

BYLAWS OF THE BEDFORD HILLS FREE LIBRARY

These revised Bylaws have been approved and adopted by the Bedford Hills Free Library Board of Trustees on April 18, 2017.

PREAMBLE

The Board of Trustees (hereinafter designated as the "Board") of the Bedford Hills Free Library (the "Library"), a corporation created under a charter granted under Section 253 of the New York State Education Law by the Board of Regents (or Secretary of State) of the State of New York, dated November 18, 1955 and amended July 6, 2007, shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following bylaws.

ARTICLE I

Name, Purpose, and Office

1. **Name.** The name of the corporation shall be the Bedford Hills Free Library (the "Library").
2. **Purpose.** The purpose of the organization is to provide free access to information, resources, programs, and services, as well as to stimulate literacy and lifelong learning for the members of our community.
3. **Office.** The principal office of the Library shall be located at 26 Main Street, Bedford Hills, NY 10507, in Westchester County, New York.
4. **Fiscal.** The fiscal year of the Library shall be the January – December calendar year.

ARTICLE II

Legal Structure

The Library shall be an association library. The Library shall not have members.

ARTICLE III

Board of Trustees

Power of the Board. The Library shall be governed by a Board of Trustees (the "Board"), which shall be responsible for managing the business, property, affairs, and activities of the Library, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws. The Board shall approve of all personnel actions pursuant to NYS Education Law. The Board shall transact all business in accordance with the NYS Open Meetings Law.

- 1. Qualifications.** Eligibility for office shall be limited to adults with an expressed interest in supporting the Library.
- 2. Number.** The Board shall consist of a minimum of six (6) trustees and a maximum of twenty (20) trustees, elected for terms of five (5) years each. Newly elected members will take office upon election. The term “Entire Board” means the number of trustees that were elected as of the most recently held election of trustees.
- 3. Election and Term.** The initial trustees shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board and until their successors have been elected. Thereafter, at each annual meeting of the Board, or as openings arise, qualified persons shall be nominated and elected by a majority of the Board to serve as trustees. Each trustee shall hold office for a term of five (5) years and until her/his successor has been elected; provided that any trustee elected to fill an unexpired term shall be elected and hold office in accordance with Section 3.5 of these Bylaws.
- 4. Vacancies.** Any vacancy shall be filled by special election by the remaining members of the Board for the remainder of the term of that position.
- 5. Resignation.** Any trustee may resign at any time by delivering notice to the President or the Secretary in writing or by e-mail. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.
- 6. Removal.** The Board may remove a trustee for misconduct, incapacity, neglect of duty or refusal to carry into effect the Library’s educational purpose as provided in NYS Education Law. Such removal shall require the affirmative vote of at least two-thirds of the entire Board.
- 7. Meetings.** An annual meeting of the Board shall be held in January of each year for the election of trustees and officers and any other regular business. Regular meetings of the Board shall be held each month. Special meetings of the Board may be held at any time upon the call of the President, or by request of three (3) trustees for a specific purpose. No business may be transacted at special meetings except the stated business.
- 8. Attendance.** If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by a majority of the Board, such trustee shall be deemed to have resigned, and the resultant vacancy shall be filled in accordance with the provisions of these bylaws. The President shall inform the absent trustee in writing that he/she is no longer a member of the Board.

9. Notice of Meetings. Written notice of all meetings shall be sent by the President, the Secretary, or the Executive Director of the Library to each trustee, as well as to the public and news media, pursuant to the rules of the Open Meetings Law.

10. Quorum. At each meeting of the Board, a simple majority of the entire Board shall constitute a quorum for the transaction of business. If a simple majority is not present, pursuant to the requirements of the NYS Open Meetings Law, a majority of those trustees present may adjourn the meeting until such a quorum is present.

11. Action at a Meeting. A trustee must be present at a meeting, pursuant to the rules of the New York State Open Meetings law, to have his/her vote counted. Each trustee shall have one vote, irrespective of office held. Provided a quorum is present at the time of the vote, the affirmative vote of a majority of the trustees present at said meeting shall be the act of the Board, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws. Authorization of the following, however, shall require the affirmative vote of at least two-thirds of the entire Board:

- A. A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Library;
- B. A purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of the Library;
- C. A plan of merger, consolidation, or dissolution;
- D. Revocation of a plan of voluntary dissolution; and
- E. Removal of a trustee from the Board.

13. Actions of the Board. All actions of the Board shall be of the Board as a unit. No trustee shall act on behalf of the Board, on any matter, without prior approval of the Board. No trustee, by virtue of his/her office, shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any Library employee.

14. Public Participation in Board Meetings. Meetings of the Board are open to members of the public, pursuant to the conditions outlined in the NYS Open Meetings Law. However, the Law does provide for closed, or "executive," sessions under certain circumstances. Those matters which may be discussed in executive session, as well as those procedures which must be followed within executive session, are prescribed by the Law.

15. Compensation. The Library shall not pay any compensation to trustees for their services as trustees of the Library, except that trustees may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties. Subject to the Library's Conflict of Interest Policy and applicable law, trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Library, when authorized by the Board.

