

NEW CITY FREE LIBRARY BYLAWS

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 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 shall consist of nine 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 the Library shall be managed by the Board of Trustees (the "Board"). The Board shall determine Library policy.
- (b) The Library director shall be appointed by and accountable to the Board.
- (c) Each trustee shall serve on at least one Library committee.

Section 3. Qualifications

- (a) A resident of the service area who wishes to become a Library trustee must be 18 years of age at the time of the Annual Meeting, shall possess a Library card for at least one hundred and eighty (180) days 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 a signed petition is submitted to the Library.

Section 4. Nomination of Trustees

- (a) The President of the Board shall name a Nominating Committee not later than the Board's August Meeting. The Committee shall consist of not less than three 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 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 recommendations to the Board at the October Board meeting.

b) Notice of the availability of open Trustee positions shall be published in the designated local newspaper at least once each week during for three weeks following the August Board meeting. During that time, notices shall be posted on the Library website, in the lobby of the Library and at Library service desks. 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 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 her or his 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 Board of Trustees meeting within one week of the October 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 signed by not less than twenty eligible voters on a form provided by the Board. The petition must be submitted by the second 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 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 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 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 weeks of the regular election. Notice of the run-off election shall be publicized through two notices in a local newspaper at least twice before the run-off election, and notices shall also be posted on the Library website, in the Library lobby and at Library service desks.

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 years. Terms shall be staggered so that three Trustees are elected each year. No Trustee shall serve for more than two consecutive three-year terms. A Trustee who has served two consecutive elected terms shall not be eligible for re-election until the third Trustee election after the expiration of his or her second term.

(c) If a Trustee leaves during the first year of his or her term, that term shall count as part of the two consecutive three-year terms allowed to the Trustee's replacement. If a Trustee leaves during the second or third year of his or her term, that term shall not count as part of the two 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 of Trustees, 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 of Trustee meetings;
- c) Incapacity;
- d) Violation of a Library Policies and;
- e) Residing outside of the Library service area.

ARTICLE V MEETINGS

Section 1. Annual Meetings

(a) The Annual Meeting shall be held at 7:00 pm on the third 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 7:00pm on the following Thursday.

(b) Notice of the Annual Meeting shall be posted on the Library website and

published in a local newspaper at least once each week during the two weeks immediately preceding the meeting. Such Notice shall also be posted in the lobby of the Library and at Library service desks starting two weeks before the meeting and during the day of the meeting. If the Annual Meeting is postponed for any reason, a notice of the postponed meeting time and place must be published once in a local newspaper at least two days before the make-up meeting, and notice shall also be posted on the Library website, and in the lobby of the Library, and at Library service desks.

(c) At the Annual Meeting, the following shall take place:

- i. The Pledge of Allegiance
- ii. Public comments;
- iii. Submission of the Minutes of the prior year Annual Meeting;
- iv. Reports by the President, the Director, the Treasurer, and any other committee asked to do so by the Board;
- v. Introduction of the Certified Annual Audit Prepared by a firm of independent public accountants;
- vi. Seating of the new Trustees elected in the past December election;
- vii. Public Comment; and
- viii. Adjournment.

Section 2. Board of Trustees Meetings

(a) The Board shall meet monthly on the third Thursday of the month during not less than ten months of the year.

b) A Special Board of Trustees meeting may be called by the President, or upon a written petition signed by three Trustees, stating the purpose or purposes of the requested special meeting. Notice thereof shall be given by the Secretary to all the Trustees at least twenty four 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 week in advance shall be given to the news media and shall be conspicuously posted in one or more designated public locations at least seventy-two hours before such meeting.

(b) Notice of the time and place of every other meeting shall be given, to the extent practicable, to the news media and shall be conspicuously posted in one or more designated public locations at a reasonable time prior thereto.

(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's internet website.

(d) All Board of Trustee 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 or subjects to be considered. Executive sessions shall be convened only for one or more of the purposes enumerated in Section 105 of the New York State Open Meetings Law.

(f) Unless otherwise provided for in these By-Laws or under the laws of the State of New York:

- i. All Board of Trustee meetings shall be governed by the most current edition of *Robert's Rules of Order*;
- ii. A quorum shall consist of five 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 Trustees; and
- iv. Committee meetings shall not be considered meetings at which public business (pursuant to the NY State Open Meetings Law) is conducted. The various committees may only advise the Board of Trustees of their recommendations with respect to matters to be taken up by the Board at a regular or special meeting of the Board of Trustees.

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 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 full year prior to assuming a position as an officer.

Section 2. Term of Office

Officers shall serve for a term of one year, (i.e., from the Regular Board of Trustees Meeting 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 to fill the balance of the term for the office vacated as soon as practicable.

Section 3. Nomination

Two weeks before the January Board of Trustees Meeting, a trustee who wishes to become an officer will announce their candidacy by e-mail to the Secretary of the Board. Ten 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 by 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 of, or refusal to carry out the duties of the office held;
- b) Incapacity; or
- 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 the 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 and/or reviewing the draft of the annual budget to be presented to the Board for approval; and
- (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 By-Laws 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 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) Nominating
- e) 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 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 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 Library 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 of Trustees, a policy adopted by the Board of Trustees, 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 (2/3) majority of the full Board. Proposed amendments shall be sent to all Trustees not later than ten (10) calendar days prior to the 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 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.

Amended by the
New City Library Board of Trustees
Date: October 16, 2014