

By-Laws of the North Chatham Free Library

ARTICLE I. NAME

The name of this corporation shall be the North Chatham Free Library as incorporated by act of the Board of Regents of the University of the State of New York under the provisions of the New York State Education Law and its principal office shall be located in the library building in North Chatham, New York.

ARTICLE II. PURPOSE

The purpose of this corporation shall be to operate and administer a free library within the provisions of the education Law of the State of New York to be known as the North Chatham Free Library. Such library is to particularly serve the public living within the hamlet of North Chatham and in surrounding communities.

ARTICLE III. MEMBERSHIP

Section 1. Membership

Any individual or family living within the hamlet of North Chatham or its surrounding communities may become a member of the North Chatham Free Library by securing a library card at no charge. Members shall have such rights, duties and privileges as the Board of Trustees may from time to time provide. However, members shall not have the right to vote on any matter.

By-Laws of the North Chatham Free Library

Section 2. Public Access

Library access is open to all, regardless of membership, subject to compliance with the rules, policies and regulations established from time to time by the Board of Trustees.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. Powers and Duties

The Board of Trustees shall be the, governing body of the Library, managing the activities, property, affairs and business of the Library. The Board of Trustees shall provide ways and means for the Library maintenance and endowment and approve rules and policies for its convenient and free use by the public, as well as ensuring that the Library, its Board of Trustees and staff conform with all relevant laws and regulations. The Board of Trustees shall have the power to amend the By-laws and have such other powers and duties as are prescribed by the New York Education Law.

Section 2. Number and Composition

The Board of Trustees shall consist of not less than nine nor more than twenty-one persons, all of whom shall be members of the North Chatham Free Library. Trustees shall be divided into three classes so that one-third of the Board (or as nearly as possible) is elected each year.

By-Laws of the North Chatham Free Library

Section 3. Election and Terms

The Board of Trustees shall nominate and elect new trustees, who shall assume office at the commencement of the annual meeting unless a new trustee is elected under the terms of Article IV,

Section 5 of these by-laws. Each trustee shall be elected for a term of three years and shall hold office until a successor is duly elected and qualified.

Section 4. Resignation or Removal

(A) The resignation of any trustee from the Board shall be in writing addressed to the President of the Board of Trustees. If no effective date is stated, the resignation shall be effective upon receipt, unless it is specified to be effective at some later date. Any trustee who misses three consecutive regular meetings of the Board, without excuse satisfactory to the Board, shall be deemed to have tendered his/her resignation as a trustee. The effective date of such resignation shall be the date of the third missed meeting, unless otherwise provided by the Board of Trustees. A trustee removed in accordance with this section shall be notified in writing of such resignation by the President.

(B) Any trustee may be removed for reasonable cause by vote of the Board of Trustees upon the affirmative vote of a majority of the entire Board, a quorum being present at a meeting called for that purpose, written notice to each trustee having been given prior to the meeting that a purpose of the meeting is to consider the removal of the trustee in question. The effective date of such removal shall be the date of the meeting at which the vote of the Board of Trustees regarding the trustee in question occurred, unless otherwise provided by the Board of Trustees. A trustee removed in accordance with this section shall be notified in writing of such removal.

By-Laws of the North Chatham Free Library

Section 5. Vacancies

Vacancies occurring on the Board of Trustees may be filled by the Board of Trustees at any meeting in accordance with these By-laws. A person elected to fill a vacancy as trustee shall serve the unexpired term and remain eligible or subsequent full terms.

ARTICLE V. OFFICERS

Section 1. Designation of Officers; Election and Terms

The officers of the corporation shall be a President, one or more Vice-presidents, a Secretary and a Treasurer. Such officers shall be elected by the Board of Trustees from among its members at the Annual Meeting. The terms of office shall be for one year or until their successors have been elected. Tenure of the President shall be limited to three consecutive terms; provided, an individual may be re-elected as President after having been out of that office for three years. The Board may waive this last requirement by a positive vote by two-thirds of the entire board.

Section 2. President

The President shall set the agenda and preside over all meetings of the Board of Trustees, authorize calls for any special meetings, appoint all committees and chairpersons where needed, execute all documents authorized by the Board of Trustees, serve as an ex-officio member of all committees, and generally perform all duties associated with that office.

By-Laws of the North Chatham Free Library

Section 3. Vice President

A Vice President shall, in the absence or disability of the President, perform all the duties of the President.

Section 4. Secretary

The Secretary shall keep a complete and accurate record of all meetings and official acts of the Board of Trustees, issue notice of all regular, special and annual meetings, make such reports and sign such official documents as are required by law and shall perform such other duties as are generally associated with that office.

