

**REVISED BYLAWS  
of the  
BOARD OF TRUSTEES  
of the Woburn Public Library**

**As Amended January 9, 2024**

**ARTICLE I-THE CORPORATION**

**Section 1      Name**

The Woburn Public Library (hereinafter "Library") is a corporation incorporated pursuant to Chapter 217 of the Acts of 1872 and Chapter 273 of the Acts of 1885 for the purposes enumerated in Chapter 273 of the Acts of 1885, as amended by Chapter 261 of the Acts of 1915. The principal office of the Corporation shall be located at 45 Pleasant Street, Woburn, Massachusetts 01801.

All the members of the Corporation shall constitute its Board of Trustees (hereinafter collectively referred to as the "Board"; individually referred to as "Trustee") as enumerated in Chapter 261 of the Special Acts of 1915, as amended from time to time.

**Section 2      Purpose**

Pursuant to Section 2 of Chapter 273 of the Acts of 1885, the Board shall have the management and control of all the property, real and personal, held by the City of Woburn and set apart for purposes of a public library.

**ARTICLE II-BOARD OF TRUSTEES**

**Section 1      Composition and Eligibility**

The Board shall consist of not more than nine Trustees, who shall be residents of Woburn, appointed by the Mayor, and subject to confirmation by the City Council.

**Section 2      Term**

Each Trustee shall hold office for a term of three (3) years and until a successor is appointed, or until that Trustee sooner dies, resigns or is removed.

**Section 3      Compensation**

The Trustees shall serve without compensation.

#### **Section 4 Attendance and Removal**

Attendance at regularly scheduled meetings is expected from all Trustees. Any Trustee unable to attend a meeting is to give notice to the President or Library Director in advance.

Any Trustee who fails to attend regularly scheduled meetings without giving notice as described herein may result in the Board's recommendation to the Mayor, by majority vote, that the Trustee's appointment be terminated.

#### **Section 5 Resignation**

A Trustee may resign from the Board by delivering a resignation to the Mayor or the Mayor's designee. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation.

#### **Section 6 Vacancies**

Any vacancy occurring at any time in the Board shall be filled by appointment by the Mayor, subject to confirmation by the City Council, of a successor Trustee who shall hold office for the remainder of the unexpired term. The Trustees shall have and may exercise all of their powers notwithstanding the existence of one or more vacancies in the Board and consistent with Article VII section 5 herein.

### **ARTICLE III-DUTIES OF TRUSTEES**

1. The Board shall assist the Library Director in developing general operating and administrative policies and shall have general management and control over the property, affairs and all funds of the Library, with the exception of those identified in Article V herein. The Board shall exercise all of the powers of the Library, except as otherwise provided by law or these Bylaws .
2. The Board shall assist the Library Director with input from staff, community representatives, residents, non-residents and Library patrons, in the creation of a Strategic Plan which assesses the needs of the Library and the role of the Library in the community, and ensure the Library develops to meet those needs.
3. The Board shall conduct, in consultation with the Library Director, an annual review of the yearly Action Plan based on the goals and objectives set forth in the Library's current Strategic Plan.
4. The Board shall assist the Library Director in establishing written policies for the selection of Library materials and the use of Library materials and facilities which are in accord with the current standards of the American Library Association, as provided for by M.G.L., c 78, §33.
5. The Board shall have all the powers appurtenant to trustees of a free public library, except as otherwise provided under Chapter 95 of the Acts of 2021.

6. The Board shall support the Library Director in preparation of the Library budget.
7. Through the Library Director, the Board shall monitor the maintenance of buildings and grounds and regularly review facility needs to see that they meet requirements of the total Library program.
8. In the month of January, the Board shall provide to the Mayor and City Council an annual report of their proceedings in the previous year, together with a statement of the condition of the Library, its property and a summary of the programs, projects, activities and events offered to the community as required by Chapter 95 of the Acts of 2021, Section 5.
9. The Board shall prepare and provide to the Mayor and City Council an annual audit of all trust funds held, including details of receipts and expenditures as required by Chapter 95 of the Acts of 2021.
10. The Board shall act in their powers in any other manner as allowed under Chapter 95 of the Acts of 2021 or any other laws under the Commonwealth of Massachusetts.

