

**BYLAWS
OF
THE JOHNSON PUBLIC LIBRARY BOARD OF TRUSTEES**

PURPOSE

The Board of Trustees of the Johnson Public Library, representing the community of Johnson, Vermont will be responsible for:

- A. Developing policy and procedures governing the operation of the Johnson Public Library.
- B. Employing the Library Director.
- C. Performing a yearly evaluation of the Library Director.
- D. Setting wages for all library employees.
- E. Preparing an annual budget, with the assistance of the Library Director, to be submitted to the Selectboard.
- F. Planning for the growth and improvement of the Johnson Public Library and its services.
- G. Overseeing building maintenance and upkeep of the Library with input from the Library Director.
- H. Acting as liaisons between the Johnson Public Library and the Johnson town government.

MEMBERSHIP

The Board of Trustees of the Johnson Public Library are elected by the voters of the Town of Johnson at the annual town meeting. The board consists of five members each elected for a term of 5 years. Vacancies on the board will be filled through appointment by the Board of Trustees. The appointment is effective until the next town meeting, when the appointed trustee shall be elected to complete the unexpired term.

OFFICERS

The officers of the Board of Trustees shall be a Chairperson, Vice Chairperson, Secretary, Treasurer and Facilities Director, each of whom shall be elected by the Board of Trustees. The officers shall be elected annually at the first meeting after Town Meeting. The duties of the officers are as follows:

- Chairperson
 1. Conduct meetings.
 2. Inform Trustees of pertinent activities or events that occur between meetings.
 3. Prepare and distribute the agenda and other relevant materials to all Trustees and the Library Director prior to each meeting.
 4. Prepare the annual Library report with input from the Library Director and other board members. This record will be included in the Town of Johnson's annual report.
 5. Oversee the relationship between the Board of Trustees and the Town of Johnson's Officials. The Chair will have the authority to make emergency decisions when time

does not permit such decisions to be made with discussion with at least two board members.

- Vice Chairperson
 1. Fulfill the duties of the Chairperson in their absence.
 2. Take minutes at board meetings in the absence of the Secretary.

- Secretary
 1. Take minutes at all meetings.
 2. Prepare and submit the minutes of board meetings to the Town Office for posting within five days after a meeting.
 3. Be responsible for the correspondence on behalf of the board.

- Treasurer
 1. Work with the Library Director to prepare, oversee and implement an annual budget for the Library.
 2. Inform the Board of Trustees of the financial status of the Library. This includes funding sources, monies from endowments and financial needs of the library.
 3. Work with the Town Clerk and the Library Director to obtain and submit necessary financial reports which comply with audit requirements.
 4. Provide an annual financial report to be submitted to the Town of Johnson.
 5. Manage income from endowments and transfer the money received to the town.
 6. Manage funds from the checking account and write checks as needed.

- Facilities Director
 1. Evaluate maintenance needs of the Library building, in consultation with the Library Director, to present to the Board of Trustees and the Select board.

MEETINGS

- A. Regular meeting of the Board of Trustees shall be held at least quarterly.
- B. A quorum at any meeting shall consist of at least three Trustees.
- C. A special meeting may be called by the Chair or Vice Chair.

TRUSTEE CONDUCT

- A. The Board may remove a Trustee for misconduct, incapacity, or neglect of duty in carrying out the mission of the Library.
- B. Absence from three consecutive meetings without proper excuse shall constitute automatic dismissal from the board unless the board defers this dismissal by majority vote.
- C. Trustees are bound by a fiduciary duty to the Johnson Public Library. These duties include a duty of loyalty, a duty of care, and the duty of full disclosure.

1. The duty of loyalty refers to trustees' obligation to manage the endowments in a way that is in the best interest of the library.
 2. The duty of care requires that the trustees avoid actions that could be harmful to the library and act prudently in the management of the endowments.
 3. The trustees must keep clear and accurate accounts of administration of the endowments and make the accounts information available upon request.
- D. Conflict of Interest Statement
1. It is the obligation of each board member to disclose any conflict of interests or appearance of conflict of interests to the board for any matters addressed by the board. When a conflict of interest, or appearance of a conflict of interest, arises the member will abstain from any commentary or vote on the matter involving the conflict.

AMENDMENTS

In order to alter these bylaws, amend them, or repeal them the following steps shall take place:

1. The board will warn the public of a hearing regarding the proposed change in bylaws. The hearing may take place as part of a regularly scheduled board meeting listed as an agenda item.
2. The board will adopt the bylaws.
3. Once the hearing takes place and the bylaws are adopted, a second hearing will take place with a second reading of the revised bylaws.
4. The public has 45 days after adoption of the bylaws to petition any changes.
5. The bylaws will be in effect 60 days after the adopted date if there are no petitions for change.

Adopted Date: Marcy 27, 2024
Approving Members: Jessica Bickford, Kelly Vandorn,
Sabrina Rossi, Stacey Waterman, Jasmine Yuris