

NEW CITY LIBRARY

Bylaws

(Amended 05/17/18)

ARTICLE I The Library

Section 1. Name

The name of this Library is the *New City Free Library (the "Library")*. The *New City Free Library* is chartered by the *Board of Regents of the University of the State of New York* as a free association Library. It is incorporated as a not-for-profit corporation in the *State of New York*.

Section 2. Place

The principal office and facilities of the Library are located in the hamlet of New City, Town of Clarkstown, Rockland County, New York.

Section 3. Service Area

The Library's service area ("*Service Area*") is that portion of the *Clarkstown Central School District* assigned to it by the *Board of Regents of the State of New York*, and may include any non-designated area with which the Library enters into a written agreement.

Section 4. Purpose

The Library shall provide Library services to *Service Area* residents in a manner that conforms to the laws and regulations of the *State of New York*.

ARTICLE II Library Cardholders

Section 1. Residents

Residents of the Library *Service Area (the "Residents")*, who can show proof of residency, are eligible to register for a full-service Library card. *New City Free Library* cardholders in good standing, as defined in the *New City Free Library's Circulation Handbook*, may use all of the Library's services.

Section 2. Non-residents

People who do not meet residency requirements but who are within certain groups as defined in the Library's *Circulation Handbook* are eligible for a partial-service Library card.

ARTICLE III**Voting**

Any *Resident* of the *Service Area* who is a duly registered voter as determined by the *Board of Elections of Rockland County* is eligible to vote in elections for trustees and for the proposed *Budget*.

ARTICLE IV**Board of Trustees****Section 1. The Board**

The *Board of Trustees* (the "*Board*") shall consist of nine (9) trustees (the "*Trustees*"). A quorum for the conduct of any Board business will comprise a majority of the full Board.

Section 2. Powers and Responsibilities

- (a) Subject to the *Charter* of the Library and these *Bylaws*, the business and property of the Library shall be managed by the Board. The Board shall determine Library policy.
- (b) The Library Director (the "*Director*") shall be appointed by and accountable to the Board.
- (c) Each *Trustee* shall serve on at least one (1) Library committee.

Section 3. Qualifications

- (a) A *Resident* of the *Service Area* who wishes to become a *Trustee* must be eighteen (18) years of age at the time of the *Annual Meeting*, shall possess a Library card for at least one hundred eighty days (180) prior to the election, shall be in good standing, and may not be an employee of the Library or within the immediate family of an employee.
- (b) For purposes of this provision, within the immediate family means a spouse, parent, sibling, child, grandparent, in-law, grandchild, domestic partner, or any person residing in the employee's home. If an employee or a family member of an employee seeks nomination to the Board, the employee must resign before the nomination or before a signed *Petition* is submitted to the Library.

Section 4. Nomination of Trustees

- (a) The *President* of the Board shall name a nominating committee (*the “Nominating Committee”*) not later than the Board’s August meeting. The *Nominating Committee* shall consist of not less than three (3) Board members, but no *Trustee* who is a candidate for re-election may be a member of the *Nominating Committee*. A *Trustee* whose term will expire at the end of the year and who is eligible for a second (2nd) or third (3rd) term, but who will not run, may serve on the *Nominating Committee* if that *Trustee* gives the Board a written commitment not to run either as a Board candidate or via petition. The *Nominating Committee* shall choose candidates for the *Trustee* positions to be filled in December and shall present its recommendation to the Board at the October Board meeting.
- (b) Notice of the availability of open trustee positions shall be publicized at least once each week for three (3) weeks following the August Board meeting. Notice shall be posted in the Library lobby, at Library service desks, on the Library website, as well as any other reasonably appropriate online outlet. Notices shall include instructions on how a *Resident* may inform the *Nominating Committee* that he or she is interested in being nominated.
- (c) *Residents* who wish to be considered by the Board for nomination must notify the *Nominating Committee* in writing of their interest by the first (1st) day of October. A *Trustee* whose term is to expire, who is eligible to serve another term, and wishes to be considered for one, must also notify the *Nominating Committee* in writing of his or her interest by the same day.
- (d) The *Nominating Committee* shall report its recommendation(s) to the Board at the October Board meeting at which time the Board will vote on the recommended nominees. The Board will vote on which nominees, if any, the Board will endorse. If a further search is required, the Board will hold a *Special Meeting* of the Board within one week of the October Board meeting to complete its nominations.
- (e) Any *Resident* who wishes to be included on the *Ballot* as a candidate for *Trustee*, including those not selected as candidates by the Board, must submit to the Board a petition (*the “Petition”*) signed by not less than twenty (20) eligible voters on a form provided by the Board. The *Petition* must be submitted by the second (2nd) Wednesday in November and must include all the information requested therein.
- (f) A list of all nominees for the trustee opening(s), together with summaries of the backgrounds of all candidates, not to exceed one (1) page per candidate, will be available at all Library service desks and shall be posted on the Library website starting no later than the third (3rd) week of November.