ARTICLE IV

Committees

1. **Committees of the Board.** The Board, by resolution of the majority of a quorum of trustees present at a meeting, may designate from among the trustees a Committee of the Board, consisting of three or more trustees. Each such committee shall serve until the completion of the work for which they were appointed. The President, or each Co-President, shall be, ex officio, a member of all committees.

2. **Authority of Committees.** Each Committee of the Board shall serve at the pleasure of the Board and shall have the authority of the Board to the extent provided in the resolution or charter establishing the committee, except that no such committee shall have authority as to the following matters:
 - A. The filling of vacancies in the Board or in any committee;
 - B. The amendment or repeal of the Bylaws or the adoption of new Bylaws;
 - C. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or **repealable**;
 - D. The sale, lease, exchange, or other disposition of all or substantially all the assets of the Library;
 - E. The adoption of any plan of merger, consolidation, or dissolution of the Library;
 - F. The selection or removal of Board officers or the Library's Executive Director; or
 - G. The amendment of the Library's charter.

3. **Reports to the Board.** Each committee of the Board shall keep a record of its proceedings and activities and make a progress report to the Board at each regular Board meeting.

4. **Duty of Care.** The designation of any committee of the Board and the delegation of authority to it shall not alone relieve any trustee of her/his duty of good faith and duty of care to the Library under the New York Not-for-Profit Corporation Act.

5. **Committees of the Corporation.** Committees, other than Committees of the Board, shall be Committees of the Corporation. At any meeting of the Board, the Board may create one or more Committees of the Corporation and appoint persons to serve on such committees. Committee members shall hold their appointments at the pleasure of the Board. Such committees shall be advisory only; committee members shall not be entitled to vote on matters under consideration by the Board, shall not have or purport to exercise any powers of the Board nor shall they have the power to bind the Library contractually.

ARTICLE V

Officers

1. **The Officers.** The officers of the Board shall be the President, Vice President, Secretary and Treasurer, elected annually by the Board at the annual meeting. These officers shall serve for a period of one year or until their successors shall have been duly elected. A trustee may serve in the same officer position for no more than five consecutive years.
2. **Their Duties.** The duties of such officers shall be as follows:
 - A. The **President** (or **Co-Presidents** who shall share these duties), shall preside at all meetings of the Board, authorize calls for special meetings, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.
 - B. The **Vice President**, in the event of the absence or disability of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President. In the event there are two Co-Presidents, it is not imperative to have a Vice President.
 - C. The **Secretary** shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.
 - D. The **Treasurer** shall oversee the receipt and disbursement of Library funds and shall perform such duties as generally devolve upon that office.

ARTICLE VI

Personnel

1. **Appointment of Director.** The Board shall appoint a Director who shall be the executive officer of the policies of the Board and shall have charge of the administration of the library under the direction and review of the Board. The Director shall be responsible for the care of the buildings and equipment, for the selection and direction of the staff, for the efficiency of the Library's service to the public, and for the operation of the Library under the financial conditions contained in the annual budget.
2. **Director Reports.** The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve the efficiency and quality of library service. The Director shall attend all Board meetings except the portion of the meeting at which her/his appointment or salary is to be discussed or decided and any executive sessions as called by the President.

- 3. **Additional Personnel.** The Board may from time to time employ such other employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and each of whom shall have such authority and perform such duties as the Board may from time to time to determine. The Board shall create all positions, establish salaries, and formally approve all staff upon the recommendation of the Director.

- 4. **Compensation.** The Board may from time to time establish compensation and benefits for personnel of the Library.

ARTICLE VII
Conflicts of Interest

- 1. **Adoption of Policy.** The Library shall adopt a conflict of interest policy as required by and under the terms delineated by the New York State Not-For-Profit Corporation Law, to ensure that its directors, officers, and key employees act in the Library’s best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential “related party transaction,” or potential “excess benefit transaction” involving a “disqualified person.” Any such transaction shall only be undertaken after the requisite disclosure, determinations, and voting by trustees, as provided in the New York State Not-For-Profit Corporation Law and relevant regulations of the Internal Revenue Service.

- 2. **Annual Review of Policy; Disclosure Statements.** The Conflict of Interest Policy shall be reviewed by the Board annually. Prior to his/her election and annually thereafter, each trustee shall be required to complete a disclosure statement identifying, to the best of the trustee’s knowledge, any entity of which said trustee is an officer, director, trustee, member, employee, or owner (either as sole proprietor or a partner) and with which the Library has a relationship, and any transaction in which the Library is a participant and in which the trustee might have a conflicting interest. These statements shall be collected and delivered by the Secretary to the President, to be kept on file at the Library’s office. Any additions or other changes to these statements shall be made by the trustee in writing as they occur.

ARTICLE VIII
Amendments

- 1. **Adoption of Amendments.** Amendments to these Bylaws may be proposed at any regular meeting and shall be voted upon at the next regular meeting. Written notice of the proposed amendment or amendments shall be sent to all absent trustees at least ten (10) days prior to the voting session. A simple majority of the Board shall be sufficient for adoption of an amendment.

2. **Suspension of Rules/Resolution.** Any rule or resolution of the Board, whether contained in these Bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of the members of the Board shall be present and two-thirds of those present shall so approve.
3. **Rules of Procedure.** All procedures not specified herein shall be in accord with Robert's Rules of Order, Revised.