

# THE SHERMAN LIBRARY

AMENDED BY-LAW AND COI FAQs revised AUGUST 15, 2020, AUGUST 28, 2020

The Board of Trustees (“Board”) is recommending amendments to the by-laws and the certificate of incorporation (“COI”) of the Sherman Library Association (“Library”) to be voted on by the membership at the Annual Meeting of Members on October 9, 2020. In the interest of transparency and understanding the changes, the Board developed these questions as a forum to provide information on content and process for review and voting.

- |   |   |
|---|---|
| 1. Why is it necessary to change the by-laws?   | 10. How do I attend the Annual Meeting of Members?                              |
| 2. Why must the COI be changed?<br>(revised August 28 <sup>th</sup> )                       | 11. What are the guidelines for participating in the Annual Meeting of Members? |
| 3. What are the key changes to the by-laws?<br>(revised August 28 <sup>th</sup> )           | 12. Am I entitled to vote? (revised August 28 <sup>th</sup> )                   |
| 4. How is the Freedom of Information Act better addressed in the by-laws?                   | 13. How do I vote?  |
| 5. Did any members review the by-laws prior to presenting them to membership for voting?    | 14. How do I vote by proxy?   |
| 6. Where and how do I get more info about the changes? (revised August 28 <sup>th</sup> )   | 15. Is Proxy voting safe and secure?  |
| 7. How do I attend the Information Sessions in August? (revised August 28 <sup>th</sup> )   | 16. What else will be voted on at the Annual Meeting?                           |
| 8. How are the changes approved?  | 17. Can you summarize the dates/process? (Rev 8/28)                             |
| 9. How will the Annual Meeting be held in light of the pandemic and gathering restrictions? | 18. I still have a question; can I talk to someone?                             |

<p><b>1. Why is it necessary to change the by-laws?</b></p>	<p>The Library is committed to providing information regarding its meetings of the Board as required by Freedom of Information Act (“FOIA”).</p> <p>After some research we found that meeting procedures, information and notice needed to be followed more closely with FOIA rules; we also found opportunities for modernization and clarification. The Board worked with an attorney well versed in FOIA and we participated in an in-depth workshop conducted by the Public Education Officer of the CT Freedom of Information Commission. We, as the Board, found it necessary to make changes to the by-laws and certificate of incorporation (COI) to provide guidelines of operation for future Boards.</p>
<p><b>2. Why must the COI be changed?</b></p>	<p><i>Revision: provided CT statute reference.</i></p> <p>The COI was amended, as advised by our attorney, to describe the designation of class of members and then set forth in the By-laws the manner of election or appointment and the qualifications and rights of the members. This is in compliance with the CT Revised Non-Stock Corporation Act.</p>

# THE SHERMAN LIBRARY

AMENDED BY-LAW AND COI FAQs revised AUGUST 15, 2020, AUGUST 28, 2020

<p><b>3. What are the key changes to the by-laws?</b></p>	<p><i>Revision: After consideration of member feedback at the August 25<sup>th</sup> information session and emails the Board has 1) reinstated members voting on By-laws, 2) removed categories for voting, 3) allow Trustees to serve additional terms after a 2 year hiatus, 4) fill a Trustee vacancy for up to one additional term beyond the unexpired term, 5) payment to a Trustee for services must be approved by Board.</i></p> <p>The definition of member is changed from “resident of Sherman and the environs” to “person”. This addresses the attorney’s feedback on the nebulous term “environs” and scenarios such as:</p> <ul style="list-style-type: none"><li>• members who moved from Sherman to warmer climates and have continued to donate may maintain their membership</li><li>• individuals from out of the area who participate only in remote programming (and we anticipate continued remote programs) or who only rent in Sherman</li><li>• the many foundations that generously gift the Library. The CT Non-stock Corporation Act allows for corporations to be members. The statute defines member as a person, person as an individual or entity, and entity includes Corporations</li></ul> <p>Clarified “annual” as contributing in the last 12 months. The Library fiscal year is July through June, so if fiscal year was used individuals who contributed before July would be deprived of voting at the October annual member meeting.</p> <p>Resolved the discrepancy in voting requirements for removing a Trustee; kept the “Removal of Trustee” Section which requires an affirmative vote of 2/3 members voting or 2/3 of the Trustees, and eliminated the language in fundamental matters.</p> <p>Changed voting requirements for appointing an executive director from an affirmative vote of the 2/3 Trustees to a majority (a Quorum of 2/3 Trustees required for a vote remains unchanged) as a matter of practicality and consistency with other voting requirements.</p> <p>Changed Trustee terms from a lifetime max of 3 to additional terms after a hiatus of at least 2 years in order to address resource pool concerns and bring valuable prior experience to the Board. Additionally, when filling vacancies added up to 1 term in addition to the unexpired portion of the term.</p> <p>Provided for the Treasurer and Secretary to delegate certain responsibilities, for the Annual Meeting of Members to be either the first or second Friday of October to avoid conflict with holidays.</p> <p>Added a section on record date, timing on proxy voting, definitions; and, to enable the nominating committee to follow protocol, added a timeline for members who wish to nominate persons to be elected to the Board.</p> <p>For avoidance of doubt added “present and voting” or “in place” to Trustee voting requirements. Simplified language on the compliance program to be adopted by the Board.</p>
---	---

