

# BYLAWS OF THE TAPPAN FREE LIBRARY

## **Article I – NAME**

This organization shall be called “The Board of Trustees of the Tappan Free Library” existing by virtue of the provisions of the Education Law of the Laws of the State of New York, and exercising the powers and authority and assuming the responsibilities delegated to it under the said statutes.

## **Article II – TRUSTEES**

### ***Section I***

There shall be seven (7) voting Trustees at any one time on the Board of Trustees. Any change in the number of Trustees must be made in accordance with the procedure for amending these Bylaws in Article VII, Section I and II of these Bylaws. The Board of Trustees shall have discretion to modify the number of Trustees within the limits set by the Tappan Free Library Charter.

The term of a Trustee shall be five (5) years which shall commence on January 1<sup>st</sup> following the December election.

No Trustee shall serve more than four (4) consecutive full terms (20 years). The term of a Trustee appointed to fill a vacated unexpired term under Section II shall not be considered a full term.

A Trustee who has served four (4) consecutive full terms may serve a new term if the Trustee is:

1. elected at an annual meeting at least one year following the end of the Trustee’s previous term, or
2. appointed by the Board to complete an unexpired term at least one year following the end of the Trustee’s previous term, or
3. appointed by the Board to complete an unexpired term earlier than one year following the end of the Trustee’s previous term by a 2/3 majority vote under Section II.

### ***Section II***

The Board shall fill a vacancy of an existing Trustee position by appointing another individual to finish the unexpired term. If the appointed individual is a Trustee who has already completed four (4) consecutive full terms within the last year, the Board appointment requires a 2/3 majority vote.

### ***Section III***

If any trustee shall fail to attend 3 consecutive meetings without excuse accepted as satisfactory by the Board, that trustee shall be deemed to have resigned, and the vacancy shall be filled.

Any Trustee/Officer may resign at any time by delivering a written resignation to the President. Unless required by the terms of such resignation, formal acceptance shall not be necessary to make it effective. However, no resignation shall discharge any accrued obligation or duty of the Trustee.

The Board may remove a Trustee for misconduct, incapacity, neglect of duty or refusal or failure to carry into effect the library's educational purpose in accordance with Title 8, Chapter 1, Section 3.31 of the Rules of the Board of Regents. Removal requires a majority vote of the Board of Trustees then in office at a regular meeting, or a special meeting of the Board of Trustees called for that purpose, provided that there is a quorum of not less than a majority present at such meeting, and provided that at least one weeks’ notice of the proposed action shall have been given to the entire Board of Trustees then in office. A vote by a majority of the Board of Trustees (with the Trustee/Officer who is sought to be removed abstaining from any vote) will be effective for any removal under this provision.

### ***Section IV***

The Board shall be empowered to elect Honorary Trustees; such Trustees shall not have term of office or voting power.

### ***Section V***

New Trustees can be nominated in the following ways:

1. Proposed by a current Board Member.
2. Unsolicited nomination can come from the floor at the Annual Meeting if accompanied by a letter of intent and a petition signed by 25 members of the library community.
3. Proposed from any past Officers, former Trustees and/or Honorary Trustees.

## ***Section VI***

The Board of Trustees shall have the general power to:

1. Authorize any Officer or Officer's agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Tappan Free Library and such authority may be general or confined to specific instances;
2. Authorize the Tappan Free Library to enter into a loan, mortgage, bond, note, or other evidence of financial indebtedness to be issued in the name of the Tappan Free Library and/or Tappan Library;
3. Authorize the Tappan Free Library to hire architects, contractor, tradespersons, attorneys, accountants, with regard to any renovations, repairs, improvements, to the Tappan Free Library premises;
4. Authorize the Tappan Free Library to enter into purchase/sale/mortgage/leasing of real property;
5. Enter into contracts and agreements relating to and in furtherance of the purposes of the Tappan Free Library.

## **ARTICLE III – OFFICERS**

### ***Section I***

The officers shall be President, Vice-President, a Secretary, and a Treasurer elected by the seated trustees during the December meeting of the board.

### ***Section Ia***

A "Recording Secretary to the Board" may be appointed by the President in consultation with the Library Director. The Recording Secretary will record and distribute minutes of each meeting within two weeks of the Board meeting and assist as needed. The Recording Secretary of the Board shall not be a voting member.

### ***Section II***

A nominating committee, which will present a slate of officers to the Board, shall be appointed two months prior to the December meeting. This slate of officers shall be presented at the November meeting and voted upon by the Board of Trustees at the December meeting.

### ***Section III***

Officers shall serve a term of one year beginning January 1<sup>st</sup> expiring December 31<sup>st</sup> of the same year and until their successors are duly elected. Officers shall not serve more than three consecutive terms. Election for an unexpired term shall not constitute a regular term of office.

### ***Section IV***

The President shall preside at all meetings of the Board; authorize calls for any special meetings; appoint all committees; 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.

### ***Section V***

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.

### ***Section VI***

The Secretary shall acknowledge gifts and donations made to the Library and other general Board related correspondence in coordination with the Library Director.

