

## 6

## CHAPTER SIX

## Essential Board Governance Documents

**[Disclaimer:** *The information in this handbook is not legal advice. We recommend that you consult an attorney if you have any questions about how the laws apply to your library.*]

### Governing Board Bylaws

Private Nonprofit 501 (c)(3) library board bylaws are the rules established by the library board that govern the board's own activities. Well-crafted bylaws help provide for the smooth and effective functioning of the library board.

Board bylaws must comply with all relevant statutes. In addition, we recommend that all board meetings and board committee meetings comply with Maine's Open Meetings Law. State and federal laws supersede any local library bylaws provisions.

At a minimum, library board bylaws should spell out:

- The library board officers to be elected, how they are elected, the length of their term and the powers and responsibilities of each officer
- When meetings are held, and how meetings are conducted. It is suggested that the board meet monthly, but at the very least quarterly
- Definition of a quorum and attendance requirements
- What standing committees are appointed, how they are appointed, and what they do (examples: governance and finance)
- Provision for amending bylaws
- Provision for term limits
- Provisions for calling special meetings, virtual meetings, and executive sessions
- Provision for removing a board member
- Provision for reviewing bylaws at least every three years

## Crafting Your Library Board's Bylaws

Because bylaws are so fundamental to effective (and legal) library board operations, great care must be taken when developing new bylaws or amending existing bylaws. Bylaw language must be clear and unambiguous. Imprecise language can result in confusion and disorder.

For example, confusion can result if it is unclear who has the authority to make decisions for the library. Library board bylaws should make clear that actions by board committees are advisory only. A library board committee cannot act on behalf of the full board—only actions by the full board have legal authority.

Likewise, individual board members and board officers can perform official actions on behalf of the board only with specific authorization from the full board.

If your board wants to develop new bylaws or amend existing bylaws, it is recommended that a special committee be appointed to develop drafts for full board review. To change your bylaws, you must follow any procedures required by your current bylaws. Maine State Library staff may be available to review drafts of new or amended bylaws.

An organization that is exempt from federal income tax, as described in Internal Revenue Code 501(c)(3), is required to report changes to its bylaws and other governing documents annually to the IRS on the organization's IRS Form 990.

Substantial changes to a tax-exempt organization's character, mission, or methods of operation should be reported to the IRS as soon as possible because such changes, if inconsistent with the organization's tax exemption, could affect the organization's tax-exempt status. For minor changes, just report them on your organization's next annual Form 990.

Check with Maine's Bureau of Corporations, Elections, and Commissions in the Office of the Secretary of State about its regulations for reporting changes to your bylaws.

## Board Policies

To ensure your board is well-governed and capable of meeting challenges that may arise, it is recommended to establish clear board governance policies including:

- Maintaining agendas and minutes of all board meetings and any committee meetings where that committee has been granted the authority to act in place of the full board.
- Annual review of the board's Conflicts of Interest policy and signing of the disclosure form by all board members.
- Annual review of the library director's compensation package with documentation on how it was determined to be fair and appropriate.
- Requiring the annual IRS Form 990 to be reviewed by the full board before filing. It is important board members understand what is being reported in the form.
- Disclosing to the public the last three years of IRS returns by the library as well as its tax-exemption application with related documentation.
- Whistleblower protection policy to ensure employees and organization members can report possible inappropriate conduct without fear of retaliation.
- Written document retention/ destruction policy to maintain organization legal, financial, and personnel documentation for the appropriate length of time required by law as well to provide for the secure discard of records.
- Development policy to manage large monetary gifts received through active fundraising for library financial sustainability. This may include endowments, legacy gifts, and other large monetary donations which could be invested. Smaller monetary and materials gifts can be handled via the library's operational gift policy.
- Personnel (HR) policy to outline employee wage structure and benefits, as well as internal grievance, progressive discipline, and performance review processes.
- Grievance policy to provide a process for handling public complaints against the organization or its employees.
- Joint venture policy to ensure any for-profit partners of the library would not misuse or jeopardize the library's tax-exempt status.
- Public relations and media policy to assign routine public relations and crisis communications duties, such as who speaks with the media on behalf of the organization under specific circumstances. This policy may outline how the board will respond when confronted with an emergency situation or an

attack on the reputation of the library, as well as how library services and programs will be publicized.

