



Vermont Board of Libraries Bylaws

Article I: General

Pursuant to ~~22 V.S.A. Chapter 13~~ [22 V.S.A. § 602](#), the Vermont Board of Libraries (“the board”) acts in an advisory capacity to the State Librarian, who is the administrative head of the Department of Libraries. The board also is the designated state agency for geographic names, pursuant to [10 V.S.A. § 152](#) ~~10 V.S.A. Chapter 9~~. ~~The primary duties and functions of the Department of Libraries are set forth in 22 V.S.A. Chapter 13.~~ Other duties and functions of the board include those set forth by law.

Article II: Membership of Board

Membership on the board including appointment, terms, and vacancies is governed by 22 V.S.A. [§ 602](#). The State Librarian shall not be a member of the board.

Article III: Officers, Duties, and Election

Section 1 - Officers and election. The officers of the board shall consist of a chair, vice-chair, and secretary. The chair and vice-chair shall be elected by the board from its members at its Annual Meeting. Any member may nominate candidates and may demand a written ballot. Nominations do not require a second. ~~The State Librarian shall serve as secretary to the board.~~ In the case of a vacancy in the office of either chair or vice-chair, the board shall elect a member to fill the vacant office to serve until the next Annual

Meeting. This election may take place at any regular meeting provided that the election of the officer has been properly warned. ~~The State Librarian shall serve as secretary to the board.~~

Commented [C1]: Recommend moving this sentence about the secretary to the end so it does not interrupt the discussion of election of the chair and vice chair.

Commented [DC2]: Recommend moving this sentence about the secretary to the end so it does not interrupt the discussion of election of the chair and vice chair.

Section 2 - Terms of Office. The terms of office for the chair and vice-chair shall be for one year from the election at the Annual Meeting or until a successor is elected. No officer shall be elected to the same office for more than three (3) successive full ~~one-year~~ terms.

Commented [DC3]: The bylaws as-written allowed for a chair to be elected for no more than 3 full terms of office. As the term of office for the role of Chair or Vice Chair is 1 year, this addition is redundant and unnecessary.

Section 3 - Chair. The chair shall preside over all meetings of the board, call such meetings of the board as are authorized or required by the bylaws, adopt and sign records on its behalf, appoint special committees, and perform such other duties as are incidental to the office.

Commented [DC4R3]: If the board wishes to allow a chair to serve for MORE than 3 full one-year term, it has the authority to revise the bylaws to its desired maximum number of years as there's nothing to limit these terms in statute.

Commented [DC5R3]: This sentence could even be removed entirely if the board does not wish to have a 3 year term limit on the chair or vice chair. The Board could simply elect annually per the first sentence.

Section 4 - Vice-chair. The vice-chair shall act for the chair in the chair's absence and perform such other acts as the chair may direct.

Section 5 - Secretary. The secretary shall provide the notices and agenda, record the votes and proceedings, and keep all records of the board. The secretary shall submit minutes of all meetings for approval by the board, whereupon the minutes shall become official records of the board. The secretary shall provide the notices and agenda, record the votes and proceedings, and keep all records of the board. ~~The secretary shall also be responsible for board in compliance with access to public records, open meetings, and similar laws.~~

Commented [DC6]: Recommend removing completely as this is an overstatement and misrepresentation of the role of the secretary and the State Librarian. Each board member is responsible for *their own behavior* with regards to open meeting law and other laws.

Article IV: Meetings, Notice and Committees

Commented [DC7R6]: If the Board wishes to retain something on this topic and to clarify the role of the Department, recommend "The secretary shall **also assist the board and its members** in compliance with access to public records, open meetings, and laws **pertinent to public bodies.**"

Section 1 - Regular meetings. The regular meetings of the board shall be held quarterly on the second Tuesday of January, April, July, and October at 10:00 a.m. Regular meetings of

the board shall be held online at the Midstate Library Service Center in Berlin online with an option to attend onsite at 60 Washington Street, Suite Street, Suite 2, Barre VT 05641 or online per Open Meeting Law unless otherwise noticed by the secretary. Individual board members may participate in regular or special board meetings via telephonic or electronic means of communication. Board meetings may be conducted entirely by telephonic or electronic means when properly warned as such.

