

BY-LAWS OF MILLBROOK LIBRARY

Mission Statement:

“The mission of the Millbrook Library is to be a dynamic life-long learning center that provides free and open access to ideas and information for our community.”

Notwithstanding any provision of prior by-laws to the contrary, the by-laws of the Millbrook Library (the By-Laws) are hereby amended and restated to provide as follows:

ARTICLE I

GENERAL TERMS

NAME AND LOCATION

The name of this not-for-profit corporation shall be the Millbrook Library (the “Library”). The location for the business of the Library shall be the Village of Millbrook, Town of Washington, Dutchess County, New York.

FISCAL YEAR

The fiscal year of the Library shall be the calendar year.

ARTICLE II

BOARD OF TRUSTEES

Section 1. Powers and Duties

The Board of Trustees shall be the policy-making, governing body of the Library, managing the activities, property, affairs and business of the Library. The Board of Trustees shall provide ways and means for the Library’s maintenance and endowment and approve rules for its convenient and free use by the public. The Board of Trustees shall have the power to amend the By-Laws and have such other powers and duties as are prescribed by the New York Education Law, the New York Not-For-Profit Corporation Law, and the New York Non-Profit Revitalization Act.

Section 2. Number and Composition

The Board of Trustees shall consist of not less than nine (9) nor more than fifteen (15) persons, with a current number of twelve (12). A Trustee shall be an individual who is active and diligent in meeting the obligations of a Trustee and who is committed to promoting and supporting the welfare, success, and purposes of the Library. The trustees shall be divided into three groups so that approximately an equal number of these trustees have terms that expire each year. The Board's goal is to have at least one (1) Trustee, and no more than two (2), be residents of the Town of Union Vale.

Section 3. Election and Nomination

The Board of Trustees shall nominate and elect new Trustees. The need for Trustees will be announced in the Library newsletter and on the Library website. All potential candidates must provide a letter of interest and resume. This information will be forwarded to the Nominating Committee of the Board who will identify potential candidates to interview, conduct the interview, and bring their recommendations to the Board for a vote at a regular monthly meeting or the Board's Annual Meeting. Newly elected Trustees will take office at the first meeting following their election.

Section 4. Terms and Responsibilities

Each Trustee shall be elected for a term of three years and shall hold office until a successor is duly elected and qualified. A Trustee may not hold office for more than three consecutive elected terms. A Trustee shall regularly attend Board meetings. If unable to attend, the Trustee should notify the Board President or Library Director.

If a Trustee resigns or is otherwise removed from service prior to completion of his/her term and it results in a vacancy on the Board, the Board will appoint a replacement to assume the unexpired term. The unexpired term will be considered a term of service, regardless of its length. Upon completion of the unexpired term, the Trustee will be eligible for two consecutive three-year terms.

Other Trustee responsibilities include reviewing meeting minutes and financial statements prior to each meeting and participating as a chair or member on at least two Board committees. Trustees must also maintain an understanding and knowledge of these by-laws, the Library mission, the five year plan, and Library policies and financial matters. Trustees should also be familiar with Library programs and exhibits and annually review and sign a Disclosure Statement which identifies potential conflicts of interest.

Section 5. Resignation or Removal

- A. The resignation of any trustee from the Board shall be in writing addressed to the President of the Board of Trustees. If no effective date is stated, the resignation shall be effective upon receipt by the President.
- B. Any trustee who misses three consecutive regular meetings of the Board during a calendar year shall be deemed to have tendered his/her resignation as a Trustee. The effective date of such resignation shall be the date of the third missed meeting, unless otherwise provided by the Board of Trustees. A Trustee removed in accordance with this section shall be notified in writing of such resignation by the President. Extenuating circumstances may be considered at the discretion of the Executive Committee of the Board.
- C. Any trustee may be removed for misconduct, incapacity or neglect of duty by a vote of a majority of the entire Board of Trustees, provided that at least one week's previous written notice of the proposed action shall have been given to the accused and to each Trustee. The effective date of such removal shall be the date of the meeting at which the vote of the Board of Trustees regarding the Trustee in question occurs, unless otherwise provided by the Board of Trustees. A Trustee removed in accordance with this section shall be notified in writing of such removal.

