

**BYLAWS
OF
WILLINGTON PUBLIC LIBRARY**

Adopted 11/12/2025

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ARTICLE I

General

Section I.1 These bylaws are intended to supplement and implement applicable provisions of law and of the Articles of Association of Willington Public Library ("Library").

Section I.2 **Purpose.** The Library shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the Library are to serve the needs of the residents of Willington, Connecticut and the surrounding towns by providing a library and supporting educational functions and events.

ARTICLE II

Offices

Section II.1 The principal office of the Library shall be located in Willington, Connecticut ("Town"), at such place as the Board of Trustees of the Library ("Board") shall from time to time designate. The Library may maintain additional offices at such other places as the Board may designate.

ARTICLE III

Board of Trustees

Section III.1 Board of Trustees.

The activities, property, and affairs of the Library shall be managed by or under the direction of the Board subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Association and herein.

Section III.2 Number of Trustees.

The number of trustees shall be six (6).

Section III.3 Election and Term of Trustees.

Two trustees shall be elected at each biennial Town municipal election. Each elected trustee shall hold office for a term of six years. Each trustee shall serve for such term and until their successor has been elected and qualified.

Section III.4 Ex-Officio Trustee.

The Library Director shall be an ex-officio member of the Board. As an ex-officio trustee, the Library Director shall not count towards a quorum or minimum trustee requirement for the Board or any committee and shall not be entitled to vote. The Library Director shall continue to be an ex-officio trustee as long as they continue to hold the office of Library Director and shall cease to be an ex-officio trustee immediately and automatically upon ceasing to hold such office, without the need for any action by the Board.

Section III.5 Removal of Trustees .

A trustee may be removed only for cause. "Cause" shall mean (i) the trustee's failure to perform their duties as a trustee; (ii) the trustee's engagement in dishonesty, illegal conduct, or misconduct, which is, in each case, injurious to the Library; and (iii) the trustee's violation of

these bylaws, the Board's written policies, and codes of conduct.

A trustee may be removed only at a meeting called for that purpose and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the trustee.

Section III.6 Resignation. Any trustee may resign at any time by delivering written notice to the Board, the Chair of the Board, or the Secretary of the Board. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section III.7 Vacancies. If a vacancy occurs for any reason, the Board shall make a recommendation to the Town Board of Selectmen for a candidate to serve until the next municipal election. The Board of Selectmen will then determine whom it will appoint to serve as a trustee until the end of the unexpired term.

Section III.8 Regular Meetings.

(a) Number of Meetings. The Board shall have regular meetings at least twelve(12) times per year.

(b) Resolution. By December 31st of each year, the Board shall adopt a resolution setting the date, time, and place of the regular meetings for the following year. The adoption of such a resolution shall constitute notice of the regular meetings to all trustees.

(c) Schedule of Meetings. At least thirty (30) days before the first regular meeting of the year, the Secretary of the Board shall file the schedule of regular meetings with the Town clerk.

(d) Agenda. At least twenty-four (24) hours before a regular meeting, the Secretary of the Board shall file the agenda for such meeting in the Library and in the office of the Town clerk. Upon the affirmative vote of at least two-thirds of the trustees present at a meeting at which a quorum is present, any subsequent business not included in such filed agenda may be considered and acted upon at such meeting.

Section III.9 Special Meetings.

(a) Special Meetings. Special meetings of the Board may be called at any time and place by the Chair of the Board or a majority of the number of trustees.

(b) Notice. At least twenty-four (24) hours before a special meeting, the Chair of the Board or a majority of the number of trustees calling the meeting, shall (i) provide the trustees with written notice of the date, time, and place of the special meeting and the business to be transacted. Such notice may be communicated by mail or electronic means; (ii) post a notice of the date, time, and place of the special meeting and the business to be transacted on the Board's website; and (iii) file a notice of the date, time and place of the special meeting and the business to be transacted with the Town clerk.

(c) Emergency. In the case of an emergency, any such special meeting may be held without complying with the notice requirements of Section 3.9 (b). In such case, a copy of the minutes of the emergency special meeting setting forth the nature of the emergency and the proceedings occurring at such meeting shall be filed with the Town clerk no later than seventy-two (72) hours after such meeting.

