

**Trustees of  
The Mary E. Bartlett Memorial Library  
Brentwood, New Hampshire**

**AMENDED AND RESTATED  
BYLAWS**

**Established pursuant to the requirements of  
RSA 202-A:11 I.**

Adopted December 7, 2020

## **Article I: Title and Composition**

### **A. Title:**

The governing body of the Mary E. Bartlett Memorial Library (the "Library"), shall be known as the "Board of Trustees of the Mary E. Bartlett Memorial Library," hereinafter referred to as the "Board of Trustees" or the "Board."

### **B. Composition:**

There shall be five (5) members of the Board of Trustees, elected at duly warned town meetings and serving staggered 3-year terms, or until their successors are elected and qualified in accordance with RSA202-A:6. Vacancies shall be filled by appointment made by the Board of Selectmen in accordance with RSA 669:75 to whom the Board of Trustees shall submit their recommendation(s). Appointed trustee(s) shall serve until the next Town Meeting, or until their successors are elected and qualified.

No trustee shall serve for more than three (3) consecutive terms, provided, however, that after an absence of no less than one (1) year, said trustee may return.

A trustee may not be an employee of the Library due to the resulting conflict of interest. The immediate family members of a trustee (children, spouse, step-children, grandchildren, parents) also may not be employed by the Library during that trustee's tenure.

C. The Board of Trustees may recommend to the Board of Selectmen the appointment of up to three (3) alternate members. The alternate members shall be appointed to 1-year terms and may serve as alternate members on the Board, with full voting privileges, when elected members are unable to attend a Board meeting (RSA 202-A: 10). Alternate members shall not assume the role of the Chair, Assistant Chair or Treasurer.

## **Article II: Scope of Authority**

As provided in RSA 202-A:6, "The library trustees shall have the entire custody and management of the public library and of all the property of the town relating thereto, including appropriations held pursuant to RSA 202-A:11, III, but excepting trust funds held by the town."

## **Article III: Officers and Responsibilities**

### **Officers**

The officers shall be chosen annually by the Board of Trustees at the first meeting following the annual town meeting. Any trustee may nominate any other trustee for a given office. Election requires the affirmative vote of three (3) trustees. The officers to be so elected are Chair, Deputy Chair, Secretary and Treasurer. A Deputy Chair may also be Treasurer, but no other offices may be shared.

### **Responsibilities**

A. **Chair:** Shall preside over and conduct meetings of the Board of Trustees; shall function as the senior governing official, in effect the chief executive officer; shall be the official with primary public interface and publicity responsibilities; and shall supervise the preparation of and present to appropriate town entities all Library business matters, including the annual budget. The Chair may move, second and/or vote upon any proposal before the Board of Trustees. The Chair shall prepare, and distribute to each trustee and alternate member, in

person, by first-class mail or by Email, a copy of the regular meeting agenda and any other relevant material, at least three (3) days before the meeting. Chair shall be an authorized signer, or co-signer on financial accounts of the Library.

B. **Deputy** Shall act in the place and stead of the Chair and execute the responsibilities of the Chair when and whenever required.

C. **Treasurer** Shall fulfill the role of chief financial officer, having primary responsibility for and signing authority over all funds approved and appropriated for the Library's use by the town, as well as all trust and special funds which the Library is authorized to maintain. With the consent of the Board of Trustees, to be refreshed annually, payment of normal, routine operating expenses, including the purchase of various media, may be delegated by the Treasurer to the Librarian, who will maintain appropriate records to support the disbursement of all funds. Treasurer will prepare reports, as periodically may be required by the Board of Trustees. The Treasurer shall perform other such duties as are generally required of the office.

C. **Secretary** Shall, in conformity with the dictates of RSA 91-A:1-a II: (1) assure that appropriate notices of all meetings of the Board of Trustees are timely posted, and (2) prepare and maintain the minutes of all meetings of the Board of Trustees. Minutes shall be distributed to the Board of Trustees and available to the public for inspection within five (5) business days after the meeting. Minutes made available within the five (5) day time frame are the minutes of the meeting and may be amended at the next regularly scheduled meeting of the Board of Trustees (or at a special meeting called before the next scheduled meeting). Copies of the minutes and amended minutes are kept on record in the permanent file at the Library. Once amended, the minutes will be made available on the Library website, and will be available to the public on request. The Secretary shall perform such other duties as are generally associated with the office.

In addition, the secretary, at the direction of the Board of Trustees, shall be the liaison officer with the legal community and shall advise and inform the Board of Trustees concerning retaining counsel in connection with various contingency matters, including possible enforcement action(s) under the so-called "Patriot Act."

