

**BYLAWS
NEW CITY FREE LIBRARY**

**ARTICLE I
NAME, PLACE AND PURPOSE**

Section 1. Name

The name of this Association is the New City Free Library (Library).

The Library is chartered by the Board of Regents of the University of the State of New York as a free association library. The Internal Revenue Service has determined that it is exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986.

Section 2. Place

The principal office of the Library is at 220 North Main Street, New City, and Rockland County, New York 10956.

Section 3. Service Area

The Library's service area is those portions of New City, Congers, Bardonia, Valley Cottage and Nanuet that are part of the Clarkstown Central School District (CCSD).

**ARTICLE II
PURPOSE**

Purpose

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

**ARTICLE III
MEMBERSHIP AND PRIVILEGES**

Section 1. Members

(a) Anyone who is at least age 18, has resided in the Service Area for at least 30 days and can show proof of residency is a Member of the Library.

(b) A Library Member in good standing may use the library's services.

(c) A Library Member is in good standing unless:

1. The Member owes the library for fines or fees above the established threshold.
2. The Member has claimed three times in 12 months that she or he has returned items that the library cannot find.
3. Three pieces of mail sent by the library to that Member's address have been returned as undeliverable.

Section 2. Voting Privileges

(a) A Library Member is entitled to vote on the Library budget, Library referenda and to elect trustees if that person is registered to vote with the board of elections and resides in the Clarkstown School District.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting

(a) The annual meeting of Members shall be held at 7:30 pm on the third Thursday of January at the principal office of the Library or at another place selected by the board of trustees (the Board) within the Service Area. If the Board president (or the vice-president in the president's absence) considers the weather to be severe, that officer may postpone the meeting until the same time on the next Thursday. At the Annual Meeting, written reports shall be presented by the president, the director, the treasurer and any committees asked to do so by the Board.

(b) The annual meeting shall be conducted in accordance with the current edition of *Robert's Rules of Order*.

(c) 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 preceding the meeting. Notices shall be posted in the lobby of the library and at library service desks starting two weeks before the meeting and through the day of the meeting. If the annual meeting is postponed, a notice of the postponed meeting must be published once in a local newspaper at least two days before the make-up meeting, and notices shall be posted on the Library website, in the lobby of the library and at public service desks.

(d) A quorum for the conduct of business at an annual meeting will comprise a majority of the full Board.

ARTICLE V BOARD OF TRUSTEES

Section 1. Powers

Subject to the Charter of Library and these Bylaws, the business and property of Library shall be managed by the board of trustees (the Board). It shall determine library policy and it may take all actions that are not reserved to the Members. The library director is accountable to the Board.

Section 2. Number and Qualifications

(a) The Board shall comprise nine trustees.

(b) An Library Member who wishes to become a library trustee must have his or her own Library card one hundred and eighty (180) days prior to the election, must be a Library Member in good standing, and may not be an employee of the Library or a member of the

immediate family of an employee. Immediate family means a spouse, parent, sibling, child, grandparent, in-law, grandchild, domestic partner or any person residing in the employee's home.

Section 3. Nomination of Trustees

(a) At its September meeting, the Board shall appoint a committee of no fewer than three trustees to nominate candidates for the office of trustee. No trustee who is a candidate for the office may be a member of the nominating committee at the same time.

(b) Notice of the availability of open trustee positions shall be published in a local newspaper at least once each week during the first three weeks of September. During that time, notices shall be posted on the Library website, in the lobby of the library and at public library service desks. Notices shall include instructions on how a Member may inform the nominating committee that he or she is interested in being nominated.

(c) Library Members who wish to be proposed by the Board as candidates must notify the nominating committee of their interest by the third Thursday in September.

(d) The nominating committee shall report its recommendations to the Board at the October meeting. The Board will vote on those recommendations. If a further search is required, the Board will hold a special meeting within one week to conclude its nominations.

(e) Library Members not selected as Board-proposed candidates who wish to be candidates for a Board position must submit to the Board a petition on a form provided by the Board and subscribed by twenty Members. The petition must be submitted by the second Wednesday of November and must include all the information requested on the form.

(f) A list of all nominees for the trustee opening, stating which are recommended by the Board, and summaries of the backgrounds of all candidates, not to exceed one page per candidate, will be made available at all library service desks and shall be posted on the Library website starting no later than the third week of November.

Section 4. Election of Trustees

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.

Candidates who receive the highest number of votes cast shall become trustees. If there is a tie, there shall be a run-off election at a time to be designated by the Board but within two weeks of the election. The run-off election shall be publicized through two notices in a local newspaper, and with notices posted on the Library website, in the library lobby and at library service desks.

Section 5. Tenure

(a) Trustees who are elected in December will be seated at the Annual Meeting.

(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 one year after the expiration of her or his final term.

(c) Service by appointment (see Section 7) to complete the term of a vacancy shall not count as part of the two consecutive three-year terms allowed to a trustee.

Section 6. Removal and Suspension

Unless restricted by law, any Trustee may be removed for cause by a vote of two-thirds of the Board. Causes for removal are:

- a) Failure to attend three consecutive board meetings without an excuse that is accepted as satisfactory by the Board.
- b) Breach of his or her duty as a Board Member.
- c) Refusal to act.
- d) Incapacity.
- e) Any cause stated in applicable law.
- f) Violation of the Library Ethics Policy.

