

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

CONSTITUTION AND BY-LAWS

ARTICLE I
MEMBERSHIP

Section 1. Any library card holder or contributor 18 years of age or older at the time of the Annual Meeting of the Association is a member of this Association.

Section 2. Every member shall be entitled to vote in any meeting of the members of the Association or by proxy if absent.

ARTICLE II
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 2.1. General Powers:

- (a) As stewards of the public trust, the Board of Directors 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 ensures that the Library develops to meet those needs. The Board shall be guided by the Constitution and By-Laws and the Articles of Association.
- (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 2.2. 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. One third of the Directors shall be appointed on recommendation of the Board of Selectmen.

Section 2.3. Meetings:

- (a) The Annual Meeting of this Association shall be held in the month of July or at such other time as set by the Board of Directors and shall be called by notices signed by the President or Secretary, posted at the Town Hall, and published in a local newspaper at least five days before the time of said meeting. The notices shall state in full the purpose of the meeting. A quorum shall consist of nine members.
- (b) 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.
- (c) Special meetings of the Board or the Association may be called by the President when s/he deems it necessary, or shall be called at the written request of at least 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.
- (d) Any one or more members of the Board, or of any committee thereof, may participate in a meeting by means of a conference telephone, video conference, 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.
- (e) The current Robert's Rules of Order shall govern all meetings of the Board and Association.

Section 2.4. Financial Responsibility:

- (a) The Board shall be responsible for the 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.

(d) The Board of Directors of the Association shall have full authority to expend such funds as may be granted by the Town for the Association's use, except where specific funds are granted for a specific purpose.

Section 2.5. Nominations and elections: The Governance Committee shall present a slate of Directors at the Annual Meeting. Additional nominations from members of the Association may be made from the floor at that time. Directors are elected by a majority vote of all members of the Association present at the meeting. Directors shall serve four-year terms. Continuous consecutive terms are allowed. Terms of elected Directors begin when they are elected at an Annual Meeting or, for those appointed on the recommendation of the Board of Selectmen, at the Annual Meeting following such appointment.

Section 2.6. Vacancies: Any vacancy occurring in the Board of Directors may be filled by nomination of a qualified candidate by the Governance Committee and appointment by 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. If the Director so appointed and confirmed is filling a vacancy resulting from the resignation or removal of a Director mid-term, that Director shall serve out the balance of the unexpired term and shall then be eligible to be nominated for a full term.

Section 2.7. Resignation: A Director may resign at any time by filing a written resignation with the President of the Board.

Section 2.8. 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 2.9. 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 or 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 2.10. Collective Authority: The Board as a collective body makes all decisions of the Board, except as stated in **Section 4.1 (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 III OFFICERS OF THE BOARD OF DIRECTORS

Section 3.1. Nominations and elections: 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. Directors are elected by a majority vote of all members of the Association present at the meeting.

Section 3.2. Positions: All Directors shall be eligible to be elected officers. Four officers-- President, Vice President, Secretary and Treasurer--shall be elected from the Directors at an annual meeting of the Association. Terms are as follows: President, one two-year term, no consecutive terms; Vice President, one two-year term, no consecutive terms; Vice President becomes President upon the President's mid-term resignation or removal; Treasurer, four-year term, one consecutive term allowed; Secretary, four-year term, one consecutive term allowed. If an officer is filling a vacancy resulting from the mid-term resignation or removal of an officer, that officer shall serve out the balance of the unexpired term and shall then be eligible to be nominated for a full term, which full term shall be considered the officer's first term.

Section 3.3. Officers:

- (a) The President shall preside at all meetings of the Association and of the Board of Directors.
- (b) The Vice-President shall preside at meetings in the absence of the President.
- (c) The Secretary shall keep a detailed record of all meetings of the Association and the Board of Directors and make all reports of the same at the Annual Meeting.
- (d) The Treasurer shall be covered by a suitable bond and shall have charge of all the funds of the Association. The Treasurer shall make appropriate disbursements for normal expenses coming within the scope of the budget as approved, or as subsequently amended, by the Board. S/he shall present at the Annual Meeting the Board's report of all funds received and disbursed. The Treasurer shall oversee the conduct of an independent audit at the end of each fiscal year.

ARTICLE IV COMMITTEES

Section 4.1. 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. 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. The Board President shall appoint Committee Chairs, each of whom shall be members of the Board of Directors. Committee Chairs shall invite Committee members, who need not be Directors. The Board President and the Executive Director are ex officio members of all Committees.

- (a) **Executive Committee** - Shall consist of the President, Vice-President, Secretary, Treasurer and Immediate Past President, with the Executive Director as a non-voting member, with the Board President serving as the Executive Committee Chair. The Executive Committee may sit in Executive Session without the participation of the Executive Director when deemed necessary. The Committee may invite the relevant 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 (3 of 5) 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 the Constitution and By-Laws. It is also the responsibility of the Governance Committee to ensure participation by all Board members, encourage diversity within the Board, and focus on strategic issues.
- (c) **Fund Development and Fund Raising 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, as well as coordinating fundraising activities of the Board and the Friends. 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
 - Overseeing fundraising activities
- (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 and Grounds Committee** - Is responsible for assessing the short-term and long-term conditions of the building and grounds and advising the Board and the Executive Director of actions that need to be taken to keep them in good repair.
- (f) **Program Committee** – In consultation and cooperation with the Executive Director, recommends, develops and presents programs for the community.

ARTICLE V INDEMNIFICATION

Section 5.1. 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 VI AMENDMENTS

Section 6.1. Amendments: This Constitution and By-Laws may be amended, or repealed and a new Constitution and By-Laws adopted by a majority of members of the Association present at any regular or special meeting of the Association, except that the Constitution and By-Laws of the Association shall not be amended so as to prohibit the free use of the library.

As amended by unanimous vote of the Association at the Annual Meeting, July 22, 2022