

BY-LAWS
OF
POUND RIDGE LIBRARY DISTRICT

As Adopted: October 14, 2003
Revised: November 10, 2009
Revised: December 20, 2011
Revised: July 1, 2014

MISSION STATEMENT: The Pound Ridge Library District is educational, cultural and recreational institution that provides free access to a broad variety of materials, information, programs, and services, and offers a multi-functional public meeting space in an open, comfortable and safe environment to meet the needs of the residents of the Town of Pound Ridge.

PREAMBLE: The Board of Trustees (hereinafter designated as "the Board") of the Pound Library District, a corporation created under a charter granted under Section 253 of the New York State Education Law by the Board of Regents (or Secretary of State) of the State of New York, dated February 19, 2003 (the "Charter"), shall be governed by the laws of New York State, the regulations of the Commissioner of Education and the New York State Comptroller, and the provisions of the Charter, as all may be amended (jointly "applicable law") and by the following by-laws.

ARTICLE I. Name

The library facility operated by the Pound Ridge Library District may be known as the Pound Ridge Library.

ARTICLE II. Board of Trustees

Section 1. The Pound Ridge Library District shall be managed, operated and controlled by the Board. Subject to applicable law, the Board has the power and duty to determine the rules and regulations governing the library operations and services and has such other and further rights and obligations as conferred under applicable Law. The Board shall select, appoint and supervise a properly certified and competent library director or library manager, and determine the duties and compensation of all library employees. The Board shall approve the budget and ensure that adequate funds are provided to finance the approved budget. The Board shall have exclusive control of the expenditure of all moneys collected, donated or appropriated for the library and shall audit and approve all library expenditures. The Board shall supervise the maintenance, alteration and construction of the library facilities, including the buildings and grounds, as well as regularly review various facility and building needs to see that they meet the requirements of the total library program.

Section 2. The Board shall consist of nine (9) Trustees, each of whom shall be a qualified and registered voter of the Town of Pound Ridge. Trustees shall be elected to serve for a term of three years (hereinafter referred to as a "Three Year Term" or for a Remainder Term as that term defined in Section 5 of this Article; provided, however no Trustee shall serve more than six consecutive years. The term of each Trustee shall commence on the first day of the month following the month in which the election occurs.

Section 3. Candidates for the office of Trustee of the Pound Ridge Library District shall be nominated by petition in such form and in such manner as may be required by applicable law.

Section 4. The office of any Trustee shall become vacant upon his/her death, resignation, refusal to act, removal from office, expiration of his/her term, or any other cause specified by applicable law in accordance with New York State Education Law Section 226(4), including the provision if any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the majority of Trustees, he/she shall be deemed to have tendered their resignation to the Board.

Section 5. Any vacancy occurring in the office of a Trustee shall be filled by a majority vote of the Board; provided, however, that the person so appointed to fill any such vacancy shall hold office until the next annual election of Trustees. The term of any vacated office from the first day of the month following the next annual election of trustees to the last date of the vacated term shall be referred to as the "Remainder Term". In an annual election that includes a Remainder Term(s), the three candidates receiving the highest number of votes will each fill a Three Year Term. The candidate(s) receiving the next highest votes will fill the Remainder Term(s) in descending order based upon the number of votes received.

ARTICLE III. Officers

Section 1. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. The President and Vice President shall be elected from among the elected Trustees. If determined by the Board, the offices of Secretary and Treasurer may be held by individuals who are not Trustees and, in that event, such officer may receive compensation as fixed by resolution of the Board.

Section 2. Officers shall be elected at the first board meeting following an election of Trustees and shall serve for one year.

Section 3. The President shall preside at meetings of the Board, authorize calls for special meetings, appoint all standing committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees except the nominating committee, and generally perform all the duties associated with the office of President.

Section 4. The Vice President shall perform the duties and functions of the President in the event of the absence or disability of the President, or if a vacancy in that office occurs, and shall perform such other duties as may be assigned by the President.

Section 5. The Secretary shall issue notice of all regular and special meetings: provided, however, the Library Director may be designated by the Board to perform this duty. The Secretary shall be custodian of the non-financial books and records of the library district, and shall keep a true and accurate record of all meetings of the Board and perform such other duties as are generally associated with the office of Secretary. Board records will be maintained at the library or such other location as the Board may determine.

Section 6. The Treasurer shall be the custodian of all funds of the library district. No moneys shall be disbursed by the library district except as authorized by the Board. The Treasurer shall keep records in such manner as the Board may require. The Secretary shall be custodian of the financial books and records of the library district. The Treasurer may, but is not required to, be bonded in an amount as may be required by the Board. The Treasurer shall make monthly reports to the Board showing in detail the

amount and investment of, and income and disbursements from, the funds in his or her charge. The Board may assign certain duties of the Treasurer to be performed by an individual or firm as approved by the Board.

Section 7. Any officer may resign their office at any time, on written notice to the Secretary. Vacancies created by resignation, removal by the Board, or by the expiration of an officer's term as an elected Trustee (where being a Trustee is a requirement for such office) may be filled for the unexpired balance of such officer's term by a majority vote of the Trustees.

