

**BY-LAWS
OF THE
WESTPORT LIBRARY ASSOCIATION**

Amended and Restated Effective June 1, 2007

BY-LAWS OF THE WESTPORT LIBRARY ASSOCIATION

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BY-LAWS OF THE WESTPORT LIBRARY ASSOCIATION

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**BY-LAWS
OF THE
WESTPORT LIBRARY ASSOCIATION**

1.0 NAME, PURPOSE, MEMBERS AND AUTHORITY

- 1.1 **Name.** The name of the organization shall be the Westport Library Association (the "Association").
- 1.2 **Purpose.** The purpose of the Association is to establish and maintain a public library (the "Library") for the benefit of the residents and community of the town of Westport, Connecticut (the "Town of Westport") and also for the benefit of the community-at-large and the general public.
- 1.3 **Members.** Membership in the Association shall consist of those persons who register and hold a valid Library card.
- 1.4 **Authority.** The Association was established and granted authority by resolution of the General Assembly of the State of Connecticut in 1907 (Senate Joint Resolution No. 22, January Session, A.D. 1907), as amended.

2.0 ADMINISTRATION

- 2.1 **Board of Trustees.** The Board of Trustees, consisting of individual trustees ("Trustees") elected in accordance with Article 3 below, shall manage the affairs of the Association and the Library, subject to its delegation powers described in Section 2.4 below.
- 2.2 **Powers of the Board of Trustees.** The Board of Trustees shall have all the powers provided by the laws of the State of Connecticut, including but not limited to Chapter 602 of Title 33 ("Nonstock Corporations") and Chapter 190 of Title 11 of the General Statutes of Connecticut ("Public Libraries").
- 2.3 **Action by the Board of Trustees.** Unless otherwise prescribed by these by-laws or the laws of the State of Connecticut, all action taken by the Board of Trustees shall be by affirmative vote of a majority of the Trustees present to vote at a meeting of the Board of Trustees at which there is a quorum. Each Trustee shall have one vote; no other persons other than Trustees shall be allowed to vote. In addition, action may be taken by the Board of Trustees without a meeting, but only through unanimous written consent of all current Trustees, with such consent transmitted by United States mails, facsimile, email or any other acceptable manual or electronic means to all Trustees. Any action taken by any committee or subcommittee of the Board of Trustees shall not be deemed to be action taken by the Board of Trustees.
- 2.4 **Delegation.** The Board of Trustees in its sole discretion may delegate its authority to the staff of the Library or to any other appropriate person or entity, other than with respect to those duties and responsibilities generally enumerated in Section 2.5 below.
- 2.5 **Duties and Responsibilities of the Board of Trustees.** The Board of Trustees shall:
- (a) appoint the executive director of the Library (the "Library Director");
 - (b) evaluate the Library Director on an annual basis and determine the Library Director's compensation;
 - (c) oversee the preparation and submission of the Library's budget to the Town of Westport;

- (d) coordinate and conduct development and other fundraising activities;
- (e) oversee and manage the Library's investments and/or endowment;
- (f) establish and enforce the policies of the Library;
- (g) develop and cause the execution of a long-term strategic plan for the Library;
- (h) engage and interact with the Town of Westport, neighboring communities and the State of Connecticut, including but not limited to local and state officials, school administrators, community leaders and the general public;
- (i) elect the officers of the Association ("Officers") and new Trustees;
- (j) review and evaluate the Board of Trustees on an annual basis;
- (k) remove Officers, Trustees and the Library Director from their positions in accordance with these by-laws; and
- (l) perform such other action consistent with the purpose of the Association.

2.6 **Policies.** The Board of Trustees shall develop and maintain a set of policies to govern and guide the Association and the Library. Each policy shall be initially approved by the affirmative vote of at least 75% of all current Trustees. Any policy may be subsequently reviewed and revised, *provided, however,* that any revision and/or amendment to any existing policy shall be approved by the affirmative vote of at least 75% of all current Trustees. These by-laws and all policies of the Association shall be publicly available.

2.7 **Library Director.** The chief executive and administrative officer of the Library shall be the Library Director, who shall have all the powers and authority necessary to manage and operate the Library under the review and direction of the Board of Trustees. The Library Director shall carry out the policies established by the Board of Trustees, and shall report directly to the Board of Trustees.

2.8 **Assistant Library Director.** The Library Director shall appoint one or more Assistant Library Directors and shall timely provide the Board of Trustees with written notification of such appointment. The Assistant Library Director(s) shall report to the Library Director.