Section 5. Election of Trustees

- (a) *Trustee Elections* will be held simultaneously with the *Budget Vote*. The Board shall determine how the *Trustee Election* will be conducted and will adopt rules governing that process.
- (b) Candidates who receive the highest number of votes cast for the trustee opening(s) will become *Trustees*. If there is a tie, there shall be a *Run-off Election* within two (2) weeks of the regular *Trustee Election*. Notice shall be publicized at least twice before the *Run-off Election*. Notice shall be posted in the Library lobby, at Library service desks, on the Library website, as well as any other reasonably appropriate online outlet.

Section 6. Term of Office

- (a) *Trustees* who are elected in the *Trustee Election* will be seated at the *Annual Meeting* in January of the following year.
- (b) Each *Trustee* shall serve for a term of three (3) years. Terms shall be staggered so that three (3) *Trustees* are elected each year. No *Trustee* shall serve for more than three (3) consecutive three-year terms. A *Trustee* who has served three (3) consecutive elected terms shall not be eligible for re-election until the third (3rd) *Trustee Election* after the expiration of his or her third (3rd) term.
- (c) If a *Trustee* leaves during the first (1st) year of his or her term, that term shall count as part of the three (3) consecutive three-year terms allowed to the *Trustee's* replacement. If a *Trustee* leaves during the second (2nd) or third (3rd) year of his or her term, that term shall not count as part of the three (3) consecutive three-year terms allowed to the *Trustee's* replacement.
- (d) *Trustees* shall resign from the Board before submitting an application for a paid position as a Library employee.

Section 7. Vacancies

If a vacancy occurs on the Board, the Board shall appoint a qualified individual to fill the vacancy as soon as practical, to serve on an interim basis until a successor *Trustee* is qualified and elected at the next *Trustee Election* and seated at the *Annual Meeting* in January of the following year.

Section 8. Removal and Suspension

Unless restricted by law, a *Trustee* may be removed for cause by a vote of two-thirds of the Board. Causes for removal include, but are not limited to:

- (a) Breach or refusal to carry out the duties of the Office.
- (b) Failure to attend three (3) consecutive regularly-scheduled Board meetings.
- (c) Incapacity.

- (d) Violation of a Library policy.
- (e) Residing outside of the Library *Service Area*.

