



## **BYLAWS OF THE TIVOLI FREE LIBRARY**

### **ARTICLE I. NAME & LOCATION**

The name of the organization shall be Tivoli Free Library (herein after called the "Library"). It is located at 86 Broadway in the Village of Tivoli, Town of Red Hook, Dutchess County, New York.

### **ARTICLE II. PURPOSE**

The principle purpose of the Library is to provide library services for the inhabitants of the village, town, and surrounding areas.

### **ARTICLE III. BOARD OF TRUSTEES**

#### **Section 1. Powers & Duties**

The Board of Trustees of the Tivoli Free Library (hereinafter called the "Board") shall be the governing and policymaking body of the Library, managing the activities, property, affairs, and business of the Library. The Board shall adopt policies that establish in detail the management of the library (the policies shall be published in a document separate from these bylaws). The Board shall hire or 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 Board shall approve staffing plans and budgets that the Library Director provides.

#### **Section 2. Numbers and Terms**

1. The Board shall consist of no more than fifteen (15) and no fewer than eight (8) trustees.
2. Each trustee shall serve for a term of three (3) years. The expiration dates of the terms shall be set so that the terms of about one-third of the trustees expire each year. There shall be no limit to the number of terms a trustee may serve.
3. Vacancies that occur for reasons other than the expiration of a term may be filled for the balance of the term by a vote of the entire Board (that is, all the

trustees currently in office, hereinafter referred to as "trustees in office") at any regular meeting before the expiration date. If the vacancy is not filled, the number of trustees shall be considered decreased for the purposes of determining a quorum. If the resigning trustee is an officer of the Board, the office shall be filled at the next regular meeting whether or not the vacancy is filled. A trustee elected to fill a vacancy shall serve until the expiration date and then would be eligible to be a candidate for a full term.

### **Section 3. Election**

1. New trustees shall be elected at the Annual Meeting of the Board, currently specified as the March meeting.
2. A nominating committee, consisting of at least three (3) trustees, shall be appointed by the president of the Board at least two (2) months before the election. The committee shall present to the Board, at least one month before the election, the names of one or more persons for each vacancy to be filled.
3. Trustees shall be elected by a majority vote of trustees in office. The vote shall be by written ballot.
4. Newly elected trustees shall take office at the regular meeting following the Annual Meeting.

### **Section 4. Resignation and Removal**

1. Any trustee may resign by notification to the president or secretary of the Board. Such resignation shall be effective upon receipt of the notification by the officer or at some later date specified in the notification.
2. A trustee who misses four consecutive regular meetings of the Board during a year shall be deemed to have tendered his or her resignation as a trustee, unless special allowances have been made for the absences. A trustee removed in accordance with this provision shall be notified in writing of such resignation.
3. Any trustee or officer may be removed or suspended from office for reasonable cause by a vote of two-thirds of the trustees in office at a meeting called for that purpose. Each trustee shall be informed by written notice prior to the meeting that the purpose of the meeting is to consider the removal of the trustee in question. The procedures to be followed should provide adequate notice to the trustee in question, a fair hearing, the right to counsel, and a reasonable opportunity for the trustee in question to present a defense.

## ARTICLE IV. OFFICERS OF THE BOARD OF TRUSTEES

### Section 1. Designation and Terms of Offices

1. The officers of the Board shall be a president, vice president, recording secretary, corresponding secretary, treasurer, and such other officers as the Board shall deem necessary. Officers shall be elected from among the trustees. No one may hold more than one office at a time (except when the duties of the recording secretary and the corresponding secretary are combined; see below).
2. The terms for all offices shall be one year. The term shall run from the close of the Annual Meeting at which officers are elected until the close of the next Annual Meeting (at which their successors are elected). There shall be no limit to the number of consecutive terms an officer may serve.

### Section 2. Election of Officers

1. Officers shall be elected at the Annual Meeting, following the election of trustees.
2. Officers shall be elected from a slate of nominees prepared by the nominating committee and presented by the committee at the Annual Meeting. Additional nominations may be made from the floor.
3. Officers shall be elected by a majority vote of trustees in office. The vote shall be by written ballot.

