

# **WINDSOR LIBRARY ASSOCIATION BYLAWS**

## **Amended June 20, 2023**

### **1. Mission and Policy Statements**

#### **A. Mission Statement**

The mission of the Windsor Library Association is to foster community support and appreciation of the Windsor Public Library and enhance it as an educational and cultural resource for the Windsor community.

#### **B. Policy Statement**

To achieve this mission, a primary focus of the Windsor Library Association is to raise and manage funds which help the Windsor Public Library purchase books and other materials, including, but not limited to, library resources and equipment, and to sponsor special programs that benefit the citizens of Windsor. It shall be our policy that Association funds shall not be expended as a donation to any individual or group. The purpose of this policy is to ensure that the Association not be viewed as supporting any charitable, political or social cause. All requests for Association funding shall be presented by the Windsor Public Library Director's staff designee to the Association Treasurer or Assistant Treasurer and shall be in keeping with the Association's adopted budget for that year.

### **2. Membership**

#### **A. Types of Membership**

There shall be two types of membership in the Association as follows:

1. Active Membership – which shall consist of individuals who share an interest and desire in fulfilling the mission of the Windsor Library Association. Members shall serve for such time as they are active participants in Association meetings and activities, they resign from membership, request a change to honorary membership, or until removed from membership as hereinafter provided. They shall each be entitled to vote and may hold office. It shall be the goal of the Association to maintain a minimum of thirty (30) Active Members.
2. Honorary Membership – which shall be limited to those former active members who have provided significant service to the Association and for reasons of health, age or personal circumstance request a change to such type of membership. Such requests must be approved by the Executive Committee. They shall each be entitled to vote but shall not be eligible to hold office.

B. Current Association members may recruit members based on skills needs and shared interest in the Windsor Library.

C. Discontinuation of Membership

1. Windsor Library Association members are expected to volunteer their time and talent through committee work, membership meetings, and activities of the Association. Members who are not active participants in the work of the Association may be dropped from membership by vote of the Executive Committee.
2. Any Active Member wishing to resign their membership may do so by notifying the President of the Association in writing.
3. Any Active or Honorary Member may be removed from membership, if, by a majority vote of the Executive Committee, it is determined that said member's conduct has resulted in a detrimental effect to either the Association or the Windsor Public Library. In such case, the President will notify said member in writing of the decision of the Executive Committee within thirty (30) days.

D. Leave of Absence from Membership:

Any Active Member may request a leave of absence from membership for extenuating personal circumstances and/or the Executive Committee may, at its discretion, grant any Active Member a leave of absence, even if such request has not been made.

**3. Officers and Their Duties**

The Officers of this Association shall be a President, Vice President, Secretary, Treasurer and Assistant Treasurer. Said officers shall not be able to serve simultaneously as an Association Investment or Fundraising Chair.

A. President

The President shall be responsible for presiding over Association activities, preside at membership meetings of the Association and of the Executive Committee, serve as an ex-officio non-voting member of the Investment Committee, and shall perform such other duties as commonly pertain to the office of the President. In accordance with the Windsor Town Charter, the President shall be a full voting member of the Library Advisory Board.

B. Vice President

The Vice President shall be responsible for coordinating and supporting Association activities including special membership meetings and events of the Association. The Vice President shall perform the duties of the President in case of their absence or disability.

C. Secretary

The Secretary shall keep a record of all meetings of the Association and of the Executive Committee and shall conduct the correspondence of the Association.

D. Treasurer

The Treasurer or their agent, shall be responsible for managing the general operating funds, routine banking and bill paying activities, recording and reporting the flow of revenue and expenses, managing matching grants for donations and aligning said revenue and expenses with the Association's annual budget. Financial reports shall be prepared monthly and reported to the Executive Committee and annually to the Association. The Treasurer shall be responsible for all required tax and business filings. The Treasurer shall prepare the Annual Budget of the Association.

E. Assistant Treasurer

The Assistant Treasurer shall be responsible for timely collection of the Association's mail, forwarding non-donation mail to the appropriate Association representative, recording and making bank deposits of donations to the Association. The Assistant Treasurer shall prepare and maintain a donation file that can be used as documentation of all deposits and for fundraising records. The Assistant Treasurer shall perform the duties of the Treasurer in case of their absence or disability.

**4. Standing Committees**

A. Executive Committee

There shall be an Executive Committee consisting of the five (5) officers, Past President of the Association (who shall also serve as the Nominating Committee Chair), the Fundraising Committee Chair, the Investment Committee Chair and at least two (2), and up to three (3) other "at large" members of the Association. No related Association members may serve simultaneously. "Related" members are defined as any members who are connected by family, marriage, or household.

The Executive Committee shall have the authority to conduct business on the Association's behalf between full membership meetings of the Association. Such business shall not inhibit or thwart the jurisdiction of any officer or other standing committee. -The Executive Committee shall have authority to use an outside accountant, working with information provided by the Treasurer, to prepare annual tax filings.

The Executive Committee, in case of the absence or illness of any officer, may appoint any member of the Association to perform the duties of such officer during such period of disability and may fill vacancies on committees.