ARTICLE V Meetings

Section 1. Annual Meetings

- (a) The *Annual Meeting* shall be held at 7 p.m. on the third (3rd) Thursday of January at the principal office of the Library or at any other place within the *Service Area* selected by the Board. If the meeting should be postponed due to weather or other circumstances, then the *President* (or the *Vice-President* in the *President's* absence) shall reschedule the meeting to 7 p.m. on the following Thursday.
- (b) Notice of the *Annual Meeting* shall be publicized at least once each week during the two (2) weeks immediately preceding the meeting. Starting two (2) weeks before the meeting and during the day of the meeting, notice shall be posted in the Library lobby, at Library service desks, on the Library website, as well as any other reasonably appropriate online outlet. If the *Annual Meeting* is postponed for any reason, notice of the postponed meeting time and place must be publicized once at least two (2) days before the make-up meeting. Notice shall be posted in the Library lobby, at Library service desks, on the Library website, as well as any other reasonably appropriate online outlet.
- (c) At the *Annual Meeting*, the following shall take place:
 - i. Recitation of the *Pledge of Allegiance*.
 - ii. Public Comment.
 - iii. Submission of the *Minutes* of the prior year *Annual Meeting*.
 - iv. Reports by the *President*, the *Treasurer*, and any other committee asked to do so by the Board.
 - v. Reports by the *Director*, including a review of the report he or she received on the *Disaster Team's* actions taken in the past year and an up-dated *Disaster Plan* with the names of the *Recovery Coordinator* and the *Disaster Team* and their contact information.
 - vi. Introduction of the *Certified Annual Audit* prepared by a firm of independent public accountants.
 - vii. Seating of the new *Trustees* elected in the past December *Trustee Election*.
 - viii. Public Comment.
 - ix. Adjournment.

Section 2. Board of Trustees Meetings

- (a) The Board shall meet monthly on the third (3rd) Thursday of the month not less than ten (10) months of the year.
- (b) A *Special Meeting* of the Board may be called by the *President*, or upon a written petition signed by three (3) *Trustees*, stating the purpose(s) of the requested *Special Meeting*. Notice thereof shall be given by the *Secretary* to all the *Trustees* at least twenty-four (24) hours prior to the meeting.

Section 3. Public Notice of Meetings

- (a) Notice of the time and place of a meeting scheduled at least one (1) week in advance shall be publicized at least seventy-two (72) hours before such meeting. Notice shall be posted in the Library lobby, at Library service desks, on the Library website, as well as any other reasonably appropriate online outlet.
- (b) Notice of the time and place of every other meeting shall be publicized at a reasonable time prior thereto. Notice shall be posted in the Library lobby, at Library service desks, on the Library website, as well as any other reasonably appropriate online outlet.
- (c) Notice of the time and place of a meeting mentioned in (a) or (b) above, when practicable, shall also be posted on the Library website.
- (d) All Board meetings shall be open to the public except for *Executive Sessions*.
- (e) An *Executive Session* may be convened only by a motion adopted by a majority of the Board, and the motion will identify the subject(s) to be considered. *Executive Sessions* shall be convened only for one (1) or more of the purposes enumerated in *Section 105* of the *New York State Open Meetings Law*.
- (f) Unless otherwise provided for in these *Bylaws* or under the laws of the *State of New York*:
 - i. All Board meetings shall be governed by the most current edition of *Robert's Rules of Order*.
 - ii. A quorum shall consist of five (5) *Trustees* present at the meeting.
 - iii. Questions before the Board shall be determined by a majority vote of the *Trustees* present, but no fewer than four (4) *Trustees*.
 - iv. Committee meetings shall not be considered meetings at which public business (pursuant to the *New York State Open Meetings Law*) is conducted. The various committees may only advise the Board of their recommendations with respect to matters to be taken up by the Board at a *Regular* or *Special Meeting* of the Board.

ARTICLE VI

Officers

Section 1. Eligibility

The Library's *Officers* shall be *President, Vice-President, Secretary, and Treasurer*. A *Trustee* shall not hold more than one (1) position as an *Officer* at any given time. A candidate for any Board office must be a *Trustee* who has served on the Board for at least one (1) full year prior to assuming a position as an *Officer*.

Section 2. Term of Office

Officers shall serve for a term of one (1) year (for example, from the *Regular Meeting of the Board of Trustees* in January at which they are elected, which *Meeting* ordinarily follows the *Annual Meeting*, through and including, the next *Annual Meeting* held the following January).

