Non-trustees also may be appointed as members of a committee by the committee chair, provided that such member's appointment shall not become effective until the President has been notified of such appointment. Any member of a committee may be removed from such committee by the vote of a majority of all the trustees in office when the action is taken. In the case of a committee member appointed by a committee chair, such committee member also may be removed by such committee chair, provided that such member's removal shall not become effective until the President has been notified of such removal. Unless specified elsewhere in these bylaws or by the board, all actions of the committees are advisory.

### Section 5.2 **Authority of Committees.**

A. ***Personnel and Policy Committee.*** The Personal and Policy Committee shall recommend to the board of trustees a qualified candidate or candidates for the position of library director. The selection of the library director shall be by ballot of the board of trustees. The Committee, in consultation with the library director, reviews personnel policies and salary ranges; works with the library director to develop policies pertaining to the public use of library facilities; and prepares the annual evaluation of the library director for presentation to the board of trustees. The Committee chair and the president will review the evaluation with the library director.

B. ***Finance Committee.*** The Finance Committee (a) shall ensure that there is an adequate accounting system and management reporting process in place so that the financial condition of the Corporation can be reported to the board of trustees on a quarterly basis by the

Committee, either by its chair or its designee; (b) shall be responsible for the management and safekeeping of the funds of the Corporation, and is empowered to make any investment decisions it deems advisable, within the framework of the investment policy approved by the board of trustees; (c) shall prepare annually, working with the library director, an operating plan estimating the receipts and expenditures of the Corporation for the coming year, and submit same to the board of trustees for approval, and subsequent communication with the Town; (d) shall establish appropriate financial and investment policies, and bring revisions to the board of trustees for approval; (e) shall coordinate with the independent accounting firm the preparation and filing of the annual tax returns; and (f) shall be comprised of the Treasurer and Comptroller, as standing members, and the President as an ex officio voting member, along with up to three additional persons, but in no case shall the Finance Committee membership from the board constitute a quorum of the Board of Trustees.

C. ***Building and Grounds Committee.*** The Building and Grounds Committee handles matters dealing with major issues relating to the physical plant, including, but not limited to, maintenance and repair of buildings, grounds care, improvements, and real estate.

D. ***Library Development and Planning Committee.*** The Library Development and Planning Committee develops both short-term and long-range planning and works with the library director on institutional goal setting and developing grant-writing strategies. This Committee directs fundraising, as well as donor events, and social events for the public.

E. ***Nominating Committee.*** The Nominating Committee presents to the board of trustees one or more names to be appointed to the board of trustees whenever a position on the board of trustees is to be filled and prepares a slate of officers as well as the list of committees and committee chairs. The slate of officers and committee chairs shall be approved by the board of trustees at its annual meeting. Prior to presenting names for approval by the board, the Nominating Committee must seek suggestions from the board of trustees and obtain the consent of the individuals under consideration.

F. ***The Brainerd Library Friends Committee.*** The Brainerd Library Friends Committee focuses on advocacy, book and merchandise sales, and fundraising for library operations.

## **ARTICLE VI** ***Officers***

Section 6.1 **Officers; Eligibility.** The board of trustees shall elect from among them a president, a vice president, a secretary, a treasurer, a comptroller, and such other officers as determined by the board of trustees.

Section 6.2 **Election; Term of Office; Removal; Vacancies of Officers.** All officers shall be elected at the annual meeting of the board of trustees or at any other meeting of the board as the board may determine. Each officer shall hold office for one (1) year and until his or her successor has been appointed and qualified. Subject to the provisions of Section 4.3, there shall be no limit to the number of times an officer can be re-elected to a particular office. Any officer may be removed by the board of trustees at any time with or without cause. Any vacancy or vacancies occurring in any office of the Corporation may be filled as soon as possible until the next meeting at which officers are elected by the concurring vote of a majority of the remaining trustees, though such remaining trustees are less than a quorum, though the number of trustees at the meeting is less than a quorum, and though such majority is less than a quorum.

Section 6.3 **Resignation.** Any officer may resign at any time by delivering written notice to the Corporation. Unless the written notice specifies a later effective time, or the board has agreed otherwise, the resignation shall be effective no less than six (6) weeks after the notice is delivered to the board of trustees, its president, or the secretary of the Corporation.

Section 6.4 **Powers and Duties of Officers.**

A. **President.** The president shall preside at each meeting of the board of trustees, authorize calls for any special meetings, authorize the creation of ad hoc committees, execute all documents authorized by the board, develop and produce the agenda for board meetings, and shall have such powers and duties as usually pertain to the office of president and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these bylaws, by the board of trustees or by law. From time to time, in the absence of the library director, the president may temporarily assume the duties of the library director. The president is an ex officio voting member of the Finance Committee and an ex officio non-voting member of all other board of trustee committees.