(d) Waiver of Notice. A trustee's attendance at or participation in a meeting waives any required notice to them of the meeting unless at the beginning of such meeting, or promptly upon their arrival, such trustee objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

(e) Business. Only the business stated in the notice of a special meeting may be considered at such meeting.

Section III.10 Quorum and Voting . Unless a greater proportion is required by law, by the Articles of Association, or these bylaws, a majority of the number of trustees in office immediately before the meeting begins, but in no event fewer than two trustees, shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Association or these bylaws, the affirmative vote of a majority of the trustees present at which a quorum is present, shall be the act of the Board. Voting by proxy is not permitted.

Section III.11 Attendance. Trustees are expected to attend all meetings of the Board in person. Trustees must notify the Chair of the Board, as soon as practicable, if they will not be able to attend a meeting. The Secretary of the Board shall maintain an accurate record of attendance for each meeting. The Board shall adopt rules and procedures concerning trustees' attendance at meetings.

Section III.12 Meeting by Remote Communication. If an unexpected circumstance outside of a trustee's control prevents the trustee from attending a meeting in person, the trustee may participate in the meeting by means of video conference or similar communications equipment by which all persons participating in the meeting can hear and see each other. Participation by such means shall constitute presence in person at a meeting. The trustee must notify the Chair of the Board, as soon as practicable, that they will not be able to attend the meeting in person. Determination of whether there is an unexpected circumstance outside of the trustee's control that prevents the trustee from attending the meeting is to be made by the Chair of the Board, subject to any requirements imposed by these bylaws, the Board, or law.

Any vote taken at a meeting during which any trustee participates by means of remote communications equipment shall be taken by roll call, unless the vote is unanimous. The minutes of the meeting shall record a list of trustees who attended such meeting in person and a list of trustees who attended such meeting by means of remote communications equipment.

Section III.13 Compensation of Trustees . The Library shall not pay compensation to trustees for services rendered to the Library in their capacity as trustees.

Section III.14 Recording of Votes and Minutes . The Board shall arrange for the votes of each trustee and minutes of each meeting to be reduced to writing. The votes of each trustee upon any issue acted on shall be made available for public inspection within forty-eight (48) hours after a meeting. No later than seven (7) days after a meeting, minutes of the meeting shall be made available for public inspection and posted on the Board's website. All voting records and minutes shall be retained with the permanent records of the Library.

ARTICLE IV

Committees

Section IV.1 Governance Committee. The Board shall have a Governance Committee. There shall be at least three (3) trustees on the Governance Committee. The Governance Committee shall consist of the Chair of the Board and any other trustees appointed by the Chair of the Board. The Chair of the Board shall be the chair of the Governance Committee. The Governance Committee shall be responsible for developing, reviewing, and overseeing the Board's governance policies and practices.

Section IV.2 Finance Committee. The Board shall have a Finance Committee. There shall be at least three (3) trustees on the Finance Committee. The Finance Committee shall consist of the Treasurer and any other trustees appointed by the Chair of the Board. The Treasurer shall be the chair of the Finance Committee. The finance committee shall be responsible for developing, reviewing, and overseeing the Library's fiscal procedures and budgets.

Section IV.3 Development Committee. The Board shall have a Development Committee. There shall be at least three (3) trustees on the Development Committee. The Chair of the Board shall appoint trustees to the Development Committee and designate a trustee as the chair of the committee. The Development Committee shall be responsible for developing, reviewing, and overseeing the Library's fundraising strategies.

Section IV.4 Facilities and Grounds Committee. The Board shall have a Facilities and Grounds Committee. There shall be at least three (3) trustees on the Facilities and Grounds Committee. The Chair of the Board shall appoint trustees to the Facilities and Grounds Committee and designate a trustee as the chair of the committee. The Facilities and Grounds Committee shall be responsible for overseeing the maintenance of the Library's facilities and grounds.

Section IV.5 Personnel Committee. The Board shall have a Personnel Committee. There shall be at least three (3) trustees on the Personnel. The Chair of the Board shall appoint trustees to the Personnel Committee and designate a trustee as the chair of the committee. The Personnel Committee shall be responsible for developing, reviewing, and overseeing the Library's personnel policies and practices.

