

**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 (the “Town”) through a contract with the Town 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 the Town, augmented by gifts and grants.

ARTICLE I - BOARD OF DIRECTORS

Section 1. The Board of Directors (the “Board”) shall consist of ten to twelve (10 – 12) Directors, one (1) of whom shall be a member of the Executive Board 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 their second term of three (3) years, then the Director may be appointed for one (1) additional term of three (3) years.

Section 3. The immediate past President of the Board, if their directorship has expired, shall be a member, for one (1) year.

Section 4. All members of the Board shall be Avon residents and have a valid library card.

Section 5. 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.

Section 6. Should a replacement to fill a Board vacancy not be appointed, a director emerit may be reappointed, by vote of the full Board, as a voting member for a term of one (1) year, or until such time a replacement is appointed.

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. Annually, in October (or such other month as may be designated by the Board), the Board will hold its election of officers; perform its review of the Library’s Form 990, the Librarian’s Annual Report, and the Board’s Annual Highlights.

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. A quorum exists when more than 50% of the Directors are present.

Section 4. Notices of all meetings shall be sent by the Library Director or President of the Board to all members at least five (5) days before the meetings.

Section 5. For purposes of assuring that a quorum shall be present and active throughout a meeting, any Director who shall be unable to attend a meeting, in whole or in part, shall provide the Library Director and their administrative assistant, or the President, with advance notice. Opportunities for remote participation and voting in meetings via telephone or computer will be offered when appropriate.

Attendance at meetings is a prerequisite for continued service as a Director. Three (3) or more consecutive unexcused absences or four (4) total unexcused absences during the Library calendar year shall be grounds for considering replacement of the Director. After due notice to the Director and appropriate Board consultation, the decision to replace a Director due to absences shall rest with the Board.

The Board President is empowered to excuse Directors from attendance if the reason for absence is deemed adequate. The President shall not have the power to excuse him/herself from Board meeting attendance, and in that case, the Board Vice President shall excuse the President.

In the event of a Director's request for a leave of absence, the Board will consider the personal circumstances, as well as the number of open seats on the Board, and the skills and experience that the Board will miss during the leave of absence. The decision will be made with consideration for both sustaining the Board's effectiveness, and the Board's desire to maintain the continuity of experience and skills of the requesting Board Member.

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 at least one (1) year, and may retain their office in subsequent years at the request of the Library Director and with the approval of the full Board.

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 vacancy.

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 except by vote of the full Board.

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. The Library Director shall send copies of the minutes to each member of the Board; have custody of the minutes and other Board records; and maintain copies of official correspondence.

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

Section 7. The Vice President, Secretary, and Treasurer are each duly authorized to appoint an assistant from the members of the Board. Each appointment is made with the advance written concurrence of the President. Both the appointment and concurrence must 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.

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, 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 be responsible for supporting the Library Director in community outreach initiatives, special events, and the Library's relationships with other groups and entities in the town.

c. Strategic Planning

The Strategic Planning Committee is responsible for the strategic and long-range plans of the Library. It will develop the vision, mission, values and goals for key

areas of the Library, including but not limited to collection and services, communications, marketing and public relations, facility, technology and staff development with a focus on sustainability and growth. It will also be responsible for supporting the Library Director in outreach and information sharing to the Town Council and the community.

d. Investment Committee

The Investment Committee is responsible for managing investments needed to achieve short-, mid-, and long-term goals of the Library. Final investment authority shall rest with the Board except as delegated to the Investment Committee. The Investment Committee shall consist of Board members, including the President and Treasurer, who shall serve as Chairperson. The Investment Committee shall meet at such time and place as called by the Chairperson on an “as needed” basis. It will develop ongoing strategies to maximize return on investments in a risk-based approach that is consistent with library appetite. It will be responsible for supporting the Library Director in addressing any unknown and unexpected financial impact events not covered or considered as well as attainment of the capital plan strategy and goals.

Section 2. A committee may engage external individuals to provide supplemental expertise with approval from the Board on an ad hoc basis.

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 their 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 ten to twelve (10-12) members of the Board at a meeting duly called and held, with such action governed by any applicable Town regulation or procedure relating to the retention or removal of Town employees.

2. to approve a budget as required for the coming fiscal year; any proposed expenses that materially deviate from the budget must be approved by the Board;

3. to form special committees made up of Directors and individuals 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 in accordance with 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 16th day of November 2021

THE AVON FREE PUBLIC LIBRARY, INC.

By: _____

Name: Stephanie Guralnick