

Whitehall Free Library By-Laws

Preamble: The Board of Trustees of the Whitehall Free Library, a free association library, hereafter designated as “The Board”, a corporation created by a charter granted by the University of the State of New York, hereby enacts the following By –Laws:

Purpose: The purpose of the Whitehall Library is to assemble, preserve, and provide printed, electronic, and other materials that will meet the day-to-day educational, information, cultural, and recreational interests and needs of the community in compliance with Local, State and Federal laws.

Article I: Membership of the Board of Trustees:

The Board shall consist of 9 members. They shall be members of the Whitehall community. A term of office shall be **five (5)** years. Vacancies on the Board are filled according to these procedures:

Standing members who agree to serve an additional five year term will have their names forwarded to the nominating committee the November prior to the expiration of their term. These names (three per year) shall be voted upon at the final December meeting: the term to begin in January of the next calendar year. New members may be elected at any time to fill a vacancy on the Board. A candidate’s name may be presented to the Board by any current Board member. The person selected shall be voted upon at the next regular meeting. The new member shall fill either the remainder of the term or, if appropriate, begin a five year term of his/her own. Newly elected trustees shall be provided with appropriate orientation by the board president and the library director and shall be given a copy of the Whitehall Library By-Laws and a review of the Handbook for Library Trustees in New York State which outlines the basic information about trustee responsibilities.

Article II: Officers:

1. The officers of the Board shall be President, Vice-President, Secretary, Treasurer. Each officer shall be elected for a one-year term. There shall be no time limits to these positions.
2. Officers shall be elected at the last regular meeting of the library year (December) by a majority vote.
3. Duties of the officers:

A. The **President** shall preside at meetings of the Board, appoint committees as needed, authorize calls for special meetings and generally perform the duties of a presiding officer. The President of other Board members shall attend the SALS annual meeting.

B. The **Vice-President** shall perform the duties of the President in case of absence or disability of the President, and shall succeed to the office of President upon resignation or death of the President. In case both the President and the Vice-President are absent from a meeting, any member may call the meeting to order, and the members present (there being a quorum) shall elect a Chairman pro tem.

C. The **Secretary** shall have charge of the records of the Board and shall keep the minutes of its meetings.

D. The **Treasurer**, who shall be bonded, shall attend to the fiscal affairs of the library. The Treasurer shall pay out funds by check (two signatures required. Designated Board members on file at the bank). The Treasurer shall keep accurate records of all monies received and disbursed and shall make a report thereof to the Board monthly and a full accounting annually. The Treasurer shall submit the finance section of the annual report to the New York State Education Department as required.

Article III: Committees

Committees shall be appointed as needed.

Article IV: Meetings

A. Meetings shall be held on a monthly basis, at dates and times to be established by the Board at the beginning of the library year. These meetings shall be open to the public except when personnel issues are to be discussed.

B. Special meetings shall be held at the call of the President or any three trustees.

C. A majority of the board shall constitute a quorum.

D. The order of business shall be as follows:

I. Roll call

II. Review of previous meeting's minutes

III. Financial report

IV. Report of the Library personnel, in writing if unavailable in person

V. Correspondence

VI. Unfinished business

VII. New business

VIII. Adjournment

Article V: In accordance with Section 116 (a) , paragraph 4, of the New York State Sales and Use Tax Law, the Board shall comply with the following provisions:

A. **Dissolution Provision:** In the event of dissolution, all of the remaining assets and property of the organization shall after necessary expenses thereof be distributed to such organizations as

shall qualify under section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws; or to the federal government, or to a state or local government, for a public purpose; or to another organization of a Justice of the Supreme Court of the State of New York will best accomplish the general purpose for which this organization was formed. Distribution of assets will conform to New York State Education Commissioner's Regulation 220.

- B. **Non-Inurement Provision:** No part of the net earnings of the organization shall inure 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).
- C. **Restrictive Legislation Provision:** No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.
- D. **Restrictive Purposes and Activities Provision:** Notwithstanding any other provision of these articles, the organization is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501(c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from the Federal income tax under section 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

Article VI: Directors, Officers, and Employees

The Whitehall Free Library, having its principal office at 12 Williams Street, Whitehall, New York 12887 in the County of Washington, New York, from and after the date hereof shall hold harmless any and all Trustees, Officers, Directors and Staff from any and all liability, claims, demands or expenses of acting as a Trustee, Officer, Director and Staff or otherwise by reason of being a Trustee, Officer, Director and Staff or otherwise of the System.

Article VII: Amendments

These By-Laws may be repealed, amended, or added to by a majority vote of the whole Board at a regular meeting. Such action may be taken, however, only after the substance of the proposed repeal, amendment, or addition has been presented in writing at a prior regular meeting or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be continued.