

SHERMAN LIBRARY ASSOCIATION , INCORPORATED

BYLAWS

AS AMENDED September 14, 2012

ARTICLE I

NAME AND PURPOSE OF CORPORATION

The name of the Corporation is the **Sherman Library Association, Incorporated** (the "**Corporation**"). The purpose of the Corporation is to operate and to maintain a free public library for the use and benefit of the people of the Town of Sherman, Connecticut. The Corporation is subject to the Freedom of Information Act of the State of Connecticut.

ARTICLE II

MEMBERS

Section 1. Members. Pursuant to the § 33-1055 of the Connecticut Non-stock Corporation Act (the "Act"), the Corporation shall be a membership corporation. The classes, rights, privileges, qualifications and obligations of members shall be as set forth in the Certificate of Incorporation and these By-laws. Members shall pay an annual membership fee to belong to the Corporation as set forth in the Standing Rules of the Corporation. Annual Membership fees shall be established by Standing Rule.

Section 2. Eligibility for Membership; Terms and Conditions of Membership. Any resident of the Town of Sherman and its environs may become a member by payment of the annual dues established by the Board of Trustees. Each member in good standing shall be entitled to receive notice of meetings of the members, and to participate and vote thereat, as provided in these By-laws. Each member in good standing shall be entitled to vote at all meetings of members. All the rights, powers and privileges of any member shall cease upon death or resignation

Section 3. Voting Rights of Members. The members shall have the right and power to elect the Board of Trustees and to vote on all other matters to which the members of a non-stock corporation have the right to vote under the Act, these By-laws, and the Certificate of Incorporation.

ARTICLE III MEETINGS

Section 1. Meetings. The meetings of the Corporation, except Executive Session, shall be open to the public. Not later than seven (7) days after the date of all meetings the minutes of the meeting shall be available for public inspection and posted on the Corporation's website, if available. The Corporation shall make, keep and maintain a record of the proceedings of its meetings. The Corporation shall file no later than January thirty-first (31st) of each year in the office of the Town Clerk of the Town of Sherman the schedule of the regular meetings of the corporation for the ensuing year and shall post such schedule on the Corporation's website, if available. This rule does not apply to committee meetings. No such meeting of the Corporation shall be held sooner than thirty(30) days after such schedule has been filed.

Section 2. Annual Meetings. The annual meeting of members of the Corporation shall be held on the second Friday of October each year prior to the annual meeting of the Board of Trustees; provided, however, that if in any year the annual meeting is not, or cannot be, held on such date, then the annual meeting may be called for any date or time before or after such date in the manner set forth below for calling special meetings. At each annual meeting of members, the members shall elect persons to the Board of Trustees for the ensuing year and may bring up any matter relating to the affairs of the Corporation; provided, however, that none of the Fundamental Matters defined in Article III Section 14 of these By-laws may be brought before the meeting unless described in the notice of the annual meeting.

Section 3 . Special Meetings. Notice of each Special Meeting of the Corporation shall be posted not less than twenty-four (24) hours before the meeting to which such notice refers on the Corporation's website, if available, and given not less than twenty-four (24) hours prior to the time of such meeting by filing a notice of the time and place in the office of the Town Clerk of the Town of Sherman to be posted in the clerk's office. At each special meeting, the members may transact only such business as is within the purpose or purposes described in the notice of meeting. The notice of any Special Meeting at which a Fundamental Matter will be discussed must state this in the notice of the meeting.

Section 4. Adjournment of Members Meetings. The members present or represented at any meeting of the members may adjourn to such future time and place as shall be agreed upon by them and announced at the meeting before adjournment.

Section 5. Notice; Waiver. Written notice of meetings shall be given in accordance with these By-laws or the Act. Written notice shall include electronic notice by "e-mail." A member may waive notice of any meeting required under these By-laws by a written instrument executed and filed with the Secretary of the Corporation either before or after the date and time specified in the notice. The Secretary shall cause any such waiver to be filed with the minutes or corporate records. A member attending or participating in a meeting shall be deemed to have waived any required notice to him or her of the meeting, unless the member, at the beginning of the meeting

or promptly upon his or her arrival, 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.