**Note:** There are links to sample board governance policies in the resources list at the end of this chapter.

## Public Library Trustee Statement of Ethics

*Official Statement from the ALA's United for Libraries*

[Along with the conflicts of interest disclosure form (at end of chapter), it is recommended all trustees sign the following statement upon appointment to the board and then annually.]

- Public library Trustees are accountable for the resources of the library as well as to see that the library provides the best possible service to its community. Every Trustee makes a personal commitment to contribute the time and energy to faithfully carry out his/her duties and responsibilities effectively and with absolute truth, honor and integrity.
- Trustees shall respect the opinions of their colleagues and not be critical or disrespectful when they disagree or oppose a viewpoint different than their own.
- Trustees shall comply with all the laws, rules and regulations that apply to them and to their library.
- Trustees, in fulfilling their responsibilities, shall not be swayed by partisan interests, public pressure or fear of criticism.
- Trustees shall not engage in discrimination of any kind and shall uphold library patrons' rights to privacy in the use of library resources.
- Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the library, acknowledging and supporting the formal position of the Board even if they disagree.
- Trustees must respect the confidential nature of library business and not disclose such information to anyone. Trustees must also be aware of and in compliance with Freedom of Information laws.
- Trustees must avoid situations in which personal interests might be served or financial benefits gained as a result of their position or access to privileged library information, for either themselves or others.

- A Trustee shall immediately disqualify him/herself whenever the appearance of or a conflict of interest exists.
- Trustees shall not use their position to gain unwarranted privileges or advantages for themselves or others from the library or from those who do business with the library.
- Trustees shall not interfere with the management responsibilities of the director or the supervision of library staff.
- Trustees shall support the efforts of librarians in resisting censorship of library materials by groups or individuals.

Signature \_\_\_\_\_ Date \_\_\_\_\_

Approved by the United for Libraries Board in January 2021

## Memoranda of Understanding or Agreement

Both municipal and private association libraries may develop a Memorandum of Understanding (MOU) or Memorandum of Agreement (MOA) with their municipalities. These formal agreements outline the responsibilities and deliverables each party will provide to ensure quality library services for the community. An MOU is not legally binding but represents the intent and expectations of the collaboration. Sample MOUs may be found at the end of the chapter.

### Library/Municipal MOU items may address:

- Municipal support services for library (payroll, building & grounds upkeep, financial audits, IT support, liability insurance, legal support, etc.)
- Library's mission and general services for residents
- Board will submit a strategic plan
- Governing board's power to fundraise and spend library's money
- Funding expectations (budget proposal procedure, consistent municipal appropriation for library staffing and operations expressed as a percentage of total operating expenses required to accomplish strategic plan)
- Municipality has no say in policy development and operations including collection development, hiring, programs, etc.
- Guarantee of open library board meetings
- Board will follow Maine Public Library Standards and ALA standards
- Process to follow if either party wants to end the MOU

## Additional Resources

- *Robert's Rules of Order* (chapter on the development and amendment of bylaws) or *The Standard Code of Parliamentary Procedure* by Alice F. Sturgis
- Maine Association of Nonprofits *Guiding Principles and Practices Checklist for 501 (c) (3) Nonprofit Organizations in Maine* [www.nonprofitmaine.org/learn/resources/our-publications/guiding-principles-practices-for-nonprofit-excellence-in-maine/](http://www.nonprofitmaine.org/learn/resources/our-publications/guiding-principles-practices-for-nonprofit-excellence-in-maine/)
- MANP: Annual Filing Requirements <https://www.nonprofitmaine.org/blog/nonprofit-help-desk-faq-filing-requirements/>
- IRS 990 form instructions <https://www.irs.gov/pub/irs-pdf/i990.pdf>
- IRS 990 Form <https://www.irs.gov/pub/irs-pdf/f990.pdf>
- Sample Whistleblower Protection Policy <https://www.councilofnonprofits.org/sites/default/files/Sample%20WhistleblowerPolicy%202.2010.pdf>
- Sample Whistleblower Policy <https://blueavocado.org/hr-and-employment-issues/sample-whistleblower-policy/>
- Sample grievance policy <https://www.kennebunklibrary.org/kennebunk/documents/policies/grievance%20policy%20final%201009.pdf>
- Joint ventures with For-profits: Four Things You Need to Know <http://massnonprofitnet.org/blog/nonprofit-411-joint-ventures-profits-four-things-need-know/>  
<https://wagenmakerlaw.com/blog/control-question-nonprofit-joint-ventures-what-enough>
- Joint venture policy link <https://www.reacpa.com/wp-content/uploads/2015/02/sample-policies-joint-venture-2008.pdf>
- Sample Public Relations and Media Policy <https://www.ypsilibrary.org/about/policies/library-public-relations-and-media-policy/>
- National Council of Nonprofits. "Good Governance Policies for Nonprofits" <https://www.councilofnonprofits.org/tools-resources/good-governance-policies-nonprofits>
- Maine Association of Nonprofits <https://www.nonprofitmaine.org/>