ARTICLE IV. Meetings

Section 1. Regular meetings of the Trustees shall be scheduled each month on such date and time as the Board may from time to time determine. Notice of such meetings shall be published as required by law.

Section 2. The Annual Meeting shall be held each year. At the Annual Meeting, the Library Director and the President shall present operating reports for the previous year, the Treasurer shall present the financial reports for the previous year and the Committee Chairs shall present a report of their activities for the previous year.

Section 3. The preliminary budget statement of the costs of library services to be raised by levy for the library district for the subsequent calendar year, required for submission to the voters, shall be presented at the regular meeting in July. The final budget shall be presented for approval no later than at the regular meeting in August and if approved by vote of the community, filed with the Clerk of the Town of Pound Ridge on or before the first day of October. The fiscal year of the library is January 1st through December 31st of each year.

Section 4. The order of business of regular and annual meetings shall be as set by the President or the Vice President and shall include, but not be limited to, the following items: roll call of members, disposition of minutes of previous regular meeting and any intervening special meetings, treasurer's report and action on warrants, director's reports, committee reports, communications, unfinished business, new business, period for public expression and adjournment.

Section 5. Special meetings may be called by the Secretary at the direction of the President or at the request of three Trustees, for the transaction of business as stated in the call of the meeting. Except in cases of emergency, at least 48 hours notification shall be given.

Section 6. A majority of the whole number of Trustees on the Board is required to form a quorum and transact business at any meeting; "whole number" shall mean nine (9) which is the total number which the Board would have were there no vacancies. Each Trustee shall have one vote, irrespective of office held. A Trustee must be present, in person or by video conferencing, at a meeting to have his/her vote counted.

Section 7. Executive sessions to address confidential matters may be announced and conducted at any meeting.

Section 8. All Board meetings and all committee meetings shall be held in compliance with New York's open meetings law.

ARTICLE V. Library Director

Section 1. The Board shall appoint a Library Director, with qualifications not less than those required by applicable law, who shall be the administrative officer of the library on behalf of the Board. The Library Director shall act under the direction and review of the Board, be subject to the policies established by the Board and be responsible to the Board. The Library Director shall attend all Board meetings (but may be excluded from executive sessions) and shall have no vote or right to propose motions.

Section 2. In addition to such other and further responsibilities and duties established by the Board, the Library Director shall:

- (i) recommend the appointment and specific duties of the other employees;
- (ii) be held responsible for the supervision of the staff;
- (iii) be responsible for the care and maintenance of library property;
- (iv) be responsible for the selection of books and other materials in keeping with the stated policies of the Board;
- (v) be responsible for the efficiency of library service to the public; and
- (vi) be responsible for the library's operation within the budget limitations established by the Board and the voters in approving the library expense budgets.

ARTICLE VI. Committees

Section 1. Personnel, Budget, Finance, Building, and Policy & Procedures, shall be standing committees and shall be appointed by the President promptly after the annual meeting and shall make recommendations to the Board as pertinent to Board meeting agenda items.

Section 3. Ad hoc committees for the study of special problems shall be created by the President with members and chairpersons appointed by the President, which creation and appointment is subject to the approval of the Board. Such members and chairpersons shall serve until the final report of the work for which they were appointed has been filed. These committees may also include staff and public representatives, as well as outside experts. [Examples of possible ad hoc committees are Planning and Technology.]

Section 4. No committee shall have powers other than advisory powers. Committees shall make such progress reports to the Board as the President or a majority of the Board shall deem appropriate.

ARTICLE VII. Finances

The Board has all financial powers and responsibilities as provided by statute, establishes funds for the safe keeping of the Library's finances, and invests the Library's funds in accordance with all applicable laws.

ARTICLE VIII. Conflict of Interest

Section 1. Trustees and Officers may not in their private capacity negotiate, bid for, or enter into a contract with the Library in which they have a direct or indirect financial interest.

Section 2. A Trustee shall withdraw from Board discussion, deliberation, and shall not vote on any matter in which the Trustee, an immediate family member, or an organization with which the Trustee is associated has a substantial financial interest.

Section 3. A Trustee or Officer member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

ARTICLE IX. General

Section 1. Provided a quorum of members is present, an affirmative vote of the majority of all members of the Board present at the time shall be necessary to approve any action before the Board,. The President may vote upon and may move or second a proposal.

Section 2. The bylaws may be amended by the affirmative vote of the majority of Trustees on the Board. Such action may be taken, however, only after the substance of the proposed amendment has been presented in writing at a prior meeting and the proposed revised by-laws are presented at the meeting in which the vote is to be taken.

Section 3. All procedures not specified herein shall be in accord with Robert's Rules of order, as revised.

Section 4. The Library shall indemnify Trustees and employees for liability incurred by reason of their service as such to the fullest extent permitted by any applicable laws and shall purchase customary insurance for such purpose.

Section 5. If any provision of these by-laws violates any of the applicable laws, such provision shall be deemed without effect and such applicable law(s) shall apply.

Revised By-Laws adopted by Board vote July 1, 2014