

**TRUSTEE BYLAWS
NEEDHAM FREE PUBLIC LIBRARY**

ARTICLE I. NAME AND AUTHORIZATION

This board shall be called the “Board of Trustees of the Needham Free Public Library,” existing by virtue of the Town Charter (Massachusetts Acts of 1971, Chapter 403, the Needham Special Home Rule Charter Act, as from time to time amended) and Massachusetts General Laws, Chapter 78, and exercising the powers and authority and assuming the responsibilities delegated to it by law. It shall be referred to herein as “the Board.”

ARTICLE II. TRUSTEES

Section 1. Number and Qualifications

The governing body of the Needham Free Public Library is composed of seven (7) members (“Trustees”) elected by the registered voters of the Town of Needham.

Section 2. Term of Office

The term of office for which each trustee is elected shall be three (3) years, unless a trustee is appointed or elected to fill a vacancy, in which case the term shall be until the next election. Following that election the term shall be until the expiration of the vacant term.

Section 3. Resignations

A Trustee may resign by submitting a written letter of resignation to the Chair of the Board who will then follow the resignation provisions set forth in MGL Chapter 41.

ARTICLE III. MEETINGS

Section 1. Regular Meetings

With the exception of the month in which the Town Election is held, the Board shall meet on the second Tuesday of each month at 7:00 p.m. at the Needham Free Public Library or at the place designated at the preceding meeting. For the month in which the Town Election is held, the Board will meet at 7:00 p.m. on the evening following the Election. This meeting will be the Annual Meeting at which a new Chair, a new Vice-Chair, and a Secretary will be elected.

In the event the Board is unable to meet at the regularly-scheduled time and/or on the regularly-scheduled date, a majority of the Board may vote at a previous meeting either to suspend the next regularly-scheduled monthly meeting or to meet on another day of the month and/or at another time.

Section 2. Special Meetings

Special Meetings of the Board shall be called by the Chair or upon written request of three (3) Trustees, for the transaction of business as stated in the meeting call. Written notice stating the time and place of any special meeting and the purpose for which called shall be given each member of the Board at least two (2) days in advance of the meeting, except in case of emergency.

Section 3. Quorum and Action by Vote

A quorum for transaction of business shall consist of a simple majority of the Trustees (i.e., four (4) members.) When a quorum is present at any meeting, each Trustee present shall have one vote, and a majority of the Trustees present and voting shall decide any question, including election of officers and adoption or amendment of Library policies, except as otherwise provided by law or in these bylaws.

Section 4. Order of Business

The order of business at regular Trustee meetings should be determined by the Chair and may include the following:

- a. Informal Meeting with Citizens
- b. Call to Order
- c. Minutes of the Previous Meeting(s)
- d. Department Head Report
- e. Director's Report
- f. Committee Reports
- g. McIver Series Report
- h. Old Business
- i. New Business
- j. Friends of the Library Report
- k. Library Foundation Report
- l. Adjournment

Section 5. 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. In particular, all meetings are open to the public unless held in Executive Session under terms of State law. A notice of all meetings, except in case of emergency, will be filed with the Town Clerk at least 48 hours beforehand, including a list of topics that the Chairman reasonably expects to be discussed, and a copy of the notice will be posted in the Town Hall. Further, all records of meetings, unless within the Executive Session exception, will be available for public inspection.

The Board may move from a scheduled open meeting into Executive Session for deliberation on certain matters. A majority of the members of the Board must vote to go into Executive Session,

and the provisions of MGL Chapter 30A must be followed.

