



# Stowe Free Library Board of Trustees

*Updated January 2022*

# Table of Contents

|                                                  |         |
|--------------------------------------------------|---------|
| I. Authority and Purpose                         | Page 3  |
| II. Membership                                   | Page 3  |
| III. Officers                                    | Page 4  |
| IV. Meetings                                     | Page 5  |
| V. Committees                                    | Page 6  |
| VI. Duties of the Board of Trustees              | Page 6  |
| VII. Conflict of Interest                        | Page 7  |
| VIII. Trustees Task, Responsibilities and Duties | Page 7  |
| IX. Endowment Policy                             | Page 8  |
| X. General                                       | Page 11 |



# Bylaws of the Board of Trustees

## Article I

### Authority

In accordance with 24 VSA 143 the Library Trustees may establish bylaws, subject to the provisions of the Stowe Town Charter.

### Purpose

The Board of Trustees will promote the aims and goals of the Stowe Free Library as set forth in the Library Mission and Vision Statements:

**To Welcome ... To Inspire ... To Enrich the Mind.**

The Stowe Free Library strives to foster community, serve the public, provide uncensored access to knowledge, and encourage learning, discovery, and creativity.

## Article II

### Membership

#### Section 1: Appointments and Terms of Office

The Board will consist of seven (7) Trustees appointed by the Town Selectboard annually in May in staggered terms of three (3) years. Trustees must be full time residents of Stowe.

Board members are limited to serving three (3) consecutive three (3) year terms. After a one-year absence, trustees may re-apply for membership on the Board. Terms expire on April 30<sup>th</sup>.

Trustees emeriti may be appointed by the unanimous decision of the Board of Trustees.

#### Section 2: Meeting Attendance

Each Trustee is expected to attend monthly Board meetings. Trustees, after missing two (2) meetings without prior notification or missing three (3) consecutive meetings in a twelve (12) month period, may be asked to reconsider their commitment to the Board.

Trustees may attend meetings via electronic means.

### **Section 3: Vacancies**

The Town Select Board, in consultation with the Chairperson of the Library Board of Trustees, shall at any time fill a vacancy on the Board of Trustees through an appointment.

## **Article III**

### **Officers**

At every June meeting, there shall be an annual election of officers for the Chair and Vice Chair positions. As the Secretary and Treasurer positions are not term limited, there will also be an election for these offices if there is a need.

### **Section 1: Officers**

#### **Chairperson**

The Chairperson shall be the principal officer and shall exercise general supervision and control over all business and affairs of the Board of Trustees. She/he shall have the following specific powers and duties:

- ❖ To preside at all Board of Trustee meetings.
- ❖ To prepare, in conjunction with the library director, an agenda for the Board of Trustees meetings.
- ❖ To prepare the annual Trustees report for inclusion in the Town Report.
- ❖ To attend the Town's Annual Meeting.

#### **Vice-Chairperson**

The Vice-Chair, in the event of the absence or disability of the Chairperson, or of a vacancy in that office, shall assume and perform the duties and functions of the Chairperson.

In addition, the Vice-Chairperson may assist the treasurer and act as signatory on financial accounts as needed.

#### **Secretary**

The Secretary shall be the custodian of and shall maintain all records and shall be the recorder of the Board's actions and transactions at all meetings of the Board of Trustees. The Secretary shall have the following specific powers and duties:

- ❖ To record or supervise the recording of the minutes and transactions of all meetings of the Board.
- ❖ To post a copy of the minutes of regular meetings at the Library and submit a copy to the Town Selectboard and Town Clerk, as required by law.

- ❖ To attend to such correspondence and make such reports as may be assigned.
- ❖ To establish and maintain a public documents notebook containing Library policies, by-laws and long range plan and to be maintained on a regular basis for public inspection.

## **Treasurer**

The Treasurer receives all income, makes authorized expenditures via the town clerk in accordance with the Charter of the Town of Stowe and invests the trust funds with the Board of Trustees approval. The Treasurer shall also keep systematic accounts and records and shall submit quarterly reports to the Board of Trustees and an annual itemized statement of income and capital funds for the Town Report. The Treasurer may appoint an ad hoc budget committee.