### Section 3. Duties of Officers

1. The **president** shall preside at all meetings of the Board, make calls for special meetings, appoint all committees, execute all documents authorized by the Board, be authorized by the Board, be authorized to sign checks if the treasurer is unavailable, serve as ex officio voting member of all committees except the nominating committee, set the agenda for Board meetings, and perform such other duties as are generally associated with office.
2. The **vice president** shall assume and perform the duties of the president in the event that the president is temporarily absent or disabled. If such absence or disability becomes permanent or the president resigns, the Board shall elect a new president.
3. The **recording secretary** shall keep a true and accurate record of all meetings and all official acts of the Board, shall notify the trustees of the time and place of all regular and special meetings, maintain archival and current records of the minutes, written reports, and other documents concerning activities of the Library, maintain records of the terms of office of trustees and officers, and perform such other duties as are generally associated with the office.
4. The **corresponding secretary** shall send correspondence as directed by the Board, sign official documents when so required, issue public notices of meetings as needed, and perform such other duties as are generally associated with the

office. (NOTE: The offices of recording secretary and corresponding secretary may be held by a single officer and, when the offices remain separate, the duties listed here for one office may be assigned to the other at the discretion of the Board).

5. The **treasurer** shall, under the direction of the Board, receive the funds of the Library, deposit the funds in accounts in financial institutions as decided on by the Board, and make disbursements of the funds. He or she shall be authorized to sign checks, drafts, and other orders for payment of money as authorized by the Board. The treasurer shall keep accurate accounts of all funds in the possession of the Library and accurate accounts of every receipt and expenditure, with date, amount, and purpose. He or she shall report on these accounts to the Board whenever required by the Board. The treasurer shall have custody of all books relating to financial affairs and make them available on request to any member of the Board. The treasurer shall provide an annual budget to the Board and perform such other duties as are generally associated with the office.

## ARTICLE V. MEETINGS

### Section 1. Types of Meetings

1. The public may attend all meetings in accordance with the Open Meetings Law of New York State. Public notification of the date and time of meetings (except executive session meetings) should be made at least one week before the meetings.
2. The Board shall hold **regular meetings** for the full Board, scheduled one a month for no few than nine (9) months of each year. The date and time for the regular meetings during each year shall be specified by the Board at the last meeting before January. The date and the time set for the regular meetings and for any one of those meetings may be changed by the Board, should circumstances require.
3. **Special meetings** may be called by the president or by the secretary upon receipt of a written request from two trustees stating the purpose for the meeting. Notice of the date, time, place, and purpose of a special meeting shall be given to all trustees as far in advance as possible, but at least two days before the meeting. Only the business specified in the call shall be acted upon at the special meeting.
4. The **Annual Meeting** of the Board shall be considered to be the monthly meeting that is held in March. The month designated for the Annual Meeting may be changed by a majority vote of the trustees in office. Notice of the date, time and place of the Annual Meeting shall be given to all trustees at least one week prior to the meeting. The election of trustees and the election of officers of the Board shall be held at this meeting.

5. At any regular, annual, or special meeting, the Board may, at any time, retire to a closed **executive session** at which only trustees are present. The board may also call an executive session meeting.
6. Any action permitted or required by the Board may be taken **in lieu of a meeting** if all trustees consent to such action in writing. Such action by written consent shall have the same force and effect as a vote of trustees at a duly convened meeting. Action by written consent shall be reported on in special minutes.

