

BY-LAWS OF THE RUTH KEELER MEMORIAL LIBRARY
-effective November 14, 2012

ARTICLE I
Name

The name of this corporation is the Ruth Keeler Memorial Library. It is a free association library, chartered by the Regents of the University of the State of New York. The corporation is referred to in these By-laws as the "Library Association."

ARTICLE II
Objective

The Library Association's objective is to develop and maintain a library service for free public use by the residents of the Town of North Salem. The library (including any branches) maintained by the Library Association is referred to in these By-laws as the "Library." The Library is, and at all times shall be, located in the Town of North Salem, Westchester County, New York.

ARTICLE III
Official Year

The Library Association's official fiscal year shall be from January 1 to December 31.

ARTICLE IV
Membership and Annual Meeting

A. All residents of the Town of North Salem 18 years of age or older who shall have contributed at least One Dollar (\$1) to the Library Association during the previous fiscal year shall be members of the Library Association, with the right to one vote at its annual meeting (the "Annual Meeting") and any special meetings.

B. The Annual Meeting of the members of the Library Association shall be held during the first four months of the year, on a date chosen by its Board of Trustees. The Annual Meeting and any special meeting shall be held at the Library or at such other place in the Town of North Salem as may be chosen by the Board of Trustees. The purposes of the Annual Meeting shall be to receive and consider the annual

report of its Board of Trustees, to elect the necessary number of Trustees, and to consider all other appropriate matters. A special meeting of the members of the Library Association may be called by its Board of Trustees at any time and shall be limited to the particular purposes for which the special meeting was called.

C. Notice of the Annual Meeting and any special meeting, stating the date, time, place, and purpose of the meeting, shall be given to the members. Notice may be given by any of the following means: (a) by first-class mail not less than ten (10) and not more than fifty (50) days before the meeting, (b) by any other class of mail not less than thirty (30) and not more than sixty (60) days before the meeting, (c) if there are then more than five hundred (500) members, by publication in a newspaper

published in Westchester County once a week for three (3) successive weeks next preceding the date of the meeting, or (d) by any other means authorized by law.

D. One-tenth (1/10) of the members of the Library Association shall constitute a quorum at the Annual Meeting or any special meeting.

ARTICLE V

Board of Trustees: Powers and Responsibilities

The Library Association shall be governed by a Board of Trustees (the "Board"). The Board's powers and responsibilities shall include:

A) setting the goals of the Library Association and adopting written policies to govern the Library's operations, activities and programs;

B) securing adequate funds to carry on the Library's operations, activities, and programs;

C) exercising general financial responsibility for everything that pertains to the Library and the Library Association, including the preparation and adoption of a written annual budget, and;

D) appointing and setting the salary of the Library Director.

ARTICLE VI

Board of Trustees: Number and Term of Office

A. The number of Trustees shall be not less than nine and not more than fifteen. The exact number shall be established, from time to time, by the Board. The Trustees and Officers shall serve without compensation, but the Board may reimburse the Trustees and Officers for travel and other expenses related to the performance of their duties.

B. One-third of the established number of Trustees shall be elected each year at the Annual Meeting. Each Trustee's term shall run for three years, beginning on the date of the Annual Meeting at which the Trustee is elected and continuing until the Annual Meeting three years later. No Trustee may serve for more than two consecutive full terms of office. If a Trustee is elected to fill the remaining portion of an unexpired term, said Trustee may serve for the remainder of that term until the next Annual Meeting and for two consecutive full terms thereafter. Despite the foregoing, each Trustee shall continue to hold that position until his or her successor has been elected.

C. Prior to each Annual Meeting, the President shall select a Nominating Committee of at least three Trustees. The Nominating Committee shall submit a list of possible Trustee candidates to the Board, and the Board shall then select, from that list or otherwise, a slate of Trustee candidates to be recommended to the membership at the Annual Meeting. Nominations for Trustee shall also be accepted from the floor at the Annual Meeting. Trustees to succeed those whose terms are expiring shall then be elected by a majority of the members present at the Annual Meeting.

