

Brooks Memorial Library Bylaws

Article I - General Provisions

The Brooks Memorial Library is a department of the Town of Brattleboro, as established in the Brattleboro Town Charter, Article II, Section 7. The Board of Trustees, under the authority of the laws of Vermont, V.S.A. Title 22 V.S.A. § 143, has the full power to manage the library. It shall have its principal office and place of business in the Brooks Memorial Library building. Its principal functions shall be to maintain and promote a comprehensive collection of books, periodicals, reference materials, newspapers, audiovisual materials, online resources, and other materials for the instruction, information, and entertainment ~~of~~for the people of the Town. It shall serve as a public gathering place and provide specific private spaces to the public for meeting, study and quiet work. It may act as a repository of property belonging to others ~~and~~ having educational, cultural or historical value. It may sponsor exhibits, lectures, concerts, movies, contests, and other programs of educational or cultural value. It shall serve as a resource to the Town for free access to the Internet.

Article II - Board of Trustees

1. Composition and Tenure

The Board shall consist of nine trustees, who shall each serve for three years. Three trustees shall be elected or reelected at each ~~Annual~~annual Representative Town Meeting. ~~The Board shall nominate candidates for election in Town Meeting from amount persons nominated by the selectboard and the board of trustees and the floor of the annual Representative Town Meeting. Trustees may also be nominated from the floor of the meeting (by any Town Meeting member).~~ A vacancy on the Board shall be filled by the Selectboard until the next annual or special Representative Town Meeting, at which a successor shall be elected for the remainder of the original term. The Board shall recommend candidates for appointment by the Selectboard to fill vacancies on the Board. A trustee shall be a resident of Brattleboro. However, if a trustee should move from the Town during the term of office, the trustee may complete the remainder of the term. A trustee

shall not serve for more than three consecutive full terms or 9 consecutive years but shall be eligible for reelection or appointment after the lapse of one full year.

No member of the Library staff or immediate family thereof shall be eligible to serve as a trustee.

Trustees shall serve without compensation but may be reimbursed for actual and necessary expenses incurred in performance of Library business as determined by the Board of Trustees.

A trustee who is absent from three consecutive regular meetings of the Board without good cause (to be determined by the president or designee), may be removed from the Board by an affirmative vote of five trustees. The vacancy created by removal of a trustee shall be filled as described above.

2. Functions

The Board of Trustees affirms the American Library Association's Library Bill of Rights, Freedom to Read, and Freedom to View documents as statements of each individual's right to freedom of choice in information and materials use. It shall be responsible for the development and maintenance of policies governing the Library. Among these are policies regarding the selection and circulation of materials and acceptance of gifts including additions to the endowment fund, as well as those of its own governance. With the advice of the staff, the Board shall review and approve policies governing reference and information services, collection development and maintenance, and public access to computers and related technology. In addition, it shall approve ~~policy~~ policies regarding fees and fines, meeting room and exhibit space, and behavior code for patrons. The Board shall review these policies at least every five years.

The Board shall review Library expenditures monthly and shall approve the annual budget. It shall determine annually the investment strategy and management of all trust funds and shall review the status of such funds monthly. The Board shall authorize the Library Director to present a proposed budget for the ensuing year to the Town Manager for review by the Selectboard. The fiscal year of the Library shall coincide with the fiscal year of the Town.

The Board shall collaborate with the Town, in the proper maintenance and protection of the Library buildings and equipment.

The Board, in collaboration with the Director, shall determine when the Library will be open to the public. The Director may use judgement and discretion to determine if emergency closure or opening is necessary.

The Board shall be responsible for long-range planning and the establishment of goals and objectives for the Library.

The Board shall ensure that Library resources and services are promoted in the community. When appropriate, the Board shall ~~cooperate~~ collaborate with the Friends of Brooks Memorial Library, the Vermont Department of Libraries, school and college libraries in the region, and public libraries in neighboring towns.