**SAMPLE BOARD OF TRUSTEES AND LIBRARY EMPLOYEE  
CONFLICT OF INTEREST POLICY**

Officers, Board Members and Employees

No Board member or committee member of the Anytown Public Library shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation on the Board. Other than compensation, no employee shall derive any personal profit or gain, directly or indirectly, by reason of his or her employment by the Anytown Public Library except through activities that may facilitate professional advancement or contribute to the profession such as publications and professional service and have been fully disclosed to the Board.

Each individual shall disclose annually to the Board any personal interest which he or she may have in any matter pending before the Board and shall refrain from participation in any decision on such matter.

Members of Anytown Public Library Board, committees, and staff shall refrain from obtaining any list of library patrons that results in personal benefit.

**Statement of Associations**

This is to certify that I, except as described on the reverse of this sheet, am not now nor at any time during the past year have been:

A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with Anytown Public Library that has resulted or could result in personal benefit to me.

Any exceptions to the above are stated on the reverse of this sheet with a full description of the transactions, whether direct or indirect, which I have (or have had during the past year) with persons or organizations having transactions with Anytown Public Library.

Signature: \_\_\_\_\_

Printed name: \_\_\_\_\_

Position with Library: \_\_\_\_\_

Date: \_\_\_\_\_

## Sample Board Bylaws for Governing Boards

Below are sample library board bylaws that can be adapted to local library use. (*Note: Material in brackets [ ] is for purposes of explanation and should be removed from the final bylaws approved by the board.*)

### Article I. Identification

This organization is the Board of Trustees of the \_\_\_\_\_  
Library, located in \_\_\_\_\_ Maine.

### Article II. Membership

**Section 1. Appointments and Terms of Office.** The board shall consist of . . . members who shall be elected/appointed by . . . and shall serve for a term of . . . years.

**Section 2. Meeting Attendance.** Members shall be expected to attend all meetings except as they are prevented by a valid reason.

### Article III. Officers

**Section 1.** The officers shall be a president, a vice president, a secretary, and a treasurer, elected from among the appointed trustees at the annual meeting of the Board. No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

**Section 2.** A nominating committee shall be appointed by the president three months prior to the annual meeting and shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor at that time.

**Section 3.** Officers shall serve a term of one year from the annual meeting at which they are elected and until their successors are duly elected.

**Section 4.** The president shall preside at meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees except the nominating committee, co-sign all checks drawn on funds held in custody of the library (independently of the municipality), and generally perform all duties associated with the office of president.

**Section 5.** The vice president, in the event of the absence or disability of the president, or of a vacancy in that office, shall assume and perform the duties and functions of the president.

**Section 6.** The secretary shall keep true and accurate minutes of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with the office of secretary. The library director or a member of the staff may be designated by the Board to perform any or all of the above duties.

**Section 7.** The treasurer shall co-sign all checks drawn on funds held by the library, sign all bills/invoices for disbursements from the library fund, and perform such duties as are generally assigned to the office. The treasurer shall be bonded in an amount as may be required by a resolution of the Board, and not less than the value of any property held by him or her. The treasurer shall make monthly reports to the Board showing in detail the amount and investment of, and income and disbursements from, the funds in his or her charge.

