

**CONSTITUTION and BY-LAWS**  
**of the**  
**VALLEY COTTAGE FREE LIBRARY ASSOCIATION**  
**Valley Cottage, New York**

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**BY-LAWS**  
**of the**  
**BOARD OF TRUSTEES**



# **CONSTITUTION**

## **ARTICLE I**

### **Name**

This organization shall be known as the Valley Cottage Free Library Association.

## **ARTICLE II**

### **Purpose**

The purpose of this Association shall be to establish and maintain the Valley Cottage Free Library in accordance with the rules and regulations of the Regents of the University of the State of New York.

## **ARTICLE III**

### **Membership**

An Association member shall be any registered voter residing in the Library's chartered service area. Association members shall have the right to vote on all matters put forward for deliberation and vote at any duly constituted Association meeting.

## **ARTICLE IV**

### **Board of Trustees**

This Association shall be governed by a Board of seven trustees, each elected from the membership to serve a term of five years.

## **ARTICLE V**

### **Amendments**

This Constitution may be amended only by a two-thirds vote of the Association members present at the annual meeting but no such amendment shall be made unless the proposed amendment be published in the official newspaper and posted in accordance with the law.

## **ARTICLE VI**

### **Permanency of the Association**

This body shall not have the power to dissolve itself if there be seven (7) dissenting members.

# **ASSOCIATION BY-LAWS**

## **ARTICLE I Fiscal Year**

**Section 1.** The fiscal year shall be the calendar year.

## **ARTICLE II Meeting**

**Section 1.** The Annual Meeting of the Association shall be held on the third Wednesday in January to receive and consider the yearly reports of the Board of Trustees, to elect a trustee or trustees, and to transact such business as may legally be presented before such Annual Meeting. The President of the Board of Trustees shall have the option to call a Special Meeting should a situation(s) so warrant. In the event that an annual or special meeting be postponed, appropriate notice(s) shall be posted in accordance with the law.

**Section 2.** To hold an Association meeting, there must be a minimum of seven Association members present. A majority of Association members present will constitute a quorum. At the opening of an Association meeting the President shall take an official count of those members present to establish a quorum number which will be recorded in the minutes.

**Section 3.** Notices of meetings: The official newspaper of the Valley Cottage Free Library Association shall be designated annually by the Board of Trustees. A notice of every meeting of the members of the Association, stating the purpose therefore, the time and place therefore, shall be published in the official newspaper and posted in accordance with the law.

## **ARTICLE III Trustees**

**Section 1.** The Valley Cottage Free Library shall be governed by a Board of Trustees, and this Board shall have all powers and duties as given to trustees of educational institutions by the Education Law of the State of New York.

**Section 2.** The nomination and election of a trustee or trustees shall be held during the Annual Association Meeting each year. Any Association member desiring to be nominated for the position of trustee must submit their name and intention in writing to the Secretary of the Board no later than the December 31 prior to the Annual Association Meeting. Eligible Association members, who have complied with the foregoing, may be nominated orally from the floor and each requiring one seconder. Write-in votes, proxy voting and absentee balloting shall not be permitted. Newly elected trustee(s) shall be installed immediately after said election. Current trustees shall remain in office until the conclusion of their respective term(s).

**Section 2a.** The election of a trustee or trustees may be held by secret ballot at the discretion of the Chair during the Annual Association Meeting each year.

**Section 3.** A vacancy on the Board of Trustees shall be filled by appointment by the Board of Trustees for the balance of the unexpired term of the vacant seat.

#### **ARTICLE IV Indemnification of Directors and Officers; Insurance**

The Association shall, to the full extent permitted by law, indemnify its Trustees and officers (“Indemnified Person”) against any and all judgments, fines, amounts paid in settling, or otherwise disposing of actions or threatened actions, and reasonable expenses, including attorney’s fees actually and necessarily incurred, by reason of the fact that they are, or were, a Trustee or officer of the Association. In providing this indemnification, the Board of Trustees shall proceed in such manner and to such extent as may be directed by the applicable provisions of the Not-for-Profit Corporation Law, as are in effect at the time indemnification is to be provided. In any event, such right of indemnification shall not be deemed exclusive of any lawful right, or rights, to which a Trustee or officer may be entitled under any other Bylaw provision, Board resolution, agreement, or otherwise.

Notwithstanding anything provided herein, there shall be no indemnification of any Trustee or officer in any of the following circumstances: (1) in any suit, action or proceeding where a Trustee or officer shall be found to be guilty of, or liable for, breach of a fiduciary duty or willful misconduct in the performance of their duty to the Association; (2) in matters settled by agreement based on the existence of such liability; (3) if the Board of Trustees determines that a Trustee’s or officer’s acts were committed in bad faith or were the result of active and deliberate dishonesty; or if a Trustee or officer personally gained any financial profit or other advantage to which they were not legally entitled.

The Association may, by action of the Board of Trustees, provide indemnification for any other committee member, employee, volunteer, agent, attorney or representative of the Association pursuant to these same or more stringent guidelines as are set forth in this Article for the indemnification of its Trustees and officers.

