

**Trustees of
Kensington Public Library
Kensington, New Hampshire**

AMENDED AND RESTATED BYLAWS

**Established pursuant to
the requirements of RSA 202-A:11 I.**

Adopted March 10 _____, 2022.

Article I: Title and Composition.

A. Title.

The governing body of the Kensington Public Library (the “Library”) shall be known as the “Board of Trustees of the Kensington Public Library,” hereinafter referred to as the “Board of Trustees” or the “Board.”

B. Composition of the Board.

There shall be three (3) (or any other odd number) members of the Board of Trustees, elected at duly warned town meetings and serving staggered 3-year terms, or until their successors are elected and qualified in accordance with RSA 202-A:6. Vacancies on the Board shall be filled by appointment made by the Kensington Board of Selectmen in accordance with RSA 669:75, to which whom the Board of Trustees shall submit their recommendation(s). Appointed trustee(s) shall serve until the next Town Meeting, or until their successors are elected and qualified.

A trustee may not be an employee of the Library due to the resulting conflict of interest. The immediate family members of a trustee (children, spouse, step-children, grandchildren, and parents) also may not be employed by the Library during that trustee’s tenure with the Library.

C. Alternate Members.

The Board of Trustees may recommend to the Kensington Board of Selectmen the appointment of up to three (3) alternate members. The alternate members shall be appointed to 1-year terms and may serve as alternate members on the Board, with full voting privileges, when elected members are unable to attend a Board meeting pursuant to RSA 202-A:10. Alternate members shall not assume the role of Chairperson or Treasurer.

Article II: Powers and Duties of the Board

As provided in RSA 202-A:6, the Board “shall have the entire custody and management of the public library and of all the property of the town relating thereto, including appropriations held pursuant to RSA 202-A:11, III, but excepting trust funds held by the town.” The duties of the Board of Trustees are to oversee the assets and activities of the Kensington Public Library and to set Library policies, as provided by RSA 202-A:11.

Article III: Officers

The officers of the Board of Trustees shall consist of Chairperson, Treasurer and Secretary and shall be chosen annually by Board at the first meeting following the annual town meeting. A trustee may nominate any other trustee for a given office, Election as an officer requires a two-thirds (2/3) affirmative majority vote of the Board. No offices may be shared.

Article IV: Duties of Officers

A. Chairperson.

The Chairperson shall preside at all meetings of the Board, prepare an agenda in collaboration with the Library Director, authorize calls for any special meetings, execute all documents

authorized by the Board, and generally perform all duties associated with that office. The Chairperson will also be the representative of the Board in official capacities.

B. Treasurer.

The Treasurer works with the Library Director to ensure that appropriate financial reports are made available to the Board on a timely basis. The Treasurer also assists the Library Director in preparing the annual budget and presenting the budget to the Board for approval. The Treasurer signs all checks and oversees all payments made. The Treasurer shall perform other such duties as are generally associated with that office.

C. Secretary.

The Secretary shall keep records of all monthly meetings and special meetings of the Board and shall post Agendas and Minutes in a timely manner as provided in RSA 91-A:2 II, the NH Right-to Know Law. Minutes shall be distributed to the Board of Trustees and available to the public for inspection within five (5) business days after the meeting. Minutes made available within the five (5) day time frame are the minutes of the meeting and may be amended at the next regularly scheduled meeting of the Board of Trustees (or at a special meeting called before the next scheduled meeting). Copies of the minutes and amended minutes are kept on record in the permanent file at the Library. Once amended, the minutes will be made available on the Library website, and will be available to the public on request. The Secretary shall perform such other duties as are generally associated with that office.

Article V: Meetings

A. Regular meetings shall be held on the third Thursday of each month, unless changed by mutual agreement of the trustees. A special meeting may be called by the Chairperson or the Library Director.

B. Notice of meetings will be appropriately posted, and the public will be invited to attend. Non-public meetings may be held only in conformity with RSA 91-A:3. In order to go into non-public session, a Board member shall make a motion stating the specific subject to be discussed. The motion shall be seconded and, following discussion, a recorded roll call vote shall be taken. Minutes shall be taken of any non-public session in the same manner as those taken during public session. Minutes and any decisions made in non-public session shall be disclosed within seventy-two (72) hours of the meeting unless the Board decides, by a two-thirds (2/3rds) recorded vote, that the minutes are to be sealed, in accordance with applicable law.

