#### ****The Association of CT Library Boards, Inc. Bylaws:****

[Article I – General](https://aclb.wildapricot.org/by-laws#Article_1)

[Article II – Board of Trustees](https://aclb.wildapricot.org/by-laws#Article_2)

[Article III – Officers](https://aclb.wildapricot.org/by-laws#Article_3)

Article IV – Meetings

[Article V – Quorums and Action](https://aclb.wildapricot.org/by-laws#Article_5)

[Article VI – Committees](https://aclb.wildapricot.org/by-laws#Article_6)

[Article VII – Miscellaneous](https://aclb.wildapricot.org/by-laws#Article_7)

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Article I – General
Section 1.1 – Name
The name of the Corporation is Association of Connecticut Library Boards, Inc. (the “Association”).

Section 1.2 – Principal Office
The principal office of the Association shall be at such place in the State of Connecticut as the Trustees shall from time to time designate. The Association may have other offices at such other places as the Trustees may from time to time determine.

Section 1.3 – Mission
The Association of Connecticut Library Boards shall be an independent, non-profit, incorporated association of public library governing and advisory Boards in the State of Connecticut. The mission of this association shall be to assist such governing and advisory bodies to develop and improve library services for the residents of their communities.

Section 1.4 – Membership in ACLB
Individuals, institutions, firms or organizations interested in fulfilling the mission of the organization may become members upon the payment of dues. The schedule of dues shall be established by the Trustees. Classes of memberships shall be Institutional and Individual.

Article II – Board of Trustees
Section 2.1 – Board
The activities, property, and affairs of the Association shall be managed by the Board of Trustees, or by the Executive Committee thereof which may exercise the powers and authority of the Board of Trustees as provided under Section 6.3 of these bylaws. The responsibility of the Board of Trustees is to establish necessary policy for the governance of the Association. The Board shall execute other duties as is necessary to fulfill the mission of the Association.

*Section 2.2 (a) – Trustees*The Association shall have 3 types of Trustees, namely, elected Trustees, ex-officio Trustees, and emeriti Trustees. The terms of these bylaws relate to elected Trustees unless expressly stated otherwise. Each elected Trustee shall comply with any conflicts of interest policy that may be adopted by the Board.

*Section 2.2 (b) –Elected Trustees*The Association shall have not less than 7 or more than 19 elected Trustees. Elected Trustees shall be counted in determining a quorum and shall be entitled to vote. An elected Trustee shall have had prior experience in a public library in Connecticut either as a trustee or as an administrator working with the board of trustees.

Section 2.2 (c) – Ex-Officio Trustees
Ex-officio Trustees by virtue of their office shall be appointed by the Board of Trustees. Ex-officio Trustees shall be entitled to attend all Board meetings, but shall not be counted in determining a quorum and shall not be entitled to vote.

Section 2.2 (d) – Emeriti Trustees
Any number of Emeriti Trustees may be appointed by the Board of Trustees. Emeriti Trustees shall be entitled to attend all Board meetings, but shall not be counted in determining a quorum and shall not be entitled to vote.
Board members whose leadership and tenure have yielded significant contributions may be voted to emeritus status, but without voting privileges, after ending their terms as active members. Nominations for emeritus status may be made by any Board member. The vote to emeritus status shall be by simple majority of those present at a regular meeting

Section 2.3 – Term of Office
The term of office of Trustees elected under Section 2.2 (b), shall commence January 1 and shall end two years later on December 31. The terms of office for ex-officio and emeriti Trustees shall be at the discretion of the Board of Trustees.

Section 2.4 – Duties and Responsibilities of the Trustees
The duties and responsibilities of a Trustee shall be:

1. To attend all Board meetings.
2. To abide by the bylaws of the Association.
3. To abide by the Library Trustee Code of Ethics as stated In the Connecticut Library Trustee Handbook.
4. To support the Association’s scholarships.
5. To propose qualified trustees to fill Board vacancies.
6. To serve as the public relations source for the Association.
7. To keep informed of issues affecting the Connecticut public library community.
8. To recognize the needs of Connecticut library Boards.
9. To serve as an advocate for effective library services on local, state and national levels.
10. To serve as liaison between ACLB and the library represented by the Trustee.

Section 2.5 – Balloting
Elected Trustees shall be elected by vote of a majority of Trustees present at a meeting at which a quorum is present. At each meeting at which Trustees are to be elected, the Trustees shall each have one vote for each Trustee to be filled.