Section 6. Quorum. The members present in person or by proxy at a meeting shall constitute a quorum for the transaction of business.

Section 7. Voting Rights and Requirements. The votes of each member of the Corporation shall be reduced to writing and made available for public inspection within forty-eight (48) hours and shall be recorded in the minutes of the meeting at which taken. Each member of the Corporation shall be entitled to vote on each matter submitted to members for action. Member action on any matter whatsoever shall require the affirmative vote of a majority of the members of the Corporation present at the meeting in person or by proxy, except for the Fundamental Matters which shall require the vote of two-thirds (2/3) of the members present in person or by proxy.

Section 8. Proxies. Members may vote by proxy. All proxies shall be in writing and shall be effective upon the filing of an executed appointment form with the Secretary of the Corporation. A proxy shall not be valid after eleven (11) months from its date of execution unless it specifies a greater length of time for which it is to continue.

Section 9. Place of Meetings. Meetings of the members shall be held at the principal office or place of business of the Corporation in Connecticut, or at such other place inside Connecticut, as designated in the notice of meeting.

ARTICLE IV

BOARD OF TRUSTEES

Section 1 .Election, Size of Board of Trustees; Term of Office. There shall be no fewer than seven (7) nor more than twelve (12) Trusteeships on the Board of Trustees. The prescribed number of Trusteeships within this range shall be that number fixed by resolution of the members, or, if the members do not fix the number, then the prescribed number shall be the number of Trustees elected at the most recent annual meeting or meetings of the members. No Trustee shall be removed from office, or have his or her term of office shortened, because of a reduction in the prescribed number of Trusteeships. Trustees shall hold office for two (2) years and thereafter until their successors are properly elected and qualified; provided, however, that in the event that the members or the Board of Trustees determine that staggered terms for the Trustees is desirable, the members may elect certain of the Trustees for a term of one (1) year

and/or a term of three (3) years so that the terms can be staggered in the manner desired. No person may serve as a Trustee for more than three (3) terms regardless of the duration of the terms, which may be served consecutively. Persons may be nominated for election to the Board of Trustees by the Board of Trustees, or by any member before the annual meeting of the members or from the floor at the annual meeting of the members. The Board of Trustees may create a Nominating Committee or develop a protocol or procedure for the nomination of candidates for positions on the Board of Trustees.

Section 2 . Removal. A Trustee may be removed from office at any time with or without cause upon the affirmative vote of two-thirds (2/3) of the Trusteeships or upon the affirmative vote of (2/3) of the members present in person and by proxy at a meeting of the members. Trustees may be removed by judicial proceedings to the extent provided by the Act.

Section 3 .Vacancies. Vacant Trusteeships resulting from death, resignation or removal shall be filled for the unexpired portion of the term by vote of the Board of Trustees; provided, however, that notwithstanding the provisions of Section 14 of this Article III, if the Trustees remaining in office constitute fewer than a quorum, then they may fill the vacancy by the affirmative vote of a majority of all of the Trustees remaining in office.

Section 4 .Annual Meeting. The annual meeting of the Board of Trustees shall be held each year on the second Friday in October after the annual meeting of the members; provided, however, that if in any year the annual meeting is not, or cannot be, held on such date, then the annual meeting may be called for any date or time before or after such date in the manner set forth below for calling special meetings. At least thirty (30) days written notice of the annual meeting shall be given to each Trustee on the Board of Trustees specifying the time, date and place of the meeting; provided, however, that notice need not be given to any Trustee who is elected to the Board of Trustees at the annual meeting of the members preceding the annual meeting of the Board of Trustees in question. At each annual meeting, the Board of Trustees shall elect the officers of the Corporation for the ensuing year, and may bring up any other matters relating to the affairs of the Corporation; provided, however, that none of the Fundamental Matters may be brought before the meeting unless specifically described in the written notice of the meeting.

Section 5. Regular Meetings. Regular meetings of the Board of Trustees shall be held at the time and place specified from time to time by resolution of the Board of Trustees. Notice of the meetings need not be given; provided, however, that Fundamental Matters may not be brought before the regular meeting unless specifically described in a written notice of the meeting given at least thirty (30) days before the meeting. If no resolution shall be in effect, regular meetings of the Board of Trustees shall be called in the manner set forth below for calling special meetings of the Board of Trustees.