The Executive Committee shall have the final approval of all fundraising activities proposed by the Fundraising Committee and of all significant investment policy and procedural changes proposed by the Investment Committee.

The Executive Committee shall approve the annual budget in advance of it being presented to and approved by the membership at the Annual Meeting.

Six (6) members shall constitute a quorum for the Executive Committee.

B. Fundraising Committee

The Fundraising Committee will consist of the two co-chairs and a number of committee members as determined and slated by the Nominating Committee. All fundraising activities must be approved by the Executive Committee.

C. Investment Committee

The Investment Committee shall consist of the Chair, the Association Treasurer and three (3) other active Association members chosen by the Executive Committee. The President shall serve as a non-voting ex-officio member. It shall be the goal, but not a requirement, that the Chair serve for a period of not less than three years, but voted on annually as provided in these bylaws. It shall further be the goal, but not a requirement, that the other members serve for a period of not less than two (2) years. The purpose of this goal is to maintain stability and continuity for the Association. The Committee shall act as the Association's finance committee and shall have authority to determine the purchase, sale or exchange of Association investments. The Chair, or their agent, who must be a member of the Investment Committee, shall be responsible for initiating the purchase, sale or exchange of investments. The Committee will monitor said investments to set asset allocations. The Committee will maintain a clear accounting of Restricted and Non-Restricted assets and all investment income. The Committee shall be responsible for determining the definition and calculation of the investment income to be used for the preparation of the Association's annual budget. The Chair, or their agent, who must be a member of the Investment Committee, shall provide a quarterly analysis to the Executive Committee and an Annual Report to the full membership.

D. Auditor

There shall be an Auditor, who shall not be a member of the Executive Committee. The Auditor shall annually review the financial statements and reports of the Association.

E. Nominating Committee

The Nominating Committee shall consist of the Chair, traditionally the most recent past president, and up to three (3) additional active Association members chosen by the Chair of the Nominating Committee. The Committee shall:

1. Propose a slate of officers, an auditor and all of the Executive Committee members as previously described to the Executive Committee in April for approval and subsequent voting at the Annual (May or June) Meeting; and
2. Monitor and maintain the Active membership of a minimum of thirty (30) members as needed by the Association.

## **5. Meetings**

### **A. Membership Meetings**

1. Regular meetings will be called by the President.
2. The President will be required to call a membership meeting upon the written request of five (5) Association members.

### **B. Annual Meeting**

1. The Annual meeting shall be held in the month of May or June on the call of the President.
2. The President, Secretary and Treasurer, the Library Director and any library staff selected by the said Director and the chairs of all standing committees shall report to the Association at the Annual Meeting and reports shall also be submitted by the chairs of all committees which have been in existence during the preceding year. All Association reports shall be in writing and preserved for the Association files as defined in the Document Retention Policy.
3. Quorum – Forty percent (40%) of the membership shall constitute a quorum.

### **C. Other Meetings**

Notice of all meetings of the Association shall be given to the members at least fourteen (14) days prior to the meeting.

## **6. Fiscal and Business Year**

A. The fiscal year of the Association shall be July 1 to June 30.

B. The business year of the Association shall be from the Annual Meeting to the following year's Annual Meeting.

## **7. Indemnification of Officers**

A. The Windsor Library Association shall, to the extent legally permissible, indemnify its Officers and their respective heirs, personal representatives of their estates, or other representatives from any costs, expenses, attorney's fees, amounts reasonably paid in settlement, fines, penalties, liabilities, and judgments incurred while in office or thereafter by reason of serving or having served at the request of the Windsor Library Association or an Officer, unless, with respect to the matter as to which indemnification is sought, the Officer shall have been or is adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the Windsor Library Association. Such indemnification may include payment by the Windsor Library Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person to be indemnified to repay such payment if they shall not be entitled to indemnification under this paragraph, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

B. The determination whether an Officer is entitled to indemnification and the determination whether the Windsor Library Association will indemnify an Officer or other agent shall be made at a meeting of the Executive Committee by a disinterested majority of the members present thereat, or by a majority of

the members present thereat, provided that there is an opinion in writing of counsel retained by the Windsor Library Association to the effect that such Officer appears to have acted in good faith in the reasonable belief that their action was in the best interests of the Windsor Library Association.

## **8. Bylaws**

These bylaws may be amended at any meeting of the Association, written notice of the nature of the proposed amendments having been mailed to all members at least fourteen (14) days before that meeting.

The foregoing Bylaws were proposed and adopted at the Annual Meeting on June 20, 2023,  
replacing prior Bylaws as accepted at the Annual Meeting on June 14, 2022,  
replacing prior Bylaws as accepted at the Annual Meeting of May 20, 2021,  
replacing prior Bylaws as accepted at the Annual Meeting of June 1, 2016,  
replacing prior Bylaws as accepted at the Annual Meeting of May 12, 2014,  
replacing prior Bylaws as accepted at the Annual Meeting of May 16, 2006,  
replacing prior Bylaws as accepted at the Annual Meeting of May 14, 1996,  
replacing prior Bylaws as accepted at the Annual Meeting of May 10, 1979,  
replacing prior Bylaws which were adopted November 13, 1964 and includes all amendments thereto.