

# Bylaws of the Argyle Free Library

## Article I—Name

1. This organization is and shall be known as the Argyle Free Library existing by virtue of the provisions in the Absolute Charter Number 13047 granted by the Regents of the State University of the State of New York on June 28, 1974, and exercising the powers and authority and assuming the responsibilities delegated to it under the said charter.

## Article II—Purpose

1. The Argyle Free Library is operated to provide library services for the residents of the Town and Village of Argyle as well as the residents of the Argyle Central School District. These services are to be free of charge except for library fines for overdue materials as well as a charge for lost, damaged or destroyed library materials.

## Article III—Management

1. The business and affairs of the Argyle Free Library shall be managed and conducted by a Board of Trustees comprised of 9 voting members. New Trustees are appointed by the current board of Trustees for a term of three years and will receive an orientation packet.
2. The terms of the members of the Board of Trustees shall end on the date of the annual meeting of the third year following appointment unless the Trustees shall have resigned or otherwise terminated membership on the Board.
3. Vacancies, which occur for other than reasons of expiration of term, shall be filled for the balance of the current year, with permanent appointment to be made at the following annual meeting. Vacant positions are not optimal, but are acceptable. Trustees who shall fail to attend three consecutive regular meetings of the Board shall be deemed to have resigned as a Trustee and the vacancy shall be filled at the regular meeting.

4. The Board of Trustees may, in its discretion, by affirmative vote of two-thirds (2/3) of its members, remove any trustee when such action is deemed to be in the best interest of the organization.
5. No part of the net earnings of this organization shall be 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). And no member, trustee, director, officer of the organization or private individual shall be entitled to share in the distribution of any assets on dissolution of the organization.
6. No substantial part of the activities of this organization shall involve carrying on propaganda, or otherwise attempting to influence legislation, neither shall the organization participate in, nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
7. Notwithstanding any other provisions of these laws, this organization is organized exclusively for literary and educational purposes, as specified in Section 1116(a)(4) of the New York State Sales and Use Tax Law and shall not carry on any activities not permitted to be carried on by an organization exempt from sales and use taxes under Section 1116(a)(4) of the New York State Sales and Use Tax Law.

#### **Article IV—Officers**

1. The officers of the Board of Trustees shall be elected at the Annual Meeting and shall consist of a President, a Vice-President, a Secretary and a Treasurer, elected from among the Board of Trustees.
2. Officers shall serve a term of one year from the Annual Meeting from which they were elected and until their successors are duly elected.
3. A nominating Committee shall be appointed by the President to designate a slate of officers at the Annual Meeting. Additional nominations may be made from the floor. The vote for officers shall be by secret written ballot if two or more Trustees have been nominated for the same office.

4. The President shall preside at all meetings of the Board, authorize calls for any special meetings, appoint 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. The president or designated board representative shall also have the authority to make decisions for the board in case of an emergency (storm, natural disaster, fire or other catastrophic event).
5. The Vice-President, in the event of the absence or disability of the President, or of a vacancy in the office, shall assume and perform the duties and functions of the President.
6. The Secretary shall keep a true and accurate record of all the meetings of the Board, shall issue notices of all regular and special meetings, and shall perform such other duties as are generally associated with that office.
7. The Treasurer shall keep track of all financial information and perform such duties as are generally associated with that office and in compliance with state regulations. The Chair of the Finance Committee shall also be appointed by the board to act as Treasurer when the Treasurer is unavailable. The Chair of the Finance Committee will be a second signatory for checks above \$1,000.00, except for routine payroll checks.
8. Any document that has Board approval/signature needs to be reviewed by at least one other Board member before submission to any outside agency, vendor or other entity.

#### **Article V—Meetings**

1. The Board of Trustees shall hold regularly scheduled meetings of, minimally, 6 times per year. The Annual Meeting will be the first meeting of the year. The Secretary thereof shall send notice to all Trustees and committee chairs at least one week prior to the Annual Meeting, and a public notice shall be put in public media.

2. Special meetings may be called by the Secretary at the direction of the President, or the request of at least a third of the Trustees, for the transaction of business as stated in the call of the special meeting.
3. A quorum for the transaction of business at any meeting shall consist of five members of the Board in person. In the absence of a quorum, the Trustees present may adjourn the meeting to a date determined, and a written notice thereof sent to all Trustees.
4. The director shall attend all meetings, may participate in the discussion and offer professional advice, but is denied a vote upon any question.

#### **Article VI—Committees**

1. In addition to the Nominating Committee, the President shall appoint other committees as the business of the Board may require from time to time. These committees shall consist of one or more members and shall be considered to be discharged upon completion of the term of the President.
2. A Building Committee shall periodically inspect the physical plant of the Library and report important matters to the Board with recommendations for improvements of any faults found.
3. A Finance Committee shall have general supervision over the Annual Fund Drive and any special fund-raising events. The Finance Committee shall also review all financial records annually, including income and expenses, bank statements, and invoices.
4. The Friends Committee of the Argyle Free Library will operate as a committee of the Library Trustees. They shall select officers: Chair, Vice Chair, and Secretary. Their funds will be held in a separate checking account under the control of the Library Trustees, who will approve all spending. The Friends Committee will do business under their own bylaws, as attached to this document. A Memorandum of

Understanding, reviewed and amended annually, will be maintained between the Library Director, the Trustees, and the Friends Committee.