D. If any Trustee shall fail to attend three consecutive regular meetings of the board, without an excuse accepted as satisfactory by the Board, he shall be deemed to have resigned.

E. Any Trustee may be removed for cause by the Board, by the affirmative vote of two-thirds of the Trustees.

F. Any vacancy occurring during the term of a Trustee shall be filled by the Board, by the affirmative vote of a majority of the Trustees, and the Trustee elected to fill that vacancy shall serve for the remainder of that term.

ARTICLE VII

Board of Trustees: Meetings

A. The Board of Trustees shall have at least ten (10) regular meetings a year. Regular meetings shall be held each month (skipping such months as the Board shall decide to skip) at such times and places as shall be determined by the Board. Notice shall be given on the Library website, 72 hours prior to any regular meeting. The President may call such special meetings as the President deems necessary or appropriate for the transaction of the Board's business.

B. A majority of the Board shall constitute a quorum.

C. For any special meeting, each Trustee shall be sent a notice, setting forth the time, place, and purpose of the meeting. A new business may be added to the agenda by any Trustee at any regular meeting, but a special meeting shall be limited to the purposes for which it was called.

ARTICLE VIII

Board of Trustees: Officers

A. The Board shall elect, from among the Trustees, a President, Vice President, Treasurer, and Secretary. The Nominating Committee shall propose the slate of officers. The Board may also appoint such other Officers, having such duties and responsibilities, as the Board deems appropriate. The Officers shall be elected each year at the first regular meeting of the Board following the Annual Meeting of the Library Association and shall serve for one year, and thereafter until their successors are chosen. Subject to the rules and directions of the Trustees, each Officer shall have the usual powers and duties of his or her office, as well as the specific powers and duties set forth below, and such further powers and duties as shall be specially charged upon such Officer by the Board.

B. The President shall act as the chief executive officer of the Board. The duties of the President shall include: presiding at all meetings of the Board of Trustees and of the members of the Library Association; preparing the agenda for all meetings of the Board and of the members of the Library Association; serving as ex officio member of all committees of the Board; and maintaining familiarity with parliamentary law and procedure and these By-Laws.

C. In the President's absence, the Vice President shall perform the duties, and exercise the powers, of the President.

D. The Secretary shall prepare minutes of each meeting.

E. The Treasurer shall be the chief financial officer of the Library Association. The Treasurer's duties shall include:

1. responsibility for receipt, custody, and disbursement of the funds of the Library Association;
2. responsibility for maintaining accurate records of all financial transactions and of the current financial condition of the Library Association, such records to be open for inspection by any Trustee upon request;
3. preparing and presenting a report at each regular meeting of the Board and at the Annual Meeting;
4. serving as an ex-officio member and chair of the Budget and Finance Committee.

Any Officer who ceases to be a Trustee, by reason of resignation or otherwise, shall at the same time cease to be an officer. Any officer may be removed from office, with or without cause, by the Board, by the affirmative vote of a majority of the Trustees.

G. Any vacancy in any office prior to the normal expiration of the term of office shall be filled by the Board.

ARTICLE IX

Board of Trustees: Committees

A. The Board will have the following Standing Committees:

1. Budget and Finance
2. Fund Raising
3. Policy and Planning
4. Nominating
5. Building and Grounds

B. The President, with the approval of the Board, may create an Executive Committee and such other committees for special purposes as may be desirable.

C. The President shall select, from among the Trustees, the members and the chair of each committee, provided that the Treasurer shall at all times be a member and serve as chair of the Budget and Finance Committee and, if an Executive Committee is established, its members shall include the President, Vice President, Secretary, and Treasurer.

D. No committee shall have any powers other than advisory powers unless the Board has delegated to that committee specific powers to act on its behalf.

ARTICLE X

Board of Trustees: Indemnification

In the event of any action, suit or proceeding against any present or former Trustee or officer (or an executor, administrator or other personal representatives of such a Trustee or officer) arising out of his or her position as Trustee or officer or his or her actions relating to such position, the Board may provide for reimbursement (or payment in advance) of the expenses in defending such action, suit or proceeding and any resulting judgment or settlement, except as such reimbursement (or payment in advance) may be prohibited or limited by law.