Section 2.6 – Vacancies

Any vacancy among elected Trustees by reason of death, resignation, or other cause, shall be filled by election of the Board as provided in under Section 2.5 for the unexpired position of the term.

Section 2.7 – Removal
Any Trustee of the Association may be removed, with cause, at any time by resolution adopted by the affirmative vote of two-thirds of the Trustees present at a meeting at which a quorum is present at the time of the act, provided that written notice of such acts shall have been given in the notice of the meeting, whether annual, regular or special.

Article III – Officers
Section 3.1 – General
The Officers of the Association shall consist of a President, Vice President, Secretary and Treasurer. All Officers shall be elected by the Board of Trustees for terms and in the manner specified below and shall serve as members of the Board of Trustees.

Section 3.2 – President
The President shall preside at all meetings of the Board and shall perform all duties of the Chief Executive. The President shall have and possess all of the powers and duties ordinarily incident of the office or as may be assigned to him/her by the Board of Trustees. The President shall prepare a written agenda for each Board meeting. The President shall be public spokesperson for the Board at all times except as this responsibility is specifically delegated to others. The President shall make committee appointments.

Section 3.3 – Vice President
The Vice President shall preside at all meetings of the Board of Trustees and Executive Committee in the absence of the President. The Vice President shall have and possess all of the powers and duties ordinarily incident to the office or as they be assigned to him or her by the Board of Trustees.

Section 3.4 – Secretary

The Secretary shall keep the minutes of all meetings of the Board of Trustees and Executive Committee. The Secretary shall have charge of the records of the Association, shall affix or cause the seal of the Association to all documents for which the execution on behalf of the Association shall have been specifically or generally authorized by the Board of Trustees, and shall carry out such further duties usual to the office of Secretary.

Section 3.5 – Treasurer
The Treasurer shall supervise the receipt and custody of the Association’s funds and cause to be kept correct and complete books and records of accounts, including full and accurate accounts of receipts and disbursements of the funds of the Association. The treasurer shall assume supervisory responsibility for all funds and securities of the Association and for the deposit of funds of the Association. The Treasurer shall prepare and present a financial report of activity and status for all Board accounts at each regular meeting.

Section 3.6 – Officer Terms and Vacancies
All Officers shall be elected by the Board of Trustees at a meeting for a two-year term, provided that any vacancy or vacancies occurring in any office of the Association may be filled for the unexpired term by election of the Board.

Section 3.7 – Remuneration
Neither Trustees nor Officers of the Association shall receive any compensation for services as Trustees or Officers. However, mileage remuneration commensurate with federal guidelines shall be available for Trustees who travel for ACLB business.

Article IV – Meetings
Section 4.1- Regular and Annual Meetings of the Board of Trustees
The number of regular meetings of the Board of Trustees shall be two or more per year.
Of these meetings one will be the annual meeting of the Board of Trustees held during the month of January or February.
At the Annual Meeting, the following actions should be taken:

* Elect Trustees to vacant/expired seats
* Elect officers when terms have expired
* Set meeting schedule
* Present Annual Treasurer’s Report/Financial report and adopt budget

If the annual meeting is not held as herein prescribed, the election of Officers and Trustees may occur at the next regular or special meeting.

Section 4.2 – Special Meetings of the Board of Trustees
Special meetings of the Board of Trustees may be held at any time and place within the State of Connecticut at the call of the President. Special meetings may be called by the President or may also be called upon written request to the President by a majority of the members of the Board, such meetings to take place within ten (10) days of the President’s receipt of the written request.

Section 4.3 – Notice of Meeting
Notice for regular and special meetings of the Board of Trustees shall be given not less than five (5) days prior to said meeting date and shall state the place, day and hour of the meeting. Each member entitled to vote at said meeting (except the Annual meeting) shall receive notice, either by personal delivery, mail, facsimile, or other electronic means; such notice will be posted on the ACLB website. Special meetings of the Board of Trustees and committees shall contain, in addition to the previously mentioned information, the purpose for which the meeting is called. Meetings of the Board of Trustees shall be held at such place within the State of Connecticut as shall be stated in the notice of the meeting. All members shall receive notice of the Annual meeting.