Section 6. Special Meetings. Special meetings of the Board of Trustees may be called by the President, and shall be called by the President upon the written request of any two (2) Trustees. If the President does not call the meeting within seven (7) days after receipt of the written

request, the Trustees making the request may call the meeting. Notice may be given by the person calling the meeting. At least two (2) days oral or written notice of each special meeting stating the date, time and place of the meeting shall be given to each Trustee; provided, however, that Fundamental Matters may not be brought before the special meeting unless written notice of the special meeting is given at least ten (10) days before the meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

Section 7. Notice; Waiver of Notice. Written notice of meetings shall be given in accordance with these By-laws or the Act and shall include electronic notice by "e-mail." A Trustee may waive notice of any meeting required under these By-laws by a written instrument executed and filed with the Secretary of the Corporation either before or after the date and time specified in the notice. The Secretary shall cause any such waiver to be filed with the minutes or corporate records. A Trustee attending or participating in a meeting shall be deemed to have waived any required notice to him or her of the meeting, unless the Trustee, at the beginning of the meeting or promptly upon his arrival, 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.

Section 8. Quorum and Voting Requirements. A majority of the number of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, except that a quorum for any meeting at which a Fundamental Matter shall be voted upon shall be two thirds (2/3) of the Trustees. The affirmative vote of a majority of the prescribed number of Trustees shall be required for action by the Board of Trustees on any matter, except for a vote to approve any of the Fundamental Matters which shall require the affirmative vote of two thirds (2/3) of the Trustees.

Section 9. Participation in Meeting by Teleconference or Similar Means. A Trustee may participate in a meeting of the Board of Trustees by, or conduct the meeting through the use of, any means of communication by which all Trustees participating in the meeting may simultaneously hear one another during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 10 . Transaction of Business Without Meeting. Any action required or permitted to be taken at a Board of Trustees meeting may be taken without a meeting if the action is taken by all of the members of the Board of Trustees. The action shall be evidenced by one or more written consents describing the action taken, signed by each Trustee, and included with the minutes or filed with the records of the Corporation. Action taken by written consent is effective when the last Trustee signs the consent, unless the consent specifies a different effective date.

Section 11. Powers. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Board of Trustees of the Corporation.

Section 12. Board Committees. The Board of Trustees may designate two (2) or more Trustees to constitute an executive committee or other committee. Board members or non-Board members may serve on committees created under this Section 12. Each committee shall have and may exercise the authority of the Board of Trustees as provided in the resolution establishing the committee; provided, however, that no committee may (a) fill vacancies on the Board of Trustees or any of its committees, or (b) approve any of the Fundamental Matters. The provisions set forth above regarding meetings, transaction of business without a meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees shall also apply to Board committees and their members. Each Board committee shall serve at the pleasure of the Board of Trustees and shall keep minutes of its proceedings which shall be reported to the Board of Trustees.

Section 13. Non-Board Ad Hoc Advisory Committees. In addition to the Board committees referenced in Section 12 of Article IV of these By-laws, the Board of Trustees may from time-to-time form such *ad hoc* advisory committees as it believes are necessary and prudent for the promotion of the Corporation's activities and purposes set forth in Article I of these By-laws. The members of any *ad hoc* advisory committees need not be members of the Board of Trustees, and shall be appointed by and serve at the pleasure of the Board of Trustees. The *ad hoc* advisory committees shall be advisory only, and shall promptly report their recommendations and suggestions to the Board of Trustees. The *ad hoc* advisory committees shall not have or exercise any of the powers of the Board of Trustees or of Board committee created under Section 12 of this Article III. The provisions set forth above in these By-laws regarding meetings, transaction of business without a meeting, teleconference meetings, notice and waiver of notice, and quorum and voting requirements shall also apply to committees and their members as applicable.