## **Article IV: Meetings**

A. Regular Meetings will be held on a monthly basis, with no fewer than ten (10) meetings per calendar year. Special meetings may be held at the instigation of the Chair, or any two (2) other trustees.

B. Notice of meetings will be appropriately posted, and the public will be invited to attend. Non-public meetings may be held only in conformity with RSA 91-A:3.

C. Telephonic or other Electronic Means - Participation in Meetings. Any one or more trustees may participate in a meeting of the Board of Trustees by telephone or other electronic means by which all persons participating in the Board meeting can communicate with each other. Participation by telephone shall be equivalent to presence in person at a Board meeting for purposes of determining if a quorum is present. Board meetings shall not be conducted via email.

- (i) A trustee may participate in a Board meeting other than by attendance in person at the location of the Board meeting only when such attendance is not reasonably practical. Any reason that such attendance is not reasonably practical shall be stated

in the minutes of the Board meeting.

- (ii) Except in an emergency, a quorum of the Board of Trustees shall be physically present at the location specified in the Board meeting notice as the location of the Board meeting. For purposes of this subparagraph, an "emergency" means that immediate action is imperative and the physical presence of a quorum is not reasonably practical within the period of time requiring action. The determination that an emergency exists shall be made by the chair of the Board, and the facts upon which that determination is based shall be included in the minutes of the Board meeting.
- (iii) Each part of a Board meeting required to be open to the public shall be audible or otherwise discernable to the public at the location specified in the Board meeting notice as the location of the Board meeting. Each trustee participating electronically or otherwise must be able to simultaneously hear each other and speak to each other during the Board meeting and shall be audible or otherwise discernable to the public in attendance at the Board meeting's location. Any Board member participating in such fashion shall identify the persons present in the location from which the Board member is participating. No Board meeting shall be conducted by electronic mail or any other form of communication that does not permit the public to hear, read, or otherwise discern meeting discussion contemporaneously at the Board meeting location specified in the meeting notice.
- (iv) Any Board meeting held pursuant to the terms of this paragraph shall comply with all of the requirements of RSA 91-A relating to public meetings, and shall not circumvent the spirit and purpose of this chapter as expressed in RSA 91-A:1.
- (v) A trustee participating in a Board meeting by the means described in this paragraph is deemed to be present at the Board meeting for purposes of voting. All votes taken during such a Board meeting shall be by roll call vote.

D. **Virtual Meetings.** Should conditions or circumstances exist that allow for the physical meeting location requirements of NH RSA 91-A to be waived in accordance with applicable law, or should NH RSA 91-A be amended to permit the same, virtual meetings may be held without a quorum present in a physical meeting location, and without a physical meeting location for public attendance, so long as they are done in accordance with applicable law, and the following criteria are met:

- (i) The public is provided access to the meeting by telephone with additional access possible by video or other electronic means;
- (ii) The public is provided notice of the necessary means for accessing the meeting;
- (iii) A mechanism is provided for the public to alert the committee chair during the meeting if there is a problem with access; and
- (iv) The meeting will be adjourned if the public is unable to access the meeting.

E. The Chair will preside over meetings and to the extent possible will manage the proceedings on an informal basis. In the event of disagreement over protocol, Robert's Rules of Order will prevail.

F. The Board of Trustees are expected to attend all meetings. Absence for three (3) or more consecutive meetings, will, unless excused, be construed as a *de facto* resignation. Absences will normally be excused, in the discretion of the Chair, by prior notice being given to either the Chair or the Librarian.

G. A quorum of the Board of Trustees will consist of three (3) trustees, and a majority vote will constitute approval of any action or motion before such quorum. Exception: three (3) affirmative votes are required to (1) elect officers, (2) appoint the Librarian, and (3) amend these bylaws. In the absence of one (1) trustee, a tie vote precipitates automatic postponement of the action until the next meeting.

H. 1. Special meetings may be held at any time at the call of the Chair or by petition, with a minimum of twenty-four (24) hours-notice posed as in Section B above and stating the specific purpose, of any two (2) Board members, one of which shall be the Chair or Assistant Chair, subject to the same criteria regarding notice and posting as noted in Section B above.

2. The Board may hold a non-public session (RSA 91-A:3) only to consider or act on those issues permitted under RSA 91-A:3.II. In order to go into non-public session, a Board member shall make a motion stating the specific subject to be discussed. The motion shall be seconded and, following discussion, a recorded roll call vote shall be taken. Minutes shall be taken of any non-public session in the same manner as those taken during public session. Minutes and any decisions made in non-public session shall be disclosed within seventy-two (72) hours of the meeting unless the Board decides, by a two-thirds (2/3rds) recorded vote, that the minutes are to be sealed, in accordance with applicable law.

