



Board of Trustees By-Laws

Article I: Name

This Board shall be known as the Board of Trustees of the Lenox Library of Lenox, Massachusetts (hereafter referred to as “the Board”) consistent with Section 7 of the Lenox Town Manager Act (1991). Lenox Library is the public library for the Town of Lenox, Massachusetts located at 18 Main Street.

Article II: Purpose

The Board shall represent the interests, issues, and concerns of the Library to the Library Director, Town Manager, and to the public. Its role includes advising on community needs; advocating for the Library within the community; reviewing general administrative policies for the Library; and acting as liaisons to the Library Director, Town Manager, and to the public. When necessary, the Board also may act as liaisons between the Massachusetts Board of Library Commissioners and the Town.

Article III: Members

- A. **Number of Trustees.** The Board shall consist of six (6) Trustees appointed by the Lenox Town Manager, subject to ratification by the Town of Lenox Select Board. This number shall include any Town of Lenox Select Board members assigned by the Town Manager as liaisons to the Library. Members must comply with all provisions of the Massachusetts Conflict of Interest Laws, as set forth in MGL Chapter 268A.
- B. **Terms.** Each Trustee shall serve a 3-year staggered term with two (2) members appointed annually. Terms run from July 1 through June 30, concurrent with the Town of Lenox’s fiscal year.

The term limit of a member of the Board shall not exceed two (2) consecutive terms, or six (6) years. After serving two (2) consecutive terms, no individual Trustee shall continue to serve on the Board until having left the Board for at least one (1) year. A

Trustee whose term has expired shall remain in office until the member is replaced or re-appointed.

C. **Resignations/Vacancies.**

Any Trustee wishing to resign shall provide written notice filed with the Town Clerk, Town Manager, Library Director, and Chairperson of the Library's Board of Trustees.

In the event that a Trustee position becomes vacant, whether by resignation or any other cause, prior to the expiration of a Trustee's term, the Chair of the Library Board of Trustees and/or the Library Director shall promptly notify the Town Manager of the vacancy and request the appointment of a new Trustee.

The Library Director and the Board will provide input to assist and advise the Town Manager regarding the appointment of an individual to fill any vacancies of a term. The candidate shall be sworn in by the Town Clerk prior to the next Board meeting, if possible, or soon thereafter, and will complete the unexpired term.

Article IV: Officers

- A. **Officers.** The officers of the Board shall be a Chairperson, a Vice-Chairperson, and a Secretary elected from among the appointed trustees at the July meeting of the Board.
- B. **Officer Terms.** Officers shall serve a term of one (1) year from the July meeting at which they are elected, and until their successors are duly elected. Officers/The Chairperson shall not be elected to serve more than two (2) consecutive terms of office.
- C. **Officer Vacancies.** The Vice-Chairperson shall fill a vacancy in the Chair, from any cause. A vacancy in any other officer position shall be filled by a vote at the next regular or special meeting.
- D. **Officer Duties.**
- 1) Duties of the Chairperson
 - To preside at all meetings of the Board
 - To call any special meetings of the Board
 - To ensure due notice of all regular monthly and special meetings is issued
 - To prepare an agenda for each meeting in collaboration with the Library Director
 - To act as general spokesperson for the Board
 - To sign any necessary authorization papers

- To exercise control over public meetings and ensure that proper decorum is maintained and that such meetings are conducted in an orderly and appropriate manner
 - To provide guidance to incoming Trustees as to policies and procedures of the Board
- 2) Duties of the Vice-Chairperson
- To perform the duties of the Board Chairperson at the request of or in the absence of the Chairperson
- 3) Duties of the Secretary
- To keep accurate and true records of all meetings of the Board and forward them to the Library Director

Article V: Meetings

A. **Regular Meetings.** The Board of Trustees shall meet monthly at a posted place, date, and time. The Chairperson may, in his or her discretion, postpone or reschedule any regular meeting in consultation with the Board. The Board shall determine annually its meeting schedule and publicly include this schedule in its meeting minutes. The Board may, at its discretion, choose to omit a monthly meeting during two non-consecutive months each year.

If the Library closes due to inclement weather on a day that a meeting is scheduled to take place, members may set a date for another regularly scheduled meeting to be held within 10 days of its cancellation.

B. **Special Meetings.** Special Meetings may be called by the Chairperson, at the written request of two (2) members, or at the request of the Library Director, for the transaction of business as stated in the meeting request. Notice stating the time and place of any special meeting and the purpose of which it is called shall be given to each member of the Board at least three (3) days in advance of the meeting. Notice of the meeting, except in emergency cases, shall be provided to the public 48 hours in advance, excluding Saturdays, Sundays, and holidays.

