

# Morrill Memorial Library Bylaws

## Article I. NAME AND AUTHORIZATION

1. The name of this organization is the Board of Trustees of the Morrill Memorial Library. Morrill Memorial Library is a public municipal lending library facility located in The Town of Norwood, Commonwealth of Massachusetts, existing under the relevant provisions of the General Laws of Massachusetts (MGL), particularly Chapter 78 and Chapter 41, Sections 11 and 109.
2. The Board of Trustees of the Morrill Memorial Library is a duly-elected arm of town government which exists to set policies for Morrill Memorial Library, oversee its operations, and advocate on behalf of the library at town, state, and federal levels.
3. Notwithstanding anything herein to the contrary, the Board of Trustees and its individual members shall adhere to the principles of good government, including compliance with Commonwealth ethics rules and regulations. No action shall be taken by the Board that is inconsistent with state or municipal laws or the charter of the town of Norwood.
4. The mission of the Morrill Memorial Library is for all visitors to the library to have access to library services enabling them to:
  - locate and evaluate information
  - appreciate the diversity and history of our community, and
  - enhance their lives with current cultural, educational and recreational materials in all formats.
5. The mission of the Morrill Memorial Library Board of Trustees is
  - to support the achievement of the library's mission by supporting and advocating for the library and its programs and activities;
  - to set appropriate policies and oversee their implementation;
  - to represent the diversity of the community; and
  - to contribute their own special competencies as appropriate to the work of the Board and the library.

## **Article II. TRUSTEES**

### **Section 1. Number**

1. The Morrill Memorial Library Board of Trustees shall be composed of six (6) members.

### **Section 2. Term of Office**

1. The term of office shall be three (3) years. Two trustees shall be elected each year, at the Annual Town Meeting Election by the registered voters of the Town of Norwood, and sworn in by the Town Clerk.

### **Section 3. Resignations**

1. Any member may resign by written notice filed with the Town Clerk, as provided for in MGL Chapter 41, Section 109. Upon receipt of the notice, the Town Clerk will notify the remaining members of the Board.
2. Any member who misses four consecutive Board meetings shall be encouraged to resign by written letter from the Board chairperson unless a formal vote of the Board endorses an exception based on extenuating circumstances such as extended illness.

### **Section 4. Vacancies**

A vacancy on the Board shall be filled by joint majority vote of the Board of Library Trustees and the Board of Selectmen after one week's notice, in accordance with MGL, Chapter 41, Section 11. Within one month of the vacancy, the remaining members shall give written notice thereof to the selectmen. The person appointed shall serve until the next town election, and the person elected at that election shall complete the position's original term of office.

## **Article III BOARD OF TRUSTEES POWERS AND DUTIES**

### **Section 1. Management Responsibilities and Powers**

1. The Board of Trustees of the Morrill Memorial Library shall have authority and responsibility for general management, control and direction of the Morrill Memorial Library.
2. As provided by MGL, Chapter 78, Section 11, the Board shall have the custody and management of the library and reading room and of all property owned by the town related thereto. The Board shall have charge of the care and control of the Library buildings and facilities.
3. The Board shall expend all money raised or appropriated by the town for the library's support and maintenance. The Board shall administer all money or property which the town may receive by gift or bequest for the library and reading room, in accordance with the provisions of such gift or bequest. For

the purpose of improving the services of the library, the Board can enter into an agreement with the board(s) of any neighboring library(s) to pay for services in common or to manage a facility to be operated jointly by more than one municipality, such payments to be shared in accordance with terms of such agreement.

4. The Board of Trustees shall accept legacies, bequests, devises, donations, gifts, or grants to the Morrill Memorial Library or its Board of Trustees, or for the use and benefit of the Library.
5. The Board of Trustees shall be responsible for setting and adopting written policies, rules and regulations to govern the operation and programs of the library, including policies relative to personnel and services and programs in response to the needs and expressed wishes of the community, and particularly including a written policy for the selection of library materials and for the use of materials and facilities, in accordance with MGL Chapter 78, Section 33, which also requires that said policies shall be in accordance with standards adopted by the American Library Association. No employee shall be dismissed for the selection of library materials when the selection is made in good faith and in accordance with the approved policy.
6. The Board of Trustees shall be responsible for development and maintenance of the long-range plan through an ongoing planning process, which assesses needs of the library and the library's role in the community, including steps to meet those needs and that role.
7. When a legal opinion is required, such advice and opinion shall be requested from Town Counsel.