Section 6. Vacancies

A vacancy shall be deemed to exist if the number of trustees in office is less than the minimum number permitted by these By-laws. A vacancy may be filled by the affirmative vote of the majority of the remaining Trustees at any meeting of the Board. A person so appointed shall assume his or her duties at the meeting at which he or she is appointed by the Board, and shall serve the remainder of the vacant term.

Section 7. Compensation

The trustees shall serve without compensation for their services as trustees but may be reimbursed by the Library for their reasonable expenses and disbursements in that capacity on behalf of the Library.

Section 8. Indemnification of Trustees

To the fullest extent permitted by law, every Board trustee shall be indemnified and held harmless by the Millbrook Library against all liabilities, costs and expenses, including reasonable attorney's fees, for actions taken in good faith within the scope of their duties and in the service of the Library. The Library shall purchase customary insurance for such purpose.

ARTICLE III

OFFICERS

Section 1. Designation of Officers

The Officers of the Board of Trustees shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Trustees may from time to time appoint. The officers shall be chosen from among the trustees. No person shall hold more than one office.

Section 2. Terms of Office

The term of each elected officer shall be one year. Vacancies may be filled by the Board of Trustees to serve until the next Annual Meeting. Tenure of the President only shall be limited to five consecutive terms.

Section 3. Election and Nomination

Officers shall be elected at the Annual Meeting of the Board of Trustees following the election of Trustees from a slate of nominees prepared by the Nominating Committee and presented by the Chairperson of that committee at the Annual Meeting. Additional nominations may be made by other trustees. The vote for officers shall be by secret ballot if two or more trustees have been nominated for one office. Officers shall take office at the close of the meeting at which they are duly elected and shall serve until such time as a replacement is elected at the next Annual Meeting, or they are removed.

Section 4. Duties of Officers

A. The President

The President shall preside at all meetings of the Board of Trustees, execute all documents authorized by the Board of Trustees, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.

B. The Vice President

The Vice President, in the event of the absence of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President.

C. The Secretary

The Secretary shall keep a true and accurate record of all meetings of the Board and all official acts of the Board, shall issue notice of all regular and special meetings and shall perform such other duties as are generally associated with that office.

D. The Treasurer

The Treasurer shall review monthly bank reconciliations for each account the Library has, and upon his/her approval of such bank reconciliations, shall initial and date the Library's copy of each reconciliation. The Treasurer shall make a monthly financial report to the Board of Trustees at the regular monthly Board meetings. In the absence of the Treasurer, his/her duties shall be performed by such other members of the Board as the Board may designate.

ARTICLE IV

MEETINGS

Section 1. Regular Meetings of the Board of Trustees

The full Board of Trustees shall meet once a month. Meetings will be held on a regular, specified date, such date to be set at the convenience of the Board of Trustees and subject to change by a majority agreement of the Board. The order of business for regular meetings shall include, but not be limited to, the following items:

- Count for quorum
- Approval of minutes of previous meeting
- Discussion with public or employee visitors
- President's report
- Director's report
- Youth Services report
- Development report
- Communications/Correspondence
- Treasurer and Committee Reports
- Unfinished business
- New business
- Adjournments

Section 2. Special Meetings of the Board of Trustees

Special meetings of the Board of Trustees may be called by the President or Secretary upon receipt of written request of two trustees stating the purpose for such meeting. Reasonable notice of the date, time, place and purpose of such meeting shall be given to each trustee by email, text, mail, telephone, telefax, or personally, a minimum of two days prior to the meeting. Only the business specified shall be acted upon at the special meeting.