## Article IV. Meetings

**Section 1. Regular Meetings.** The regular meetings shall be held each month, the date and hour to be set by the Board at its annual meeting.

**Section 2. Annual Meeting.** The annual meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in \_\_\_\_\_ (month) of each year.

**Section 3. Agendas and Notices.** Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for consideration at the meeting.

**Section 4. Minutes.** Minutes of all meetings shall, at a minimum, indicate board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. Current board minutes shall be posted on a bulletin board in the library and at the library's website.

**Section 5. Special Meetings.** Special meetings may be called at the direction of the president and shall be called at the written request of \_\_\_\_\_ members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 48 hours notice shall be given. In no case may less than two hours' notice be given.

**Section 6. Quorum.** A quorum for the transaction of business at any meeting shall consist of \_\_\_\_\_ members of the Board attending the meeting.

**Section 7. Open Meetings Law Compliance.** All Board meetings and all committee meetings shall be held in compliance with Maine’s Open Meeting Law as it applies to your type of library. (Consult your attorney for clarification).

**Section 8. Parliamentary Authority.** The rules contained in Robert’s Rules of Order, latest revised edition [or The Standard Code of Parliamentary Procedure by Alice F. Sturgis], shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these bylaws and any statutes applicable to this Board.

## Article V. Committees

**Section 1. Standing Committees.** The following committees: \_\_\_\_\_, shall be appointed by the president promptly after the annual meeting and shall make recommendations to the Board as pertinent to Board meeting agenda items. [Examples of possible standing committees are Finance, Governance, and Development].

**Section 2. Nominating Committee.** (See Article III, Section 2.)

**Section 3. Ad Hoc Committees.** Ad hoc committees for the study of special problems or accomplishment of special tasks shall be appointed by the president, with the approval of the Board, to serve until the final report of the work for which they were appointed has been filed. These committees may also include staff and public representatives, as well as outside experts. [Examples of possible ad hoc committees are Planning and New Director Search.]

**Section 4.** No committee shall have other than advisory powers.

## Article VI. Duties of the Board of Trustees

**Section 1.** Legal responsibility for the operation of the \_\_\_\_\_ Public Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine rules and regulations governing library operations and services.

**Section 2.** The Board shall select, appoint and supervise a properly certified and competent library director, and determine the duties and compensation of all library employees.

**Section 3.** The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget.

**Section 4.** The Board shall implement internal financial controls for all moneys collected, donated or appropriated for the library fund and shall review and approve library expenditures.

**Section 5.** The Board shall supervise and maintain buildings and grounds, as well as regularly review various physical and building needs to see that they meet the requirements of the total library program.

**Section 6.** The Board shall study and support legislation that will bring about the greatest good to the greatest number of library users.

**Section 7.** The Board shall cooperate with other public officials and boards and maintain vital public relations.

**Section 8.** The Board shall remain aware of programs and services offered by the library and submit annual reports to the municipality and state library commission as required.

## **Article VII. Library Director**

The library director shall be appointed by the Board of Trustees and shall be responsible to the Board. The library director shall be considered the executive officer of the library under the direction and review of the Board, and subject to the policies established by the Board. The director shall act as technical advisor to the Board. The director shall be invited to attend all Board meetings (but may be excused from executive sessions) and shall have no vote.

## **Article VIII. Conflict of Interest**

**Section 1.** Board members may not in their private capacity negotiate, bid for, or enter into a contract with the \_\_\_\_\_ Public Library in which they have a direct or indirect financial interest.

**Section 2.** A board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated has a substantial financial interest.

**Section 3.** A board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

## Article IX. General

**Section 1.** An affirmative vote of the majority of all members of the Board present at the time shall be necessary to approve any action before the Board. The president may vote upon and may move or second a proposal before the Board.

**Section 2.** Any rule or resolution of the Board, whether contained in these bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds (\_\_\_\_\_) of the members of the Board are present and two-thirds of those present so approve.