## **Section 2. Powers Related to Director and Staff**

1. The Board of Trustees shall be responsible for hiring a competent and qualified Library Director, who shall be the executive and administrative officer of the library, Superintendent of the Library and Chief Librarian. The Director shall be responsible for day-to-day operations of the library. The Director shall be responsible for implementation of policies adopted by the Board of Trustees. The Director shall also be responsible for recommending policy changes to the Board of Trustees.
2. The Board of Trustees shall be responsible for the hiring and firing and the conduct of all employees of the Library, whether full or part-time, civil service or not. The Board delegates these responsibilities for all employees other than the Director to the Director, working with the Standing Committee on Personnel in accordance with Article V, Section 2, Paragraph 2.
3. In accordance with MGL Chapter 78, Section 12, the Director shall develop and the Board of Trustees shall approve an annual report to the town, with its recommendations, on Library activities, receipts, expenditures, property in its

custody, unexpended balance of money, and any gifts or bequests which it holds in behalf of the town.

4. In accordance with Article III, Section 1, Paragraph 3, of these bylaws, the Board delegates to the Director responsibility for expenditure of funds within approved budgets and subject to the Board's signature policy on approval of expenditures over stated thresholds.
5. Working with the Standing Committee on Finance and Budget, the Director shall prepare the annual budget proposal for the Library, which is then approved by the Board of Trustees before submittal to town officials.
6. The Board of Trustees shall represent the Library in its relations with the Board of Selectmen and its committees. The Board can delegate this role to the Director.

## **Article IV OFFICERS**

### **Section 1. Officers**

1. In accordance with MGL Chapter 78, Section 10, the Board of Trustees shall annually elect a Chair and a Secretary/Vice Chair from among its members. The duties of secretary shall be delegated to the Director for assignment to an individual who shall be called the Clerk. Also in accordance with MGL Chapter 78, Section 10, the Town Treasurer shall serve as treasurer of the Board of Trustees.
2. At the June meeting of the Board of Trustees the Board shall elect its officers; provided, however, that in the event such election of officers shall not be feasible, deferment of such action may be voted by the Trustees then present and voting. Until new officers are elected, meetings will be presided over by the incumbent Chair, or if the incumbent Chair left the Board as of the election by the incumbent Secretary/Vice Chair, or if both incumbent officers left the Board as of the election by a Chair Pro Tem elected by the Trustees.

### **Section 2. Duties of the Chair**

1. The Chair determines dates of meetings and presides at meetings.
2. The Chair can convene special meetings upon seven days notice. If the Chair fails or refuses to call a special meeting requested by three or more trustees, those trustees can instruct the Secretary to call the meeting upon seven days notice or as required by MGL Open Meeting Laws.
3. The Chair appoints members to Standing Committees and ad hoc committees. The Chair also creates and charges ad hoc committees.
4. The Chair appoints a liaison from the Board to the Friends of the Library.
5. All appointments by the Chair expire at the end of the Chair's one-year term of office.

6. The Chair serves as the official representative of the Board of Trustees.
7. The Chair serves as an ex-officio member of any Board committee where he or she is not an appointed voting member.
8. The Chair shall have all the powers of a Board member, including voting.
9. In the absence of the Library Director, the Chair shall exercise emergency powers and take such actions as he or she deems advisable when critical to the property or employees of the Library.

**Section 3. Duties of the Secretary/Vice Chair as Secretary, Delegated to the Clerk**

1. The Clerk shall keep true and accurate records of all meetings and provide the trustees with copies of the minutes of such meetings at the earliest opportunity following each meeting. It is specifically provided that copies of the minutes of all meetings, once approved by the Board of Trustees at a subsequent meeting, shall be made available to the public for inspection within the Library.

**Section 4. Duties of the Secretary/Vice Chair as Vice Chair**

1. In the absence of the Chair, the Vice Chair shall preside at meetings and exercise other powers and duties of the Chair as needed.

**Article V COMMITTEES**

**Section 1. Committee Tenure and Reporting**

1. An ad hoc committee is terminated when its purpose is completed or when the term of the Board expires. An ad hoc committee that has not completed its purpose at the end of its first year must be recreated and recharged by the Chair at the beginning of the next term. An ad hoc committee need not be limited to Trustees and can include library staff, other town employees, town residents, or others whose contributions are considered valuable by the Chair, but only Trustees can be voting members.
2. Every Standing or ad hoc committee shall report to the Board of Trustees at each Board meeting. An ad hoc committee shall submit a final report when its purpose is completed.