In the event an *Officer* vacates their position prior to the end of their term for any reason whatsoever, the Board will choose a replacement fill the balance of the term for the office vacated as soon as practicable.

Section 3. Nomination

Two (2) weeks before the January Board meeting, a *Trustee* who wishes to become an *Officer* will announce their candidacy by email to the *Secretary*. Ten (10) days before the January Board meeting, or as soon as practicable thereafter, the *Secretary* will circulate a list of all the candidates to all current and incoming Board members via email. Additional nominations may be made at the January Board meeting.

Section 4. Election

The Board, by a majority vote, shall choose a *Trustee* to Chair the January Board meeting until the election of new *Officers*. Following the approval of the *Minutes*, the Board shall elect the new *Officers*, who shall immediately assume their responsibilities.

Section 5. Removal of Officers

Any *Officer* may be removed for cause by a vote of two-thirds of the Board. Cause for removal includes, but is not limited to:

- (a) Breach, or refusal, to carry out the duties of the office held.
- (b) Incapacity.
- (c) Violation of a Library policy.

Section 6. President

The *President* shall be the principal *Officer* of the Library and shall provide leadership to the Board. Specifically, the *President* shall preside at all meetings of the members and the Board; serve as an *ex-officio* member of each committee of the Board with the exception of the *Nominating Committee*; appoint ad hoc committees with approval of the Board; appoint chairpersons of each committee with the exception of the *Personnel and Finance Committee* which will be chaired by the *Treasurer*; prepare a report on the condition of the Library for presentation at the *Annual Meeting*; and perform other duties that customarily belong to the *Office of President* or that are prescribed by the Board.

Section 7. Vice-President

The *Vice-President* shall have all the powers and discharge all the duties of the *President* in the *President's* absence, and shall have such other powers and duties that are assigned to him or her by the *President* or by the Board. If, for any reason, the *President* ceases to serve as *President* or as a member of the Board during term as *President*, the *Vice-President* shall become the *President* and shall maintain that office until expiration of the term.

Section 8. Treasurer

The *Treasurer* shall:

- (a) Serve as *Financial Officer* of the Library and as Chair of the *Finance Committee* and manage, with the *Finance Committee*, the Board's review of, and action related to, the Board's financial responsibilities.
- (b) Ensure the development and Board review of financial policies and procedures.
- (c) Ensure that full and accurate financial records are kept.
- (d) Report the financial condition of the Library to the Board at each Board meeting and at such other times as the Board may request.
- (e) Lead the *Finance Committee* in preparing for and/or the review of the draft of the *Annual Budget* to be presented to the Board for approval.
- (f) Follow all Board-approved procedures and perform other duties that customarily belong to the *Office of Treasurer* or are delegated by the *President* or by the Board.

Section 9. Secretary

The *Secretary* shall:

- (a) Ensure that the *Minutes* of the Board and member meetings are recorded correctly and are submitted to the Board for review and approval.
- (b) Be responsible for official correspondence and ensure that all notices of meetings agree with the provisions of these *Bylaws* and the requirements of law.

- (c) Ensure that Board and other Library records are maintained in the Library office, and perform other duties that customarily belong to the *Office of the Secretary* or are assigned by the *President* or by the Board.

ARTICLE VII Committees

Section 1. Standing Committees

The standing committees shall be:

- (a) *Building and Grounds*
- (b) *Personnel and Finance*
- (c) *Planning and Policy*
- (d) *Legal Affairs*

The *President* shall appoint a chairperson for each standing committee.

Section 2. Other Committees

The *President* may appoint ad hoc committees with approval of the Board, and may appoint chairpersons, as needed. An ad hoc committee's tenure does not automatically expire at the end of the year in which it is created; the committee shall be discharged when it completes the task for which it was formed and has made its final report to the Board.

