

BYLAWS

of

The New Lebanon Library

New Lebanon, New York

As revised November 12, 2015

ARTICLE I - Name

This organization is and shall be known as

The New Lebanon Library
550 Route 20 New Lebanon, New York 12125-0630

existing by virtue of the provisions in the Absolute Charter Number 2746 granted by the Regents of the State of New York on November 15, 1917 to the Joseph Hooper Free Library. The charter was revised to change the library's name on July 26, 1991.

ARTICLE II - Trustees

(1) The business and affairs of The New Lebanon Library shall be managed and conducted by a board of trustees that shall be eleven in number appointed by the existing board.

(2) Newly appointed trustees shall complete a basic trustee training session sponsored by the Mid-Hudson Library System by the trustee's first anniversary.

(3) The term of office of a trustee shall end on December 1 of the fifth year following appointment, unless the trustee has resigned or otherwise terminated membership on the board. Terms shall be staggered so that no more than three terms will expire in any single year. There shall be no limit as to the number of consecutive terms a board member may serve.

(4) Vacancies that occur for reasons other than expiration of term shall be filled for the balance of the term through appointment by the trustees. Any trustee who fails to attend three regular board meetings in a calendar year without cause shall be deemed to have resigned, and the vacancy shall be filled at the next regular meeting. Trustees may be removed for cause from the board at a regular meeting of the board by a majority vote of the total number of trustee positions.

(5) The Library shall indemnify its trustees, officers and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys' fees, in connection with any claim asserted against a trustee, officer or volunteer by action in court or otherwise, by reason of the fact that such person was a trustee, officer or volunteer of the Library and acting in good faith for a purpose which such person reasonably believes to be in the best interest of the Library, and not unlawful.

ARTICLE III- Officers

(1) The officers of the board of trustees shall be elected at an annual meeting of the board. There shall be a president, a vice-president, a secretary, and a treasurer who are elected from among the trustees. Officers shall assume their office as of the close of the

annual meeting at which they are elected.

(2) Officers shall serve a term of two years from the date of their election and until their successors are duly elected. Neither the office of president nor the office of vice-president shall be held by the same trustee for more than three consecutive terms. There shall be no limit on the number of consecutive terms trustees may serve as treasurer and secretary.

(3) Nominations for officers shall be made from the floor and if two or more trustees have been nominated for one office, the vote shall be by written ballot.

(4) The president shall be a voting member of the board and shall preside at all meetings of the board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the board, serve as ex-officio voting member of all committees, and perform all duties generally associated with that office. The president shall also be authorized to sign checks if the treasurer is unavailable.

(5) The vice-president, in the event of the absence or disability of the president, or of the vacancy of that office, shall assume and perform the duties of the president.

(6) The secretary shall keep a true and accurate record of all meetings of the board, issue notice of regular and special meetings as necessary, maintain records and perform such other duties as are generally associated with that office.

(7) The treasurer, or in the treasurer's absence, the president, shall be the disbursing officer of the board, shall sign all checks, and shall perform such other duties as are generally associated with that office.

(8) Officers may be removed from office at a regular meeting of the board for cause by a majority vote of the total number of trustee positions.

ARTICLE IV- Meetings of the Board of Trustees

(1) Ten regular meetings of the board of trustees shall be held per year, in all months except February and August. Date and time of each meeting for the next calendar year shall be established by resolution of the board adopted at the annual meeting. The annual schedule of meetings shall be posted for public review in the Library and on the Library's website and notice of such meetings shall be given as required by the New York State Open Meetings Law. On not fewer than three days' advance notice, the president may reschedule a regular meeting for good cause, provided that the rescheduled time and date are posted as provided above.

(2) The annual meeting shall be considered to be that held during December. At that meeting, officers for the next year shall be elected, if required, and the budget for the next year shall be adopted.

(3) Special meetings may be called by any trustee with as much prior notification to all

other trustees as is practical. Notification may be made by any means reasonably likely to achieve its purpose including e-mail and telephone. Notice of the time and place of such meetings shall be provided as required by the Open Meetings Law.

(4) A quorum for the transaction of business at any meeting shall consist of a majority of the entire board.

(5) Action by the trustees shall be by a majority vote of the total number of trustee positions.

(6) The order of business for regular meetings shall include, but not be limited to, the following items:

- a) announcements
- b) Approval of the minutes of the previous meeting
- c) treasurer's report
- d) director's report
- e) committee reports
- f) communications and letters
- g) unfinished business
- h) new business
- i) adjournment.

(7) The director shall attend all meetings, may participate in discussions and offer professional advice, but is denied a vote upon any question.