The library budget is prepared by the Library Director and presented to the Town Manager and Selectboard for their approval.

## **Section 2: Terms of office**

The Chairperson and Vice Chairperson positions are limited to no more than 3 consecutive one-year terms to be held by any trustee(s).

The Select Board has the right to overrule or extend the terms of the Secretary and/or Treasurer if there are no other opposing candidates after their respective terms have expired.

## **Article IV**

### **Meetings**

#### **Section 1: Regular Meetings**

Meetings are held monthly at the Stowe Free Library or such other place as may be decided upon by the Board and are open to the public.

Regular monthly meetings may occasionally be waived, but there shall be at least eight monthly meetings each year. Executive sessions may be called at any time.

#### **Section 2: Annual Meeting**

The Annual Meeting of the Board of Trustees shall be held in June.

#### **Section 3: Agendas and Notices**

The agenda for all Board meetings shall be made available at least 24 hours in advance of the meeting.

#### **Section 4: Minutes**

Minutes shall be made available by the Secretary as set out in Article III, Section 1 of these bylaws and in Vermont's Open Meeting Law.

#### **Section 5: Special Meetings**

A Special Meeting of the Board is any meeting that is not a regularly scheduled meeting of the Board. Special meetings, including meetings of Board Sub-Committees, shall follow the same guidelines as regular meetings, with at least 24 hours notice of the meeting.

#### **Section 6: Quorum**

A quorum consists of four members, or in the case of a Board with vacant seats, a majority of the Board of Trustees.

#### **Section 7: Open Meeting Law Compliance**

The Board of Trustees shall follow the Open Meeting Law of the State of Vermont.

### **Article V**

#### **Committees**

The Board of Trustees may designate one or more additional committees, each consisting of at least one member of the Board of Trustees, and such other members as the Board shall determine. Each such committee may adopt its own rules of procedure, which may be formalized into operating guidelines, and shall keep such minutes as the Trustees shall direct of its proceedings and report the same to the Board of Trustees. The duties of the committees shall be set by the full Board and, unless specified otherwise, no committee shall have other than advisory powers.

### **Article VI**

#### **Duties of the Board of Trustees**

The Board of Trustees is responsible for assessing community needs, developing responsive plans of service, and evaluating Library performance. The Board of Trustees shall be the governing body of the Library, carrying full responsibility for general policy-making and for securing funds to implement these policies consistent with the provisions of the Town of Stowe Charter.

The Board of Trustees shall be responsible for the Library Long Range Plan, setting general policies concerning library operations, including programs and collections, consistent with the provisions of the Town of Stowe Charter, and for advising the Town Manager in the appointment of the Library Director.

The Board of Trustees shall maintain relations with the Town Selectboard and with the community at large.

The Board of Trustees is considered a working board; that is, in addition to Trustee responsibilities, it is hoped each member will spend some time each month working on behalf of the Library at various tasks.

While the Library Director is responsible for day-to-day running of the Library, the Board of Trustees may assist in any library decisions at the request of the Library Director.

## **Article VII**

### **Conflict of Interest**

The Board of Trustees shall follow the guidelines set out in the Town of Stowe Conflict of Interest Policy.

## **Article VIII**

### **Trustees' Tasks, Responsibilities, and Duties**

A library Trustee is an essential link between the community and the public library. As such, the Trustee helps make the library a vital active force in the lives of many people. The primary responsibilities of a trustee are:

- Set library policy
- Create by-laws
- Volunteer for board sub-committees
- Do long range planning and financial management
- Promote library use
- Interface with the director

In addition, there are tasks and duties a trustee will want to attend to:

- Monthly, attend regular board meetings

- Check in with the Director from time to time – see how things are going, if you can be of help
- Regularly visit the library and establish an awareness of everyday library usage
- Attend library events and support library services
- Volunteer at the library by helping the staff as needed.
- Promote the library when you are with other community members
- Serve as an ambassador-at-large to the library in terms of outreach

Board members' conduct should include avoiding discussion of library procedural or personnel issues with staff. If staff members have issues they wish to discuss, they should be referred to the Library Director as part of the chain of command.