## **ARTICLE IV-OFFICERS**

### **Section 1 Officers**

At the annual meeting, the Board shall elect from its members, by an affirmative vote of a majority of its members, a President, Vice-President, Clerk and Treasurer who shall hold office until the next annual meeting of the Board and until their respective successors are elected.

### **Section 2 Duties of President**

- Preside at all meetings of the Board
- Call Special Meetings of the Board in accordance with these Bylaws
- Prepare an agenda for each meeting in collaboration with the Library Director
- Appoint members to the Standing Committees
- Appoint members and designate the duties of any Special Committees as needed
- Serve ex-officio as a member of all Committees of the Board
- Execute any necessary authorization papers if duly authorized by a vote of the Board, unless the Board shall otherwise determine
- Exercise control over public meetings and ensure that the proper decorum is maintained and that such meetings are conducted in an orderly and appropriate manner
- Provide guidance to incoming Trustees as to policies and procedures of the Board

### **Section 3 Duties of Vice President**

- Perform the duties of the President at the request of or in the absence of the President, and perform any other such duties as assigned by the President and/or the Board

**Section 4 Duties of Clerk**

- Ensure true and accurate records and minutes of all meetings of the Board are kept as required by the Open Meeting Law
- Prepare written correspondence as directed by the Board
- Perform such other duties as may be assigned by the President and/or the Board

**Section 5 Duties of Treasurer**

- Monitor financial records and oversee the receipts and expenditures of Library Funds with the exception of those identified in Article V herein
- Oversee the filing of tax returns, charitable organizations, public filings and such other financial reports, records and forecasts as may be needed or required
- Oversee such disbursements from the Library Funds, with the exception of those identified in Article V herein, including trust funds as prescribed by the instruments establishing the individual trusts, only upon the approval by the Board and when properly approved by the Board and signed by the President or by another individual designated by the Board
- Oversee investments of Library Funds, with the exception of those identified in Article V herein, and report to the Board on any recommended adjustments to investments with action on recommendations only occurring when properly approved by the Board and signed by the President or by another individual designated by the Board
- Render to the Board quarterly, and at such other times as the Board may require, a statement of the condition and expenditures of the Library Funds, with the exception of those identified in Article V herein
- Perform such other duties as may be assigned by the President and/or the Board.

**Section 6 Vacancies**

In the event an office becomes vacant during the term of the office, the Board may elect, by an affirmative vote, a person to fill the vacancy until the next annual meeting of the Board.

**ARTICLE V- CITY TREASURER**

City Treasurer shall receive and have custody of all monies appropriated by the City of Woburn for the purpose of the maintenance of the Library. The Library budget is electronically available to the Director. The Auditor shall render a statement to the Board, including the condition of the funds, as needed, upon request of the Board.

**ARTICLE VI-COMMITTEES**

**Section 1 Composition**

The President shall appoint from the current members of the Board, committees of two or more members each for such specific purposes as the business of the Board may require from time to time. A committee shall be considered to be discharged upon completion of the purpose for which it was appointed and after the final report is made to and approved by the Board.

Standing Committees shall be:

- Archives Committee
- Finance and Budget Committee
- Governance Committee
- Building and Grounds Committee

## **Section 2 Duties and Powers**

All Committees are subject to the Open Meeting Law and shall make a progress report to the Board at each of its meetings. No Committee will have fewer than two members and Committees will not have other than advisory powers unless granted specific power to act by suitable action of the Board.

- **Archives Committee**

In collaboration with the Library Director, the Archives Committee assists and advises the Board on all archive related matters to ensure the preservation of and public access to information and items of permanent value held at the Library.