5. All committees shall make a progress report to the Board at each of its meetings

#### **Article VII—Director**

1. The Board shall appoint a qualified Library Director or Librarian 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 be responsible for maintaining a positive relationship between the Library and the community the library serves.
2. The Director shall recommend to the Board the appointments of the staff and shall specify the duties of the Library employees. No appointments, promotions or dismissals shall be made without this recommendation.
3. The Director is responsible for the direction of the staff, for an adequate and proper selection of books in keeping with the stated policy of the Board, for the efficiency of services to the public, and for the operation within budgeted appropriation.

#### **Article VIII—Dissolution Provision**

1. In the event of dissolution, all of the remaining assets and property of this organization shall after necessary expenses thereof be distributed exclusively for the purposes of the organization in such manner, or to organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 1116(a)(4) of the New York State Sales and Use Tax Law, as the governing body of the organization shall determine.

2. As provided under the Bylaws for The Friends of the Library, when the Friends of the Library dissolves, the funds kept for the Friends of the Library shall revert to the library and shall be included in the actions of dissolving the library.

#### **Article IX—Amendments**

1. The Board may amend these by-laws by a majority vote of all members provided notice of the amendment has been sent to each member of the Board prior to a meeting.
2. The by-laws shall be reviewed by the board every 3 years.

# **Attachment: Friends of the Library Bylaws**

## **BYLAWS**

### **FRIENDS COMMITTEE OF THE ARGYLE FREE LIBRARY**

#### **ARTICLE I – Name**

The name of this organization shall be the Friends Committee of the Argyle Free Library, Argyle, NY.

#### **ARTICLE II – Purpose**

Section 1. The Friends Committee of the Argyle Free Library (Friends Committee) is a committee of the Board of Trustees of the Argyle Free Library. The Friends Committee's mission is to raise money and public awareness in the community to support the services and programs of the Library.

Section 2. The Friends Committee shall be governed by the Memorandum of Understanding approved by both the Friends Committee and the Board of Trustees of the Argyle Free Library. (MOU attached).

Section 3. The Friends Committee shall not make any decisions concerning policy or administration of the library.

#### **ARTICLE III – Membership**

Members shall be any persons who have an interest and are in accord with the purposes of this organization and who wish to support the Library's welfare.

#### **ARTICLE IV - Officers: Duties, Election and Term**

Section 1. The officers shall be chair, vice-chair and secretary. A representative shall be appointed to act as liaison between the Library Board and the Friends Committee.

Section 2. Duties of Officers

1. The chair shall preside over and conduct meetings and appoint all committee chairpersons with the exception of the nominating committee. The president shall also preside over the executive committee and be an ex-officio member of all committees except the nominating committee.
2. The vice-chair shall perform the duties of the chair in his or her absence.
3. The secretary shall record the proceedings of all meetings. The secretary shall keep a copy of the Bylaws in the record book. The secretary shall also maintain a list of the membership and conduct the correspondence of the organization.
4. The duties of treasurer shall be undertaken by the treasurer of the Board of Trustees of the Argyle Free Library. He or she will make a financial report to the Friends Committee at the request of the chair.

### Section 3. Election and Terms of Officers

1. A nominating committee of three members shall be appointed by the executive committee or at a meeting in the spring of a year when any of the officers' terms are expiring. The nominations shall be presented at the September meeting. Additional nominations may be made from the floor with the consent of the nominee.
2. Officers shall be elected at the September meeting by a majority of those present.
3. The term of office shall be for two years.

## **ARTICLE V – Meetings and Quorum**

Section 1. Meetings will be held as needed to conduct the business of the group. There shall be no less than 3 meetings each year. Meetings will be open to the public.

Section 2. A quorum shall consist of no less than (4) members.

Section 3. Proceedings shall be conducted in the manner prescribed in the Robert's Rules of Order Revised. The order of business shall be as follows:

1. Reading of the minutes of the previous meeting and their approval.
2. Financial report
3. Communications
4. Committee reports
5. Unfinished business
6. Nominations and elections, if any
7. New business
8. Adjournment

## **ARTICLE VI - Executive Committee**

Section 1. The executive committee shall consist of the three officers of the organization.

Section 2. The executive committee shall make corporate decisions that are necessary between membership meetings and shall have the authority to conduct the business of the organization consistent with the purposes of the same.

Section 3. Meetings of the executive committee shall be held at such time and place as said executive committee may determine. Special meetings may be called by the chair. Notice of all meetings shall be given to all members of the executive committee.

Section 4. A quorum at a meeting of the executive committee shall be two of the three officers of the organization.



## **ARTICLE VII – Bylaws Changes**

These bylaws may be amended or added to at a regular meeting by a majority vote of those present, but only after discussion of such amendment or addition has been made at a prior meeting.

## **ARTICLE VIII – Dissolution**

In the event that the Friends Committee ceases to actively fundraise and promote the Library, they will disband allowing for a new Friends group to be established in the future. Any remaining funds will revert to the Library.

Approved April 1, 2019