ARTICLE XI

Library Director

A. The Board shall appoint a qualified library director (“Director”) for the Library. The Board shall determine the Director’s salary, which shall be reviewed annually, prior to the presentation of the budget for the following year.

B. The Director shall be the chief administrative officer of the Library Association. The Director shall have charge of the operations, activities, and programs of the Library, including its building, grounds, books and other collections, and staff.

C. The Director shall be responsible for putting into practice the policies adopted by the Board and for the proper performance of the Director’s duties as spelled out in the job description provided by the Board.

D. The Director shall attend meetings of the Board, including budget meetings, and may attend Committee meetings, but excluding any executive session of the Board or any Committee concerning the salary or performance of the Director or concerning other matters that the Board or Committee deems it appropriate to discuss in executive session. At each regular Board meeting, the Director will present a report on the operations of the Library and on other matters that require action by the Board or should otherwise be brought to the Board’s attention. The Director shall have the right to speak on all matters under discussion but shall not have the right to vote.

E. The Board will perform an annual evaluation of the Director’s work.

ARTICLE XII

Parliamentary Authority

Meetings of the members of the Library Association and of the Board shall generally be conducted in accordance with Robert’s Rules of Order. Those rules may be modified, or other rules of procedure substituted, by a majority vote of those present at any meeting of the Library Association, provided that a quorum, as defined in Article IV D is present, or by a majority vote of the Board.

ARTICLE XIII

Endowments and Special Funds

In addition to the general fund of the Library Association, the Board may establish endowments and other special funds, for such purposes and subject to such terms and conditions as the Board may prescribe. Once an endowment or other special fund is established, any change in its purpose or its

terms and conditions shall require a resolution of the Board concurred in by at least two-thirds of the Trustees then in office. The Library Association may receive gifts, bequests, and grants, including present and future interests, for its general fund or any of its endowments and other special funds. The acceptance of any gift, bequest, or grant, including any special terms or conditions relating thereto, shall be subject to the approval of the Board. The Board shall determine the appropriate investments for the endowments and special funds and the appropriate expenditures, but may delegate to the Library Director, the Budget and Finance Committee, and/or one or more of the Trustees the power and responsibility to make specific investments and specific expenditures consistent with the Board's directions. In the Board's discretion, each endowment or special fund may either be invested separately or combined for investment purposes with one or more other endowments or special funds (but, if they are combined for investment purposes, a record shall be maintained for the amounts attributable to each separate endowment or special fund). In no event shall the funds of any endowment or special fund be commingled with the Library's general fund or with any other fund except for other endowments or special funds. The Treasurer shall maintain a list of the endowments and special funds, including the purposes and the terms and conditions of each, and shall report to the Board at least annually concerning the investments of each endowment and other special funds.

ARTICLE XIV

Use of the Library

The Library shall be open, on such days and during such hours as the Board shall determine, for use by the public, subject to observance of rules and regulations adopted by the Board and carried out by the Director. The right to use the Library may be limited, suspended, or revoked in the case of any member of the public who violates such rules and regulations or who endangers the Library's building, grounds, books, or other collections, staff, or patrons. Action to limit, suspend or 'revoke such right may be taken in the first instance by the Director, subject to appeal to the Board at its next regular meeting. The Library may be used for meetings by organizations other than the Library Association and the Board and its Committees only in such limited circumstances and under such conditions as may be expressly authorized by the Board, either directly or under authority delegated to its officers or Director.

ARTICLE XV

Amendments

These By-Laws may be repealed, amended or added to at any regular meeting of the Board by a majority vote of the Board. Trustees present and voting provided a quorum is present. Such action shall become effective only after a favorable vote at two consecutive regular meetings of the Board.

CERTIFICATION

I hereby certify that the foregoing By-Laws of the RuthKeeler Memorial Library, superseding any and all prior by-laws of the Library Association and/or the board, were approved by the Board at consecutive regular meetings held on October 10, 2012 and November 14, 2012.

Margaret Clark,
Secretary

Dated: November 14, 2012