Section 4.4 – Meeting by Teleconference
A member of the Board of Trustees or a committee thereof may participate in a meeting of the Board of Trustees or of such committees by means of a teleconference or similar communication enabling all participants in the meeting to hear one another, and such participation in a meeting shall constitute presence in person at such meeting.

Article V – Quorums and Actions
Section 5.I – Quorum
A quorum for action at any meeting of the Board of Trustees shall consist of a majority of the elected Trustees of the Board.

Section 5.2 – Action by Consent
If all the Trustees severally or collectively consent in writing to any action to be taken by the Association, such action shall be valid corporate action as though it had been authorized at a meeting of the Board of Trustees, and the Secretary shall file such contents with the minutes of the Association.

Article VI – Committees
Section 6.1 – Standing Committees

* Executive Committee
* Finance Committee
* Board Development and Nominating Committee
* Conference Committee

Section 6.2 – Committee Membership – General
The President shall appoint all members and chairs of committees as necessary.

Section 6.3 – Executive Committee
The Executive Committee shall consist of the Officers and the immediate Past President. The Executive Committee shall have and may exercise all powers and authority of the Board or Trustees, except may not (i) amend the certificate of incorporation, (ii) adopt, amend, or repeal bylaws, (iii) approve a proposal to dissolve the Association.

The responsibilities of the Executive Committee shall expressly include (i) overseeing the long range planning of the Association, (ii) presenting recommendations to the Board of Trustees, (iii) acquiring and retaining legal counsel, and (iv) performing such other oversight functions as requested by the full Board.

The Executive Committee shall act for the Board in an emergency between meetings. Notice shall be given to Trustees of actions taken within 72 hours of said meeting.

Section 6.4 – Finance Committee
The Finance Committee shall consist of several Trustees and the Treasurer. The responsibilities of the Finance Committee shall be to (i) prepare and review the annual operating budgets for the Association prior to submission to the Board, (ii) monitor the Association’s accounting policies and procedures, including internal controls, regarding receipt and payment of funds.

Section 6.5 – Board Development and Nominating Committee
The Board Development and Nominating Committee shall consist of several Trustees. The Board Development and Nominating Committee shall nominate persons to be elected Officers, Trustees and Trustees Emeriti. The Board Development and Nominating Committee shall recruit potential new Trustees, and prepare and execute a continuing education program for the Trustees.

*Section 6.6 – Conference Committee*

The Conference Committee shall plan the annual conference and prepare all conference materials.

Section 6.7 – Ad Hoc Committees
The President shall appoint Ad Hoc-committees as necessary.

Section 6.8 – Ex-Officio Committee Members
The President shall be an ex-officio member of all committees and shall be entitled to vote.

Section 6.9- Non-Board Committee Members
The President may appoint non-Board members as committee members to any of the standing committees or ad hoc committees, when it is believed their expertise will be helpful to the respective committee. The designation and appointment of any such committee or ad hoc committee and delegation thereto of authority shall not relieve the Board of Trustees or any individual Trustee of any responsibility imposed upon him or her as a Trustee.

Article VII – Miscellaneous
Section 7.1 – Fiscal Year
The fiscal year of this Association shall begin on January 1 and end on December 31 of each year.

Section 7.2 – Financial Review
At least once every two years there shall be an independent financial review of the corporate fiscal records.

Section 7.3 – Rules of Order
The rules contained in Robert’s Rules of Order, latest edition, shall govern any meeting of the Board of Trustees or any committee or subcommittee thereof, unless otherwise provided under these bylaws of the certificate of incorporation.

Section 7.4 – Amendments
Any of these bylaws may be altered, amended or repealed and additional bylaws may be adopted by the Board of Trustees at any annual meeting or at any regular or special meeting called for the purpose, provided that written notice of such proposed action shall have been given in the notice 30 days prior of any such meetings whether annual, regular or special.

Section 7.5 – Dissolution
In the event of dissolution of this association all business, responsibilities and funds will be assumed by a suitable organization designated by the Board of Trustees.

*Section 7.6 – Review*

These bylaws shall be reviewed every two years and amended as needed..

REVISED APRIL 2020

REVISED MAY 2016

REVISED DECEMBER 2010

REVISED SEPTEMBER 1999

**Association of Connecticut Library Boards (ACLB)**

**ACLB is a 501(c)3 non-profit organization. 231 Capital Avenue, Hartford, CT 06106**