# THE SHERMAN LIBRARY

AMENDED BY-LAW AND COI FAQs revised AUGUST 15, 2020, AUGUST 28, 2020

<b>4. How is FOIA better addressed in the by-laws?</b>	We incorporated aspects of the specific language from CT state FOIA statues directly into the by-laws for easier reference; for example, notice, agenda, minutes, recording of votes. We clarified information related to meetings and meetings of committees of the Board, added a new section that says provisions of FOIA are to be controlling with regard to rights of inspection, notice, attendance.
<b>5. Did any members review the by-laws prior to presenting them to membership?</b>	Yes, the Board was interested in how the membership would accept the changes.  We contacted several members and asked them to take a look at the “red line” document. This document presented the previous by-laws and compared the new by-laws. We had excellent feedback, discussed the information and the Board incorporated several recommended changes.
<b>6. Where and how do I get more information on the changes?</b>	<i>Revision: Due to the storm, the August 5<sup>th</sup> Information Session was cancelled, and at the August 25<sup>th</sup> session the Board listened to member feedback for consideration of suggested adjustments. Publicity included 5 releases in the Town Tribune and Sentinel, 4 e-newsletters and multiple posts on social media.</i>  The Library website will be updated with information and relevant documents such as the amended by-laws (redlined and clean copy), amended COI, proxy, video conferencing, Annual Meeting of Members agenda. Information will be available at the library and publicity will continue.
<b>7. How do I attend the Information Sessions?</b>	<i>Revision: Attendees emailed <a href="mailto:ablake@biblio.org">ablake@biblio.org</a> up to the evening before the information session to attend. The session was held via zoom to comply with the CT governor’s Stay Safe, Stay Home executive order.</i>
<b>8. How are the changes approved?</b>	The amendments will be presented for a vote at the Annual Meeting of Members on October 9 <sup>th</sup> . Amendments to the by-laws and COI require a 2/3 <sup>rd</sup> affirmative vote of the Board and 2/3 <sup>rd</sup> affirmative vote of members present at the meeting of members or by proxy.
<b>9. How will the Annual Meeting be held in light of the Covid-19 pandemic and state gathering restrictions?</b>	It is of great concern to keep our members, Board, Executive Director and employees safe.  The Annual Meeting of Members scheduled for October 9 <sup>th</sup> at 7PM is being planned while the CT governor’s executive order to limit gatherings and Stay Safe, Stay Home order is in effect at least through September 9, 2020. To comply, should these orders be extended, to follow our by-laws and in an abundance of caution, our Annual Meeting of Members will be held virtually via video conference (Zoom).

# THE SHERMAN LIBRARY

AMENDED BY-LAW AND COI FAQs revised AUGUST 15, 2020, AUGUST 28, 2020

<b>10. How do I attend the Annual Meeting?</b>	For security of the Zoom platform you will need a password and meeting code. You must register to attend by sending an email to <a href="mailto:ablake@biblio.org">ablake@biblio.org</a> by <b>October 6th 7:00 PM</b> . The reply will include detailed instructions for attending including links.
<b>11. What are the guidelines for participating in the Annual Meeting of Members?</b>	Guidelines for participating in the video conference will be stated at the beginning of the meeting. They may include, but are not limited to: <ul style="list-style-type: none"><li>• All participants, other than those speaking at the time, will be muted during the meeting</li><li>• Anyone wishing to speak will use the “raise your hand” feature on Zoom and be called on to unmute themselves to speak</li><li>• The presiding officer will call for a motion and a vote</li></ul>
<b>12. Am I entitled to vote?</b>	<p><i>Revised: Clarify and provide examples. The Board plans to establish a project to evaluate the membership form and identify opportunities for improvement.</i></p> <p>The Board set a Record Date of September 11, 2020 in order to determine members entitled to vote.</p> <p>Each member in good standing is entitled to vote; meaning they have paid an annual membership fee as of the record date (i.e., postmarked or received at the Library between September 12, 2019 and September 11, 2020). Examples based on past by-law voting:</p> <ul style="list-style-type: none"><li>• Ms. Lee sent a payment on December 15, 2019. She is entitled to vote.</li><li>• Mr. and Mrs. Jones sent a payment on September 11, 2019. They are not entitled to vote.</li><li>• Mr. and Mrs. Smith made a payment on August 24, 2020. They are entitled to one vote.</li><li>• Mr. Martin made a payment on May 15, 2020, Mrs. Martin made a payment on July 30, 2020. They are each entitled to one vote.</li></ul> <p>If you are unsure if you’re a current member contact <a href="mailto:ablake@biblio.org">ablake@biblio.org</a>.</p> <p>If your membership has expired, you can renew with a donation by September 11<sup>th</sup> in order to vote. Contact <a href="mailto:ablake@biblio.org">ablake@biblio.org</a>.</p>
<b>13. How do I vote?</b>	Members in good standing can vote via proxy or at the Annual Meeting of Members on October 9 <sup>th</sup> at 7PM.