2.9 **Other Personnel.** The Library Director shall appoint all other Library personnel, all of whom shall report directly or indirectly to the Library Director.

2.10 **Compensation of Library Staff.** The Board of Trustees shall determine the compensation for the Library Director, which shall be reviewed on an annual basis. Subject to the Library's budget, the Library Director shall determine the compensation for all other Library employees; *provided, however,* that the Library Director shall present to the Board of Trustees for its review on an annual basis the compensation of those Library employees (other than the Library Director) who will be listed in the Association's annual filing with the Internal Revenue Service.

3.0 TRUSTEES

3.1 **Powers.** Each Trustee shall have the powers provided under these by-laws and the laws of the State of Connecticut.

3.2 **Compensation.** Each Trustee shall serve without compensation. Reasonable and necessary expenses, actually incurred by a Trustee in the performance of his or her duty as a Trustee, shall

be reimbursed by the Library in accordance with written Library policy relating to the reimbursement of expenses generally.

- 3.3 **Conflict of Interest.** No Trustee shall have any direct or indirect pecuniary, financial, economic or other material personal or individual beneficial interest with respect to any activity involving such Trustee and relating to the Association and the Library. A Trustee who discovers that he or she has an actual or potential conflict of interest as described in the preceding sentence shall (i) fully, completely and immediately disclose the existence of such conflict of interest to the Executive Committee and (ii) recuse himself or herself from all discussions, deliberations and proceedings relating to the activity that is the subject of the actual or potential conflict of interest. The Executive Committee shall determine, after a full investigation, whether there is a conflict of interest. If the Executive Committee determines that there is a conflict of interest, it shall take all appropriate and necessary action to resolve and eliminate such conflict.
- 3.4 **Number of Trustees.** The Board of Trustees shall at all times consist of no less than 15 Trustees and no more than 20 Trustees.
- 3.5 **Eligibility.** Unless otherwise authorized by the affirmative vote of at least 90% of all current Trustees, any person who is a Member of the Association and who is a resident of the Town of Westport during the 12-month period immediately preceding the last day of the Fiscal Year in which such election occurs shall be eligible for election or re-election as a Trustee, subject to any restrictions applicable to those Trustees elected in accordance with Section 3.6 below. A Trustee who – subsequent to his or her election or re-election in accordance with Section 3.6 or 3.7 below – becomes a resident outside the Town of Westport shall continue to be eligible to serve as a Trustee until the end of his or her current term in accordance with Section 3.9 below.
- 3.6 **Election by the Town of Westport.** Up to 10 Trustees shall be elected or re-elected by the Representative Town Meeting of the Town of Westport in accordance with its rules, policies and procedures, including any restrictions that may be imposed on candidates, including but not limited to the age and residency of the candidate.
- 3.7 **Election by the Board of Trustees.** Up to 10 Trustees shall be elected or re-elected by the current Board of Trustees. Such election or re-election generally shall take place at the Annual Meeting. Unless otherwise authorized by the affirmative vote of at least 75% of all current Trustees, one of the 10 Trustees elected by the current Board of Trustees shall be the person serving as the active and current President of the Friends of the Westport Public Library, who shall not be subject to the restrictions imposed by Section 3.9 below but whose term shall end on the last day of the Fiscal Year during which his or her term as President of the Friends of the Westport Public Library ends.
- 3.8 **Equal Number of Trustees.** At the beginning of each Fiscal Year, the number of all current Trustees elected and re-elected under Section 3.6 above shall be equal to or greater than the number of all current Trustees elected and re-elected under Section 3.7 above.
- 3.9 **Term of Service.** Other than a Trustee elected in accordance with Section 3.12 below, each Trustee shall serve a term of four full years, beginning on the first day of the Fiscal Year immediately following the date of such Trustee's election. No Trustee shall serve more than two full consecutive terms. A Trustee who has served two full consecutive terms may again become a candidate for Trustee if such person has not been a Trustee for at least four full consecutive years.
- 3.10 **Resignation.** A Trustee may resign for any reason or for no reason at any time. Such Trustee should provide reasonable and timely notice to the President of the Board of Trustees of such resignation.
- 3.11 **Removal.** The Board of Trustees may remove a Trustee at any time for cause. Removal of a Trustee shall occur only after an affirmative vote of at least 75% of all current Trustees (excluding

the Trustee who is the subject of any removal action) to remove such Trustee. Prior to removal, the Trustee who is the subject of any removal action shall be afforded reasonable notice and an opportunity to be heard before the Board of Trustees, and may be represented by counsel. If the Trustee who is the subject of a removal action under this Section 3.11 was elected as a Trustee under Section 3.6 above, then the Secretary shall timely notify in writing the chair of the applicable committee of the Representative Town Meeting of the Town of Westport responsible for Library matters prior to the vote under this Section 3.11 to remove such Trustee.

