

BYLAWS OF THE TAPPAN FREE LIBRARY

PREAMBLE

The Tappan Free Library is a 501(c)(3) corporation created by the New York State Education Law by the Board of Regents of the State of New York under Section 253 and chartered as a Free Association Library. Existing by virtue of the provisions of the Education Law of the Laws of the State of New York, the Library shall abide by the laws of New York State, the Regulations of the Commissioner of Education and by the following Bylaws.

Article I – NAME OF ORGANIZATION

The name of the organization shall be the Tappan Free Library (hereinafter referred to as “Library”).

Article II – BOARD OF TRUSTEES

Section I- GOVERNANCE

The Library shall be governed by a Board of Trustees (hereinafter referred to as “Board”). The Board will exercise the powers, duties and authority delegated to it under the Education Law of the State of New York.

The Board shall consist of seven (7) voting members. Any change in the number of Trustees must be made in accordance with the procedure for amending these Bylaws as outlined in Article VII, Section II. The Board of Trustees shall have discretion to modify the number of Trustees within the limits set by the Tappan Free Library Charter.

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

All Trustees shall comply with annual continuing education and sexual harassment prevention training requirements of New York State.

Section II – TERMS AND ELECTION

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

No Trustee shall serve more than four (4) consecutive full terms (20 years).

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 V.

Section III- NOMINATIONS

New Trustees can be nominated in the following ways:

1. Proposed by a current or past Board Trustee or Honorary Trustee.
2. Unsolicited nomination can come from the floor during the Trustee Election at the December meeting if accompanied by a letter of intent and a petition signed by 25 members of the Library’s chartered service area.

Section IV- BOARD POWERS AND DUTIES

All powers of the Library shall be vested in the Board. The Board shall be authorized to take any and all actions in furtherance of the Library’s purposes, and make all rules, regulations, and policies for the transaction of the business of the Library. All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the majority of the Board. No Board member by virtue of their office shall exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any employee of the Library.

a) General Board duties include:

- Create and develop the mission of the Library;
- Regularly plan and evaluate the Library’s service program based on community needs;
- Select, hire and regularly evaluate a qualified Library Director;
- Secure adequate funding for the Library’s service program;
- Exercise fiduciary responsibility for the use of public and private funds;
- Adopt policies and rules regarding Library governance and use;
- Maintain a facility that meets the Library’s and Community’s needs;
- Promote the Library in the local community and in society in general; and
- Conduct the business of the Library in an open and ethical manner in compliance with all applicable laws and regulations and with respect for the institution, staff and public;

b) The Board shall also have the general power to:

- Authorize any Officer or designated agent of the Library to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Library and such authority may be general or confined to specific instances;
- Authorize any Officer or designated agent of the Library to enter into a loan, mortgage, bond, note, or other evidence of financial indebtedness;
- Authorize any Officer or designated agent of the Library to hire attorneys, accountants and architects, contractor, tradespersons, with regard to any renovations, repairs, improvements, to the Library's premises;
- Authorize any Officer or designated agent of the Library to enter into purchase/sale/mortgage/leasing of real property;

Section V – RESIGNATIONS AND VACANCIES

A Trustee may resign at any time by delivering a written resignation to the President. Resignation shall not discharge a Trustee of any obligation or duty previously entrusted to them.

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

The Board shall fill the balance of an unexpired vacancy for an existing Trustee term by appointing another individual to complete 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. The term of a Trustee appointed to fill a vacated unexpired term under Section II shall not be considered a full term.

Section VI- REMOVAL OF TRUSTEES

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 New York State Education § 226(8). Removal requires a majority vote of the entire Board at a regular meeting or a special meeting of the Board called for that purpose, provided that there is a quorum of not less than a majority present at such meeting, and provided notice of the proposed action shall have been given to the entire Board no less than 7 days prior to the vote. A vote by a majority of the entire Board (with the Trustee who is sought to be removed abstaining from any vote) will be effective for any removal under this provision.

ARTICLE III – OFFICERS

Section I – OFFICER SEATS

The Officers of the Board shall be President, Vice-President, Secretary, and Treasurer and shall be elected by the seated Trustees during the December meeting of the Board.

