

**ACTON MEMORIAL LIBRARY
BY-LAWS OF THE BOARD OF TRUSTEES
[Adopted by the Board of Trustees May 20, 2013]**

ARTICLE I: Membership

Section 1. The Board of Trustees (the “Board”), established in the original Act of Incorporation of the Acton Memorial Library, St. 1890, c. 52 (the “Act”), consists of nine members (each a “member” or a “trustee”). Three trustees are elected, one each year for a term of three years, at the annual Town election. Rules of eligibility and nomination are the same as for other elected Town officials. The remaining six trustees are the successors of the original board of corporators.

Section 2. Pursuant to Section 3 of the Act, any vacancy occurring at any time, by death or otherwise, in the board of corporators or their successors shall be filled forthwith by the remaining members of said board.

Section 3. Pursuant to Section 3 of the Act as amended by Section 2-1 of the Town Charter, any vacancy occurring, by death or otherwise, at any time in the board of trustees, of any member who has been duly elected by the Town, shall be filled in accordance with G.L. c. 41, § 11. The person so appointed shall be a registered voter of the town and shall perform the duties of the office until the next annual meeting or until another is qualified; whereupon the vacancy shall be filled by election by the Town at its annual meeting or at a meeting specially called for the purpose.

Section 4. Only an inhabitant of the Town of Acton may serve as a trustee.

ARTICLE II: Powers and Duties of the Trustees

Section 1. The Board shall have all powers and duties set forth in the Act. The Board shall have responsibility for general management, control and direction of the affairs of the Acton Memorial Library (the “Library”) and the representation of its interests and needs within the community at large.

Section 2. The Board shall be responsible for establishing the goals of the Library, including the periodic development of a long-range plan. The Board shall establish policies and regulations for the management and administration of the Library, its property and funds, and for implementation of Library goals. The Library Director shall be appointed by and report to the Board concerning the administration of the Library and the Library staff. The Town Manager shall participate in the process of selecting the Director. The Board, with the Town

Manager, shall conduct annual evaluations of the Director, consistent with the Town's personnel policies and other applicable administrative requirements.

Section 3. The Board shall annually make a report to the Town of its actions in the previous year.

Section 4. The Board shall consult with the Director in the preparation of the annual budget for the Library and approve the Director's budget recommendation to the Town each year. It shall oversee the disbursement of the Library's trust funds in accordance with the terms of each trust and approve the expenditure of state aid funds for Library purposes.

Section 5. Standing or temporary committees may be appointed by the President of the Board from time to time from the members, and the Board may invest such committees with such powers as it sees fit. Each committee shall report its activities at regular meetings of the Board.

Section 6. All actions of the Board shall be actions of the Board as a unit. No Board member shall act on behalf of the Board on any matter without prior authorization of the Board. No Board member, by virtue of his/her office, shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any Library employee.

ARTICLE III: Officers of the Board

Section 1. The officers of the Board shall be a President, Vice-President, and Secretary, who shall be chosen from among its members by majority vote at the regular meeting of the Board, held in May of each year, to take office in June of that year. A nominating committee for the officers shall be appointed by the President at the regular meeting of the Board in April of each year. The term of office of each officer is one year.

Section 2. If any vacancy of any of said officers shall occur by the death, resignation, inability to act, or other cause, such vacancy in the officer position shall be filled by a vote of the Board at any regularly scheduled meeting, provided that the notice thereof shall state this objective of the meeting.

Section 3. The President shall preside at all meetings of the Board, and shall have the power to sign official documents on behalf of the Board as authorized by the Board. During prolonged absence or disability of the Director, the President may recommend the appointment of an Acting Director.

Section 4. In the absence or disability of the President, the Vice-President shall perform all the duties of the President.

Section 5. The Secretary shall keep a full record of the proceedings of the Board and shall file all of its records, correspondence, and papers with the Director. An archive of these materials

shall be kept in the Library. The records and books of the Board shall at all convenient times be open to the inspection and examination of the Town's Board of Selectmen. The records shall include the minutes of the meetings and the documents referred to at the meetings. The original minutes and documents shall be filed with the Town Clerk's office in accordance with the Massachusetts Open Meeting Law, G.L. c. 30A, §§ 18-25, as amended (the "Open Meeting Law").

ARTICLE IV: Meetings of the Board

Section 1. The Board shall hold regular meetings a minimum of nine times per year. Meetings shall be posted publicly pursuant to the requirements of the Open Meeting Law.

Section 2. Meetings of the Board shall be held in the Acton Memorial Library building, unless otherwise stated in the written notice of the meeting.

Section 3. Special meetings may be called by the President or by two or more trustees submitting a meeting request in writing to the President of the Board.

Section 4. Five of the nine trustees shall constitute a quorum to conduct the business of the board. Unless otherwise provided by law or by these Bylaws, Board approval shall require the affirmative vote of a majority of the members present, but not less than the affirmative vote of a majority of the quorum.

Section 5. Regular meetings of the Board shall include the following items, where applicable:

- Approval of the minutes of the previous meeting
- Report of the Library Director
- Report of standing or temporary committees of the Board, and consideration of actions recommended by such committees
- Items listed in the published agenda for the meeting
- Confirmation of action taken by the Director or President of the Board, as duly authorized by the Board
- New business, to the extent consistent with the requirements of the Massachusetts Open Meeting Law.

Section 6. All meetings of the Board or subcommittees of the board shall be subject to the Open Meeting Law and shall be open to the public unless held in executive session in accordance with the Open Meeting Law. Notice of all meetings, except in an emergency, shall be filed with the Town Clerk and posted in accordance with the Open Meeting Law prior to the scheduled meeting. Notice of the meeting shall include a description of all topics reasonably

anticipated to be discussed. All records and minutes of the meetings shall be available for public inspection.

ARTICLE V. By-Law Amendments

Section 1. All previous By-Laws are hereby repealed.

Section 2. These By-Laws may be amended by vote of a majority of the Board at any meeting of the Board the notice for which shall state that amendments will be proposed.