3.12 **Vacancies.** Unless otherwise authorized by the affirmative vote of at least 75% of all current Trustees, any vacancy resulting from the death, incapacity, disqualification, resignation or removal of a Trustee shall be filled in accordance with Sections 3.6 and 3.7 above. If a vacancy is filled by election and installation prior to the next Annual Meeting, such service shall be on an interim basis, and such new Trustee's term shall end on the last day of the current Fiscal Year.

3.13 **New Trustee Orientation.** The Board of Trustees shall provide a timely and comprehensive orientation session for each new Trustee.

4.0 **COMMITTEES**

4.1 **Standing Committees.** There shall be the following five Standing Committees:

- (a) Executive Committee;
- (b) Planning Committee;
- (c) Development Committee;
- (d) Finance Committee; and
- (e) Governance and Nominations Committee.

4.2 **Other Committees and Subcommittees.** The President may establish (i) other committees in addition to the Standing Committees and (ii) subcommittees of the Standing Committees or other committees, all subject to approval by the Board of Trustees.

4.3 **Members of the Committees and Subcommittees.** The President shall appoint the members of each Standing Committee (other than the Executive Committee) after consultation with the chairs of the applicable Standing Committees. In addition, the President shall appoint the members of each other committee and subcommittee of the Board of Trustees. All committee and subcommittee member appointments shall be subject to an affirmative vote of at least 75% of all current Trustees, which generally shall take place at the first Regular Monthly Meeting of the Fiscal Year.

4.4 **Committee and Subcommittee Chairs.** Other than with respect to the Standing Committees, the President shall appoint a chair or co-chairs of each committee and subcommittee of the Board of Trustees.

4.5 **Executive Committee.** The Executive Committee shall consist of all current Officers. The duties and responsibilities of the Executive Committee shall be:

- (a) to oversee and coordinate all committees and subcommittees of the Board of Trustees
- (b) to oversee Standing Committee succession planning;
- (c) to oversee Library Director succession planning;
- (d) to evaluate the Library Director;

- (e) to recommend the Library Director's compensation;
- (f) to act as the Board of Trustees in an emergency situation; and
- (g) to perform such other actions that are consistent with the functions of an executive committee and these by-laws.

4.6 **Planning Committee.** The duties and responsibilities of the Planning Committee shall be:

- (a) to develop and maintain a strategic plan for the Library;
- (b) to conduct community-need analysis and to otherwise engage and interact with the community;
- (c) to oversee Library services and programs; and
- (d) to perform such other actions that are consistent with the functions of a planning committee and these by-laws.

4.7 **Development Committee.** The duties and responsibilities of the Development Committee shall be:

- (a) to coordinate and conduct all development and fundraising activities;
- (b) to engage and interact with the community; and
- (c) to perform such other actions that are consistent with the functions of a development committee and these by-laws.

4.8 **Finance Committee.** The duties and responsibilities of the Finance Committee shall be:

- (a) to prepare, submit and obtain approval of the Library's annual budget;
- (b) to oversee the financial activities of the Library;
- (c) to manage the Library's investments and /or endowment;
- (d) to recommend to the Board of Trustees (i) the Association's auditors, which shall be done on an annual basis and (ii) a timely, reasonable and appropriate rotation of auditors;
- (e) to assist with the preparation of and review the Association's annual filing with the Internal Revenue Service;
- (f) to perform such other actions that are consistent with the functions of a finance committee and these by-laws.

4.9 **Governance and Nominations Committee.** The duties and responsibilities of the Governance and Nominations Committee shall be:

- (a) to annually nominate and present a slate of Officers to the Board of Trustees for election;
- (b) to nominate persons to be Trustees and present such persons to the Board of Trustees for election or re-election in accordance with Section 3.7 above;
- (c) to oversee the creation, approval and maintenance of the Library's policies;

- (d) to conduct new Trustee orientation;
 - (e) to assist in the preparation of and review the Association's annual filing with the Internal Revenue Service;
 - (f) to conduct the annual evaluation of the Board of Trustees for presentation to the Executive Committee and the Board of Trustees;
 - (g) to assist in the annual evaluation of the Library Director by the Board of Trustees for presentation to the Executive Committee and the Board of Trustees; and
 - (h) to perform such other actions that are consistent with the functions of a governance committee and nominations committee and these by-laws.
- 4.10 **Recusal.** A Trustee who is a member of the Governance and Nominations Committees and who seeks to become a candidate for an Officer position shall recuse himself or herself from all Governance and Nominations Committee discussions and deliberations with respect to his or her candidacy as an Officer.