Commented [DC8]: Recommend deleting this section as it is somewhat in conflict with open meeting law (depending on the role of the board in the meeting - GeoNaming is non-advisory)

Section 2 - Annual Meeting - The ~~(06)~~ Meeting shall be the first regular meeting of the calendar year.

Section 3 - Special meetings. Special meetings may be called at any time by the chair, vice-chair, or two (2) members of the board. Written notice of the time, place and purpose of the meeting shall be mailed to the members by the secretary at least seven (7) days **24 hours** before the special meeting is to be held. Notice may be waived by unanimous consent of the members, but such waiver shall not excuse compliance with applicable law regarding notice to the public.

Commented [DC9]: If what we are doing is simply restating Open Meeting Laws, then we should not include it.

Commented [DC10R9]: The time requirements of agenda posting are already clear in Open Meeting Law.

Commented [DC11R9]: If Open meeting law changes again, it would require another update of the bylaws.

Commented [DC12]: Recommend removing this sentence as the distribution of agendas is already outlined in Open Meeting Law. The board had discussed the struck through language in red, but the bylaws would be more "evergreen" if it didn't restate existing Open Meeting Law requirements, which could change over time.

Section 4 - Agenda. The agenda for regular board meetings shall be prepared by the State Librarian after consultation with the chair. Members of the board may add agenda items by request. The agenda shall be distributed to members as close to ten (10) days **48 hours** prior to a regular meeting **and 24 hours prior to a special meeting as practical.**

Commented [DC13]: Recommend removing the section 5 entirely.

The Board of Libraries is a seven member body and requires 4 to convene and vote on any matters per the Joint Authority Statute. <https://legislature.vermont.gov/statutes/section/01/003/00172>

Section 5 - Voting and quorum. Each member of the board shall have one vote. A quorum consisting of a majority of the members shall be required only when

Commented [DC14R13]: The first sentence seems obvious - is there some reason we would have needed to state that every board member gets 1 vote? We could keep it, but it isn't necessary.

advising the Governor in the appointment or removal of the State Librarian, when voting to amend these bylaws, and when voting on other matters in a non-advisory capacity. Subject to the foregoing, a quorum shall not be required for a regular or special meeting. All actions of the board shall be decided by a majority vote of the members present and voting, provided a quorum is present when required.

Section 6 Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order: Newly Revised* shall govern the board in all cases to which they apply and in which they are not inconsistent with these bylaws and the Statutes of the State of Vermont.

Section 7 - Appointment of committees. The board or the chair may appoint members to special committees from time to time. The chair shall be an *ex-officio* member of all committees.

Article V: Amendment of Bylaws

These bylaws can be amended at any regular meeting of the board by a majority vote, provided that the amendment has been submitted in writing at the previous regular meeting and included in the warning for the meeting at which action is to be taken.

Article VI: Separability

If any provision of these bylaws, or the application of such provision to any person or circumstance, shall be held invalid, the remainder of these bylaws, and the application of such provision to persons or circumstances other than those as to which such provision is held invalid, shall not be affected.

Commented [DC15]: The Board has not been given statutory authority in Title 1 (or Title 22, Title 10, or anywhere else in statute) alter the quorum requirements in statute for all public bodies.

Any authority given to 3 or more people (the board of 7) requires a majority for a vote.

3 board members could technically *convene* a meeting, but 4 are required to vote on any matter (including minutes) because 4 is the majority of 7.

Commented [DC16R15]: Again, recommend removing the entire section 5.

Commented [DC17]: Stating "in the current edition of" rather than to put the newest title will make the bylaws more "evergreen".

Commented [DC18]: Establishing a subcommittee is possible for this public body, even without this section. A cautionary reminder: even advisory subcommittees must adhere to Open Meeting Law! Any subcommittee meeting must be noticed and open to the public.

Bylaws Adopted December 10, 1996

Revised June, 2011

Revised September 20, 2011

Revised May 13, 2014