C. A majority of the Trustees shall constitute a quorum for the transaction of business at all meetings, and a majority vote of the quorum will constitute approval of any action or motion before such quorum. Exception: a two-thirds (2/3) affirmative majority vote of the Board is required to (1) elect officers, (2) appoint the Library Director, and (3) amend these Bylaws. In the absence of one (1) trustee, a tie vote precipitates automatic postponement of the action until the next meeting.

D. Meeting Participation by Telephone or other Electronic Means. Any one or more trustees may participate in a meeting of the Board of Trustees by telephone or other electronic means by which all persons participating in the Board meeting can communicate with each other.

Participation by telephone shall be equivalent to presence in person at a Board meeting for purposes of determining if a quorum is present. Board meetings shall not be conducted via email.

(i) A trustee may participate in a Board meeting other than by attendance in person at the location of the Board meeting only when such attendance is not reasonably practical. Any reason that such attendance is not reasonably practical shall be stated in the minutes of the Board meeting.

(ii) Except in an emergency, a quorum of the Board of Trustees shall be physically present at the location specified in the Board meeting notice as the location of the Board meeting. For purposes of this subparagraph, an "emergency" means that immediate action is imperative, and the physical presence of a quorum is not reasonably practical within the period of time requiring action. The determination that an emergency exists shall be made by the Chairperson of the Board, and the facts upon which that determination is based shall be included in the minutes of the Board meeting.

(iii) Each part of a Board meeting required to be open to the public shall be audible or otherwise discernable to the public at the location specified in the Board meeting notice as the location of the Board meeting. Each trustee participating electronically or otherwise must be able to simultaneously hear each other and speak to each other during the Board meeting and shall be audible or otherwise discernable to the public in attendance at the Board meeting's location. Any Board member participating in such fashion shall identify the persons present in the location from which the Board member is participating. No Board meeting shall be conducted by electronic mail or any other form of communication that does not permit the public to hear, read, or otherwise discern meeting discussion contemporaneously at the Board meeting location specified in the meeting notice.

(iv) Any Board meeting held pursuant to the terms of this paragraph shall comply with all of the requirements of RSA 91-A relating to public meetings, shall be conducted in accordance with Robert's Rules of Order and shall not circumvent the spirit and purpose of this chapter as expressed in RSA 91-A:1.

(v) A trustee participating in a Board meeting by the means described in this paragraph is deemed to be present at the Board meeting for purposes of voting. All votes taken during such a Board meeting shall be by roll call vote.

E. Virtual Meetings. Should conditions or circumstances exist that allow for the physical meeting location requirements of NH RSA 91-A to be waived in accordance with applicable law, or should NH RSA 91-A be amended to permit the same, virtual meetings may be held without a quorum present in a physical meeting location, and without a physical meeting location for public attendance, so long as they are done in accordance with applicable law, and the following criteria are met:

(i) The public is provided access to the meeting by telephone with additional access possible by video or other electronic means.

(ii) The public is provided notice of the necessary means for accessing the meeting;

(iii) A mechanism is provided for the public to alert the committee chair during the meeting if there is a problem with access; and

(iv) The meeting will be adjourned if the public is unable to access the meeting.

F. The Chairperson will preside over meetings and to the extent possible will manage the proceedings on an informal basis. In the event of disagreement over protocol, Robert's Rules of Order will prevail. If the Chairperson is absent at a meeting, then that meeting shall be postponed.

G. The Board of Trustees are expected to attend all meetings. Absence for three (3) or more consecutive meetings, will, unless excused, be construed as a *de facto* resignation. Absences will normally be excused, in the discretion of the Chairperson, by prior notice being given to either the Chairperson or the Library Director.

Article VI: Conflicts of Interest

A. The Board of Trustees shall comply with RSA 7:19 regarding conflict of interest on any issues before the Board. The statute reads in part "Directors, officers and trustees of charitable trusts shall serve on the governing boards of such charitable trusts only for the charitable purposes of the organization. If such directors, officers or trustees are serving for any other expressed or intended reasons, they shall not serve on the governing board of the organization."