Section 5. Treasurer

The Treasurer shall receive, hold and disburse all funds of the Library under the direction of the Board of Trustees, shall deposit all monies of the corporation in the name and to the credit of the corporation in such depositories as may be designated from time to time by the Board of Trustees, and shall be the custodian of all the securities of the corporation. The Treasurer shall keep a complete and accurate account of all the financial transactions of the corporation and report the same at the annual meeting and whenever requested by the Board of Trustees. The Treasurer shall have custody of all books relating to the financial affairs of the Library, these to be made available on request to any member of the Board of Trustees. The Treasurer also works with the Library Director to oversee any book-keepers or other paid staff, consultants, contract employees, etc. on the Library's financial management.

The Treasurer also Chairs the Trustee Finance Committee as outlined in Article VI, Section 2, Paragraph A of these By-Laws.

By-Laws of the North Chatham Free Library

Section 6. Other Officers

Any other officers deemed necessary or desirable by the Board of Trustees may be elected by a majority of the Board.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee

The Board of Directors may establish an Executive Committee, consisting of the President, Vice Presidents, Treasurer and Secretary, and, at the option of the Executive Committee, one additional trustee elected by a majority of the entire Board. A majority of the members of the Executive Committee shall constitute a quorum.

The Executive Committee shall oversee the work of the Library Director and staff, including job description, evaluation, and compensation. The Executive Committee oversees the Library's collection development policies, including acquisition and de-acquisition of print and non-print material, and shall oversee the handling of any challenge to the collection policies.

In addition to the powers and authority granted by these By-laws and except as otherwise provided by these By-laws or law, the Executive Committee shall exercise all authority of the Board between meetings of the Board, except that the Executive Committee shall not have authority to do any of the following: (1) any act inconsistent with the New York Education Law, (2) fill vacancies on the Board of Trustees, (3) adopt, amend or repeal the By-laws, (4) hire, fire or change the terms of employment of Library personnel, or (5) amend the budget approved by the Board of Directors or commit to any expenditures in excess of an amount approved by the Board at the time of budget approval or (5) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

By-Laws of the North Chatham Free Library

Section 2. Standing Committees

The following standing committees shall be appointed by the President, the members of such committees to serve one year or until the succeeding annual meeting following appointment. Unless otherwise defined by these By-Laws, Standing Committees may have non-Trustee members. These committees shall only have advisory powers unless the Board of Trustees has delegated specific power to act upon its behalf pending subsequent ratification by the Board. At any meeting of a committee, a quorum for the transaction of business properly before the committee shall consist of a majority of the members of the committee. Committees shall report to the Board of Trustees when requested.

(A) Finance Committee, consisting of at least two trustees, in addition to the Treasurer who shall be the chairperson. This committee shall have general supervision over the financial affairs of the Library and shall make policy recommendations to the Board concerning investments of the Library. It shall arrange for audits of the accounts of the Library, as necessary. It shall prepare the annual budget for consideration and adoption by the Board.

(B) Nominating & Governance Committee, consisting of at least three trustees. This committee shall be responsible for preparing a slate of nominees for election to the Board of Trustees at the annual meeting, and, at such time as an Executive Committee is in effect, for nominating one or more candidates from among the trustees for election by the Board of Trustees to the Executive Committee. This Committee is also charged with maintaining and enforcing these By-Laws, as well as maintaining and enforcing any Library Policies adopted by the Board of Trustees.

(C) Collection Committee, consisting of the Library Director, at least one trustee and selectively recruited volunteers. This committee shall be responsible for ensuring that the Library's books, periodicals, compact discs, DVDs, and audio recordings – as well as electronic access to the collection – is current, timely and as complete as possible.

By-Laws of the North Chatham Free Library

(D) Building and Grounds Committee, consisting of at least two trustees. This committee shall supervise the library building and grounds, and the care of furnishings and equipment.

(E) Program Committee, consisting of at least three trustees, shall plan, implement and oversee public education programs to be offered at the Library or other venues. The Committee may create sub- committees as it sees fit, providing that each sub-committee has at least one Trustee.

(F) Fundraising Committee, consisting of at least three members, including at least one trustee. This committee shall plan and implement fundraising events and appeals for financial support from individuals, corporate, community sources, and governmental sources, and shall seek out and recommend that the Board make application for grants, awards and other funding.

Section 3. Other Committees

Special committees may be appointed by the President as needed, with the approval of the Board of Trustees, to further the work of the Library.

Section 4 Committee Composition

Non-Board members may be appointed by the President to any committee, other than the Executive and Nominating and Governance Committees.

By-Laws of the North Chatham Free Library

ARTICLE VII. LIBRARY DIRECTOR

The Library Director shall be appointed by the Board of Trustees upon majority vote. The Library Director shall:

- (A) Be the chief operating and administrative officer of the Library, including over-sight of any other staff, paid consultants, contractors, and volunteers, under the review and direction of the Board of Trustees.
- (B) Attend all meetings of the Board of Trustee, with voice but no vote at such meetings, and make regular and annual reports of Library activities.
- (C) Discharge such duties as may be stated in the Library Director job description or otherwise prescribed by the Board of Trustees.
- (D) Not incur any debt or liability, nor undertake any expenditures, without express authority from the Finance Committee or the Board of Trustees.