ARTICLE IV. DUTIES OF THE BOARD

The duties of the Board are as follows:

- a. To develop a long-range strategic plan that sets specific goals and objectives for the Library, reflecting the needs of the community.
- b. To participate in the selection process of the Library Director to the fullest extent permitted by the Town Manager; to promptly vote to approve or disapprove the Town Manager's proposed appointment, as provided in the Town Charter Section 20(e); also to promptly consult with the Town Manager in connection with the removal of a Library Director, as provided in the Town Charter Section 20(f).
- c. To annually conduct a review of the administration of the Library and its progress in achieving the goals and objectives, as set forth in its current strategic plan in order to:
 - 1) promote communication between the Library Director and the Board in setting and advancing goals and objectives for the Library; and
 - 2) provide input, from the unique perspective of the Board, to the Town Manager.
- d. To maintain written policies for the selection and use of library materials, resources and facilities which are in accord with the current standards of the American Library Association, and as provided by Massachusetts General Laws, Chapter 78.
- e. In consultation with the Library Director, to determine Library policies and maintain a written record of them.
- f. To advise the Director in preparation of the Library budget, to approve the Director's budget recommendation, to participate in its presentation to Town boards and officials, and to work for its adoption by the Town Meeting.
- g. Through the Library Director, to monitor the maintenance of the Library's buildings and grounds and regularly review facilities to see that they meet the present and future needs of Library services and programs.
- h. To advocate for the Needham Free Public Library in the community and, through the Library Director, to conduct an active public relations outreach program.
- i. To research, study, and support legislation that will benefit the Needham Free Public Library and the larger library community.
- j. Along with the Library Director, to inform newly-elected members of the Board of the responsibilities, policies, and procedures of the Board.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Board shall be a Chair, a Vice-Chair, and a Secretary.

Section 2. Selection of Officers

- a. A Chair, Vice-Chair, and Secretary shall be elected annually from among the Trustees at the first regular meeting of the Board following the annual Town election. The new Chairman shall notify the Town Clerk of the names of the officers.
- b. Traditionally, a member shall have served for the full term for which he or she was elected or appointed before being selected to become Chairman.

The Chairship will then go in the order in which each member was elected or appointed to the Board and, after each has served once, the post next will be filled by the member who has most recently completed his or her first term of office. Otherwise, the sequence will continue as originally established.

A Trustee will assume his or her position in the sequential roll the first year following the completion of the full term for which elected or appointed.

- c. The Vice-Chair is traditionally the Chair-elect (the Trustee who would, by the above-stated rules, become Chair the following year.)
- d. Accepting the Chairship or Vice-Chairship is voluntary, and, if an individual chooses not to serve, the next eligible member shall become Chair or Vice-Chair, as the case may be.
- e. If, for some compelling reason, the Board decides not to follow the traditional sequence, it may elect any other of its members to serve as Chair or Vice-Chair.
- f. The Secretary shall be elected by the Trustees from among their number, without any set order or rotation, and with no prohibition on having the same Trustee serve as Secretary for more than one year in a row.

Section 3. Duties of the Chair

The duties of the Chair are as follows:

- a. To preside at all meetings of the Board and decide questions of order.
- b. To call meeting dates and times for all regular and special meetings of the Board.
- c. To ensure that meetings and agendas are properly posted in accordance with the Open

Meeting Law.

- d. To set the agenda topics for each meeting of the Board.
- e. To ensure that minutes of meetings are taken, transcribed, approved and posted on the Town's website.
- f. To appoint committees of the Board.
- g. To serve ex-officio as a member of all committees of the Board.
- h. To represent the Board before other Town bodies and the public, as required.
- i. To ensure that Trustees are kept informed of meetings.
- j. To ensure that all members have taken the oath of office and have acknowledged receipt of information from the Town Clerk with regard to the Open Meeting Law and Conflict of Interest Law, and the Town's current Board, Committee and Commission Member Handbook.
- k. To ensure that a summary of the Board's actions of the previous year are submitted to the Office of the Town Manager for inclusion in the Annual Town Report.
- l. To exercise control over public meetings and ensure that the proper decorum is maintained and that such meetings are conducted in an orderly and appropriate manner.

In addition to the above duties, it shall be customary, though voluntary, for the outgoing Chair to serve as the Board's designee on the Library Foundation of Needham ("LFN") board of directors from the next LFN annual elections (now called for in June) until the following LFN annual elections, unless another designee is substituted by vote of the Trustees.

