

**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) fiscal years and may be reappointed for one (1) additional term of three (3) years. If, however, the Director is also a 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. Director terms begin the month they are voted on by the Board. Director terms will always end at the end of a fiscal year.

Section 3. All members of the Board shall be Avon residents and have a valid library card.

Section 4. 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 5. Should a replacement to fill a Board vacancy not be appointed, a director emeritus may be reappointed, by vote of the full Board, as a voting member for the lesser of 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 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 virtual participation and voting in meetings via telephone, or computer or similar 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 fiscal year shall be grounds for considering replacement of the Director. After due notice to the Director by the Board President 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 two (2) years. By May 1st, current officers and any current Director may indicate to the Library Director interest in remaining or becoming an officer. Nominations will be considered by the Operations and Administration committee. Officers will recuse themselves from discussions considering their position if contested. The Board will vote on officers in June with officer installation to occur at the start of the fiscal year in July.

Section 2. In the event of a 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. Responsibilities of the President: in addition to Chairing all Board of Directors meetings and any other tasks incident to the office, the President will:

- (a) Chair the Operations and Administration committee;
- (b) Be a secondary disbursing agent, after the Treasurer of all funds and accounts of the Board;

- (c) Authorize calls for any special meetings;
- (d) Prepare an agenda for all meetings of the Board;
- (e) Oversee all business of the Board and has authority to delegate responsibility;
- (f) Serve as ex-officio member of all committees of the Board;
- (g) Appoint members and chairs of committees;
- (h) Execute documents on behalf of the Board; and
- (i) Represent the Board in correspondence with patron grievances.

Section 4. Responsibilities of the Vice-President: in addition to assisting the President, the Vice President will:

- (a) Chair Board of Directors meetings in absence of the President;
- (b) Chair the Operations and Administration committee meetings in absence of the President;
- (c) Serve on the Operations and Administration committee;
- (d) Anticipate to prepare for and become incoming President at end of President's term (unless otherwise indicated by Board or is term limited).

Section 5. Responsibilities of the Secretary: in addition to Chairing the Policy revision sub-committee and any other tasks incident to the office, the Secretary will:

- (a) Ensure accurate written minutes of Board meetings and review the work of the paid meeting recorder, if any;
- (b) Transmit all correspondence to Board members or delegate authority to do so;
- (c) Ensure all minutes, Board communications and official Board documents, including Board policies, are maintained and safeguarded; and
- (d) Serve on the Operations and Administration committee.

Section 6. Responsibilities of the Treasurer: in addition to Chairing the Financial Operations Committee and any other tasks incident to the office, the Treasurer will:

- (a) Monitor the Financial Operations of the Library and recommend policies and procedures for Board approval regarding same;
- (b) Be the custodian of all funds and the disbursing agent of the Board;
- (c) Review on an ongoing basis and approve the accounts and expenditures of the Library Board pursuant to Board approved procedures;
- (d) Report to the Board at each Regular Meeting and at each Annual Meeting on the financial condition;
- (e) Recommend an Operating Plan for the Fiscal Year for approval by the Board;
- (f) Maintain or cause to be maintained a set of books of account disclosing monies received, liabilities incurred and expenditures made in connection with the operation of the Library; and
- (g) Serve on the Operations and Administration committee.

Section 7. The Treasurer is duly authorized to appoint an assistant from the members of the Board. Such appointment shall be made with the advance written concurrence of the President. Both the appointment and concurrence must be noted in the Minutes. Any assistant appointed

pursuant to this Section 7 shall serve at the pleasure of the President and the Treasurer to whom they are 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

- (a) Oversee those functions that deal with the business management of the Library, including operating policies and procedures, financial planning and management, technology and organization;
- (b) Nominate new members and officers of the Board; and
- (c) Operate the Policy revision sub-committee, consisting of a subset of members of the Operations and Administration committee that review and revise Board policies on a rotating basis.

b. Marketing Committee

- (a) Understands Library services and Library users;
- (b) Creates the Library branding, including logo and unique identity, and implements branding throughout the Library; and
- (c) Uses various methods to increase public awareness of the Library's role and service; such as website, social media engagement, community outreach and partnerships.

c. Strategic Planning

- (a) Responsible for the strategic and long-range plans of the Library;
- (b) Develops 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;
- (c) Supports the Library Director in outreach and information sharing to the Town Council and the community; and
- (d) Provides updates on a quarterly basis to the Board on the execution of the strategic plan including any issues, revisions or delays.

d. Financial Operations Committee:

- (a) Consists of Board members including the President and Treasurer, who shall serve as Chairperson;
- (b) Oversee financial planning and management including the recommendation of an Annual Operating Plan for approval by The Board;
- (c) Establish policies and guidelines for Investments needed to achieve short-, mid- and long-term goals of the Library.;

- (d) 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; and
- (e) Determine The Board's need for Directors & Officers and other insurance coverages and make recommendations regarding the same to The Board.

e. Staff Engagement Committee

- (a) Serves as a liaison between the Board and Library staff;
- (b) Responsible for executing annual staff climate survey and communicating responses to the Board; and
- (c) Implements Board recognition of staff (lunches or coffees).

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 to:

1. 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. Aside from the Library Director, the Board shall have no powers or responsibilities over the hiring or supervision of Library staff, whose employment shall be governed by the rules set forth in the Town of Avon's Comprehensive Personnel Plan;
3. 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;
4. 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;
5. Determine and adopt written policies to govern the operation and programs of the Library;
6. Determine the purposes of the Library and secure adequate funds to carry on the Library's program;
7. Know the programs and the needs of the Library in relation to the community and to keep abreast of standards and Library trends; and

8. Establish, support and participate in planned public relations programs.

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 VII - 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 19th of December, 2023

THE AVON FREE PUBLIC LIBRARY, INC.

By: _____

Name: Colette Slover, Board Secretary