C. **Open Meeting Law.** All meetings of the Board shall be subject to the state's Open Meeting Law as contained in Massachusetts General Laws, Chapter 30A, Sections 18-25. In particular, all meetings are open to the public unless held in executive session under terms of the law. A notice of all meetings, except in case of

emergency, will be filed with the Town Clerk at least 48 hours beforehand, excluding Saturdays, Sundays, and holidays, and a copy of minutes of meetings will be available for public inspection.

- D. **Proceedings.** Except as provided for by these by-laws or any Town ordinance to the contrary, proceedings of all meetings shall be governed by Robert's Rules of Order.
- E. **Quorum and Action by Vote.** A quorum for transaction of business shall consist of a simple majority of four (4) members. An affirmative vote of the majority of all members of the Board present at a meeting shall be necessary to approve an action before the Board, unless otherwise required by law. The Chairperson may vote upon and may move or second a proposal before the Board. In the event of a tie vote, the motion will be postponed for discussion at a future meeting..

If a quorum is not present at a regularly scheduled meeting, the attending members may elect to postpone the vote to the next regular meeting or set a date for a special meeting. Discussions may be held at a meeting that lacks a quorum but no binding vote may be taken.

All votes shall be taken by a call of the roll and the ayes and nays and those abstaining should be recorded in the minutes, provided, however, that if the vote is unanimous, only that fact need be recorded.

- F. **Attendance.** Faithful attendance at regularly scheduled Board meetings is expected from all Board members. Any member unable to attend a meeting must give advance notice to the Chairperson or Library Director.

Absence from three consecutive regular meetings without advance notice by any member may result in a request for his or her resignation by the Chairperson. The Chairperson shall take the following steps prior to the Board making a final determination:

- 1) Any member who fails to attend two (2) consecutive regularly scheduled Board meetings without giving notice will receive written notice advising the member of this fact and ask him/her to demonstrate continued interest as a Board member by faithfully attending meetings in the future or consider resigning from the Board.
- 2) Any member who fails to attend three (3) consecutive regularly scheduled Board meetings without giving notice will receive a registered letter accepting his/her resignation.

In the event of illness or other extenuating circumstance, exceptions to this provision will be made by formal vote of the Board. Should circumstances dictate, the Board, by majority vote, may recommend to the Town Manager that a member's appointment be terminated.

G. **Remote Participation.** The Attorney General's Regulations, 940 CMR 29.10, permit a member of the Board to participate remotely in Board meetings by video or audio conference (or other means of contemporaneous interactive communication) only when:

- 1) The Trustee is prevented from physically attending because of
 - a. Personal illness or disability
 - b. Employment purposes
 - c. Family or other emergency
 - d. Such participation is unreasonably difficult;
- 2) A quorum of the Board, including the Chairperson or the Trustee chairing the meeting, must be physically present at the meeting location;
- 3) Members of the Board who participate remotely and all persons present at the meeting location must be clearly audible to each other; and
- 4) All votes taken during a meeting in which a member participates remotely must be by roll call vote.

The Trustee wishing to attend by video or audio conference shall notify the Chairperson or Library Director at least three (3) days before the meeting (unless advance notice is impractical).

At the start of any meeting, the Chairperson must announce the name of any member who is participating remotely; such information also will be recorded in the meeting minutes.

Board members who participate remotely may vote and shall not be deemed absent for purposes of G.L. c. 39, § 23D.

If technical difficulties arise as a result of utilizing remote participation, the Chairperson will suspend discussion while reasonable efforts are made to correct any problem that interferes with a remote participant's ability to hear or be heard clearly by all persons present at the meeting location. If a remote participant is disconnected from the meeting, the minutes will note that fact and the time at which the disconnection occurred.

Article VI: Inconsistent Provisions

To the extent that any provision of these by-laws is inconsistent with any provision of the Massachusetts General Laws or the Town Bylaws, the Massachusetts General Laws or the Town Bylaws, as the case may be, shall govern.

Article VII: Amendments

These by-laws may be amended at any regular or special meeting of the Board of Trustees with a quorum present, by a majority vote of the members present, provided that 1) the proposed amendment was distributed in writing and discussed at the preceding regular meeting and 2) a motion presenting the amendment was made and seconded at the previous meeting of the Board of Trustees.