

THE DAVID M. HUNT LIBRARY AND SCHOOL ASSOCIATION
Established September 18, 1889
TOWN OF CANAAN, County of Litchfield, State of Connecticut

BY-LAWS

ARTICLE I
BOARD OF DIRECTORS

The David M. Hunt Library (the Library) shall be governed by a Board of Directors (the Board) elected by the David M. Hunt Library and School Association (the Association).

Section 1.1. General Powers:

- (a) As stewards of the public trust, the Board of Directors (the Board) shall be responsible for the governance and the ongoing process of due diligence to assure the financial health and effectiveness of The David M. Hunt Library. The Board will engage in an ongoing planning process that assesses the needs of the Library and the role of the Library in the community and ensure that the Library develops to meet those needs. The Board shall be guided by the By-Laws, Articles of Association and Constitution.
- (b) The Board shall make and enforce such rules and regulations for the governance of the Library and the protection of the property, as they shall deem necessary.
- (c) The Board shall be responsible for employing and determining the salary and benefits of a qualified Executive Director. The Board shall determine the total salaries and benefits available for the Executive Director's staff.
- (d) The Board does not manage the day-to-day affairs of the Library but delegates that function to the Executive Director of the Library. The Board must, however, exercise reasonable and prudent oversight with respect to employees to whom such affairs are delegated.

Section 1.2. Number of Directors: The governing body of this Association shall be a Board of no less than nine and no more than fifteen Directors, a majority (equal to or greater than 51%) of whom shall be residents of the Town of Canaan, known as Falls Village.

Section 1.3. Meetings:

- (a) The quorum for the Board meetings shall be equal to or greater than 51%. All meetings are open to the public, except for executive sessions held under terms of Connecticut state law.
- (b) Special meetings of the Board or the Association may be called by the President when he/she deems it necessary, or shall do so at the written request of nine Directors. In the absence of the President and Vice President, meetings may be called by the Secretary, and may be presided over by a President pro-tem, chosen at the meeting.
- (c) Any one or more members of the Board, or of any committee thereof, may participate in a meeting by means of a conference telephone, email, or similar electronic transmission. Participation by such means shall constitute presence in person at the meeting. An agenda of all items to be discussed at regular and special meetings, and agenda support materials shall be made available to all Directors prior to such meetings.
- (d) The current Robert's Rules of Order shall govern all meetings of the Board and Association.

Section 1.4. Financial Responsibility:

- (a) The Board shall have the charge (dictionary states “care and supervision”) of all property and funds and securities that shall come into possession of the Association.
- (b) The funds of the Association shall be deposited in accounts at one or more banks or in the Association’s endowment fund(s) as designated by the Board.
- (c) The Board will provide for an annual audit of the accounts of the Association. To ensure effective financial management, propriety of financial transactions, and full disclosure of fiscal activities of the Association, the Board shall give a full accounting in writing of all monetary activity, including the Board approved budget, at the annual meeting of the Association. All material handed out at a regular or special meeting of the Board or at the annual meeting of the Association related to fiscal matters shall be attached to the master copy of the minutes of all said meetings.

Section 1.5. Vacancies: Any vacancy occurring in the Board of Directors may be filled by nomination of a qualified candidate by the Governance Committee and an affirmative vote of the majority (> 50%) of the Board. A Director appointed to fill a vacancy shall be confirmed at the next Annual Meeting of the Association.

Section 1.6. Resignation: A Director may resign at any time by filing a written resignation with the President of the Board.

Section 1.7. Removal: The Board may recommend removing any Director for failure to participate, non-performance of duties or other cause deemed sufficient by the Board by an affirmative vote of nine Directors at a special meeting of the Association. A special meeting of the Association shall be called to vote on the removal. A statement of reason for removal shall be mailed by Registered Mail to the Director proposed for removal at least thirty days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when and where The Association is to take action on the removal. The Director shall be given an opportunity to be heard and the matter considered by the Association at the time and place mentioned in the notice. A report of the removal shall be made at the next annual meeting of the Association.