## Section 2. Procedures

1. A majority of the number of trustees in office immediately before a meeting begins shall constitute a **quorum** for the transaction of business at the meeting. If a meeting lacks a quorum, a majority of those present may adjourn the meeting to another time.
2. The **authority for the conduct of all meetings** shall be the most recent edition of *Robert's Rules of Order*.
3. The **order of business** for regular meetings shall include, but not be limited to, the relevant items among the following. The items shall be covered in the sequence shown as far as circumstances and content permit.
  - a. Count for quorum
  - b. Approval of minutes of previous meeting
  - c. Discussion with public or employee visitors
  - d. President's report
  - e. Treasurer's report and approval of expenditures
  - f. Director's report
  - g. Committee reports
  - h. Communications and correspondence
  - i. Unfinished business
  - j. New business
  - k. Announcements
  - l. Adjournment
4. There shall be a **written agenda**, provided by the president, for each meeting.
5. **Minutes** of each meeting shall be prepared, usually by the recording secretary. Written minutes should be sent to all trustees for review before the next meeting, at which time the minutes can be amended before being accepted. Sufficient information should be included in the minutes to describe how decisions were reached, for example, date and time of meeting, person who called it to order, attendees, results of count for quorum, issues discussed, all motions made, actions taken, notes on any conflicts or abstentions from voting, time the meeting ended, person who took the minutes.
6. In **voting** on any question, each trustee shall have one vote. All matters shall be decided by a simple majority of the trustees present at a meeting at which there is a quorum *except* matters that require a majority of trustees in office, such as

adoption of library policies, adoption of the budget, any single expenditure of funds exceeding \$500 that is beyond those involved in the regular operation of the library, election of trustees, and election of officers *and* other matters that require a greater number as specified by the bylaws, law, or special provision of the Board.

## **ARTICLE VI. COMMITTEES**

1. The president shall appoint ad hoc committees as needed, with the approval of the Board. A committee appointed for a specific project shall be considered discharged upon completion of its project.
2. The Board may decide to establish standing committees to oversee specific areas, such as finance, personnel, building and grounds, long-range planning, development. The president shall appoint the standing committees.
3. Persons who are not trustees may be invited to advise or assist a committee.
4. Committees are not empowered to execute plans or allocate funds without the approval of the Board. No committee shall have other than advisory powers, except where the Board has delegated specific power to act on its behalf.
5. Committees shall make regular progress reports to the Board.

## **ARTICLE VII. LIBRARY DIRECTOR**

1. 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.
2. The director shall be responsible for the general operation of the Library, the supervision of volunteers and employees, and the acquisition and maintenance of the Library's collections and equipment. The director shall perform all duties as outlined in the job description provided by the Board.
3. The director shall have the authority to appoint volunteers and to hire support staff for the positions approved by the Board. The director shall have interim authority to appoint volunteers and part-time employees without prior approval of the Board provided such appointments are reported and confirmed at the next regular meeting.
4. The director shall not incur any debt or liability without express authority from the Board.
5. The director shall attend all meetings of the Board, including budget meetings, and all public meetings at which actions may be taken that affect the Library's interests. He or she may be excluded from any executive session that deals directly with his or her performance or compensation. The director shall have the right to speak on all matters discussed at any Board meeting, but shall not have the right to vote on any matter.

6. The director shall make reports of library activities at Board meetings.

#### **ARTICLE VIII. FISCAL YEAR AND FINANCES**

1. The fiscal year of the Library shall be from January 1 to December 31.
2. The budget for the fiscal year shall be adopted by the Board at a regular or special meeting before December 31 of the preceding year. The budget shall be drawn up by a finance committee and the director and presented to the Board at least one month before the meeting at which it is to be adopted.
3. All checks, drafts and other orders for payment of money shall be signed by the president, treasurer or other agent as authorized by the Board.

#### **ARTICLE IX. AMENDMENT OF THE BYLAWS**

Amendments to these bylaws may be made by a two-thirds vote of the trustees in office at any regular meeting of the Board, provided that the proposed amendments have been presented to all the trustees at least one month prior to the meeting at which the vote is to be taken.

#### **ARTICLE X. DISSOLUTION OF THE LIBRARY**

Should the Library be dissolved, all assets of the Library will be disposed of as according to 501(c)(3) practices after payments of all outstanding liabilities.