

**AMENDED AND RESTATED BYLAWS
OF
THE AVON FREE PUBLIC LIBRARY, INC.**

PREAMBLE

The Avon Free Public Library, Inc. (the "Library") is an independently chartered, tax-exempt corporation that provides professionally managed library programs and services for the benefit of the citizens of the Town of Avon ("Avon") through a contract with Avon pursuant to the General Statutes of Connecticut, Title II, Chapter 190, Sections 11-20 through 11-37, as amended. The Library derives its operational revenue from Avon.

ARTICLE I - BOARD OF DIRECTORS

Section 1. The Board of Directors (the "Board") shall consist of twelve (12) Directors, one (1) of whom shall be the President of the Friends of the Avon Library.

Section 2. Each Director shall be appointed by the Board for a term of three (3) years and may be reappointed for one (1) additional term of three (3) years. If, however, the Director is also a past or present officer at the time of expiration of his or her second term of three (3) years, then the Director may be appointed for one (1) additional term of three (3) years.

Section 3. Interim Directors filling unexpired terms of one (1) or two (2) years may serve, in addition, two (2) three-year terms.

Section 4. The immediate past President of the Board, if his or her directorship has expired, shall be a member, ex officio, for one (1) year.

Section 5. All members of the Board shall be Avon residents and have a valid library card.

Section 6. In the event of a vacancy on the Board, the Operations and Administration Committee shall propose a replacement, who shall be voted on by the full Board at the next meeting to fill the unexpired term.

ARTICLE II - MEETINGS

Section 1. There shall be no less than ten (10) monthly meetings of the Board per annum. Unless otherwise specified by the Board, these meetings are to be held on the third Tuesday of the month, except in the month of August. The annual meeting shall be held in October (or such other month as may be designated by the Board) for the election of officers and to fill any vacancies on the Board.

Section 2. Special meetings may be called at any time by the President, or upon request of two (2) members of the Board.

Section 3. Seven (7) Directors shall constitute a quorum.

Section 4. Notices of all meetings shall be mailed by the Secretary to all members at least five (5) days before the meetings.

Section 5. For purposes of assuring that a quorum shall be present and acting throughout a meeting, any Director who shall be unable to attend a meeting (in whole or in part) shall provide the Secretary, the Library Director or any member of the Library staff with advance notice. If any Director is absent from three (3) or more meetings (in whole or in part) during any twelve (12) month period, that Director shall be considered as having submitted his or her resignation for the Board's consideration.

Section 6. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if a majority of the Board, consents thereto in writing (which writing may include, but not be limited to, fax, email or mailed consent) and the writing or writings are filed with the minutes of proceedings of the Board.

ARTICLE III - OFFICERS AND THEIR DUTIES

Section 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected from among the Board members to serve for one (1) year.

Section 2. In the event of vacancy among the officers, the Operations and Administration Committee shall propose a replacement from among the Board members, who shall be voted on by the full Board at the next meeting, to fill the unexpired term.

Section 3. The President shall preside at all meetings. The President shall appoint committees and name committee chairpersons where appropriate. The President may not serve more than three (3) consecutive years.

Section 4. The Vice President shall act in the absence of the President.

Section 5. The Secretary of the Board shall keep a true and accurate account of all proceedings of the Board meetings, and shall send copies of the minutes to each member of the Board; shall issue notices of all regular and special meetings; shall have custody of the minutes and other records of the Board; shall notify the Operations and Administration Committee of any vacancies on the Board; shall be responsible for all official Board correspondence and shall maintain copies of such correspondence.

Section 6. The Treasurer shall be responsible for the maintenance of appropriate financial records and internal controls; shall oversee all expenditures; shall manage memorial and other monetary gifts; and shall be Chairperson of the Operations and Administration Committee.

Section 7. The Vice President, Secretary, and Treasurer are each duly authorized to appoint an assistant from the members of the Board, if they deem it necessary; provided, however that each appointment is made with the advance written concurrence of the President (which appointment and concurrence shall be noted in the Minutes). Each assistant appointed

pursuant to this Section 7 shall serve at the pleasure of the President and the officer to whom each is an assistant (and either of them may discharge the assistant).

ARTICLE IV - FISCAL YEAR

The fiscal year of the Library shall be from July 1 to June 30.

ARTICLE V - COMMITTEES AND THEIR DUTIES

Section 1. The standing committees of the Board shall be:

a. Operations and Administration Committee

The Operations and Administration Committee will oversee those functions that deal with the business management of the Library, including operating policies and procedures, financial planning and management, endowment and fund raising, technology and organization, as well as certain business functions of the Board such as nomination and selection of new Board members, and policies and bylaws of the Board.

b. Marketing and Public Relations Committee

The Marketing and Public Relations Committee will be responsible for all of the functions associated with articulating and communicating the mission of the Library and its role and relationship to other public services in the town. It will develop and implement policies and guidelines for acquisitions and memorials and oversee art displays and special events.

c. Strategic Planning

The Strategic Planning Committee is responsible for the strategic and long-range plans of the Library. This committee may also include, on an ad hoc basis, other individuals (i.e., non-Board members) who can provide expertise relating to the future direction of the Library, its programs and services, and its collections, equipment and staff. This committee will employ the use of outside consultants, as necessary, with approval of the full Board.

ARTICLE VI - POWERS OF THE BOARD

The Board shall have the following powers and responsibilities:

1. to appoint a Library Director who shall: (a) be the executive director of the Library; (b) have the sole charge of Library operation and administration; (c) perform his or her duties in accordance with the policies established by the Board and subject to the review of the Board; (d) not be removed except for cause and upon the affirmative vote of at least two-thirds of all twelve (12) members of the Board (excluding ex officio members) at a meeting duly called and held, with such action governed by any applicable Avon regulation or procedure relating to the retention or removal of Avon employees.

2. approve a budget as required for the coming fiscal year; any proposed expenses not contained in the budget must be approved by the Board;
3. to form special committees made up of people not on the Board, for the accomplishment of special purposes, and it shall have the power to dissolve these committees;
4. to determine and adopt written policies to govern the operation and programs of the Library;
5. to determine the purposes of the Library and secure adequate funds to carry on the Library's program;
6. to know the programs and the needs of the Library in relation to the community and to keep abreast of standards and Library trends;
7. to establish, support and participate in planned public relations programs; and
8. to establish and uphold personnel policies for the Library staff.

ARTICLE VII - CONFIDENTIALITY OF LIBRARY RECORDS

It is recognized by the Board that the circulation records and other records identifying the names of Library users are confidential in nature, and as such shall not be made available to any agency of state, federal, or local government except pursuant to such process, order or subpoena as may be authorized under the authority of and pursuant to federal, state or local law relating to civil, criminal or administrative discovery procedures or legislative investigative power.

ARTICLE VIII - AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote at any regular meeting of the Board, provided notice of the proposed amendment has been given in writing to all members at least ten (10) days prior to the meeting.

Adopted this 21st day of December 2004.

THE AVON FREE PUBLIC LIBRARY, INC.

By: _____
Name: Richard Brigham
Its: Secretary