

Bylaws of the Board of Trustees of the Goodnow Memorial Building (Princeton Public Library)

ARTICLE I. *Name and Authorization*

The name of this organization is the **Board of Trustees of the Goodnow Memorial Building**, existing by virtue of the provisions of Chapter 78, Sections 10-13, and 21 of the Massachusetts General Laws (MGL), and by the Deed of Gift of the Goodnow Memorial Building dated February 11, 1884 by Edward A. Goodnow.

ARTICLE II. *Membership*

As mandated by the library commissioners of the Commonwealth of Massachusetts, the board of trustees of the Goodnow Memorial Building shall be comprised of **no less than seven** members and **no more than nine members**, who shall serve without compensation. The number of members does not include honorary or *ex-officio* members. Trustees are asked to serve terms for as long as they wish. However, a trustee who is reluctant or unable to take an active role in the promotion and betterment of the town's public library system, its holdings and its programs, may be asked to resign from the board at the discretion of the board chairman and a majority vote of the board.

Any member of the board of trustees may resign at any time by written notice to the chairman of the board.

A vacancy on the board shall be filled by joint majority vote of the board of trustees. Nominations are accepted from the board and the library director.

Any member who fails to attend four consecutive regularly scheduled board meetings will receive a letter from the chairman reminding the member that regular attendance is a responsibility of all trustees and that those unable to attend regularly should consider resigning from the board. Copies of these letters shall be included in the board's minutes. In the event of illness or other extenuating circumstances, exceptions to this provision may be made by a formal vote of the board.

Honorary membership to the board is extended to town clergy representing all established places of worship in the town of Princeton. While honorary members cannot vote on library issues during meetings, their valued expertise shall be sought at every opportunity. Honorary members are invited to all regularly scheduled meetings of the board and may be asked to attend meetings that are scheduled for emergency purposes.

ARTICLE III. *Responsibilities*

The board shall have those responsibilities as provided by MGL, Chapter 78, Section 11 and the deed of Gift of Edward Goodnow as regards the custody and management of the library and of all property owned by the town pertaining to the library, also known as the Goodnow Memorial Building. The board shall be responsible for all monies appropriated by the town for the library and all money or property received by the town by gift or bequest for the library, including all trust funds.

The board shall appoint a qualified **library director** who shall be empowered as the executive and administrative officer of the library on behalf of the board and under its review and direction. Responsibilities delegated by the board to the library director shall include implementation of policies approved by the board, selection and supervision of personnel, selection of books, videos and other materials, maintenance of library collections, expenditure of funds within the approved budget, direction of library operations and provision of services to the public. The library director is expected to work closely with town officials and to attend all meetings of the board except on the rare occasions when an executive session has been called. The library director is responsible for the appearance/maintenance of the building and equipment, for hiring, maintaining and directing a staff, and for the efficiency of services to the people of Princeton under the financial conditions established in the annual budget.

The board shall establish written policies governing library activities and services, including a policy for the selection of library materials and the use of library materials and facilities that are in accord with the current standards of the American Library Association.

The board shall execute a written agreement with the library director upon hiring that outlines the basic conditions of employment. An annual review/evaluation shall be performed by the board chairman with direct input from all board members.

ARTICLE IV. *Officers*

The officers of the board shall be chairman, vice chairman, secretary, and treasurer.

The **chairman** shall conduct all meetings, appoint all committees, serve as the official representative of the board, represent the board at meetings with the board of selectmen, and fulfill all legal functions on behalf of the board.

In the absence of the chairman from a board meeting, the **vice chairman** will preside. If both are absent, the members will select a leader from those present.

The **secretary** of the board is expected to keep a true and accurate account of all proceedings and have custody of the minutes and other records of the board. A secretary's report of minutes of the previous meeting is expected at each meeting. It is the function of the secretary to notify all board members of a meeting at least five days prior to the session and to be responsible for correspondence as directed by the board. The secretary is also responsible to work with the library director and board chairman in preparing the year-end report for the town's annual report.

