

Moretown Memorial Library Board of Trustees
Wednesday February 16, 2022 4:30 p.m.
Emergency Meeting
Virtual Meeting via link below

<https://meet.google.com/fns-euek-zyw?authuser=0&pli=1>

Approved

ADDENDUM to 2/16/22 Emergency meeting minutes:

From the chair: After the meeting below took place I did some additional research on the town website. I was able to locate both the Trustee Meeting Minutes which documented the motion and vote for the change in term lengths, and the Town Meeting minutes** which document the vote on the article which legally changed the term lengths. The only remaining item that needs to be addressed is that the by-laws do not reflect the change. I have been advised that legally this would be considered a “clerical error” and is not a serious matter. I recommend that at the first regular Trustees Meeting of after Town Meeting Day, there is a vote approve a change to the By-laws to reflect the current term lengths.*

* See new business section of these minutes:

https://28v8791tbh8m25mfjq3cwxet-wpengine.netdna-ssl.com/wp-content/uploads/minutes-age ndas-newsletters/libminutes_2016-01-28.pdf

** See Article 28 in these minutes:

<http://www.moretownvt.org/wp-content/uploads/2016/03/2016-Town-Meeting-Minutes-Approved.pdf>

Respectfully submitted,

Jamie Wimble , Chair

In attendance: Allison Dellner, Deborah Feldman, Jamie Wimble, Emily Wood

4:30 Call to Order - Jamie

Discuss recently discovered information regarding the length of trustee terms.

Begin discussion of how to correct terms for Trustees.

- Look at ballots from 2015-2017 to see if any past votes came before town as to trustee terms/limits
- Go to SB with what has happened; ask to consult with town attorney as to next steps

Jamie made a motion to adjourn the meeting. Emily Wood 2nd.

Meeting adjourned 4:50

Email to and from Jamie and Jenny Prosser at the Vermont Secretary of State's office

From: jcowvt@myfairpoint.net <jcowvt@myfairpoint.net>

Sent: Tuesday, February 1, 2022 11:58 AM

To: Prosser, Jenny <Jenny.Prosser@vermont.gov>

Subject: Library board question

EXTERNAL SENDER: Do not open attachments or click on links unless you recognize and trust the sender.

Hi Jenny,

I am the current chair of the Library Board of Trustees in Moretown. I have been the chair for 3 years, and a trustee for 6 years. About 8 years before my current term of service (which began in 2016) I was a trustee for 3 years (one and a half as secretary, and one and a half as chair). In my first term on the board there were 5 trustees each with a 5 year term. During the interim period when I was not on the board the trustees decided to change the terms to 3 three year terms, and 2 one year terms. This change was decided upon in 2015, and starting with Town Meeting Day 2016 everyone who has run for trustee position has run for either 1 or 3 years. At a recent board meeting we discussed the need to review and update the by-laws. Imagine my dismay when I read the by-laws and found that the trustees who decided to change the terms lengths in 2015 never updated the by-laws. Here is a copy of the pertinent portion of the by-laws:

BY-LAWS OF THE BOARD OF TRUSTEES OF THE MORETOWN MEMORIAL LIBRARY

1. The Board of Trustees of the Moretown Memorial Library shall consist of five trustees elected for five year terms by the registered voters of the Town of Moretown. The trustees shall serve staggered terms and shall be residents of Moretown. After election the trustee will take and subscribe to the statutory official oath prescribed by the Town of Moretown.

Unable to find the minutes from the time before I was chair I emailed the Trustees from that time to ask about the change. The woman who was secretary at that time sent me the minutes from the 11/2015 meeting. Here is the relevant portion (under New Business > Terms):

7:30 New Business

- **Budget**
 - **October meeting minutes approved.**
 - **Sarah asked that we consider making the librarian's position salaried. Jennifer will look into whether it is okay within federal guidelines.**
 - **No results available from VLA 2015 survey.**
 - **Approved budget proposal. Ready to send to Town.**
- **Trustees**
 - **Jennifer will likely not run in 2016.**
 - **Petitions for running at Town Meeting Day are due in early January.**
 - **We have two interested candidates. Karen and Sarah will follow up with them.**
- **Terms**
 - **Changing terms from 5 five year terms to 3 three-year terms and 2 one-year terms.**
 - **Convert Karen's to expire in 2017 (3 year term).**
 - **Elizabeth is filling Lauree's term, convert it to end in 2018.**
 - **New 3-year term to end in 2019.**
 - **Two one-year terms which would end in 2017.**
 - **Warn term changes for next meeting.**
 - **Jennifer checking with Town on timing of proposed changes and petitions for new trustees to be on ballot.**

Again I was dismayed to find no record of a vote or a motion. My questions are: How big a problem is this, and what should we do next?

I would appreciate any guidance you can offer.

Sincerely,

Jamie Wimble
Moretown Memorial Library Board of Trustees, Chair

Subject: RE: Library board question
Date: Mon, 14 Feb 2022 20:52:17 +0000
From: "Prosser, Jenny" <Jenny.Prosser@vermont.gov>
To: "jcowvt@myfairpoint.net" <jcowvt@myfairpoint.net>

Hello,

I'm sorry it has taken me so long to respond to you on this. I was out of the office unexpectedly for the past two weeks.

The generally applicable statute that speaks to the election or appointment of library trustees is [20 V.S.A. § 143](#):

§ 143. Trustees

(a) Unless a municipality which has established or shall establish a public library votes at its annual meeting to elect a board of trustees, the governing body of the municipality shall appoint the trustees. The appointment or election of the trustees shall continue in effect until changed at an annual meeting of the municipality. The board shall consist of not less than five trustees who shall have full power to manage the public library, make bylaws, elect officers, establish a library policy and receive, control and manage property which shall come into the hands of the municipality by gift, purchase, devise or bequest for the use and benefit of the library. The board may appoint a director for the efficient administration and conduct of the library.

(b) When trustees are first chosen, they shall be elected or appointed for staggered terms. (Amended 1989, No. 28, § 12.)

As you can see, this provision requires a minimum of five municipal library trustees, but does not speak to term length. I imagine that the terms of elected trustees would typically be set by the voters, at the same annual meeting the voters decided to elect its library board. So, I'd first suggest reviewing the record(s) of that annual meeting vote to learn exactly what the voters approved at that time.

Beyond this, I strongly recommend that your board consult with the town attorney about how to proceed. It does seem possible that past board action could be challenged based on an improperly constituted board. And, of course you will want to make sure that term lengths are properly set going forward, by whatever is the appropriate mechanism for your town (which, as implied above, might depend on prior vote(s) of the town or of the town's legislative body, as well as language in governance charter, bylaw, or other local governance documents).

I hope this helps, at least a bit.

Best regards,
Jenny Prosser

Jenny R. Prosser
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Vermont Secretary of State's Office
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