Section IV.6 Additional Committees. The Board may create one or more additional committees as it deems necessary.

Section IV.7 Authority of Committees . To the extent specified by the Board, any committee may exercise the power of the Board. Otherwise, all committees shall be advisory only.

Section IV.8 Quorum and Voting. Unless the Board provides otherwise, a majority of the then authorized members of a committee shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Voting by proxy is not permitted.

Section IV.9 Committee Rules and Procedures. Unless the Board provides otherwise, each committee may make, alter, and repeal rules and procedures for the conduct of its business.

Section IV.10 Alternate Members. The Board may designate one (1) or more trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may

unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

Section IV.11 Regular Meetings.

(a) Resolution. By December of each year, each committee shall adopt a resolution setting the date, time, and place of the committee's regular meetings for the following year. The adoption of such a resolution shall constitute notice of the regular meetings to all trustees.

(b) Schedule of Meetings. At least thirty (30) days before the committee's first regular meeting of the year, the Secretary of the Board shall file the schedule of the committee's regular meetings with the Town clerk.

(c) Agenda. At least twenty-four (24) hours before a committee's regular meeting, the Secretary of the Board shall file the agenda for such meeting in the Library and in the office of the Town clerk. Upon the affirmative vote of the majority of the trustees present at a committee meeting at which a quorum is present, any subsequent business not included in such filed agenda may be considered and acted upon at such meeting.

Section IV.12 Special Meetings.

(a) Special Meetings. Special meetings of a committee may be called at any time and place by the chair of the committee or a majority of the number of trustees appointed to the committee.

(b) Notice. At least twenty-four (24) hours before a committee's special meeting, the chair of the committee or a majority of the number of trustees calling the meeting, shall (i) provide the trustees appointed to the committee with written notice of the date, time, and place of the special meeting and the business to be transacted. Such notice may be communicated by mail or electronic means; (ii) post a notice of the date, time, and place of the special meeting and the business to be transacted on the library's website; and (iii) file a notice of the date, time and place of the special meeting and the business to be transacted with the Town clerk.

(c) Emergency. In the case of an emergency, any such special meeting may be held without complying with the notice requirements of Section 4.12 (b). In such case, a copy of the minutes of the emergency special meeting setting forth the nature of the emergency and the proceedings occurring at such meeting shall be filed with the Town clerk no later than seventy-two (72) hours after such meeting. Emergency meetings must be in keeping with FOIA laws and regulations.

(d) Waiver of Notice. A trustee's attendance at or participation in a meeting waives any required notice to them of the meeting unless at the beginning of such meeting, or promptly upon their arrival, such trustee objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

(e) Business. Only the business stated in the notice of a special meeting may be considered at such meeting.

Section IV.13 Attendance. Trustees are expected to attend all committee meetings. Trustees must notify the chair of the committee, as soon as practicable, if they will not be able to attend a meeting. The chair of the committee, or their designee, shall maintain an accurate record of

attendance for each committee meeting.

Section IV.14 Meeting by Remote Communication. Trustees may participate in the meeting by means of video conference or similar communications equipment by which all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting. The trustee must notify the chair of the committee, as soon as practicable, that they will not be able to attend the meeting in person. Any vote taken at a meeting during which any trustee participates by means of remote communications equipment shall be taken by roll call, unless the vote is unanimous. The minutes of the meeting shall record a list of trustees that attended such meeting in person and a list of trustees that attended such meeting by means of remote communications equipment.

Section IV.15 Action without a Meeting . Any action required or permitted to be taken by a committee may be taken without a meeting if all of the members of the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents shall be filed with the minutes of the proceedings of the committee.

Section IV.16 Recording of Votes and Minutes . The Board shall arrange for the votes of each trustee and minutes of each committee meeting to be reduced to writing. The votes of each trustee upon any issue acted on shall be made available for public inspection within forty-eight (48) hours after a meeting. No later than seven (7) days after a meeting, minutes of the meeting shall be made available for public inspection and posted on the town's website in accordance to FOIA laws and regulations. All voting records and minutes shall be retained with the permanent records of the Library.