Section 3. Annual Meeting of the Board of Trustees

The Annual Meeting of the Board of Trustees shall be held at the library on the same Tuesday in February as the regularly scheduled monthly board meeting. This is subject to temporary change by a majority agreement of the Board of Trustees. Notice of the date, time and place of the Annual Meeting shall be given to each trustee by email, text, mail, telephone, telefax, or personally at least one week prior to the meeting. The President shall preside over and conduct the business of the Annual Meeting. The business transacted at this meeting shall include the election of new trustees and new officers.

Section 4. Notice of Meetings

Public Notice of all Board meetings shall be given in accordance with the open meetings provisions of the Public Officers Law.

Section 5. Waiver

Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except when a Trustee attends for the express purpose of objecting to the transaction of any business on the basis that the meeting is now lawfully called or convened. A Trustee may also waive notice of any meeting in a writing delivered to the Secretary at or before such meeting.

Section 6. Quorum

Seven Trustees, present, shall constitute a quorum for the purpose of transacting business at all meetings of the Board. In the absence of such a quorum, the chair of the meeting shall adjourn the meeting to another time. Notice of such adjournment shall be given to all Trustees not in attendance at the adjourned meeting.

Section 7. Voting

Each Trustee shall have one vote. The vote of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless a greater number is required by these By-laws or by law.

Section 8. Parliamentary Authority

The Library shall utilize the current edition of Robert Rules of Order, Newly Revised, as its parliamentary authority and agrees, to the extent possible, to follow its guidelines in the conduct of the Library's business.

Section 9. Records of Meetings of the Board of Trustees

There shall be a written agenda for each meeting, and minutes of each meeting shall be prepared. Minutes of a meeting shall reflect the identity of those trustees in attendance at the meeting and a synopsis of the matters discussed at the meeting and any action taken by the Board.

Section 10. Open Meetings

In accordance with the New York State Open Meetings Law, all meetings of the Board are open to the public. Executive sessions may be called and held when necessary and appropriate. Every Executive Session must first be approved in an open meeting by a majority vote and the purpose of the session recorded in the minutes of the open meeting.

ARTICLE V

COMMITTEES

Section 1. Executive Committee

The Executive Committee shall consist of not less than five trustees, and shall include the President, Vice-President, Treasurer and Secretary. In addition to the powers and authority granted by these By-laws and except as otherwise provided by these By-laws or by law, the Executive Committee shall exercise all authority of the Board between meetings of the Board, except that the Executive Committee shall not have the authority to do the following: (1) any act inconsistent with the New York Not-For-Profit Corporation Law, the Non-Profit Revitalization Act, or any other federal, state or local law; (2) fill vacancies on the Board of Trustees or on any of its committees; (3) adopt, amend or repeal the by-laws; or (4) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable. Three members of the Executive Committee shall constitute a quorum.

Section 2. Other Committees

The Board shall appoint by a majority of the entire Board a Building and Grounds Committee, a Budget/Finance Committee, a Personnel Committee, a Policy Committee, a Nominating Committee and other Committees of the Board ("Standing" Committees) deemed necessary by the Board of Trustees. Standing Committees will be made up of three or more trustees. Non Board members may be added to a Committee of the Corporation ("Ad Hoc" Committee) upon approval of the Board. These Ad Hoc committees shall only have advisory powers. Committees for specific purposes may be appointed by the Board. Such committees shall serve until the

completion of the work for which they were appointed. All committees shall make a progress report to the Board at each of its meetings.

A. The Building and Grounds Committee

The Building and Grounds Committee shall periodically inspect the physical plant of the Library and report matters to the Board with recommendations for improvements or correction of any faults found.

B. The Budget/Finance Committee

The Budget/Finance Committee, of which the Treasurer will be a member, shall have general supervision over the financial affairs of the Library and shall make policy recommendations to the Board concerning investment of permanent funds received. It shall arrange for the auditing of the accounts of the Treasurer and Director. This committee shall present the annual budget for the maintenance and operation of the Library for consideration by the Board at the time specified by the President. It, along with the Personnel Committee, shall review the employee salary scale annually, reporting to the Board before the annual budget is prepared. It shall also meet quarterly with the manager of the Library's trust accounts.

