

# Hudson Falls Free Library By-Laws

**Preamble:** The Board of Trustees of the Hudson Falls Free Library, a free association, hereafter designated as the "The Board", a corporation created by a charter granted by the University of the State of New York, October 27, 1910, hereby enacts the following By-Laws: **Purpose:** The Purpose of the Hudson Falls Free Library is to assemble, preserve, and provide printed and other materials that meet the day-to day educational, informational, cultural and recreational interests and needs of the community in compliance with Local, State and Federal laws.

**Article I - Membership:** The Board shall consist of nine members. Vacancies on the Board shall be filled at the Annual Meeting. Any trustee has the right to nominate a person to the vacated position. A majority vote of the board is necessary for election of officers. If a vacancy occurs during a term in office, the vacancy may be filled at any subsequent meeting. The term of office of Trustees shall be five years to begin immediately upon date of election. If a Trustee shall fail to attend three consecutive meetings without an excuse accepted as satisfactory by the Board, the Trustee shall be deemed to have resigned and the vacancy shall be filled. Newly elected-appointed trustees shall be provided with appropriate orientation by the board president and the library director and shall be given a copy of the Hudson Falls Free Library By-Laws and a review of the Handbook for Library Trustees in New York State which outlines the basic information about trustee responsibilities.

## Article II - Officers

1) The Officers of the Board shall be President, Vice-President, Treasurer and Secretary. Each officer shall be elected for a one year term.

2) Officers shall be elected at the first regular meeting of the Library year by a majority vote of the Board.

3) Duties of the officers:

(a) **The President** shall preside at meetings of the Board, appoint committees, authorize calls for special meetings and generally perform the duties of a presiding officer. The President or other Board members shall attend the SALS annual meeting.

(b) **The Vice President** shall perform the duties of the President in case of the absence or disability of the President, and shall succeed to the office of President upon the resignation or death of the President. In case both the President and Vice-President are absent from a meeting, any member may call the meeting to

order, and the members present (there being a quorum) shall elect a Chairman pro tem.

(c) **The Treasurer** shall attend to the fiscal affairs of the library. The Treasurer shall pay out funds by check signed by the treasurer or, in case of disability or absence of the Treasurer, by the President. The Treasurer shall keep accurate records of all moneys received and disbursed and shall make a report at each Board meeting and at other times as the board shall require. The Treasurer shall submit the finance section of the annual report to the New York State Education Department as required.

(d) **The Secretary** shall have charge of the records of the Board and shall keep the minutes of its meetings. A copy of the minutes shall be kept in the Library and shall be available for public study.

### **Article III – Committees**

The President may appoint committees as the need arises. Each committee chairperson shall be responsible for periodic meetings of the committee and shall have the opportunity to report at each regular meeting of the Board. The President shall be a member, ex-officio, of all committees, except the nomination committee. The Board may consider and act on any matter before it, with or without recommendation from a committee.

### **Article IV – Meetings**

(a) Meetings shall be held at least quarterly at dates and times to be established by the Board and shall be open to the public except when individual personnel issues are being discussed.

(b) Special meetings shall be held at the call of the President or any three trustees.

(c) A majority of the Board shall constitute a quorum.

(d) The order of business shall be as follows:

- i Review of minutes of previous meeting
- ii Financial report and approval of expenditures
- iii Report of the Library Director
- iv Report of committees
- v Nominations and elections, if any
- vi Correspondence and communications
- vii Unfinished business
- viii New business
- ix Adjournment

(e) Vacancies among the officers shall be filled at an election at a regular meeting, and a majority vote of the Trustees shall be necessary to an election.

## **Article V – Library Director**

(a) The Board shall appoint a qualified library director who shall be the executive and administrative officer of the library and who shall be appointed as specified in New York State Education Commissioner's Regulation §90.8

(b) The Director shall be held responsible for the proper performance of duties as spelled out in the job description provided by the Board.

(c) It shall be the duty of the Director to attend all meetings of the Board, including budget meetings, or public meetings where action may be taken affecting the interests of the library. The director shall have the right to speak on all matters under discussion at Board meetings, but shall not have the right to vote thereon.

## **Article VI – In accordance with Section 1116(a) paragraph 4, of the New York State Sales and Use Tax Law, the Board shall comply with the following provisions:**

**(a) Dissolution Provision:** In the event of Dissolution, all of the remaining assets and property of the organization shall after necessary expenses thereof be distributed to such organizations as shall qualify under section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax law; or to the federal government, or to state or local government, for a public purpose; or to another organization to be used in such a manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this organization was formed. Distribution of assets will conform to New York State Commissioner's Regulation §220.

**(b) Non-Inurement Provisions:** No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization).

**(c) Restrictive Legislation Provisions:** No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal revenue Code section 501(h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**(d) Restrictive Purposes and Activities Provision: (d) Restrictive Purposes and Activities Provision:** Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

## **Article VII – Directors, Officers’ and Employees**

The Hudson Falls Free Library, having its principal office at 220 Main Street, Hudson Falls, NY 12839, in the County of Washington, New York from and after the date hereof shall hold harmless any and all Trustees, Officers, Directors and Staff from any and all liabilities, claims demands or expenses by reason of acting as a Trustee, Officer, Director and Staff otherwise by reason of any and all actions performed or omissions to act by reason of being a Trustee, Officer, Director and Staff or otherwise of the System.

## **Article VIII - Amendments**

These By-Laws may be repealed, amended, or added to by a majority vote of the whole Board at a regular meeting. Such action may be taken, however, only after the substance of the proposed repeal, amendment, or addition has been presented in writing at a prior regular or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be considered.

*Adopted August 1, 2011*