**Section 3.** These bylaws may be amended at any regular meeting of the Board by majority vote of all members of the Board, provided written notice of the proposed amendment shall have been mailed to all members at least ten days prior to the meeting at which such action is proposed to be taken. Adopted by the Board of Trustees of the \_\_\_\_\_ Library on the \_\_\_\_\_ day of \_\_\_\_\_.

## Article X. Dissolution

In the event of dissolution of the library, the board of trustees shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

## General Outline for **Advisory Board MOA**

### ARTICLE I

#### *Name*

As authorized by the (City, Town) Charter \_\_\_\_\_ ,  
Ordinance number \_\_\_\_\_ , or MOA (Memorandum of  
Agreement) dated \_\_\_\_\_ this body shall be known as the  
\_\_\_\_\_ Public Library Advisory Board.

### ARTICLE II

#### *Meetings*

##### **Section 1.**

The regular meeting of the library board shall be held at a time designated by the board in the library or such other place as the board may determine.

##### **Section 2.**

Special meetings may be called by the chair or at the call of any two members of the board, provided that notice thereof be given to all board members and the library director.

##### **Section 3.**

A simple majority of the members shall constitute a quorum at all meetings of the board. A meeting may be held without a quorum but is identified as such in minutes and board communiques.

##### **Section 4.**

All questions presented for a vote of the library board shall be decided by a simple majority of the quorum. *(The vote may or may not include the vote of the chair.)*

##### **Section 5.**

Any member of the board who misses three consecutive meetings without good cause shall be deemed to have resigned, and the board will recommend to the governing entity that a replacement be appointed for the balance of the unexpired term. *(The board should determine, in consultation with the library director, if board members appointed to fill out terms are then eligible for appointment to the board given term limits.)*

##### **Section 6.**

Board business should be conducted according to parliamentary procedure or rules of order. The process should be chosen by the board and the latest edition of the rules should be used to conduct business in all business meetings and board forums. *(Boards should*

*work within the town structure to determine if specific parliamentary rules are required or if they may choose another.)*

## **ARTICLE III**

### **Officers**

#### **Section 1.**

The officers of the board shall be a chairperson, vice-chairperson and a secretary.

#### **Section 2.**

Officers shall be elected and take office at the first regular meeting after new board members have been appointed and sworn in.

#### **Section 3.**

Vacancies in office shall be handled as follows:

- (a) In the event of resignation or incapacity of the chair, the vice-chair shall become the chair for the unexpired portion of the term.
- (b) Vacancies of officers other than the chair shall be filled for the unexpired term by special election.

#### **Section 4.**

Duties of the officers shall be as follows:

##### (a) Chair

- Presides at all meetings
- Represents the library board at public functions of the town and at events such as special library events, local, state or national advocacy activities for the library or for local, state or national association activities
- Appoint standing, special or ad hoc committees
- Assist the library director in establishing the agenda for each meeting. Agenda items requested by any board member should be included.
- Liaison with the governing entity regarding library issues.

##### (b) Vice-Chair

- Assist the chair in directing the affairs of the board and act in the chair's absence
- Serve as chair of ad hoc or special committees or projects such as chair of an advocacy initiative.

##### (c) Secretary

- Be responsible for the accuracy and posting of the minutes of the board meetings and bring any corrections to the attention of the board at its next meeting. The secretary shall sign the approved minutes and complete recordkeeping activities as required by the town.

## ARTICLE IV

### *Committees*

Committees may be appointed for completing regular business of the board and/or special purposes by the chair and by special request of the library director or the governing authority. Committees, following requests, are formed with the consent of the majority of the board. All committees will have at least one library member serving on them. Standing committees are typically formed annually and reviewed for continuation annually. Ad hoc or special committees are automatically dissolved upon completion of the activity or project.

## ARTICLE V

### *Librarian*

The library director serves as an ex-officio member of the board.