B. A conflict of interest arises when a trustee or their family member accepts an influential position in which they may learn of issues such as possible job openings, bid letting, land purchases, and building maintenance contracts.

C. Trustees of the Board may recuse themselves from any vote in which there is a perceived conflict due to personal and family employment, memberships, or association. This recusal will be acknowledged in the minutes of any meeting where it occurs. Questions regarding conflicts of interest shall be presented to and decided by the Chairperson of the Board of Trustees.

Article VII: Library Director

A. The Board shall appoint a librarian (that they deem qualified according to the KPL library description) as Library Director who shall be the executive and administrative officer of the library on behalf of the Board; and to whom the board delegates the authority and responsibility for administration of the library.

B. The Library Director shall recommend to the Board of Trustees the appointment of all other employees and specify their duties and hours, as well as proposing their compensation grade and step. Performance reviews of all personnel shall be conducted at least annually, with objectives and results appropriately recorded, signed by both the Library Director and the employee, and placed in a confidential personnel file.

C. The Library Director's responsibilities include, but are not limited to: (1) supervision and direction of all employees, (2) overseeing the care and maintenance of the Library collections and equipment, (3) selection and purchase of media in keeping with guidelines established from

time to time by the Board of Trustees, and (4) managing the interface with the public to maximize the Library's usefulness and maintain a welcoming and positive image.

D. The Library Director, at the discretion of the Board, is expected to attend meetings of the Board of Trustees and to be prepared to report on recent and forthcoming activities, surface any problems, and give updated financial information relative to spending versus the budget, as may be required by the Board of Trustees.

E. The Library Director, with the assistance of staff and/or volunteers, will oversee the preparation and distribution of the Library news and events via the Library's website, email subscribers, social media, and/or in-house distribution as needed.

Article VIII: Committees

A. Committees for specific purposes may be established from time to time by a carried motion made at any Board meeting, or by directive issued by the Chairperson. Appointment to such committee(s) may be made by the Chairperson, or by carried motion at any Board meeting.

B. A written statement of the objectives of each such committee shall be prepared and agreed to by its members and by a duly carried motion at any Board meeting.

C. Committees shall be in an advisory capacity only and may execute actions only upon specific written delegation of authority by the Board of Trustees.

D. Reports of committees shall be made at regular monthly meetings of the Board of Trustees and at such other times as the Board of Trustees may reasonably require. After the purpose for which any committee is constituted is fulfilled, such committee will be dissolved, following submission of its final report to the Board of Trustees.

Article IX: Funds, Gifts and Memorials

A. In accordance with RSA 31:25, the Board of Trustees shall formally adopt a policy for handling all investments made by them or by their agents for any funds gifts or memorials in their custody.

B. Gifts of money, real property and/or stock may be accepted if conditions attached by the donor are acceptable to the Board of Trustees and the gifts are made in accordance with RSA 202-A:4-C and applicable local, state and federal laws. Personal property such as art and antiques may also be accepted, at the discretion of the Board of Trustees.

C. The Treasurer and one other designated trustee shall be signatories on all Library accounts. Unless otherwise authorized in a specific instance (such as a capital fund campaign) all checks drawn on Library accounts in excess of Five Thousand and 00/100 Dollars (\$5,000.00) shall require two authorized signatures.

Amendments to Bylaws

A. These Bylaws may be altered or amended by two-thirds majority affirmative vote of the Board at a properly warned meeting, provided, however, that notice of any proposed changes shall have been given to each trustee at a previous meeting not less than five (5) business days

prior to the meeting date upon which a vote is to be taken, and publicly posted in accordance with RSA 91-A: 2 II, NH Right to Know Law.

B. An annual review of these Bylaws will be made, and appropriate filing will be made in accordance with the rules of the New Hampshire State Library.

C. Copies of these Bylaws shall be available to each trustee and the Library Director. Two copies shall be placed on file in the Library and made available for public inspection.

These Bylaws were approved and adopted by the Kensington Public Library Board of Trustees on March 10 _____, 2022.

Susan Bascom

Secretary