

Fort Edward Free Library By-Laws

Preamble: The Board of Trustees of the Fort Edward Free Library, a free association library hereafter designated as "The Board," a corporation created by a charter granted by the University of the State of New York, on February 29, 1952 hereby enacts the following By-Laws:

Purpose: The purpose of the Fort Edward Free Library is to assemble, preserve, and provide printed and other materials that will 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 seven members. Vacancies on the Board are filled as soon as possible by a majority vote of the trustees.

The term of office of trustees shall be three years to begin immediately upon adjournment of the annual meeting held in January of each year.

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 Fort Edward Free Library By-Laws and 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, Secretary, and Treasurer. Each officer shall be elected for a one-year term.
2. Officers shall be elected by a majority vote of the Board at the Board's annual meeting held in January.
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 the Vice-President are absent from a meeting, and member may call the meeting to order, and the members present (there being a quorum) shall elect a Chairman pro tem.
- (c) 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.
- (d) The **Treasurer**, who shall be bonded, 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 the disability or absence of the Treasurer, by the President, who shall be bonded. The Treasurer shall keep accurate records of all moneys received and disbursed and shall make a report thereof to the Board monthly 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.

Article III – Committees

The Board may consider and act on any matter before it with or without recommendations from a committee. The President may appoint ad hoc committees as needed.

1. The Nominating Committee: Board members shall submit names of candidates to fill vacancies which shall be approved by a majority of the Board.
2. Ad Hoc Officers Committee: Immediately following the annual meeting, the President shall appoint a committee consisting of three members of the Board which shall submit a proposed slate of officers for the Board at the next regular Board meeting. Membership on such committee shall not prohibit nomination for office.

Article IV Meetings

1. Meeting shall be held on a monthly basis, on the second Wednesday of each month, except during July and August, or at dates and times to be established by the Board at the beginning of the library year and shall be open to the public except when issues are being discussed which fall outside of open meetings laws.
2. Special meetings shall be held at the call of the President or any three trustees.
3. A majority of the Board shall constitute a quorum.
4. The order of business shall be as follows:
 - (a) Roll call
 - (b) Review of minutes of previous meeting
 - (c) Financial report and approval of expenditures

- (d) Report of the Library Director
- (e) Report of special committees
- (f) Nominations and elections, if any
- (g) Correspondence and communications
- (h) Unfinished business
- (I) New business
- (j) Adjournment

5. 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

1. 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
2. The Director shall be held responsible for the proper performance of duties as spelled out in the job description provided by the Board.
3. 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 meeting, 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:

1. **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 laws; or to the federal government, or to a state or local government, for a public purpose; or to another organization to be used in such 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 Education Commissioner's Regulation 220.
2. **Non-Inurement Provision:** 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).
3. **Restrictive Legislation Provision:** 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 Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or

distribution of statement), any political campaign on behalf of any candidate for public office.

4. Restrictive Purposes and Activities Provision: Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from the Federal income tax under section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

Article VII – Directors, Officers' and Employees

The Fort Edward Free Library having its principal office at 23 East Street, Fort Edward, New York 12828, 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 liability, claims, demands or expenses by reason of acting as a Trustee, Officer, Director and Staff or 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. (See New York State Education Law 720(a), paragraph 11.)

Article VIII – Amendments

These By-Laws may be repealed, amended, or added to by a two-thirds 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.

Revised November 30, 1999