## **Article V: Librarian: Appointment and Responsibilities**

### **Appointment**

The Librarian, also called the Library Director, shall be appointed by the Board of Trustees. The Assistant Library Director, also called Assistant Librarian, shall be appointed by the Board, and may serve a dual role as Assistant Library Director/Youth Librarian. The Board shall conduct performance reviews at least annually for the Librarian, and the Assistant Librarian.

### **Responsibilities**

A. The Librarian shall be the chief operating officer for the Library; the Assistant Librarian shall function as the chief operating officer whenever the Librarian is absent or otherwise unavailable.

B. The Librarian shall recommend to the Board of Trustees the appointment of all other employees and specify their duties and hours, as well as proposing their compensation grade and step. Performance reviews of all personnel shall be conducted at least annually, with objectives and results appropriately recorded, signed by both the Librarian and the employee and placed in a confidential personnel file.

C. Included in these responsibilities are: (1) supervision and direction of all employees, (2)

overseeing the care and maintenance of the Library collections and equipment, (3) selection and purchase of media in keeping with guidelines established from time to time by the Board of Trustees, and (4) managing the interface with the public to maximize the Library's usefulness and maintaining a welcoming and positive image.

D. The Librarian and the Assistant Librarian, at the direction of the Board, are expected to attend meetings of the Board of Trustees and to be prepared to report on recent and forthcoming activities, surface any problems, and give updated financial information relative to spending versus the budget, as may be required by the Board of Trustees.

E. The Library Director, with the assistance of staff and/or volunteers will oversee the preparation and distribution of Library news and events via the Library website, email subscribers, social media, and/or in-house distribution as needed.

## **Article VI: Committees**

A. Committees for specific purposes may be established from time to time by a carried motion made at any Board meeting, or by directive issued by the Chair. Appointment to such committee(s) may be made by the Chair, or by carried motion at any Board meeting.

B. A written statement of the objectives of each such committee shall be prepared and agreed to by its members and by a duly carried motion at any Board meeting.

C. Committees shall be in an advisory capacity only and may execute actions only upon specific written delegation of authority by the Board of Trustees.

D. Reports of committees shall be made at regular monthly meetings of the Board of Trustees and at such other times as the Board of Trustees may reasonably require. After the purpose for which any committee is constituted is fulfilled, such committee will be dissolved, following submission of its final report to the Board of Trustees.

## **Article VII: Funds, Gifts and Memorials**

A. In accordance with RSA 31:25, the Board of Trustees shall formally adopt a policy for handling all investments made by them or by their agents for any funds gifts or memorials in their custody.

B. Gifts of money, real property and/or stove may be accepted if conditions attached by the donor are acceptable to the Board of Trustees and the gifts are made in accordance with RSA 202-A:4-C and applicable local, state and federal laws. Personal property such as art and antiques may also be accepted, at the discretion of the Board of Trustees.

C. The Treasurer and one other designated trustee shall be signatories on all Library accounts. Unless otherwise authorized in a specific instance (such as a capital fund campaign) all checks drawn on Library accounts in excess of Five Thousand and 00/100 Dollars (\$5,000.00) shall require two authorized signatures.

## **Article VIII: Conflict of Interest**

Members of the Board of Trustees have accepted an influential position in which they may learn of such issues as possible job openings, bid letting, land purchases, and building maintenance contracts. In order to avoid even the appearance of impropriety, it is vital and expected that

members will recuse themselves from all discussions and votes where connections or bias can be questioned because of personal and family employment, memberships or association. This recusal will be acknowledged in the minutes of any meeting where it occurs. The Board of Trustees shall further comply with the Library's conflict of interest policy.

## **Article IX: Amendments and Review of Bylaws**

- A. These bylaws may be amended by the affirmative vote of a majority of the Board of Trustees made at a properly warned meeting, provided, however, that notice of any proposed amendments, additions or deletions shall have been given to each trustee not less than five (5) business days prior to the meeting date upon which a vote is to be taken.
- B. An annual review of these bylaws will be made, and appropriate filing will be made in accordance with the rules of the New Hampshire State Library.
- C. Copies of these bylaws shall be available to each trustee and the Librarian. Two copies shall be placed on file in the Library and be available for public inspection.

Adopted by the Board of Trustees on December 7, 2020