Section 3. Reports

Each committee shall furnish the members of the Board with a written summary of its committee meeting one (1) week prior to the next Board meeting, or if the meeting was within a week of the next meeting, as soon as practicable, as well as report on its activities and/or recommendations to the Board at the next Board meeting.

Section 4. Ex-officio Committee Members

The *President* shall be an *ex-officio* member of each committee except the *Nominating Committee*.

ARTICLE VIII

Finances

Section 1. Fiscal Year

The fiscal year of the Library shall be July 1st through the following June 30th.

Section 2. Tax Status

The Library is exempt from *New York State* income tax and, in accordance with a ruling of the *Internal Revenue Service*, is exempt from *Federal* income tax under *Section 501(c)(3)* of the *Internal Revenue Code of 1986*.

Section 3. Financial Policy

The Board will develop a financial policy that determines, among other matters, signatories authorized to sign checks; execute contracts and to make investment decisions; and to act with respect to other matters as may arise from time to time relating to the finances of a prudent not-for-profit corporation.

Section 4. Contracts, Payments, Deposits, and Investments

The Board may authorize *Officers* or staff as signatories to execute and deliver contracts and instruments on behalf of the Library. Any such authorization shall clearly set forth the scope and the limits of the authority granted.

Section 5. Payments

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Library shall be signed in a manner that shall be set out in a resolution adopted by the Board. In the absence of such authorization by the Board, such instruments shall be signed by the *Treasurer*, if the *Treasurer* is not available, by the *President*, if the *President* is not available, by the *Vice-President*, if the *Vice-President* is not available, by the *Secretary*, in the manner determined by the Board for the authorized signatories.

Section 6. Deposits and Investments

All funds of the Library shall be deposited or invested to the credit of the Library with financial institutions that are approved in resolutions adopted by the Board.

Section 7. Gifts and Grants

The Board may accept on behalf of the Library, any contribution, gift, and bequest or devise for general purposes or for any special purpose, subject to the laws of the *State of New York*. The Board may also authorize the *Director* to accept such gifts.

Section 8. Bonding and Indemnification

The Library will take any and all steps necessary to protect the Library from financial losses caused by any *Officer*, staff member, or agent who is in a position to commit larceny, embezzlement, self-dealing, mismanagement, or other improper use of its funds by any means, including improper use of a credit card.

The Library shall indemnify its *Trustees* and *Officers* against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against the *Trustee* or *Officer* by action in court or otherwise, by reason of the fact that such person as a *Trustee* or *Officer* of the Library and acting in good faith for the purpose which such person reasonably believed to be in the best interest of the Library, and not unlawful. Indemnification shall be provided in the manner and to the full extent afforded by *Sections 722 through 726 of the Not-for-Profit Corporation Law*, and as permitted by such law, the Library may provide additional indemnification pursuant to an agreement, action of the Board, a policy adopted by the Board, or by provision of these *Bylaws*.

ARTICLE IX**Amendments and Dissolution****Section 1. Amendments**

These *Bylaws* may be altered, amended, or repealed, and new *Bylaws* may be adopted by a two-thirds majority of the full Board. Proposed amendments shall be sent to all *Trustees* not later than ten (10) calendar days prior to the Board meeting at which they are to be considered, excluding the calendar day on which they must be sent. If the day on which they must be sent is a legal holiday, they must be sent no later than the last day prior to that which is not a legal holiday.

Section 2. Dissolution

Upon dissolution of the corporation, after paying or making provision to pay all corporate liabilities, the Board shall disburse the corporation's remaining assets exclusively for one (1) or more exempt purposes within the meaning of *Section 501(c)(3) of the Internal*

Revenue Code of 1986, or shall contribute them to the federal government, or to a state or local government, for a public purpose. Any assets not so disbursed shall be disposed of by order of the *Supreme Court of the State of New York* exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes as the *Court* shall determine.

Board of Trustees
NEW CITY LIBRARY