C. Personnel

The Personnel Committee is responsible for conducting the Library Director's performance evaluations on a bi-annual basis during the first year of employment, on the sixth month anniversary of hire and again on the annual anniversary of hire. For every year thereafter, the Committee will conduct an annual performance evaluation, unless more frequent evaluations are deemed necessary by the Board. The Personnel Committee also is responsible for the hiring process should the search for a new Director be necessary, maintaining a current job description for the Director and aiding the Director in resolving any Library Staff personnel issues, if such help is requested by the Library Director. The Personnel Committee, with the Treasurer, will annually review the Library employee salary scale.

D. Policy

The Policy Committee is responsible for drafting, updating and revising the policies of the Library. This Committee shall meet at least once annually to review policies and make any necessary modifications.

E. Nominating

The Nominating Committee shall be responsible for identifying potential Board candidates when a position on the Board of Trustees is available. The Nominating Committee will review letters of interest and resumes, interview potential candidates and make recommendations to the Board regarding the ability of an individual to serve on the Board. The Nominating Committee cannot appoint a Trustee to the Board. A majority of the Board must vote in favor of a candidate in order for that candidate to become a Trustee.

ARTICLE VI

THE DIRECTOR

The Board of Trustees shall appoint a competent Director who shall be executive and administrative officer of the Library on behalf of the Board and under its review and direction. The Board shall approve a job description for this position outlining the duties and responsibilities of the Director.

A. Staffing the Library

The Director shall hire support staff for positions approved by the Board and will specify the duties of the Library employees. All appointments will be reported to the Board for confirmation at the next regular meeting. The Director shall have interim authority to appoint part-time temporary employees without approval of the Board provided such appointments are reported and confirmed at the next regular meeting.

B. Other Duties

The Director shall report in full at each regular meeting and at the Annual Meeting and shall discharge such other duties as may be prescribed by the Board. The Director shall not incur any debt of liability without express authority from the Board or Finance committee.

ARTICLE VII

AMENDMENTS

Amendments to these By-Laws may be proposed at any regular meeting and voted upon at the next regular meeting of the Board of Trustees as long as a quorum is present and notice of the proposed change or repeal has been communicated to the Trustees at least twenty-eight days preceding the meeting at which they are to be acted upon. Such notice shall include the language of the proposed change(s) and a brief statement of the purpose thereof. A simple majority of the Board shall be sufficient for adoption of an amendment.

ARTICLE VIII

FINANCE AND PROPERTY

Section 1. Fiscal Year

The fiscal year of the Library shall be January 1 through December 31.

Section 2. Year-End Financial Reports and Budget Cycle

The operating and financial reports for the previous year shall be presented at the regular meeting in January. The preliminary budget for the subsequent calendar year shall be presented for approval at the regular meeting in December.

Section 3. Approved Signatures

All checks, drafts and other orders for payment of money shall be signed by the President, Treasurer or other agent as shall be thereunto authorized by the Board of Trustees.

Section 4. Contracts and Debts

Contracts may be entered into or debts incurred only as directed by resolution of the Board of Trustees or by its appointed delegate. When the execution of a contract or other instrument has been authorized by the Board of Trustees without specification of the executing officer, the President or the Treasurer may execute the same in the name of and on behalf of the Library.

ARTICLE IX

INTERPRETATION

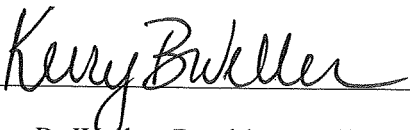
These By-laws shall be construed in accordance with New York law. Invalidation of one or more provisions of these By-laws shall not affect the remainder of the By-laws.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Library, the Board shall, after paying or making provision for the payment of all of the liabilities of the Library, distribute the remaining assets in accordance with the provisions of the Education Law and the Not-for-profit Corporation Law of the State of New York.

Revised and approved by the Board of Trustees on July 25, 2017.



Kerry B. Weller, President, Millbrook Library Board of Trustees