### ***Section VII***

The Treasurer shall be the disbursing officer of the Board, shall sign checks, and shall perform such duties as generally devolved upon the office. In the absence or inability of the Treasurer, these duties shall be performed by such other members of the Board as the Board may designate. The Board may authorize the President and the Library Director to sign checks and vouchers.

## **Article IV - MEETINGS**

### ***Section I***

The regular meetings shall be held at a minimum of 6 times per year with the date and hour to be set by the Board.

### ***Section II***

The Annual Meeting, which shall be for the purposes of the adoption of an annual report, shall be held in February of each year.

### ***Section III***

The order of business for regular meetings shall include, but not be limited to, the following items which shall be covered in the sequence shown as circumstances will permit:

1. Roll call of members
2. Public presentation to, or discussion with, the board.
3. Disposition of minutes of previous regular meeting and any intervening special meeting.
4. Treasurer's financial report of the Library.
5. Action on bills.
6. Progress and service report of Director.
7. Committee reports.
8. Unfinished business.
9. Communications.
10. New business.
11. Adjournment.

### ***Section IV***

Special meetings may be called by the Secretary at the direction of the President, or at the request of 3 members for the transaction of business as stated in the call for the meeting.

### ***Section V***

For the Board of Trustees, unless a greater proportion is required by law, the quorum shall be a majority of the entire number of the Board of Trustees in office at the time. At any meeting of the Board of Trustees at which a quorum is present, either in person or by electronic connection, the affirmative vote of a majority of the Trustees present at the time of the vote shall be the act of the Board. If at any meeting of the Board of Trustees there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained.

### ***Section VI***

Conduct of meetings: Proceedings of all meetings shall be governed by Robert Rules or Order.

## **Article V- LIBRARY DIRECTOR AND STAFF**

The Board shall appoint a qualified Library Director who shall be the executive and administrative officer of the library on behalf of the board and under its review and direction. The Director shall appoint and specify the duties of employees and shall be held responsible for the proper direction and supervision of the staff; for the care and maintenance of library service to the public and for its financial operation within the limitations of the budgeted appropriations. The Director shall have the authority to appoint employees without prior approval of the Board provided that any such appointments are reported during the next regular meeting of the Board.

## **Article VI – COMMITTEES**

### ***Section I***

The President shall appoint committees for such specific purposes as the business of the Board may require from time to time. Each committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after its final report is made to the Board.

### ***Section II***

All committees shall make a progress report to the Library Board at each regular Board meeting.

### ***Section III***

No committee will have other than advisory powers unless it is granted specific power to act suitable to the action of the Board.

## **Article VII – GENERAL**

### ***Section I***

An affirmative vote of the majority of all members of the Board present at the time shall be necessary to approve any action before the Board. The President may vote upon and may move or second a proposal before the Board.

### ***Section II***

The bylaws may be amended by the majority vote of all members of the Board provided written notice of the proposed amendment shall have been provided to all members at least 2 weeks prior to the meeting at which such action is proposed to be taken.

### ***Section III***

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.

### ***Section IV***

No compensation of any kind shall be paid to any of the Officers or any member of the Board of Trustees, except that the Board of Trustees and Officers shall be reimbursed for their expenses properly incurred on behalf of the Tappan Free Library.

### ***Section V***

The Board shall require that the Tappan Free Library keep regular books of accounts, showing receipts and expenditures and, at the annual meeting, there will be a review of the financial transactions and current financial condition of the Tappan Free Library.

The Board authorizes the Library Director to retain a Certified Public Accountant (CPA) on an annual basis so that all Federal and State Tax returns that are required to be filed by the Tappan Free Library, if any, are duly and timely filed; to complete any and all applicable documents required by the New York State Attorney General's Office, if any, or any other State or Federal office relating to the Library's status, if any.

The Certified Public Accountant will render a report of the corporation's accounts which have been reviewed by the Library Director and the Treasurer, to show:

1. The assets and liabilities of the Tappan Free Library as of the 12-month fiscal period terminating not more than 6 months prior to the annual meeting;
2. Principal assets and liabilities during that fiscal period;
3. The revenues or receipts of the Tappan Free Library, both restricted and non-restricted for particular purposes during said fiscal period; and
4. The expenses or disbursements of the Tappan Free Library for both general and restricted purposes during said fiscal period.

Such annual financial reports shall be filed with the minutes of the Annual Meeting of the Board of Trustees.

### ***Article VIII***

**The provisions of the New York State Education Law shall supersede these bylaws.**

This Resolution was enacted pursuant to the authority of the Board of Trustees and Officers of THE **TAPPAN FREE LIBRARY**, and we herein waive any issue as to any applicable procedural irregularity thereof, if any.

By this Resolution, dated September 16, 2024, the Board of Trustees and Officers of the **TAPPAN FREE LIBRARY**, vote to amend/repeal/modify the By-Laws of the **TAPPAN FREE LIBRARY**, as stated above, and indicate that same was approved by a majority of the Board of Trustees and Officers pursuant to **Article VII, Section II**.

**Revised Resolution 9/16/2024**