- **Finance and Budget Committee**

In collaboration with the Treasurer, the Finance and Budget Committee supports the Library Director in the preparation of the annual budget proposal.

The Finance and Budget Committee takes the lead role for the Board in monitoring Library performance against the budget, in working with the Treasurer and Library Director to develop recommendations to respond to financial needs and administering all money or property which the Library may receive by gift or bequest, in accordance with the provisions of such gift or bequest.

- **Governance Committee**

In collaboration with the Library Director, the Governance Committee assists in the review of Library policies.

- **Building and Grounds Committee**

The Buildings and Grounds Committee advises the Trustees on the state of the physical Library structure and grounds, including but not limited to furniture, carpet and paint in public areas.

### **Section 3      Resignation and Removal**

The President, by vote of a majority of the Trustees then in office, may: (a) remove any appointed Trustee from a Committee, with or without cause; (b) fill vacancies in or change the composition of any Committee; and/or, (c) terminate any Committee.

## **ARTICLE VII-MEETINGS**

### **Section 1      Annual Meeting**

An annual meeting of the Board shall be held on the second Tuesday in January of each year at the time and place to be fixed by the Board and stated in the notice of the meeting. Should a conflict occur with scheduling the Annual Meeting on the second Tuesday in January, the meeting shall be held on the third Tuesday of the year.

### **Section 2      Regular Meetings**

Regular meetings of the Board shall be held on the second Tuesday of each month at an hour as is designated in the notice of the meeting. The Board may omit meetings by voting to adjourn to the date of a future regular meeting.”

### **Section 3      Special Meetings**

The special meetings of the Board may be held at such places and at such times as the Trustees determine. Special meetings may be called by the President, Library Director or requested by two or more Trustees. All requests for special meetings must be in writing.

### **Section 4      Quorum and Action by Vote**

At any meeting of the Board, duly notified, three members shall constitute a quorum for the transaction of business, however, not fewer than five of the Trustees then in office shall constitute a quorum for the approval of financial transactions.

Each Trustee shall have one vote. An affirmative vote of the majority of all Trustees present at a meeting shall be necessary to approve an action before the Board. In the event of a tie vote, the motion will be defeated.

### **Section 5      Order of Business**

An agenda shall be prepared by the Library Director in collaboration with the President and distributed to the Board in advance of all meetings. Agendas for Board meetings will follow the following general format:

Call to order

Approval of minutes of previous meeting

Library Director's Report

Committee Reports

Unfinished Business from Previous Meeting (such business to be identified in agenda)

New Business

Other business not known at the time of posting which may legally come before the Board.  
Date for next meeting  
Executive Session (if needed)  
Adjournment

**Section 6      Open Meeting Law**

All meetings of the Board and Committees are subject to the state's Open Meeting Law, as contained in M.G.L. Chapter 30A, §§18-25. All meetings are open to the public unless held in executive session under the terms of the law. A notice of all meetings, except in case of emergency, will be filed with the City Clerk at least 48 hours beforehand, excluding Saturdays, Sundays and holidays.

**ARTICLE VIII-COLLECTIVE AUTHORITY OF THE BOARD**

All decisions of the Board are made by the Board as a collective body. No individual Trustee may make decisions or act or speak for the Board unless specifically authorized to do so by a vote of the membership of the Board.

**ARTICLE IX-INCONSISTENT PROVISIONS**

To the extent any provision of these Bylaws is inconsistent with a provision of the Massachusetts General Laws, the Woburn Municipal Code, or Chapter 95 of the Acts of 2021, the Massachusetts General Laws, Woburn Municipal Code, and/or Chapter 95 of the Acts of 2021, as applicable, shall govern.

**ARTICLE X-AMENDMENTS**

These Bylaws may be altered, amended or repealed at any regularly scheduled meeting of the Board with a quorum, as defined herein, present by a majority vote of the members present, however, not fewer than five members, provided that a motion presenting the amendment was made and seconded at the preceding regular meeting.