Section 7. Vacancies

Any vacancy occurring on the Board at a time other than that of the end of a Member's term shall be filled within two months by a majority vote of the remaining trustees. A trustee who is elected to fill a vacancy shall serve for the balance of his or her predecessor's term.

Section 8. Meetings

(a) The Board shall meet monthly during at least ten months of the year.

(b) Special Board meetings may be called by the president or upon the written petition of three trustees stating the purpose or purposes of the special meeting, presented to the President or, in the president's absence, to the vice-president. A petition may be presented by electronic means if receipt of the petition is acknowledged. A special meeting shall be scheduled for between four and 10 days after being called by the president or after the presentation of a petition, and shall be for only the purpose or purposes stated in the meeting notice or the petition.

(c) Library policy requires that all meetings be open. Regular and special meetings of the board shall be open to the public, except for executive sessions.

(d) Notice of any meeting of the Board shall be published in a local newspaper at least three days preceding the meeting. Notices shall be posted on the Library website, in the lobby of the library public service desks.

(e) Unless otherwise provided for in these bylaws, conduct of all meetings of the Board shall be governed by the current edition of *Robert's Rules of Order*.

(f) A quorum for the conduct of Board business at a meeting shall be a majority of the full board. Unless otherwise required in these bylaws or by New York State law, all questions before the Board shall be determined by a simple majority vote.

(g) An executive session may be convened only by a motion adopted by a majority of the full Board. That motion generally will identify the subject or subjects to be considered. Executive sessions shall be convened only for one of the purposes enumerated in Section 105 of the New York State Open Meeting Law.

(h) Board and committee meetings may be held by telephone or videoconference, for either all or some members.

ARTICLE VI OFFICERS

Section 1. Officers

Library's officers shall be president, vice-president, secretary and treasurer. Unless precluded by law, any two offices may be held by the same person.

Section 2. Election and Term of Office

Officers must be members of the Board. The Nominating Committee shall recommend a slate of officers to be presented at the December Board Meeting. Officers shall be elected by the Board at the December Board meeting and seated at the Annual Meeting. New officers' positions may be created through a bylaws amendment. Such new positions must be filled within two months of the adoption of that bylaw amendment.

Section 3. Vacancies

The unexpired portion of the term of an office vacated at a time other than the next Annual Meeting must be filled by the Board by the second meeting following the departure of the officer.

Section 4. Removal or Suspension

An officer may be removed or suspended by the Board for the same causes that govern removal or suspension of trustees. Removal or suspension shall be by a vote of two-thirds of the full Board.

Section 5. President

The president shall be the principal officer of the Library. The president shall: provide leadership to the Board. He or she shall preside at all meetings of the Members and the Board; serve *ex-officio* on committees; appoint committees with approval of the Board; appoint chairpersons of committees; 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, from time to time, prescribed by the Board.

Section 6. 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 the president for any reason ceases to be a member of the board during his or her term of office, the vice-president shall become the president and shall maintain that office until the expiration of the term of the departed president.

Section 7. Treasurer

The treasurer shall: serve as financial officer of the Library and as chair of the finance committee; manage, with the finance committee, the board's review of and action related to the board's financial responsibilities; ensure the development and board review of financial policies and procedures; ensure that full and accurate financial records are kept; report the financial condition of the Library to the Board at each Board meeting and at such other times as the Board may request; assist the finance committee in preparing or reviewing the draft of the annual budget and present it to the Board for approval; follow all Board-approved procedures; perform other duties that customarily belong to the office of treasurer or are delegated by the president or by the Board.

Section 8. Secretary

The secretary shall: ensure that minutes of the Board and Member meetings are recorded correctly and are submitted to the Board for review; be responsible for official correspondence; ensure that all notices of meetings agree with the provisions of these bylaws and requirements of law; ensure that Board and other Library records are maintained in the Library office; perform other duties that customarily belong to the secretary or are assigned by the president or by the Board.

Section 9. Executive Committee

An executive committee comprising all officers shall act on matters that arise between Board meetings and require immediate attention. In emergencies, the executive committee is empowered to decide matters that would otherwise be decided by the Board. If the executive committee consists of a majority of the full Board, its meetings will be subject to the New York State Open Meeting Law.

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) Nominations

The president shall appoint a chairperson for each standing committee.

Section 2. Other Committees

The president may appoint special committees with approval of the Board, and may appoint chairpersons as needed. A special 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 report its activities to the Board at each meeting of the Board.

Section 4. Ex-officio Committee Members

The President shall be an ex-officio member of all committees, 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. Financial Policy

The Board will develop a financial policy that determines who will be responsible for signing checks, executing contracts and making investments; and such other transactions necessary for a prudent not-for-profit corporation's finances.

Section 3. Contracts, Payments, Deposits and Investments

The Board may authorize officers, staff or other agents to enter into contracts or execute and deliver instruments in the name of or on behalf of the Library. If such authority is given to agents other than officers or staff of the Library, the limits of their authority must be carefully and clearly specified in writing.

Section 4. 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 by Board-designated officers, staff or other agents of the Library, and in a manner that shall be determined by resolution of 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 designated signers.

Section 5. 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 by the Board.

Section 6. Gifts and Grants

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

Section 7. Bonding

The Library will purchase bonding against 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.

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 Board members. Proposed amendments shall be sent to all trustees not later than 14 days prior to the meeting at which such amendments are to be considered.

Section 2. Disposition

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 in the Ninth Judicial District (or such District in which the principal office of the corporation then is located) exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes as the Court shall determine.

Adopted by the
New City Library Board of Trustees
August 20, 2009