3. Meetings

The Board shall meet in regular session a minimum of nine times a year, in accordance with Vermont Open Meeting Law Title 1 V.S.A. §§ 310–314. The president shall ensure three days' written notice for regular meetings to each trustee. The president or three trustees, upon three days' written notice to each trustee, may call special meetings. The president or three trustees, upon one full day's written or verbal notice to each trustee, may call emergency meetings. Notice shall include the purpose of the special or emergency meeting.

Five trustees shall constitute a quorum for the transaction of business. Except where the bylaws indicate otherwise, the vote of a majority of the trustees present at any meeting shall decide any question.

The Library Director or designee shall attend all meetings of the Board and may participate in its consideration of matters of internal management but shall have no vote. The Board may invite other persons to attend its meetings. The Board is covered by the Vermont Open Meeting Law Title 1 V.S.A. §§ 310–314 and all meetings of the Board and its committees are public meetings unless the members of the Board vote by 2/3 margin to enter into executive session for one of the reasons set forth in Title 1 V.S.A. § 313.

4. Officers

The officers of the Board shall be a president, a vice-president, a secretary, and a treasurer. They shall be chosen from among the trustees. They shall be elected at the first meeting of the Board following the Annual [Representative](#) Town Meeting and shall serve for one year or until their successors are elected. The Board shall fill a vacancy ~~in~~ [for](#) any officer. The officers shall perform the duties usually pertaining to their respective offices and such other duties as are herein specified.

The president shall preside at all meetings of the Board, shall designate all committees, and shall exercise all the powers usually incident to the officer. As a Board member, the president shall have the right to vote. Prior to each meeting of the Board, the president and Library Director shall furnish an agenda listing all items of unfinished business and all matters currently requiring action or decision. A person shall not serve as president for longer than three consecutive years, but after the lapse of one year may be reelected president.

The vice-president shall preside at meetings of the Board in the absence of the president and shall perform other duties as the Board may prescribe from time to time. Generally, the vice-president will be nominated for president at the next vacancy.

The treasurer shall oversee the endowment funds, may serve as the chair of the finance committee, and shall present a written current financial report at each trustee meeting or upon request.

The secretary shall oversee the correspondence of the Board. The secretary shall be responsible for full and accurate minutes of each meeting and shall ensure that a draft thereof is posted to the website within 5 calendar days and furnished to each trustee prior to the next regularly scheduled meeting.- After correction and approval at the next meeting, the amended minutes shall be posted on the Library website. An electronic recording of that meeting will be available on the website for at least 30 days following approval of the minutes in accordance with Act 133 (S.55), amending the Open Meeting Law.

The following may sign checks and make withdrawals from the Library Board accounts: Library Director; Board president; and treasurer.

The Town shall furnish a bond to cover the financial activities of the foregoing as well as administrative liability insurance for the entire Board.

~~The secretary shall oversee the correspondence of the Board. The secretary shall be responsible for full and accurate minutes of each meeting and shall ensure that a draft thereof is posted to the website within 5 calendar days and furnished to each trustee prior to the next regularly scheduled meeting.~~

~~After correction and approval at the next meeting, the amended minutes shall be posted on the Library website. An electronic recording of that meeting will be available on the website for at least 30 days following approval of the minutes in accordance with Act 133 (S.55), amending the Open Meeting Law.~~

5. Committees

The President of the Board, with the advice and consent of the Trustees, shall each year appoint ad hoc and standing committees to deal with such functions as policy review, strategic planning, finance and asset development, trustee nomination, technology, and buildings & grounds. The president shall act as, or appoint a Trustee to act as, liaison to various external boards and committees as required.

A Trustee shall serve as the chair of each committee. Each committee shall have at least three members, at least two of whom shall be current Trustees. Committee membership shall be publicly posted, and committee meetings are open to the public.