5.0 **OFFICERS**

5.1 **Officers.** The Officers of the Association shall consist of the following:

- (a) a President;
- (b) a Senior Vice President;
- (c) four Vice Presidents;
- (d) a Secretary; and
- (e) a Treasurer.

5.2 **Election.** Subject to Section 5.13 below, Officers shall be Trustees, and shall be elected by the current Board of Trustees at the Annual Meeting.

5.3 **Presentation of Slate of Officers.** The Governance and Nominations Committee shall timely present in writing a slate of Officers to the Board of Trustees prior to the Annual Meeting. Such presentation shall be at least 15 days before the Annual Meeting.

5.4 **Term of Office.** The term of each Officer shall be for one year, beginning on the first day of the Fiscal Year immediately following the date of such Officer's election. No Officer may serve more than four full consecutive years in the same position.

5.5 **President.** The duties and responsibilities of the President shall be:

- (a) to serve as chair of the Board of Trustees and to preside at all meetings of the Board of Trustees;
- (b) to oversee and coordinate all business of the Board of Trustees;
- (c) to prepare the agenda for all meetings of the Board of Trustees;
- (d) to serve as the chair of the Executive Committee;
- (e) to report the activities of the Executive Committee to the Board of Trustees on a regular and timely basis;

- (f) to be the primary spokesperson for the Board of Trustees to the Town of Westport and to the community at large;
- (g) to serve as an ex-officio member of all committees;
- (h) to appoint members and chairs of all committees;
- (i) to execute documents on behalf of the Association; and
- (j) to perform such other actions consistent with the title and position of President of the Association.

5.6 **Senior Vice President.** The duties and responsibilities of the Senior Vice President shall be:

- (a) to serve as vice chair of the Board of Trustees and to preside at all meetings of the Board of Trustees when the President is unavailable or delegates such authority;
- (b) to assist in the preparation of the agenda for all meetings of the Board of Trustees;
- (c) to coordinate with the President all business of the Board of Trustees;
- (d) to serve as the vice chair of the Executive Committee;
- (e) to be the primary spokesperson (after the President) for the Board of Trustees to the Town of Westport and to the community at large;
- (f) to serve as an ex-officio member of all committees;
- (g) to execute documents on behalf of the Association; and
- (h) to perform such other actions consistent with the title and position of Senior Vice President of the Association.

5.7 **Planning Committee Vice President.** The duties and responsibilities of the Planning Committee Vice President shall be:

- (a) to serve as chair of the Planning Committee;
- (b) to serve as a member of the Executive Committee;
- (c) to report the activities of the Planning Committee to the Board of Trustees on a regular and timely basis;
- (d) to be a spokesperson for the Board of Trustees to the Town of Westport and to the community at large;
- (e) to serve as President if the President and the Senior Vice President – for whatever reason – are both not available; and
- (f) to perform such other actions consistent with the title and position of Planning Committee Vice President of the Association.

5.8 **Development Committee Vice President.** The duties and responsibilities of the Development Committee Vice President shall be:

- (a) to serve as the chair of the Development Committee;

- (b) to serve as a member of the Executive Committee;
- (c) to report the activities of the Development Committee to the Board of Trustees on a regular and timely basis;
- (d) to be a spokesperson for the Board of Trustees to the Town of Westport and to the community at large;
- (e) to serve as President if the President, the Senior Vice President and the Planning Committee Vice President – for whatever reason – are all not available; and
- (f) to perform such other actions consistent with the title and position of Development Committee Vice President of the Association.

5.9 **Finance Committee Vice President.** The duties and responsibilities of the Finance Committee Vice President shall be:

- (a) to serve as the chair of the Finance Committee;
- (b) to serve as a member of the Executive Committee;
- (c) to report the activities of the Finance Committee to the Board of Trustees on a regular and timely basis;
- (d) to be a spokesperson for the Board of Trustees to the Town of Westport and to the community at large;
- (e) to serve as President if the President, the Senior Vice President, the Planning Committee Vice President, and the Development Committee Vice President – for whatever reason – are all not available; and
- (f) to perform such other actions consistent with the title and position of Finance Committee Vice President of the Association.