## ARTICLE VI

### *Powers and duties of board members*

Library board members provide opinion, support and expertise as needed, but do not have governing authority. Board members shall:

- (a) Abide by applicable ordinances of the Town of \_\_\_\_\_.
- (b) Act in an advisory capacity to the library director and the (select board, city council, city manager) of \_\_\_\_\_ Town.
- (c) Review existing policies and recommend new ones to govern the operation and program of the library
- (d) Review the Public Library Annual Report and Maine Public Library Standards each year for the purpose of assessment, strategic planning and advocacy
- (e) Assist in strategic planning
- (f) Provide opinion and guidance, as appropriate, for special issues to include, but not be limited to, new facilities, the expansion of existing library facilities, and the performance evaluation of the library director.
- (g) Provide opinion and guidance, as appropriate, for new library services
- (h) Assist in interpreting the policies and functions of the library to the public

- (i) Encourage in every possible way the development and advancement of the public library at local, regional, state and national levels
- (j) Participate in advocacy initiatives including, but not limited to, local issues, including funding issues and requests, state advocacy requests, and federal advocacy initiatives.

## **ARTICLE VII**

### ***Amendments Section***

These bylaws may be amended by a majority vote at any regular meeting, provided all members have been notified of the proposed amendment at least \_\_\_\_\_ days prior to such a meeting. Such amendment would then be subject to the approval of the town.

## Sample General Memorandum of Understanding (MOU)

Town of ABC

XYZ Library

### Memorandum of Understanding

The Town of \_\_\_\_\_ (the Town) and the \_\_\_\_\_ Library (the Library) both acknowledge that the two organizations serve the same constituency and have the same goals and objectives. Both organizations want to maximize service to the \_\_\_\_\_ residents and patrons of the Library.

The Town and the Library also acknowledge that the Town has the capacity to provide certain services that the Library needs. Examples of these services include payroll processing and accounts payable processing. Both organizations acknowledge that there are potential dollar savings and other benefits to having the Town perform certain functions for the Library.

The Town and the Library now agree to the following arrangements for services:

1. The Town will process all payroll related functions for employees at the Library. This is intended to include regular payroll processing as currently provided to Town employees, officials and other entities with similar memorandums of understanding. This includes but is not limited to regular paycheck processing, direct deposit, tax deposits, necessary and selected deductions and any other service that may be appropriate.
2. The Town will process accounts payable upon receipt of coded invoices from the Library. The Library will have full authority over purchasing decisions. On an as-needed basis, the Town will pay out on manual checks invoices that need to be paid prior to the regular processing of an AP warrant.
3. The employees of the Library remain under the control and direction of the Board of Trustees of the Library.
4. This memorandum of understanding is considered to be in place until such time that either the Town or the Library chooses to modify or discontinue the terms of the agreement. Any modification will be subject to mutual agreement. Either the Town or the Library may choose to discontinue the terms

of this agreement. In the event of termination of the agreement, the entity wishing to terminate will provide 60 day notice.

---

Town Manager Date

---

Library Board President/Chair Date

## Sample General Memorandum of Understanding #2

### MEMORANDUM OF UNDERSTANDING (MOU)

*By and Between*

**THE XYZ MEMORIAL LIBRARY ASSOCIATION**

*and*

**THE TOWN OF \_\_\_\_\_**

The XYZ Memorial Library Association by and through its Board of Trustees ["XYZLA/Trustees"], and The Town of \_\_\_\_\_, a municipal corporation under the laws of the State of Maine [the "Town"] hereby enter into this agreement to set forth the understanding of the XYZLA/Trustees and Town with respect to management and operation of the XYZ Memorial Library [MOU].

#### **I. BACKGROUND**

A public library board is responsible to serve the community's interest by providing the planning, management oversight, policies and financial resources that will ensure the best possible library service. A public library director organizes and administers the day-to-day operation of a library within that framework.

The XYZLA/Trustees is a nonprofit corporation that leases the library building from the Town for the purpose of operating the XYZ Memorial Library (a public library). The mission of the XYZLA/Trustees is to manage and operate the XYZ Memorial Library that provides materials and services to meet the informational, educational, technological, cultural and recreational needs of people of all ages. It serves as a community commons and a lifelong learning center. The Town supports the XYZ Memorial Library as established by the lease (Exhibit A.)

The Board of Trustees is the Governing Board of the library, is responsible for all library operations and funds the library's collections and services to the public. The Board of Trustees has ultimate accountability for the management of the library and must monitor and evaluate its effectiveness. The Board of Trustees works with the Director of the library in a variety of ways including, but not limited to, collaborating, soliciting professional expertise and providing guidance and direction, all within the context of the management of library operations to ensure the XYZLA/Trustees' mission and policies are fulfilled.