Generally, expenditures of funds are made by the full Board of Trustees on the recommendation of the committees. Votes by the committee to expend funds, whether allocated for the committee's use by the full Board or from some other source, shall require the assent of a majority of the committee's Trustee members, or if there are only two Trustee members, by all of the Trustee members.

Members of the public, particularly Library staff, bring valuable expertise to the work of Board committees and are encouraged to join at the invitation of the committee chair. Such committee members shall have a vote in committee decisions and may act on behalf of the committee at the request of the committee.

6. Conflicts of Interest

All provisions regarding conflicts of interest, including recusal and prohibited conduct, shall be prescribed by the Municipal Code of Ethics, 24 V.S.A. §§ 1991-93.

All Trustees must identify conflicts of interest and situations that may result in the appearance of a conflict and disclose those situations, conflicts, or potential conflicts to the Library Director, the President of the Board, or Town Ethics Officer as appropriate.

~~Add new municipal code of ethics? President's/officers' annual training?~~

~~The Board of Trustees takes a broad view of conflicts.~~ Board members must disclose conflicts and evolving situations that may present a conflict as they arise. Even conflicts concerning transactions that have already occurred should be disclosed. In general, the broad disclosure is advisable so that Board members can make informed decisions that are in the best interests of the Library. In some cases, the person with the conflict may be asked to recuse him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict. In all cases, decisions involving a conflict will be made only by disinterested persons. Any conflict that was managed and the outcome will be documented in the Board minutes. All members of the board shall annually sign a conflict of interest disclosure form.

The president and treasurer shall complete annually the Vermont State Ethics Commission municipal ethics training course.

Article III - Library Director

The Board shall have primary responsibility for personnel matters related to the Library Director as ordered in the Town Charter, and shall consult with the Town Manager on all such matters. The Library Director shall appoint other professional, para-professional and clerical, personnel and shall evaluate their performance. The Director shall have full direction of the Library, subject to the oversight of the Board.

The Director works in close cooperation with and has accountability to the Board of Library Trustees in accordance with 22 V.S.A. §143, serving as its advisor and as an active participant in policy and budget development, goal setting, planning and evaluation, in accordance with policies established by the Town and the Board.

The Board delegates to the Director full authority in such areas as collection development, budget management, and personnel administration, selection and supervision. The Library Director manages the day-to-day operations of the library, including collections, programs, budget and staff, serving as the primary public representative for the [Library](#).

The Director is responsible for the effective delivery of library services to the community, assessing its needs and interests. The Director is responsible for:

- Planning, directing, coordinating, and staffing all activities of the department and training its personnel.
- The Library's continued and efficient operation, including the department's relations with the public, local government, and other related agencies.
- Enforcement of rules, policies and regulations within the [department](#).
- Designating a deputy to direct the affairs of the Library during any absence.
- The Director or a designee shall report at each regular Board meeting.

The Board, or a subcommittee appointed by the president, shall periodically review the performance of the Director ~~, based on the job description,~~ and shall give to the Director a written performance evaluation. A summary evaluation shall be forwarded to the Town Manager with the Director's response. [The Board may request feedback regarding the Director's annual review conducted by the Town Manager.](#)

The Board of Library Trustees shall participate in the Town's selection of the Library Director.

Article IV - Review of Bylaws

The Board shall review these bylaws at least every ~~three~~five years. During this process any necessary changes or revisions may be made.

Article V - Amendment of Bylaws

These bylaws may be amended at any regular or special meeting of the Board with 30 days' written notice by an affirmative vote of five trustees. The text of a proposed amendment shall be set forth in the notice of the meeting. Amendments shall be appended to the original copy of these bylaws with notation of the respective dates of adoption of the amendments. A copy of the current bylaws shall be furnished to every trustee and posted on the library website.

~~Revisions approved October 8, 2025~~

~~Brooks Memorial Library Bylaws~~

~~The foregoing bylaws were adopted by unanimous vote of the Board of Trustees of the Brooks Memorial Library.~~

~~Board of Trustees Date: October 8, 2025~~

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