B. **Vice-President.** The vice-president acts for the president in the latter's absence and performs such other duties and responsibilities as the board of trustees may determine.

C. **Secretary.** The secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the board of trustees and for authenticating and maintaining the records of the Corporation, and shall give or cause to be given all notices in accordance with these bylaws or as required by law, and, in general, shall perform all duties customary to the office of secretary. The secretary shall also submit the Annual Report of the Board to the Town of Haddam Board of Selectmen and perform such other duties as are generally associated with this office.

D. **Treasurer.** The Treasurer shall be a standing member of the Finance Committee.

E. **Comptroller.** The Comptroller (a) shall be a standing member of the Finance Committee; (b) shall sign checks for all bills not under the purview of the library director; and (c) shall act as administrator of the checking and investment accounts and ensure that their balances are adequate to pay bills, through check or debit, in a timely manner.

**ARTICLE VII**  
***Library Director***

The library director, who serves at the pleasure of the board, shall be the executive and administrative officer of the library on behalf of the board and work under the board's review and direction. The director shall hire and specify the duties of other employees and shall be held responsible for the proper direction and supervision of the staff, for the day-to-day care and maintenance of library property, including day-to-day matters of the physical plant, for proper selection and development of resources, for the efficiency of library service to the public, and for its financial operation within the limitations of the budgeted appropriation. In all cases where there are major policy or expenditure issues, these concerns will be brought to the attention of the appropriate board committee or the board. The library director shall file such reports as are required by the Connecticut Department of Labor and the Connecticut Secretary of State. The library director shall see that all orders and resolutions of the board of trustees are carried into effect. The compensation and terms of employment of the library director shall be determined at least annually by the board of

trustees. The board will meet in executive session to evaluate the library director's performance and decide upon the annual salary of the director.

## **ARTICLE VIII** ***TRUSTEES' CONFLICTING INTEREST TRANSACTIONS***

Section 8.1 **Conflicts of Interest; Adoption of Policy.** The Corporation shall adopt a conflict of interest policy to assure that any potential "trustees' conflicting interest transaction" as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential "excess benefit transaction" involving a "disqualified person," (including a trustee or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by trustees as provided in Section 33-1129 of the Connecticut Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

Section 8.2 **Disclosure; Annual Review of Policy.** The conflict of interest policy shall be reviewed by the board at least annually. At the time of their election or appointment, each trustee or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the trustee or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office. These statements shall be updated annually and any additions or other changes shall be made by the trustee or officer in writing as they occur.

Section 8.3 **Voluntary Abstention.** In the event that a conflict of interest situation arises, a trustee will be expected voluntarily to abstain from discussion of or voting on any issue(s) which the trustee recognizes as a conflict of interest position. If any other trustee perceives a possible conflict of interest position for any other trustee, such trustee shall inform the board of such possible conflict.

## **ARTICLE IX** ***Miscellaneous***

Section 9.1 **Fiscal Year.** The fiscal year of the Corporation shall end on June 30.

Section 9.2 **Checks, Notes and Contracts.** The board of trustees shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 9.3 **Written Notice or Consent.** Any written notice or consent required hereunder may, without limitation, be issued by regular mail, hand delivery, electronic transmission or facsimile.

Section 9.4 **Books and Records.** The Corporation shall keep at its principal office correct and complete books and records of the accounts, activities and transactions of the Corporation, the minutes of the proceedings of the board of trustees and its committees, and a current list of the trustees and officers of the Corporation and their business addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 9.5 **Amendments to Bylaws.** Subject to the notice requirements of Section 4.7, the bylaws of the Corporation may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the trustees in office at a meeting of the board of trustees at which a quorum is present; provided, however, that no motion to amend shall be acted upon until the next

regular meeting after the amendment has been submitted in writing. Both the initial meeting during which the amendment is submitted in writing and the following regular meeting during which the amendment is adopted are subject to the notice requirement of Section 4.7.

Section 9.6 **References.** Reference in these bylaws to a provision of the Internal Revenue Code is to such provision of the Internal Revenue Code of 1986, as amended, or the corresponding provision(s) of any subsequent federal income tax law. Reference in these bylaws to a provision of the Connecticut Revised Nonstock Corporation Act or any provision of Connecticut law set forth in such statutes is to such provision of the General Statutes of Connecticut, Revision of 1958, as amended, or the corresponding provision(s) of any subsequent Connecticut law.

Adopted: October 23, 2018