Section 14. Fundamental Matters. For purposes of these bylaws, the Fundamental Matters which require specific notice and the affirmative vote of two-thirds (2/3) of the Trusteeships *and* of two-thirds (2/3) of the members present at a meeting of the members in person or by proxy, are the following: (a) the removal of a Trustee under Section 2 of Article IV, (b) the approval of a plan of merger, or of the sale, lease, encumbrance, exchange or other disposition of all, or substantially all, of the real property or intangible personal property or library collection of the Corporation outside of the usual and regular course of affairs of the Corporation, (c) the dissolution and liquidation of the Corporation under Section 2 of Article VII, (d) the amendment of these bylaws under Section 4 of Article IX, and (e) the amendment of the certificate of incorporation under Section 6 of Article IX.

ARTICLE V

OFFICERS

Section 1. Titles, Election, and Duties. The Trustees shall elect from among their members a President, a Secretary, and a Treasurer, and may from time to time elect one or more Vice-Presidents, an Assistant Treasurer, an Assistant Secretary, and such other officers as they deem

expedient. The Trustees shall appoint and review annually an Executive Director. The Trustees shall elect an Audit Committee composed of a minimum of two Trustees to annually review the financial records of the corporation prior to the annual meeting of the membership. The President and Treasurer shall not serve on the Audit Committee. The Trustees shall set the membership fees of the Corporation. Any two or more offices may be held by the same person. The duties of the officers of the Corporation shall be the duties imposed by these By-laws and prescribed by the Trustees.

Section 2. President. The President shall preside at all meetings of the Trustees. The President shall be the chief executive officer of the Corporation and shall have general charge and direction of the affairs of the Corporation. The President shall be subject to the control of the Board of Trustees. The President shall appoint two (2) Trustees to the Minutes Approval Committee at each meeting of the Corporation. The President is an ex-officio member of all committees with the exception of the Nominating Committee.

Section 3. Vice-President. The Vice-President, if any, or, if there shall be more than one, the Vice-Presidents in the order of seniority or in any other order determined by the Board of Trustees shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

Section 4. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep the fiscal accounts of the Corporation. The Treasurer may endorse checks, notes, and other obligations for and on behalf of the Corporation, and shall deposit the same and all monies and valuables in the name of and to the credit of the Corporation in the banks and depositories the Board of Trustees shall designate. The Treasurer shall prepare or have prepared the financial statements described in Section 3 of Article IX of these By-laws.

Section 5. Assistant Treasurer. The Assistant Treasurer, if any, shall assist the Treasurer in the performance of the Treasurer's duties and shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Trustees and of the members, and shall authenticate records of the Corporation, unless any of such duties are delegated to another officer by the Board of Trustees. The Secretary shall give notice of meetings as required in these By-laws. The Secretary shall have custody of the corporate seal and all books, records, and papers of the Corporation, except those in the custody of any other person authorized to have custody and possession of books, records, and papers by a resolution of the Board of Trustees.

Section 7. Assistant Secretary. The Assistant Secretary, if any, shall assist the Secretary in the performance of the Secretary's duties and shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the secretary.

Section 8. Terms of Office. Each officer shall serve for the term for which the officer is elected or until the officer's successor is duly elected and qualified, but any officer may be removed by a vote of 2/3 of the Board of Trustees at any time with or without cause and with or without notice or hearing. Any vacancy in any office shall be filled by the Board of Trustees.

ARTICLE VI

EXECUTIVE DIRECTOR

Section 1. Title, Appointment and Duties-The Trustees of the corporation shall appoint an Executive Director. Executive Director of the library shall be appointed by a 2/3 vote of the Board of Trustees and shall operate the library according to the policies adopted by the Library Board of Trustees. Among the Director's duties and responsibilities shall be the direction and supervision of all staff members in the performance of their duties; and the submission to the Board of such proposed policies, procedures, and budgets as will, in his/her opinion, promote the efficiency of the library and its service to the people of the community.

ARTICLE VII

DISTRIBUTION OF ASSETS

Section 1. Generally. None of the income or assets of the Corporation shall ever be distributed to, or inure to the benefit of, its Trustees or officers or to any private individual.