# THE SHERMAN LIBRARY

AMENDED BY-LAW AND COI FAQs    revised AUGUST 15, 2020, AUGUST 28, 2020

<p><b>14. How do I vote by proxy?</b></p>	<p>Proxies will be sent via USPS to members as of the record date during the week of August 31<sup>st</sup> and will also be available on the Library website and at the Library.</p> <p>Complete and sign the proxy. Mail it to 1 Sherman Center, P.O. Box 40, Sherman, CT 06784, drop it off at the Library, or scan and email to <a href="mailto:slboard@biblio.org">slboard@biblio.org</a>.</p> <p>Signed proxies <b>received after 7:00 PM on October 6, 2020 may not be counted.</b></p>										
<p><b>15. Is proxy voting safe and secure?</b></p>	<p>Yes, proxy voting is safe. A proxy must be completed and signed. The form is easy to read and simple to use. Be sure to complete it, though.</p> <p>Each proxy will be evaluated for signature and membership status. Each proxy will be assigned a special number for recording purposes. The secretary will be tasked with voting on behalf of all proxy voters. Keep in mind the return dates specified on the proxy.</p>										
<p><b>16. What else will be voted on at the meeting?</b></p>	<p>The full meeting agenda will be posted on the Library website. During the Annual Meeting of Members, the members elect Trustees to the Board. Trustee elections require the affirmative vote of a majority of the members present at the meeting or by proxy.</p>										
<p><b>17. Can you summarize the dates and process?</b></p>	<p><i>Revised: Removed past dates.</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;">Week of August 31<sup>st</sup></td> <td style="padding: 5px;">Proxies will be sent via USPS to members.</td> </tr> <tr> <td style="padding: 5px;">September 11<sup>th</sup></td> <td style="padding: 5px;">Record date for the Annual Meeting of Members. Members that have paid an annual membership fee as of this date are entitled to vote (i.e., payments postmarked or received at the Library between 9/12/19 and 9/11/20).</td> </tr> <tr> <td style="padding: 5px;">October 6<sup>th</sup> 7 PM</td> <td style="padding: 5px;">Signed proxies received after this may not be counted. Mail completed signed proxy to 1 Sherman Center, P.O. Box 40, Sherman, CT 06784, drop off at the Library, or scan and email to <a href="mailto:slboard@biblio.org">slboard@biblio.org</a></td> </tr> <tr> <td style="padding: 5px;">October 6<sup>th</sup> 7 PM</td> <td style="padding: 5px;">Deadline to register to attend the Annual Meeting of Members via Zoom. Email <a href="mailto:ablake@biblio.org">ablake@biblio.org</a></td> </tr> <tr> <td style="padding: 5px;">October 9<sup>th</sup> 7 PM</td> <td style="padding: 5px;">Annual Meeting of Members held via Zoom.</td> </tr> </table>	Week of August 31 <sup>st</sup>	Proxies will be sent via USPS to members.	September 11 <sup>th</sup>	Record date for the Annual Meeting of Members. Members that have paid an annual membership fee as of this date are entitled to vote (i.e., payments postmarked or received at the Library between 9/12/19 and 9/11/20).	October 6 <sup>th</sup> 7 PM	Signed proxies received after this may not be counted. Mail completed signed proxy to 1 Sherman Center, P.O. Box 40, Sherman, CT 06784, drop off at the Library, or scan and email to <a href="mailto:slboard@biblio.org">slboard@biblio.org</a>	October 6 <sup>th</sup> 7 PM	Deadline to register to attend the Annual Meeting of Members via Zoom. Email <a href="mailto:ablake@biblio.org">ablake@biblio.org</a>	October 9 <sup>th</sup> 7 PM	Annual Meeting of Members held via Zoom.
Week of August 31 <sup>st</sup>	Proxies will be sent via USPS to members.										
September 11 <sup>th</sup>	Record date for the Annual Meeting of Members. Members that have paid an annual membership fee as of this date are entitled to vote (i.e., payments postmarked or received at the Library between 9/12/19 and 9/11/20).										
October 6 <sup>th</sup> 7 PM	Signed proxies received after this may not be counted. Mail completed signed proxy to 1 Sherman Center, P.O. Box 40, Sherman, CT 06784, drop off at the Library, or scan and email to <a href="mailto:slboard@biblio.org">slboard@biblio.org</a>										
October 6 <sup>th</sup> 7 PM	Deadline to register to attend the Annual Meeting of Members via Zoom. Email <a href="mailto:ablake@biblio.org">ablake@biblio.org</a>										
October 9 <sup>th</sup> 7 PM	Annual Meeting of Members held via Zoom.										

# THE SHERMAN LIBRARY

AMENDED BY-LAW AND COI FAQs revised AUGUST 15, 2020, AUGUST 28, 2020

<b>18. I still have a question; can I talk to someone?</b>	Of course. Since the Information Session is completed reach out to the Board by sending an email with your question and contact information to <a href="mailto:slboard@biblio.org">slboard@biblio.org</a> and someone will get back to you.
--	---