ARTICLE V

Officers

Section V.1 Officers. The Board shall elect from among them a Chair, Vice Chair, Secretary, Treasurer and such other officers as it may determine.

Section V.2 Election and Term of Officers. Officers of the Board shall be elected on an annual basis at the last regular meeting of the calendar year. Each elected officer shall hold office until their successor has been elected and qualified. Officers may be elected to any number of consecutive terms.

Section V.3 Removal of Officers . Any officer may be removed with or without cause at any time by the affirmative vote of at least two-thirds of the trustees present at a meeting at which a quorum is present.

Section V.4 Resignation . An officer may resign at any time by delivering written notice to the Board, the Chair of the Board, or the Secretary of the Board. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section V.5 Vacancies . Vacancies occurring in any office of the Board for any reason shall be filled by the Board within 2 regular meetings after the resignation. A special meeting may be called for the purpose of electing an officer. Each officer elected to fill a vacancy in an unexpired term shall serve until the end of the unexpired term.

Section V.6 Powers and Duties of Officers .

(a) Chair. The Chair shall preside at each meeting of the Board and shall have such powers and duties as may be assigned to them, or specifically required to be performed by them, by these bylaws, the Board, or Connecticut General Statute.

(b) Vice-Chair. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall have such powers and duties as may be assigned to them, or specifically required to be performed by them, by these bylaws, the Board, or Connecticut General Statute.

(c) Secretary. The Secretary shall be responsible for recording and keeping the minutes of all meetings of the Board, seeing that all notices and reports are given as required by these bylaws or law, and authenticating the records of the Library. The Secretary shall have such powers and duties as may be assigned to them, or specifically required to be performed by them, by these bylaws, the Board, or Connecticut General Statute. In the absence of the secretary, the presiding officer shall designate a member to have responsibility to fulfill the duties of secretary for that meeting.

(d) Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, complete and accurate financial records of the Library. The Treasurer shall have such powers and duties as may be assigned to them, or specifically required to be performed by them, by these bylaws, the Board, or Connecticut General Statute.

ARTICLE VI *Employees and Agents*

Section VI.1 **Employees and Agents.** The Board may appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may determine.

Section VI.2 **Library Director.** The Library Director shall have general supervision over the operations of the Library, subject to the control of the Board. The Library Director shall have such powers and duties as may be assigned to them, or specifically required to be performed by them, by these bylaws, the Board, or Connecticut General Statute.

ARTICLE VII *Execution of Instruments*

Section VII.1 **Contracts and Instruments.** The Board may authorize any officer or agent of the Library to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Library. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

ARTICLE VIII *Indemnification*

Section VIII.1 The Library shall, to the fullest extent permitted by law, indemnify any person who is made or is threatened to be made a party by reason of the fact that they are or were a trustee or officer of the Library; provided, however, that such person (i) acted in good faith and in a manner believed by such person to be in the best interests of the Library; and (ii) in the case of any criminal proceeding, had no reason to believe that their conduct was unlawful. The Library shall have the power to purchase and maintain insurance to indemnify the Library for any obligation which it incurs as a result of its indemnification of trustees and officers.

ARTICLE IX

Conflict of Interest

Section IX.1 The Board shall adopt a conflict of interest policy to protect the interests of the Library when it is contemplating entering into a transaction or arrangement that might benefit or appear to benefit the private interest of any present or board member, officer, employee, or volunteer of the Library.

ARTICLE X

Amendments to Bylaws

Section X.1 The bylaws of the Library may be amended or repealed, in whole or in part, by the affirmative vote of at least two-thirds of the trustees present at a meeting of the Board at which a quorum is present, provided that notice of the meeting state that amendment of the bylaws is to be voted on at that meeting.

ARTICLE XI

Miscellaneous

Section XI.1 **Fiscal Year.** The fiscal year of the Library shall be July 1 through June 30.

Section XI.2 **Books and Records.** The Library shall keep at its office correct and complete books and records of the accounts, activities and transactions of the Library, the minutes of the proceedings of the Board and any committee, and a current list of the trustees and officers of the Library. Any of the books, minutes, Conflict of Interest documents and records of the Library may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section XI.3 **Electronic Signatures.** Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.