The **treasurer** is to have charge of special library funds and income outside the appropriations in charge of town officials. The treasurer is further empowered to pursue investments of library funds and make recommendations to the board regarding how monies could be invested or managed. A brief written treasurer report is expected at each meeting.

At every second annual meeting in May, officers of the board shall be elected for two-year terms and will be ineligible for re-election after having served three successive terms unless otherwise voted by a majority of the board. Elections shall be carried out at the discretion of the board by either a voice vote or by paper ballot.

ARTICLE V. *Meetings*

Meetings of the board of trustees of the Goodnow Memorial Building will be held on the **second Tuesday of each month**. The annual meeting of the board will be held in May. During certain months of the year, the board may decide to hold their meetings every other month, depending upon the urgency of agenda items.

Regular attendance is expected. A trustee is expected to give advance notice to the chairman or library director whenever he/she cannot attend a meeting.

Special meetings may be called by the chairman, or at the request of a majority of members.

A quorum of the board for the transaction of library business shall be five members.

Unless otherwise posted, meetings of the board of trustees are subject to the Commonwealth of Massachusetts' Open Meeting Law as contained in the MGL, Chapter 39, Section 23A-23C. All records of minutes of meetings will be made available for public inspection upon request.

Unless otherwise posted, the town administrator and a representative from the board of selectmen are invited to attend any and all meetings.

Meetings shall have a prepared agenda that includes a call to order, reading and approval of minutes for the previous meetings, a treasurer report, a report of the library director, committee reports, action items, and new business.

ARTICLE VI. *Committees*

There should at all times exist an executive committee of the board comprised of the officers of the board and at least one trustee. The purpose of this committee is to assemble when necessary under “executive session” to discuss issues relating to personnel, budget planning, or emergency situations.

Special committees for the study and investigation of special problems or for the performance of specially assigned tasks may be appointed by the chairman. Such committees shall function as *ad hoc* committees and shall consider only that purpose for which they were appointed. They shall disband when their work has been completed. Participation/membership on a special committee of the board may be extended to non-members for the sole purpose of utilizing particular areas of expertise.

ARTICLE VII. *Community Liaison*

The board of trustees recognizes and encourages the strong commitment of the “Friends of the Library,” a community organization dedicated, in part, to the financial, cultural and educational well-being of the Princeton Public Library. The chairman of the Friends of the Library is encouraged to attend regular meetings of the library board. In kind, at least one trustee shall be asked to serve on the board of the Friends of the Library.

ARTICLE VIII. *Collective Authority of the Board*

All decisions of the board are made by the board as a collective body. No individual member may make decisions or, with the exception of the chairman, act or speak for the board unless specifically authorized to do so by a vote of the membership of the board.

ARTICLE IX. *Parliamentary Rules*

Except as provided for these Bylaws, the current edition of Robert’s Rules of Order shall govern. Reports of the board officers at regular meetings may be accepted as read unless objections are raised by board members in attendance.

ARTICLE X. *Amendments*

These Bylaws may be amended at a regular or special meeting of the board with a quorum present, by a two-thirds vote of the members present, providing the amendment was stated in the call for the meeting.

Article XI. *Investment Committee*

The Board of Trustees of the Goodnow Memorial Building (henceforth known as ‘the Board’) shall establish a standing investment committee to manage any funds bequeathed, donated or otherwise gifted as long-term investments received by the Board. The Investment Committee shall report to the full Board not less than once per year.

The Investment Committee is charged with the responsibility of developing suitable investment objectives for each fund or gift, formulating the appropriate asset structure for each and selecting the requisite investments for each. At its option, the Investment Committee may select a third party to assist it in the investment management and custody of each fund or gift.

The Investment Committee shall consist of not less than three members and not more than seven. The size of the committee may be altered by the Board at any time.

Members of the Investment Committee shall consist of two *ex-officio* members, namely, the Board President and Board Treasurer. Except for the *ex-officio* members, each member of the Committee shall serve for a term of three years. There are no term limits. The initial terms of the members will be staggered. No at-large member shall serve more than three consecutive three-year terms. Any member of the Investment Committee may be removed at the discretion of the full Board.

Amended March 21, 2023