Section 4. Duties of the Vice-Chair

The duties of the Vice-Chair are as follows:

- a. To perform the duties of the Chair of the Board at his/her request or in his/her absence.
- b. To select presenters for the annual McIver series of library talks, and, working with the Library Director and staff, to take all steps necessary to bring the programs to fruition.

Section 5. Duties of the Secretary

The duties of the Secretary are as follows:

- a. To ensure that minutes of every meeting are taken, and to review and revise, as necessary, the Minutes taken at meetings of the Board to serve as an accurate record of the proceedings of the Board.

- b. To present the Minutes for approval by the Trustees at the next regular meeting of the Board.
- c. To revise the Minutes to incorporate any changes voted by the Board in the process of their review and approval of the Minutes.
- d. To add approved Minutes and copies of documents and other exhibits used during meetings to the permanent records of the Board, to be housed at the Library.
- e. To comply with the recordkeeping requirements of the Open Meeting Law, MGL Chapter 30A.

ARTICLE VI. COMMITTEES

Section 1. Appointments

The Chair may appoint Committees to include at least one but not more than three Trustees for such specific purposes as the business of the Board may require from time to time. Each Committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board.

Section 2. Reports

Each Committee shall make a progress report to the Board at each of its regular meetings.

Section 3. Powers

No Committee shall have other than advisory powers, unless, by suitable action of the Board, it is granted specific power to act.

ARTICLE VII. LIBRARY DIRECTOR AND STAFF

The Library Director is the chief executive and administrative officer of the Library, acting on behalf of the Town Manager and the Board and under their direction and review.

The Library Director shall select and recommend to hire library staff. The Library Director shall be responsible for: advancement of the strategic goals and objectives of the Library as communicated by the Board or set forth in the current Library Long-Range Plan; the proper direction and supervision of the staff; the care and maintenance of Library property and monitoring of the care and maintenance of the Library building and grounds; the selection of Library materials and maintenance of the Library's materials collection in keeping with the Collection Development Policy, as adopted by the Board; and the Library's financial operation within the limitations of the approved budget from the Town, and Board-approved use of State Aid and trust funds. The Library Director shall pursue grants and other sources of funds for the Library.

The Library Director shall attend all meetings of the Board, shall provide a written report for presentation at each meeting, and shall advise the Board in Library matters, including the making of policy and budget recommendations. The Director shall appoint a staff member to make a written record of proceedings at all meetings of the Board and to transcribe that record for review by the Library Director and Board Secretary prior to its presentation to the Board for approval at the subsequent regular meeting.

The Director shall provide guidance to incoming Trustees as to the policies and procedures of the Board.

ARTICLE VIII. COLLECTIVE AUTHORITY OF THE BOARD

All decisions of the Board are made by the Board as a collective body. No individual Trustee may make decisions or act or speak for the Board unless specifically authorized to do so by vote of the Board.

All Board actions shall be clearly identified as “Board Actions,” if a public release is made. The Chair shall sign any releases with his/her name and identifying title, and add “For the Board.” If there is dissent from that, any member or members have the right to issue a statement clearly indicating the basis for dissent, with appropriate signatures. This action may accompany any majority releases.

ARTICLE IX. PARLIAMENTARY RULES

Except as provided for by these bylaws, the current edition of *Roberts’ Rules of Order* shall govern.

ARTICLE X. POLICY REVISIONS

All proposed new policies or revisions to existing policies shall be submitted in writing at the public meeting preceding the meeting where the new or revised policy is voted. If adopted by the Board by vote, as required in Article III Section 3 (Quorum and Action by Vote), the new or revised policy shall be incorporated into the minutes of the meeting at which it was adopted.

ARTICLE XI. AMENDMENTS

These bylaws may be amended at any regular meeting of the Board with a quorum present, by a majority vote of the members present, provided that a motion presenting the amendment was made and seconded at the preceding regular meeting.

(Adopted by Board on December 12, 1989, and amended on September 11, 1990, January 26, 1993, December 13, 1994, December 10, 2002, September 9, 2003 and July 12, 2016.