

THE RUSSELL LIBRARY COMPANY BY-LAWS

June 1984; revised June 14, 2005; June 12, 2012; July 20, 2016; June 19, 2018; December 11, 2019; June 10, 2024

ARTICLE I

NAME AND MISSION

Section 1. This organization shall be forever known as the Russell Library Company, hereinafter referred to as “the Company.” The Company operates under the trade name “Russell Library.”

Section 2. The Company is dedicated to maintaining a free public library in the City of Middletown and to providing the diverse community with the highest quality of library service, reliable information, and lifelong educational, recreational, and cultural resources for patrons of all ages, abilities, and backgrounds.

ARTICLE II

MEMBERS

Section 1. The Company shall consist of not less than fifteen and not more than one hundred electors or taxpayers of the City of Middletown, who shall serve without compensation.

Section 2. Members of the Company shall be elected each year at the annual meeting by a majority vote of the existing Members present. A minimum of fifteen Company Members must attend and vote at each annual meeting.

ARTICLE III

TRUSTEES

Section 1. Number of Trustees. The Board of Trustees, hereinafter referred to as “the Board,” shall at all times consist of 13 Trustees, six of whom shall be elected by members of the Russell Library Company, six of whom shall be appointed by the City of Middletown, and one of whom shall be a member of the Russell family or designated by them.

Section 2. Election of Company Trustees. At the Company’s initial annual meeting, the assembled Members shall elect six (6) Company Trustees from their numbers; two of these Trustees shall serve for one year, two for two years, and two for three years from such meeting. Thereafter at each annual meeting of said Company, two Trustees shall be elected to hold office for three years. All Trustees shall hold office until their successors are elected and have qualified. No Company Trustee shall serve more than four full successive three-year terms. When a Company Trustee’s term expires (12 years), he or she shall not be nominated as a City Trustee for one year.

Section 3. Appointment of City Trustees. The City of Middletown shall appoint six (6) Trustees on a rotating basis similar to that described in Section 2. It shall appoint annually, by a method that it so designates, two Trustees who will hold office for three years.

Section 4. The Board shall develop policies defining the governance of the Library; oversee resources; adopt a Company budget; recruit, hire, and appoint the Library Director; annually evaluate the Director and, in negotiation with the city, determine the Director's compensation; prepare, adopt, develop, and execute a comprehensive strategic plan for the Library; annually review this plan; revise this plan at intervals not to exceed five years; and shall discharge all other necessary responsibilities.

Section 5. During the Trustees' meeting immediately following the annual Company meeting, sitting Trustees shall elect Officers for the upcoming year of service.

Section 6. Vacancies. If a vacancy occurs on the Board regardless of cause, the vacancy shall be filled by a majority vote of all the remaining Trustees, and the person so chosen shall serve as if elected in the usual manner until the next Company meeting. If the term of the replaced Trustee does not expire at said Company meeting, the Company shall either (a) elect a Company Trustee to fill the unexpired portion of said term in the same manner as the Company elects Company Trustees for three-year terms or (b) request that the City appoint a Trustee in the same manner as the City appoints City Trustees for three-year terms.

If a vacancy occurs through resignation, the resigning Trustee shall provide the President with timely notice of such an action.

Section 7. Removal of a Trustee. A Trustee may be removed for chronic failure to attend Board, committee, or Company meetings or for conduct that may be deemed detrimental to the operations, public representation, or service of the Library. The Board may remove a Trustee at any time for cause. Removal of a Trustee shall occur only after an affirmative vote of at least 75% of all current Trustees (excluding the Trustee who is the subject of any removal action) to remove such Trustee. Prior to removal, the Trustee who is the subject of any removal action shall be afforded reasonable notice of cause and of the opportunity to be heard before the Board. If the Trustee who is the subject of a removal action was appointed by the City of Middletown, then the Secretary shall timely notify in writing the Mayor of the City prior to the vote for removal.

ARTICLE IV

MEETINGS

Section 1. The Russell Library Company shall hold its annual meeting by June 30 of each fiscal year. Special meetings may be called pursuant to Section 5 of the Certificate of Incorporation.

Section 2. Regular meetings of the Board shall be held on the third Tuesday of every month from September through June of each fiscal year.

Section 3. The President or a group of at least four Trustees may call a Special Meeting of the Board at any time, provided, however, that all Trustees receive, 72 hours in advance, a written notification of such meeting.

Section 4. Quorum. At all meetings of the Board, seven members shall constitute a quorum for the transaction of business.

Section 5. Attendance. Regular attendance at monthly Board meetings and the annual Company meeting is expected from all elected and appointed Trustees. If a Trustee will not be attending any monthly meeting of the Board or the annual Company meeting, such Trustee shall inform the President or the Library Director of his or her scheduled absence.

Section 6. Meeting Procedures. Meetings shall adhere to the parliamentary procedures as specified in the current edition of Robert's Rules of Order, with such modifications from time to time in the interests of time and efficacy as agreed to by the Board of Trustees.

- a. Meetings shall adhere to the State's Freedom of Information regulations.
- b. When a meeting agenda, the Board President, or a committee chair allots time for public comment, members of the public may speak at Board meetings. Public comments shall be civil and brief. The presiding Trustee may close public comment at his or her discretion.

ARTICLE V

OFFICERS

Section 1. The officers of the Russell Library Company shall be a President, a Vice President, a Secretary, a Treasurer, and any other officer or officers regarded as necessary by the Board.

Section 2. The officers of the Company shall be elected by the Trustees subsequent to the annual Company meeting.