ARTICLE VIII. MEETINGS

Section 1. Regular Meetings

Regular meetings of the Board of Trustees shall be held on a day and time established by the Board, not less frequently than four times a year. All meetings of the Library Board, its committees and sub-committees shall conform with all applicable New York State laws and regulations.

By-Laws of the North Chatham Free Library

Section 2. Annual Meeting

The annual meeting of this corporation shall be held on a date, at a time, and in a location determined by the Board of Trustees. Notice of the time and location of the annual meeting shall be posted at the library building and, so long as it exists, the post office in the hamlet of North Chatham, as well as the Library's web site and any of the Library's current social media sites, in each case not less than 15 days before such meeting. At the Annual Meeting, the Board of Trustees will present for its approval a budget for the coming year. As part of that presentation the Board may also review the immediate past year's budget.

Section 3. Special Meetings

Special meetings of the Board of Trustees may be called at any time by the President and shall be called by the President whenever three trustees shall so request in writing. Notice of any special meeting, stating the time, place and purpose thereof, shall be communicated to all trustees by the Secretary at least five days before such meeting. Only the business specified in the call of the meeting shall be acted upon at the special meeting.

Section 4. Trustee attendance.

Trustees may attend regular or other meetings of the Board by telephone or other electronic means with the approval of the presiding officer.

By-Laws of the North Chatham Free Library

Section 5. Public Attendance and Executive Session

The public may attend any regular, special or annual meeting of the Board of Trustees, and will be given the opportunity to speak on matters relating to Library activities during a specifically designated segment of the meeting. At any regular, special or annual meeting of the Board of Trustees, the Board may, as permitted under the Education Law, retire to a closed Executive Session at which only trustee may be present. The trustees may discuss or vote on any matter before the Board in such Executive Session.

Section 6. Quorum

A majority of the number of trustees in office immediately before a meeting of the Board of Trustees begins shall constitute a quorum for the transaction of business at that meeting.

Section 7. Voting

Each trustee shall have one vote. The vote of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless a greater number is required by these By-laws or by law. Should the need arise, the Board or Executive Committee may decide to conduct a vote between meetings by telephone, email, or other electronic formats. Such votes will be recorded by the Board Secretary and entered into the official minutes of the Library.

Section 8. Records of Meetings

There shall be a written agenda for each meeting, and minutes of each meeting shall be prepared. Minutes of a meeting shall reflect the identify of those trustees in attendance at the meeting and a synopsis of the matters discussed and any action taken by the Board.

By-Laws of the North Chatham Free Library

ARTICLE VIII. AMENDMENTS

These By-laws may be amended at any meeting of this corporation, a quorum being present, by a two-thirds favorable vote of the entire Board of Trustees, providing that written notice of such proposed amendment is included in the call for meeting issued at least 10 days prior to such meeting.

ARTICLE IX. FINANCE AND PROPERTY

Section 1. Fiscal Year

The fiscal year of this corporation shall commence on January 1 and end on the 31st day of the following December.

Section 2. Approved Signatures

All checks, drafts and other orders for payment of money shall be signed by the President, Treasurer or other agent as shall be specifically authorized by the Board of Trustees.

Section 3. Contracts and Debt

Contracts may be entered into or debts incurred only as directed by the Board of Trustees or its appointed delegate. When the execution of a contract or other instrument has been authorized by the Board of Trustees

By-Laws of the North Chatham Free Library

without specification of the executing officer, the President and Treasurer, acting jointly, may execute the same in the name of and on behalf of the Library.

Section 4. Storage of Official Documents

The Library shall have custody of and maintain all official books, records and documents of the Board except for financial records which may be maintained by the Treasurer. The Treasurer will make any and all financial records maintained outside the Library available to the Board upon request. These items shall be stored at the Library and shall be made available on request to any member of the Board of Trustees.

Section 5. Contributions, Gifts and Bequests

Contributions, gifts and bequests may be accepted by the Library in accordance with its policies. Unless otherwise designated by the donor or prescribed by statute or law, such gifts, bequests or contributions shall be utilized at the discretion of the Board of Trustees.

Section 6. Conflict of Interest

A conflict of interest exists when a matter to be acted upon by the Board confers a direct, substantial benefit to any trustee, business or agency from which a trustee of the Board derives an income or has authority in governance. A trustee shall abstain from voting on any matter before the Board which places him or her in a conflict of interest and such conflict will be noted in the Board's minutes.

By-Laws of the North Chatham Free Library

ARTICLE IX. INTERPRETATION

These By-laws shall be construed in accordance with New York law. Invalidation of one or more provisions of these By-laws shall not affect the remainder of the By-laws.

Adopted by the Board of Trustees of the North Chatham Free Public Library on February 11, 2021

Amended by the Board of Trustees of the North Chatham Free Public Library on April 8, 2021