Section 2. Voluntary Dissolution and Liquidation. The Corporation may be dissolved and liquidated at any time by the affirmative vote of two-thirds (2/3) of the Trusteeships and the affirmative vote of (2/3) of the members present in person or by proxy at a meeting of the members. In the event the Corporation is dissolved, the assets remaining after payment of all liabilities shall be distributed, subject to and consistent with the Code and subject to any donor imposed restrictions to such charitable, educational, religious and/or scientific organizations exempt from taxation under Section 501(c)(3) of the Code and operating in Sherman, Connecticut the purpose and mission of which is as near as practicable to those of the Corporation as determined by a court having jurisdiction over charitable Corporation and assets in the State of Connecticut. The Attorney General of the State of Connecticut shall be a necessary party to any such proceedings. In the event of a transfer of real estate to the Town under this provision the terms and conditions set forth above shall be included in any Quitclaim or Warranty Deed provided to the Town by the Corporation.

ARTICLE VIII

COMPLIANCE PROGRAM

The Corporation shall adopt and at all times maintain a Compliance Program/Code of Ethics which shall include a Conflict of Interest policy. The Compliance Program shall articulate the Corporation's policies concerning high ethical practices in the conduct of all of its affairs. The Compliance Program shall be adopted, maintained, and revised from time to time by the membership and Board of Trustees. A copy of the Compliance Program shall be kept in the permanent records of the Corporation.

ARTICLE IX

OTHER PROVISIONS

Section 1. Indemnification and Advances. The Corporation shall indemnify its Trustees, officers, employees, and agents to the fullest extent permitted by law. In this regard, the Board of Trustees may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law.

Section 2. Corporate Seal. The corporate seal shall be a circular seal with the full name of the Corporation set forth in the margin of the circle.

Section 3. Financial Statements. The fiscal year of the Corporation shall be July 1 through June 30. The Corporation shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of disbursements and receipts for that year. If the annual financial statement is reported upon by a public accountant, then the report of the public accountant must accompany the statements.

Section 4. Amendment of Bylaws. New By-laws may be adopted, and existing bylaws may be amended or repealed upon the affirmative vote of two-thirds (2/3) of the members present in person or by proxy at a meeting of the members *and of* two-thirds (2/3) of the Trusteeships, at a meeting or meetings for which notice of changes to the bylaws, or of the amendment or repeal, has been given to the members and the Board of Trustees. No change shall be made in these bylaws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

Section 5. Record of Changes. Whenever a bylaw is amended or repealed, or a new bylaw is adopted, the action and the date on which it was taken shall be noted on the original bylaws in the appropriate place, or a new set of bylaws shall be prepared incorporating the changes.

Section 6. Amendment of certificate of incorporation. The Certificate of Incorporation may be amended at any time upon the affirmative vote of two-thirds (2/3) of the members present in

person or by proxy at a meeting of the members *and of* two-thirds (2/3) of the Trusteeships, at a meeting or meetings for which notice of the amendment has been given. No change shall be made in the Certificate of Incorporation which will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

Section 7. Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the Certificate of Incorporation and these bylaws, the terms of the Certificate of Incorporation shall prevail.

Section 8. Statutory Reference. The term "Act" as used in these bylaws shall mean Title 33, Chapter 602, of the General Statutes of Connecticut as amended from time to time or any replacements of Title 33, Chapter 602.

Section 9. Parliamentary Authority. The Corporation shall use the most current version of Roberts Rules of Order Newly Revised as its parliamentary authority.

Certified by the Secretary of Sherman Library Association, Incorporated as the By-laws duly adopted on September 14, 2012.



Susan Seeger, Secretary
Sherman Library Association

STANDING RULES OF THE SHERMAN LIBRARY ASSOCIATION, INC.

ANNUAL MEMBERSHIP FEES

1. The Annual Membership Fees of the Corporation shall be set by a majority vote of the Trustees.
2. Annual Membership Fees are:
 - Mark Twain Society – \$1,000
 - Harriet Beecher Stowe Patrons – \$500
 - Robert Frost Guild – \$250
 - Louisa May Alcott Circle – \$100
 - Laura Ingalls Wilder Club – \$50
 - Special Children's Membership Program