

Appendix E:

THE RUSSELL LIBRARY COMPANY BY-LAWS

June 1984; revised June 14, 2005; June 12, 2012

ARTICLE I

NAME

Section 1. This organization shall be forever known as the Russell Library Company.

ARTICLE II

MEMBERS, TRUSTEES AND BY-LAWS

Section 1. Members of the Company shall be elected each year at the annual meeting by a majority of the existing Members then and there voting.

Section 2. At the Company's initial annual meeting, the assembled Members shall elect six 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 terms. When a Company Trustee's term expires (12 years) he/she will not be recommended as a City Trustee for one year. A nominee for election as a Company Trustee will have served a minimum of one year as a Company Member.

Section 3. The Officers of the Company shall be elected by the Trustees subsequent to the annual meeting. The President shall not serve more than five successive terms.

Section 4. If a vacancy occurs on the Board of Trustees due to the death, resignation, or incapacity of a Company Trustee, the vacancy shall be filled by a majority of all the remaining Company Trustees, and the person so chosen shall serve as if elected in the usual manner, until the next annual Company meeting. If the term of the Trustee whose death, resignation, or incapacity caused the vacancy does not expire at said Company meeting, the Company shall 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.

ARTICLE III

MEETINGS

Section 1. The Russell Library Company shall hold its annual meeting on the third Tuesday in June of each fiscal year. Special meetings may be called pursuant to Section 5 of the Charter of

Incorporation. Three months prior to the Annual Meeting, a notice will be sent to all Members to ask if they wish to continue as Company members.

Section 2. Regular meetings of the Board of Trustees shall be held on the third Tuesday of every month from September through June of each fiscal year; the June meeting shall be the annual meeting for the election of officers and the transaction of regular business.

Section 3. Special meetings of the Board may be held at the call of the President, or at the request of any two members.

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

ARTICLE IV

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 duties of officers of the Company, not specifically stated in the Charter, shall be such as ordinarily appertain to the offices they hold, including but not limited to the following:

a. The President shall act as executive officer having general management and direction of the Company's business, shall act as ex officio member of all committees except the nominating committee; shall sign and execute instruments in the name of the Company. The President may delegate these duties to others.

b. The Vice President shall perform all duties of the President in his absence or in case of his inability to act.

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

d. The Treasurer shall supervise and have custody of all funds of the organization; shall give reports of the Company finances to the Board at the annual meeting and all regular meetings; shall work with the Finance Committee as stated in these By-Laws, and carry out such other duties as may be assigned to him by the President or the Finance Committee.

ARTICLE V

COMMITTEES

Section 1. Standing Committees.

a. The Executive Committee shall consist of not less than five members of the Board of Trustees and shall meet at the call of its chairman. It shall stand in place of the Board of

Trustees 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 at any time of emergency, or between meetings of the Board, excepting the appointment or discharge of a chief administrative officer, which shall be the prerogative of the Board; the review of any grievance proceeding required by a collective bargaining agreement to be held by the Board; and such other matters as the Board may from time to time reserve to itself.

b. The Finance Committee shall consist of not less than five members of the Board of Trustees one of whom shall be the Treasurer, and one a member of the Executive Committee. The Finance Committee is authorized to assist and advise the Treasurer with respect to the investment and care of the capital funds of the Company. Pursuant to said authority, the Finance Committee and the Treasurer may purchase, exchange, or sell securities, and perform any other acts incident thereto, or, with the approval of the Board, engage a trust Company to serve as its agent.

An itemized budget prepared by the chief administrative officer to the Finance Committee before the time of its necessary approval by the Board of Trustees. When said budget has been accepted by the Board, the Finance Committee is responsible for delegating one or more of its members or the chief administrative officer to present this approved budget to the City of Middletown.

The Finance Committee shall keep all expenses for the budgeted year within the limits of amounts and objects specified unless changes are authorized by vote of the Board.

Section 2. Appointive Committees.

a. The Nominating Committee shall consist of three members of the Board of Trustees who shall be appointed by the President at the April meeting of each year, said committee to meet not later than thirty days before the annual meeting to prepare a slate of proposed officers for consideration by the Board at the annual meeting.

b. The President, with the consent of the Board of Trustees, is authorized to appoint such special committees as may be deemed advisable.

ARTICLE VI

CHIEF ADMINISTRATIVE OFFICER

Section 1. The chief administrative officer shall be under the general supervision of the President and the Board of Trustees. He shall notify the officers and the various committee chairmen of matters that require their attention. The chief administrative officer shall be designated by the Board and shall have such duties as may be assigned him by the Board.

ARTICLE VII

ORDER OF BUSINESS

Section 1.

a. Call to order.

- b. Reading of the minutes of the previous meeting.
- c. Reports of the Secretary, the Treasurer and the Chief Administrative Officer.
- d. Reports of standing committees.
- e. Reports of appointive committees.
- f. Reading of communications.
- g. Unfinished business.
- h. Election of officers and trustees when necessary.
- i. New business.

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.