(8) Parliamentary authority for meetings shall be the most recent edition of Robert's Rules of Order.

(9) Upon motion of a trustee, the board may adjourn to executive session for purposes authorized by the Public Officers Law. The minutes shall indicate the reason for the executive session. Separate minutes shall be kept for executive sessions, which shall report any actions taken.

ARTICLE V - Committees

(1) Standing committees shall be: an executive committee composed of the current officers, a development committee, a finance committee and a facilities committee. The president shall appoint the members and chairs of the development, finance and facilities committees. Special committees shall be created by the board and members appointed by the president as needed. A special committee shall be considered to be discharged upon completion of its project.

(2) All committees shall make a progress report to the board when appropriate. No committee shall have other than advisory powers, except where the board has delegated specific power by resolution to act on its behalf.

ARTICLE VI - Director

- (1) The board shall appoint a qualified library director or librarian who shall be the executive and administrative officer of the library on behalf of the board and under its review and direction.
- (2) The director shall have authority to appoint volunteers and hire part-time employees without prior approval of the board provided that such appointments are within the then-effective budget amount for personnel and are reported at the next regular meeting.
- (3) The director is responsible for the organization and supervision of volunteers, for the care and maintenance of the library property, for acquisitions, and for the general operation of the library.
- (4) The director is authorized to commit library funds for budgeted expenditures or that are needed to address an emergency, in which case the director shall notify the president and treasurer as soon as practicable concerning the nature of the emergency and the amounts expended. All other commitments of funds require board approval. The director is authorized to write and issue a check for an amount not to exceed \$1000 for budgeted expenditures or to address an emergency in circumstances where the director deems waiting for the regular check issuance process is impractical, in which case the director shall notify the president and treasurer as soon as practicable of the issuance of such check, the reasons for its issuance and the amount.

ARTICLE VII - Amendments

- (1) The board of trustees may amend these bylaws by a majority vote of all board members.

ARTICLE VIII - Statement of Non-profit Status

- (1) Notwithstanding any other provision of these articles the Library shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)
- (2) No substantial part of the activities of the Library shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, (except to the extent authorized by Internal Revenue Code section 501 (h) as amended, or the corresponding provision of any future United States Internal Revenue Law, during any fiscal year or years in which the Library has chosen to utilize the benefits authorized by the statutory provision) and the Library shall not participate in or intervene (including the publishing

or distribution of statements) in any political campaign on behalf of any candidate for public office.

(3) Upon dissolution of the Library, the board of trustees shall, after paying or making provision for the payment of all its liabilities, dispose of its 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 the corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the Library is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.

(4) The Commissioner of Education is designated as the representative of the Library upon whom process in any action or proceeding against it may be served.

ARTICLE IX - FISCAL YEAR

The fiscal year shall be January 1 to December 31.

ARTICLE X - CONFLICT OF INTEREST

- (1) A conflict of interest exists where an action to be taken by the board confers a substantial financial benefit to a trustee, directly or indirectly through a business from which the trustee derives income or property.
- (2) A trustee shall abstain from voting on any matter before the board that places the trustee in a conflict of interest.

Record of Amendments

<u>Date of Approval</u>	<u>Reason for Amendment</u>
February 6, 1984	Added amendment regarding non-profit status.
December 5, 1988	General clarification
July 10, 1989	Changed Article IV-I from first to second Monday. Changed Article III-8 to permit one secretary.
July 29, 1991	Changed Article IV-I from second Monday to fourth Tuesday.
April 24, 1993	General clarification. Changed name of library to reflect charter change. Changed number of board members (Article 11-1) from seven to eleven. Made meeting day in Article IV-I non-specific. Added Article IV-5 on plurality. Incorporated amendments regarding non-profit status as Article VIII, and revised wording to agree with July 26, 1991 charter change.
May 18, 2002	Added Article II-4. Indemnification of trustees, officers and volunteers.
November 13, 2004	Changed officer terms to 2 years; limited number of consecutive terms to be held by president and vice-president; changed termination date for trustee terms and date of annual meeting; clarified director's authorities; general clean up and clarification.
November 12, 2015	Amended Article II, adding a new para. 2 requiring training; renumbered and amended para. 2 to provide staggered terms; renumbered and amended para. 3 to clarify termination for unexcused absences. Amended Article IV, para. 1 to clean –up and clarify meeting notices and authorizing president to reschedule meetings; added new para. 9 concerning executive sessions. Amended Article V to establish standing committees

and provide for their membership and authority.
Amended Article VI, para. 4 clarifying Director's
authority to commit funds.
Added Article IX, defining fiscal year.
Added Article X, conflict of interest policy.