5.10 **Governance and Nominations Committee Vice President.** The duties and responsibilities of the Governance and Nominations Committee Vice President shall be:

- (a) to serve as the chair of the Governance and Nominations Committee;
- (b) to serve as a member of the Executive Committee;
- (c) to report the activities of the Governance and Nominations Committee to the Board of Trustees on a regular and timely basis;
- (d) to be a spokesperson for the Board of Trustees to the Town of Westport and to the community at large;
- (e) to serve as President if the President, the Senior Vice President, the Planning Committee Vice President, the Development Committee Vice President, and the Finance Committee Vice President – for whatever reason – are all not available; and
- (f) to perform such other actions consistent with the title and position of Governance and Nominations Committee Vice President of the Association.

5.11 **Secretary.** The duties and responsibilities of the Secretary shall be:

- (a) to serve as a member of the Executive Committee;
- (b) to keep a record of the proceedings of each meeting of the Board of Trustees;
- (c) to send out notifications to all Trustees of all meetings of the Board if Trustees;
- (d) to oversee all correspondence from the Board of Trustees;
- (e) to be a spokesperson for the Board of Trustees to the Town of Westport and to the community at large;
- (f) to serve as President if the President, the Senior Vice President, the Planning Committee Vice President, the Development Committee Vice President, the Finance Committee Vice President, and the Governance and Nominations Committee Vice President – for whatever reason – are all not available; and
- (g) to perform such other actions and activity that are consistent with the title and position of Secretary of the Association.

5.12 **Treasurer.** The duties and responsibilities of the Treasurer shall be:

- (a) to serve as a member of the Executive Committee;
- (b) to be the custodian of all moneys and funds belonging to the Association;
- (c) to present a written financial report to the Board of Trustees at the Annual Meeting and at all Regular Monthly Meetings;
- (d) to be a spokesperson for the Board of Trustees to the Town of Westport and to the community at large;
- (e) to serve as President if the President, the Senior Vice President, the Planning Committee Vice President, the Development Committee Vice President, the Finance Committee Vice President, the Governance and Nominations Committee Vice President, and the Secretary – for whatever reason – are all not available; and
- (f) to perform such other actions and activity that are consistent with the title and position of Treasurer of the Association.

5.13 **Vacancies.** Unless otherwise authorized by the affirmative vote of at least 75% of all current Trustees, a replacement for any vacancy resulting from the death, incapacity, disqualification, resignation or removal of an Officer shall be elected by the current Board of Trustees. The Governance and Nominations Committee shall timely present in writing such replacement for such vacancy to the Board of Trustees, and the Board of Trustees shall timely vote on such replacement.

6.0 **MEETINGS**

6.1 **Quorum.** A quorum shall consist of a majority of the current Trustees.

6.2 **Voting.** All action by the Board of Trustees shall be by affirmative vote of a majority of those Trustees in attendance at the meeting, unless otherwise required by these by-laws or the laws of the State of Connecticut.

6.3 **Attendance.** Trustees shall attend at least 75% of all meetings of the Board of Trustees held during the Fiscal Year. Attendance may be in-person, by telephone, by video conferencing, via the internet, or by any other acceptable method or means, provided that all Trustees attending

such meeting using such methods or means shall have the ability to hear and speak to all other Trustees at all times during such meeting. If a Trustee will not be attending any meeting of the Board of Trustees, such Trustee shall immediately inform the President, the Senior Vice President, the Secretary, and the Library Director in writing (preferably via email) that he or she will not be attending such meeting.