Section Ia- RECORDING SECRETARY TO THE BOARD

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

Section II- OFFICER TERMS

Officers shall serve a term of one year beginning January 1st and expiring December 31st 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 III - PRESIDENT

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 ex-officio voting member of all committees; and generally, perform all duties associated with that office.

Section IV - VICE PRESIDENT

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 V - SECRETARY

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

Section VI - TREASURER

The Treasurer shall be the disbursing officer of the Board, shall sign checks, and shall perform such duties as generally entrusted 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 Officers and Library Director are authorized to conduct Library banking, sign checks, and vouchers.

Section VII – NOMINATING COMMITTEE

A Nominating Committee, shall be appointed two months prior to the December meeting and present a slate of officers to the Board. This slate of Officers shall be presented at the November meeting and voted upon by the Board at the December meeting. Newly elected Officer term shall commence on January 1st following the December election.

Article IV - MEETINGS

Section I - REGULAR

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 - SPECIAL

Special meetings may be called by the President or upon the request of three Trustees for a specific purpose. No business may be conducted except the meeting's stated business.

Section III - ANNUAL

The Annual Meeting shall be held in February of each year.

Section IV – BUSINESS AGENDA

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. Call to order.
2. Public comment.
3. Disposition of minutes of regular and any intervening special meeting(s).
4. President's report.
5. Treasurer's financial report and action on bills.
6. Director's report.
7. Committee reports.
8. Unfinished business.
9. New business.
10. Adjournment.

Section V- QUORUM

Unless a greater proportion is required by law, a simple majority of the entire Board (including vacancies) shall constitute a quorum for the conducting of all business. A majority of the entire Board (including vacancies) is required for any motion to pass. If at any meeting of the Board there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained.

Section VI - PROCEDURE

Proceedings of all meetings shall be governed by Robert's Rules or Order.

Article V- LIBRARY DIRECTOR

The Board shall appoint a qualified Library Director who shall be the chief executive and administrative officer of the Library under the review and direction of the Board. The Library 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 Library 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 – STANDING AND AD HOC

The President shall establish standing Committees and appoint Trustees to serve on each. The President will also appoint committees for 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 – COMMITTEE REPORTING

All Standing Committees shall make a progress report to the Library Board at each Regular Board meeting.

Section III – COMMITTEE AUTHORITY

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 – VOTING MAJORITY

Unless required by law, an affirmative vote of a simple majority of all members of the Board shall be necessary to approve any action before the Board. The President may vote upon and may move or second a motion or proposal before the Board.

Section II – BYLAW AMENDMENTS

The Bylaws may be amended by the majority vote of all members of the Board provided notice of the proposed amendment shall have been provided to all members at least 14 days prior to the meeting at which such action will be voted upon.

Section III – SUSPENSION OF BYLAWS

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 only be taken at a meeting at which 2/3^{rds} of voting members of the Board are present and 2/3^{rds} of those present shall so approve.

Section IV – BOARD EXPENSE REIMBURSEMENT

All expenses properly incurred by the Board on behalf of the Library will be reimbursed. No compensation of any kind shall be paid to any member of the Board.

Section V – FINANCIAL REPORTING AND FISCAL YEAR

The Board shall require that the 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 Library. The fiscal year of the Library shall be the calendar year.

The Board authorizes the Library Director to retain a Certified Public Accountant (CPA) so that all Federal and State Tax returns that are required to be filed by the 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 CPA will render a report of the corporation's accounts which have been reviewed by the Library Director and the Treasurer, to show:

1. Principal assets and liabilities of the Library for the prior fiscal year;
2. The revenues or receipts of the Library, both restricted and non-restricted for particular purposes during prior fiscal year; and
3. The expenses or disbursements of the Library for both general and restricted purposes during the prior fiscal year.

Such annual financial reports shall be filed with the minutes 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 of **TAPPAN FREE LIBRARY**, and we herein waive any issue as to any applicable procedural irregularity thereof, if any.

By this Resolution, dated June 15, 2026, the Board of Trustees of **TAPPAN FREE LIBRARY**, vote to amend/repeal/modify the By-Laws of **TAPPAN FREE LIBRARY**, as stated above, and indicate that same was approved by a majority of the Board of Trustees pursuant to **Article VII, Section II**.
Revised Resolution 6/15/2026