Section 1.8. Conflict of Interest: No member of the Board, his/her family or business may benefit financially from any activity or function associated with the D. M. Hunt Library. If, after proper documented investigation, it is determined that a Board member, his/her family member or business may provide service or material in the best interest of the D. M. Hunt Library, an exception may be made. Said exception must be presented to and voted upon by the Board with the Director in question recusing himself/herself from said vote.

Section 1.9. Collective Authority: The Board as a collective body makes all decisions of the Board, except as stated in **Section 3.1** (a). No individual member may make decisions or act for the Board unless specifically authorized to do so by a vote of the membership of the Board.

ARTICLE II OFFICERS OF THE BOARD OF DIRECTORS

Section 2.1. Governance Committee: The Governance Committee shall present a slate of officers at the annual meeting. Additional nominations from members of the Association may be made from the floor at that time.

Section 2.2. Positions: Four officers, President, Vice President, Secretary and Treasurer shall be elected from the Directors at each annual meeting of the Association. Terms are as follows: President, one two-year term, no consecutive terms. Vice President, one two-year terms, no consecutive terms. Vice President becomes President when President leaves office. Treasurer, four-year term, one consecutive term allowed. Secretary, four-year term, one consecutive term allowed. Directors, four-year terms, continuous consecutive terms allowed. Terms of elected Board members begin when they are elected at an annual meeting except those appointed by the Town of Canaan Board of Selectmen.

ARTICLE III COMMITTEES

Section 3.1. Standing Committees or Ad Hoc Committees: The Board may establish as it deems necessary Committees to implement the purposes of the Library and the Association. All Committees shall make progress reports to the Board of each of their meetings. At least one Board member shall serve on each Committee. All Board members shall serve on at least one Committee. No Committee shall have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act. The Board may at any time dissolve any Committee.

- (a) **Executive Committee** - Shall consist of the President, Treasurer, and Chair of the most pertinent Committee (or any other Chair if most pertinent is unavailable) and Executive Director as a non-voting member, with the Board President serving as the Executive Committee Chair. It shall have the full power of the Board of Directors between meetings limited to any situation that arises where the functioning of and/or the integrity of the DM Hunt Library physical structure has been compromised and immediate action is required to prevent further damage and/or disrepair, or any other time-sensitive emergency situation requiring immediate action. A majority vote (2 of 3) of the Executive Committee is required for approval. Any such action shall be reported back to the Board of Directors at its next regular meeting.
- (b) **Governance Committee** - Has the primary responsibility for cultivating and recruiting future Board members. In addition, it will take the lead in the development of a long-range Strategic Plan, and as needed, suggest updates to the Mission Statement and By-Laws. It is also the responsibility of the Governance Committee to ensure participation by all Board members, diversity within the Board, and focus on strategic issues.
- (c) **Fund Development Committee** - Is responsible for developing, encouraging, and engendering a philanthropic culture among DM Hunt Library patrons, the Board, and in the larger community including businesses and other organizations. Its goal is to effect positive outcomes in the Library's fiscal health by instilling a sense of ownership and responsibility to the Library among individuals and institutions in our community. Its tasks include:
 - Creating and tracking Annual Appeal campaigns
 - Creating and distributing an Annual Donor Newsletter
 - Advising the Board of strategic opportunities to enhance patron donor support
- (d) **Finance Committee** - Advises the Board with respect to the financial health of the DM Hunt Library. This includes drafting and monitoring the Annual Budget as well as developing and executing long-term strategies for investment and management of Library funds.
- (e) **Building/Facilities Committee** - Is responsible for assessing the short-term and long-term conditions of the building, facilities, and grounds and advising the Board and the Executive Director of actions that need to be taken to keep them in good repair.

ARTICLE IV
INDEMNIFICATION

Section 4.1. Indemnification: The Board shall purchase and maintain insurance to indemnify the Association and its Directors, Officers, employees and volunteers to the full extent such indemnification is permitted by law.

ARTICLE V
AMENDMENTS

Section 5.1. Amendments: These By-Laws may be altered, amended or repealed, and new By-Laws may be adopted by a majority of members of the Board present at any regular or special meeting of the Association or at any special meeting with a Board quorum present.

As amended August 17, 2018