## **Article IX**

### **Endowment Policy**

#### **Purpose**

The purpose of this policy is to establish guidelines for investing and spending the Endowment Fund of the Stowe Free Library in a manner that allows the funds to be used to support the Library's values, mission and vision.

#### **Endowment Funds Objective**

The objectives of the Endowment Fund are to preserve the value of the assets of the Endowment Fund, provide a stable source of income to support the Library's operational needs, achieve long-term growth of the Endowment Fund in accordance with the directions of the donors of the funds as stated in bequest documents and under the direction of the Board of Trustees, and to incur costs appropriate and reasonable in relation to the abovementioned.

#### **Endowment Authority**

The Trustees of the Library retain overall responsibility for maintaining and implementing this Policy. A Finance Committee of the Board, authorized by the Trustees, shall be comprised of the Board Treasurer, the SFL Director, and two Board members at large or one Board



Member and one 3<sup>rd</sup> party advisor. The Committee shall identify, implement and monitor an investment strategy for the Endowment Fund consistent with this policy and appropriate to the operational and long-term needs of the Library, taking into account recommendations from the asset manager(s) and other relevant factors such as economic conditions, expected income return, budget-to-actual operating projections, budgeted distribution, and preservation of the Endowment.

The Finance Committee shall;

- select and oversee one or more investment managers to directly manage Endowment Fund assets;
- retain the right to deny authority to the asset manager(s) to invest Library assets into such specific investments which the Committee believes is not consistent with the Library's values;
- at least semi-annually, review the investment portfolios of the Endowment Fund's assets, including a review of asset allocation and return;
- at least annually, meet with asset manager(s) to review investment strategy and portfolio performance;
- work with the Board of Trustees and Library Director to recommend appropriate amounts of withdrawals from the Endowment to meet the budgetary needs of the Library as described in *endowment spending*;
- present reports to the Trustees at least semi-annually, providing an overview of investment strategy, asset allocation, and return

### **Investment Objectives and Strategy**

The Endowment Fund of the SFL is a pool of permanently endowed funds intended to be "generation neutral" -- both a resource to benefit *present* users of the Library and a permanent fund that will be available to benefit *future* Library users. Fund assets may be invested in equities (stocks) and fixed income (bonds, CDs, et cetera) at the discretion of the Trustees. The asset allocation of the Endowment Fund, proportionally averaged across individual funds, will be maintained at a target rate of 60% equity securities and 40% fixed income securities, with ranges allowed, minimum to maximum, of 20% to 65% and 30% to 80%, equities and fixed income securities, respectively. Rebalancing will be completed on an annual basis no later than June 30.

While funds may be invested in common portfolios, the endowments are accounted for separately, sharing in the investment earnings and current value of the Endowment Fund based on their respective percentages of the Fund's total value.

Commented [GD1]: From Lewiston, ME Public Library endowment policy

### **Spending Objectives and Strategy**

A distribution from the endowment funds shall be made annually to meet the needs of the Library and to fulfill its mission, but in an amount that permits the funds to be maintained over the long term. The restrictions imposed by the donors of the endowment funds will be honored to the fullest extent permitted by law.

It is the Library's objective to distribute annually not more than four percent (4%) of a trailing twelve-quarter average, as measured by the balance at the end of each of the proceeding twelve quarters, of the Endowment's total fair market asset value. If approved by the Trustees, a distribution in excess of the four percent (4%) amount may be made in a year where necessary to meet unusual or emergency expenses. The calculation shall be completed by October 1 annually.

### **Annual Endowment Budget**

The Library Director shall develop an Endowment Fund Expenditure Budget and shall annually present it to the Library Board for adoption by November 1 for the following fiscal year. All expenditures from the Endowment Fund must be made in accordance with the adopted Endowment Fund Expenditure Budget unless otherwise specifically authorized by the Trustees.

*-Endowment Policy Approved on January 3, 2020.*

## **Article X**

### **General**

The bylaws shall be subject to an annual review in January by the Board of Trustees. Changes shall be duly warned.

*-Trustee Bylaws revised and approved on Jan.08.2021.*