**Section 2. Standing Committees**

1. The Standing Committee on Finance and Budget shall have at least two members, and the committee shall be chaired by the trustee with the longest tenure on the committee. The Standing Committee on Finance and Budget will support the Director in the preparation of the annual budget proposal and in meetings with the Finance Commission and other town committees involved in development and approval of the final budget. The Standing Committee on

Finance and Budget will take the lead role for the Board of Trustees in monitoring Library performance against budget, in working with the Director to develop recommendations to respond to financial needs, and in discharging the Board's responsibility to administer all money or property which the town may receive by gift or bequest for the library and reading room, in accordance with the provisions of such gift or bequest.

2. The Standing Committee on Personnel shall have at least two members, and the committee shall be chaired by the trustee with the longest tenure on the committee. The Standing Committee on Personnel will take the lead role for the Board of Trustees in any labor negotiations with staff and will provide a body for appeal of grievance decisions. The Standing Committee on Personnel will support the Director in analyzing and reviewing staffing levels and hours of service.

### **Section 3. Committee Operations**

An ad hoc or standing committee can operate in either of two modes:

1. The director can consult the members of a committee as advisors on any matter within the scope of the committee, provided that a member's advice must be provided separately and independently from the views of any other Board member.
2. The committee can lead the Board in the development, review or revision of a document, policy or program. In this mode, any discussions or deliberations by the committee must take place within an open meeting, posted and conducted in accordance with the Open Meeting Law. Data-gathering exercises, including surveys, focus groups, and interviews of persons who are not Board members, need not be conducted within the context of an open meeting. The normal operation of a committee in this mode will involve the following sequence:
  - a. An assignment to develop or review a document will be made by the Board or a committee in a posted, open meeting.
  - b. Those accepting the assignment will operate independently to prepare the requested text or comments. When finished, they will deliver their completed material to the Board or committee as part of a posted, open meeting. At the meeting, they may elaborate on their material and the reasons for their choices and recommendations.
  - c. If the material submitted for the assignment is brief, it may be possible to complete discussion and editing within the time constraints of the same meeting, making it possible to take final action at that meeting without additional work. If not, the Board or committee will make a new assignment, for additional development and review, and the cycle will be repeated.

## Article VI MEETINGS

1. The Board of Trustees shall plan to meet at least once monthly, excluding July and August, as scheduled by the Chair, but failure to do so shall not be considered a violation of the bylaws.
2. A special meeting of the Board of Trustees can be called by the Chair or by three or more members of the Board of Trustees, in accordance with Article IV, Section 2, Paragraph 2.
3. A simple majority (4) shall constitute a quorum. A motion fails on a tie vote. The Director shall not have voting power on the Board.
4. In the absence of a quorum, the Trustees present may adjourn the meeting to a date certain and written notice shall be sent to all members.
5. The agenda for meetings will be developed by the Director and the Chair.
6. The Board of Trustees shall observe all requirements of the Massachusetts Open Meeting Law. (MGL c. 30A, § 19(a))
7. Except when in conflict with these Bylaws, the Board of Trustees shall conduct and govern its meetings in accordance with the current edition of *Robert's Rules of Order Newly Revised* (2011).
8. Meetings may be adjourned by a majority vote, whether or not a quorum is present.

## Article VII AMENDMENTS

1. The Bylaws can be amended by an affirmative vote of at least two-thirds of the trustees (4) at a regular meeting of the Board of Trustees, provided that a motion presenting the amendment was duly voted and seconded at a previously scheduled meeting.
2. The Bylaws shall remain in full force and effect unless and until amended, revised or otherwise abandoned by future administrations.

*Approved by the Morrill Memorial Library Board of Trustees, November 18, 2014.*

*First revision May 2015: Article IV, Section 1.2 "At the first meeting of the Board of Trustees following the Annual Town Meeting" changed to current language.*

*Second revision January 2016: Article 1.3 "Notwithstanding anything herein to the contrary, the Board of Trustees shall adhere to the principles of good government, and no action shall be taken by the Board that is inconsistent with municipal law or the charter of the town of Norwood" changed to current language.*