## II. PURPOSE & SCOPE

The purpose of this MOU is to clearly identify the roles and responsibilities of the XYZLA/Trustees and the Town to ensure library operations are consistent with the mission and policies of the XYZLA/Trustees.

- i. The Library Director and library staff are employed and supervised by the Town under the conditions specified in the Town Personnel Policy Manual. The Town and XYZLA/Trustees acknowledge and understand the Library Director and library staff are not employees of the XYZLA/Trustees.
- ii. The Library Director also serves to fulfill the mission and policies of the XYZLA/ Trustees with guidance and direction supplied by the Board of Trustees.
- iii. The Town and the XYZLA/Trustees acknowledge that they have agreed to provide and/or fund services and/or responsibilities for the library as established in a Lease between the Town of \_\_\_\_\_ and the XYZLA/Trustees, a copy of which is attached hereto as Exhibit A and incorporated herein.
- iv. It is the responsibility of both the XYZLA/Trustees and the Town to ensure that the library operates in compliance with all applicable Federal, State and Municipal laws, rules, and regulations including the Freedom of Access Act (FOAA).

## III. RESPONSIBILITIES UNDER THIS MOU

The XYZLA/Trustees shall:

- i. Establish and approve all policies that govern library operations.
- ii. Establish the hours the library is open to the public.
- iii. Establish the working hours of the library as defined in the Town Personnel Policy Manual, Section 12-100 to provide operational efficiency and support the goals of library service delivery.
- iv. Select and recommend a Library Director who meets the criteria set forth in that job description developed by the Board of Trustees and approved by the Board of Selectmen for confirmation by the Board of Selectmen.
- v. Recommend other library staff for confirmation by the Town Manager.

- vi. Provide direction and management oversight with respect to library operations.
- vii. Support and assess the performance of the Library Director on an annual basis and provide a copy to the Town manager.
- viii. Provide written documentation to the Town Manager of any issue not successfully resolved between the Board of Trustees and the Library Director.
- ix. Offer education opportunities to Library staff, beyond the Town-mandated employee training described in Section 5 of the Town Personnel Policy Manual. Library-related training and education is the responsibility of the XYZLA/Trustees, which approves all requests and pays all fees and travel expenses.
- x. Affirm that it is the responsibility of the XYZLA/Trustees to pay for all approved library related expenses incurred by library staff in the normal course of their work.
- xi. Approve, monitor and strengthen library programs and services.
- xii. Ensure adequate financial resources, protect assets and provide proper financial supervision and oversight.
- xiii. Promote the library in the community.
- xiv. Maintain open communications and relationships with Town administration.

The Town shall:

- i. Provide necessary library personnel to support the schedule of public opening hours in order to provide fall library service in a safe and efficient environment.
- ii. Ensure good communication between the Town and the Board of XYZLA/Trustees by informing the President of the Board of Trustees in a timely fashion of any concerns of the Town Manager, library-related complaints from any source and any other business involving the library or the Board of Trustees.
- iii. Be responsible for reimbursement of expenses incurred by library staff in the performance of the Town business at the direction of the Town Manager, in compliance with the Town Personnel Policy Manual Section 6-400.
- iv. Maintain open communications and relationships with The Board of Trustees.

**IV. EFFECTIVE DATE; TERMINATION; MODIFICATION**

This MOU shall be effective upon the last date stated below and shall remain in full force and effect until terminated in writing by the XYZLA/Trustees or Town or until 1/1/19, whichever is sooner. Any modification to this MOU shall be in writing and approved by both the XYZLA/Trustees and Town.

**XYZ MEMORIAL LIBRARY ASSOCIATION**

\_\_\_\_\_  
Chair: XYZ Library Association  
Date: \_\_\_\_\_

**TOWN OF \_\_\_\_\_**

\_\_\_\_\_  
Chair: Board of Selectmen  
Date: \_\_\_\_\_

MOU XYZ Memorial Library Association and Town of \_\_\_\_\_ July 2014