Section 3. The duties of officers of the Company not specifically stated in the Certificate of Incorporation shall be such as ordinarily appertain to the offices they hold, including but not limited to the following:

- a. The President shall (a) act as executive officer having general management and direction of the Company's business, (b) serve as chair of the Board and preside at all Company meetings and all monthly meetings of the Board, (c) prepare or approve the agenda for all meetings of the Board, (d) serve as chair of the Executive Committee, (e) act as ex-officio member of all committees, (f) appoint members of all committees, (g) sign and execute instruments in the name of the Company, and (h) perform other such actions as are consistent with the title and position of President of the Company. The President may delegate these duties to others.
- b. The Vice President shall perform all duties of the President in his or her absence or in case of his or her inability to act.

c. The Secretary shall attend and record the proceedings of meetings of the Board and the Company, shall sign instruments on behalf of the Company, and shall carry on such correspondence as may be required.

d. The Treasurer shall supervise the investment of all funds of the organization, shall serve as chair of the Finance Committee, shall give reports of the Company finances at the annual Company meeting and all regular meetings, shall work with the Finance Committee as stated in these by-laws, and shall carry out such other duties as may be assigned by the President or the Finance Committee.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees.

a. The Executive Committee shall consist of not fewer than five members of the Board, four of whom shall be the Officers specified in Article V, and shall meet at the call of its chair, who shall be the Board President. This committee shall stand in place of the Board, at any time of emergency or between meetings of the Board, in all matters affecting the general policy of the library; its personnel; and the care, repair, and extension of the physical properties and facilities of the library. The appointment or discharge of the Library Director shall, however, remain the prerogative of the Board, as shall other matters as the Board may from time to time reserve to itself. In the event that the Executive Committee convenes between regular meetings, the Executive Committee shall report any decisions made at the following Board meeting.

In addition, the Executive Committee shall meet as needed to recruit, interview, and nominate prospective Company members as well as prospective trustees, both Company and City. The Executive Committee shall, at the Board meeting immediately following the annual Company meeting, place into nomination a slate of officers for the upcoming year of service.

b. The Finance Committee shall consist of not fewer than five members, not fewer than three of whom shall be members of the Board, one of whom shall be the Treasurer, and shall meet at the call of its chair, who shall be the Board Treasurer. The Finance Committee is authorized to assist and advise the Treasurer with respect to the investment and care of the endowment funds of the Company. Pursuant to said authority, the Finance Committee and the Treasurer may purchase, exchange, or sell securities; perform any other acts incident thereto; or, with the approval of the Board, engage an investment advisor to serve as its agent.

The Finance Committee shall review, revise when deemed necessary, and approve an itemized annual Company budget prepared and submitted to the committee by the Library Director. The Finance Committee shall then submit this budget for approval by the Board.

The Finance Committee shall keep all expenses for the Company budget within the total limits specified unless changes are authorized by the Board.

c. The Governance Committee shall consist of not fewer than five members, not fewer than three of whom shall be members of the Board, and shall meet at the call of its chair. Said committee, in collaboration with the Library Director, shall develop and maintain a set of policies to govern and guide Library functions and personnel, the Company, and its Board. The Board shall, by a majority vote at any monthly meeting at which a quorum is present, review and approve all new and revised policies and by-laws submitted by the Governance Committee. The Board shall, in turn, submit such approved changes and revisions to the by-laws to the Company for its approval as stipulated in Article VIII, Amendments. All policies and by-laws in force at any time shall be available to the public.

In addition, the Governance Committee shall establish and implement an onboarding procedure to orient newly elected Trustees to the Board.

Section 2. Appointive Committees.

The President, with the consent of the Board of Trustees, is authorized to appoint such special committees and their members as may be deemed advisable to advance the Company's mission.

Section 3. Status of Certain Committee Members

The Board President with the approval of the Board may, at his or her discretion, appoint, to both standing and appointive committees, both former Trustees or other community members with specific skills, strengths, and experience in a particular profession or area of specialty. This special status confers voting rights upon these members only while they serve on their respective committees and precludes their service as chairpersons of those committees.

ARTICLE VII

LIBRARY DIRECTOR

Section 1. The Library Director shall have all the powers and authority necessary to manage and operate the Library under the review and direction of the Board. The Library Director shall notify the Board, its officers, and committee chairs of matters that require their attention. The Library Director shall be appointed by, carry out the policies established by, and report directly to the Board.

Section 2. If any unexpected vacancy occurs in the position of Library Director, the Board shall appoint a temporary Library Director.

ARTICLE VIII

AMENDMENTS

Section 1. All amendments to, and alterations of, these by-laws may be acted upon and passed by a two-thirds vote of those present at any meeting of the Russell Library Company upon ten days written notice to the Members.

ARTICLE IX

MISCELLANEOUS

Section 1. Indemnification. The Library shall indemnify to the full extent authorized or permitted by the laws of the State of Connecticut any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the name of, the Company), by reason of the fact that he or she is or was a representative of the Library or is or was serving at the request of the Library as a representative of another corporation, partnership, joint venture, trust, or other enterprise, provided that such representation or service is or was taken in good faith, lawful and appropriate, and in the best interests of the Library and the Company. This indemnification is not exclusive of any other rights to which such person may be entitled under any agreement, vote of disinterested company members, or otherwise.

Section 2. Severability. In the event that any provision or portion of these by-laws shall be determined to be invalid or unenforceable for any reason, in whole or in part, the remaining provisions of these by-laws shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law.