- 6.4 **Notification and Place of Meetings.** Each Trustee shall be timely notified of any meeting of the Board of Trustees, and each committee member or subcommittee member shall be timely notified of any meeting of a committee or subcommittee of the Board of Trustees. The notification shall provide the date, time and place of the meeting.
- 6.5 **Annual Meeting.** The Annual Meeting of the Board of Trustees shall be held in the month of June of each year, unless the Board of Trustees decides otherwise.
- 6.6 **Regular Monthly Meetings.** Regular Monthly Meetings of the Board of Trustees shall be held in each month of the year other than in August, unless the Board of Trustees decides otherwise.
- 6.7 **Special Meetings.** The President, the Executive Committee, or a group of at least four Trustees may call a Special Meeting of the Board of Trustees at any time; *provided, however,* that there is 72-hour written notification of such meeting.
- 6.8 **Open Meetings.** All meetings of the Board of Trustees shall be open to the public, other than executive sessions of the Board of Trustees (as such term is defined in Section 1-200(6) of Title 1, Chapter 14 of the General Statutes of Connecticut ("Freedom of Information Act")).
- 6.9 **Closed Meetings.** Upon the affirmative vote of at least 75% of the Trustees present to vote at a meeting (i) of the Board of Trustees or (ii) of a committee or subcommittee of the Board of Trustees, to hold such meeting or a portion of such meeting in executive session, the Board of Trustees may close the meeting to the public, *provided, however,* that such meeting shall be conducted in full compliance with Title 1, Chapter 14 of the General Statutes of Connecticut ("Freedom of Information Act").
- 6.10 **Workshops, Working Sessions, Etc.** Any workshop, working session, retreat or similar gathering involving Trustees where no Association action is to be taken shall not be deemed to be a meeting of the Board of Trustees or any committee or subcommittee of the Board of Trustees.
- 6.11 **Committee and Subcommittee Meetings.** Committee and subcommittee meetings shall be scheduled by the chair of such committee or subcommittee in his or her sole discretion. All committee and subcommittee members shall be timely notified of such meeting. In addition, each Trustee shall be timely notified of any meeting of any committee or subcommittee, unless the chair of the committee or subcommittee decides otherwise.
- 7.0 **MISCELLANEOUS**
- 7.1 **Effective Date.** These by-laws shall become effective on June 1, 2007 and shall supersede the current by-laws in their entirety.
- 7.2 **Fiscal Year.** The Association's fiscal year shall begin on July 1st and end on the following June 30th.
- 7.3 **Parliamentary Procedures.** The Board of Trustees shall adhere to the parliamentary procedures as specified in the current edition of *Robert's Rules of Order*, with such modifications from time to time in the interests of time and efficacy as agreed to by the Board of Trustees.
- 7.4 **Amendment.** These by-laws may be amended at any time by an affirmative vote of at least 75% of all current Trustees.

- 7.5 **Friends of the Westport Public Library.** The Board of Trustees shall coordinate its operational and developmental activities with the Friends of the Westport Public Library through the President of the Friends of the Westport Public Library.
- 7.6 **Advisory Council.** The Board of Trustees may establish an Advisory Council, the purpose of which shall be to assist the Association and the Library in developmental and operational activities. All members of the Advisory Council and the chair of the Advisory Council shall be selected by the President, subject to the approval by the affirmative vote of at least 75% of all current Trustees. Any member of the Advisory Council may be removed for any reason or for no reason by the affirmative vote of at least 75% of all current Trustees.
- 7.7 **Other Councils and Boards.** The Board of Trustees may establish other councils or boards to assist it in performing its duties and responsibilities to the Association and the Library that are not inconsistent with the purpose of the Association and these by-laws. The chair and members of such councils or boards shall be selected by the President. Any chair or member of any such council or board may be removed for any reason or for no reason by the affirmative vote of at least 75% of all current Trustees.
- 7.8 **Honorary Titles.** The Board of Trustees may bestow honorary titles to any person living or dead by an affirmative vote of at least 75% of all current Trustees.
- 7.9 **Indemnification.** Each Trustee and each Library employee shall be indemnified and held harmless to the fullest extent permitted by applicable law, as it presently exists or may hereafter be amended, against all costs, charges and expenses (including attorneys' fees) incurred or sustained by such Trustee or employee in connection with any action, suit or proceeding to which such Trustee or employee may be made a party, brought by any third party by reason of any act or omission by the Trustee as a trustee of the Association or any act or omission by an employee of the Library as an employee of the Library, *provided, however,* that such act or omission was (i) taken in good faith, (ii) lawful and appropriate, and (iii) in the best interests of the Association and the Library.
- 7.10 **Governing Law.** These by-laws shall be construed under the laws of the State of Connecticut without reference to principles of conflict of laws, unless superseded by federal law.
- 7.11 **Severability.** In the event that any provision or portion of these by-laws shall be determined to be invalid or unenforceable for any reason, in whole or in part, the remaining provisions of these by-laws shall be unaffected thereby and shall remain in full force and effect to the fullest extent permitted by law.
- 7.12 **Notifications.** All notifications shall be in writing and transmitted by United States mails, facsimile, email or other appropriate means. Receipt of such notification shall be deemed to have occurred upon transmittal.

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