After termination or disposition of any actual or threatened action against an Indemnified Person, (a) indemnification mandated by an order of a court of competent jurisdiction shall be paid; and (b) if indemnification has not been ordered by a court, the Board of Trustees shall, upon written request of an individual eligible for indemnification, determine whether, and to what extent, indemnification is permitted pursuant to these Bylaws. The Board of Trustees shall approve or deny the indemnification request and set forth the amount and payment terms of the indemnification, if any. The Board of Trustees shall not approve any indemnification that would violate this Article, or any applicable law, and the Board of Trustees may seek the advice of legal counsel on such matters.

The Association shall provide directors and officers liability insurance in order to fund its indemnification obligations under this Article. To the extent permitted by law, such insurance shall insure the Association for any obligation it incurs as a result of this Article and for any other insurable risk for which the Board of Trustees elects to insure the Association hereunder.

**ARTICLE V**  
**Parliamentary Procedure**

The Rules contained in Roberts' Rules of Order, Revised, shall govern the Association in all cases where they are applicable, in accordance with the Law and consistent with the By-Laws of the Association.

**ARTICLE VI**  
**Amendments**

These By-Laws may be amended by a two-thirds vote of the Association members present at the Annual Association meeting provided that the text of proposed amendment shall have been published in accordance with the law.

## **BOARD OF TRUSTEES BY- LAWS**

### **ARTICLE I**

#### **Powers of the Trustees**

**Section 1.** The Board of Trustees shall elect from its number, to hold office during its pleasure, a President, Vice President, Secretary and a Treasurer, who shall have the usual powers and duties of such officers, and such as shall be specifically charged upon them.

**Section 1a.** The President, Vice President, Secretary and Treasurer shall serve a term of one year from the Annual Association Meeting at which they are elected and until the conclusion of their respective terms. Tenure of these officers shall be limited to three consecutive full terms of one year each.

**Section 2.** A vacancy on the Board of Trustees shall be filled by appointment by the Board of Trustees for the balance of the unexpired term of the vacant seat.

### **ARTICLE II**

#### **Meetings**

**Section 1.** Regular meetings of the Board of Trustees shall be held at the Library or, should the situation warrant, virtually or another location as the Board may deem necessary, on the third Wednesday of the month at 7:30pm or such time as the Board may determine. Four (4) members of the Board present shall constitute a quorum. Should the majority of Trustees agree that the next regularly scheduled meeting should not or cannot be held, they shall be empowered to cancel or reschedule the next scheduled meeting. Any business transacted at a meeting of the Board of Trustees must pass by an affirmative vote of four (4) Board members.

**Section 2.** Any Trustee(s) failing to attend three (3) consecutive regular meetings and shall not offer some valid excuse, will have their position(s) declared vacant. Such vacancy or vacancies shall be filled in accordance with Article I, Power of the Trustees, Section 2.

**Section 3.** The regular meeting of the Board of Trustees shall convene immediately upon the conclusion of the Annual Association Meeting and, at this time, shall elect officers and select the official newspaper.

**Section 4.** Special meetings of the Trustees may be called by the President should a situation(s) warrant.

### **ARTICLE III Duties of Officers**

**Section 1.** The President shall preside at all meetings of the Association Membership and the Board of Trustees. The President shall call *special* meetings of the Board as may be required; appoint all committees from among the Board members; execute all documents authorized by the Board; serve as an ex-officio voting member of all committees; and perform all duties associated with the office in law or in policies adopted by the Board, or as described in the latest edition of Roberts Rules of Order. The President shall be authorized to countersign checks issued by the Treasurer. The President serves as the primary liaison between the Board and the Library Director.

**Section 2.** The Vice-President shall act as aide to the President, shall, during the absence or disability of the President, execute the duties of the President, and shall perform such other duties as may be assigned to them. The Vice-President shall be authorized to countersign checks issued by the Treasurer.

**Section 3.** The Secretary shall record the proceedings of all meetings and shall submit them for approval at the succeeding meeting. The Secretary shall process and maintain all correspondence of the Association, and perform such other duties as may be delegated by the President. The Secretary shall be authorized to countersign checks issued by the Treasurer.

**Section 4.** The Treasurer shall receive and hold in trust all monies belonging to the Valley Cottage Free Library Association. Deposits shall be made in a bank approved by the Board of Trustees in the name of the Valley Cottage Free Library Association. The Treasurer shall report all receipts and disbursements at each regular meeting and at the Annual Association Meeting. The Treasurer, with the Library Director, shall be responsible for the development of the budget for the coming year to be presented at the Annual Association Meeting; this budget to have been approved by the Board of Trustees. The Treasurer shall be authorized to countersign checks.

**ARTICLE IV**  
**Committees**

**Section 1.** The Board of Trustees, at its discretion, shall appoint such committees as it may deem necessary. These committees may include, but not limited to A) Finance and Personnel, B) Building and Grounds, C) Planning and Goals.

**Section 2.** The Chairperson of each committee shall be a Trustee, shall act only under the direction of the Board of Trustees, and shall report to the Board at its regular meetings.



**ARTICLE V**  
**Library Director**

The Library Director shall be appointed by the Board of Trustees and shall be responsible for the administration of the Library under the review and direction of the Board of Trustees, and shall:

1) hire and supervise the staff; 2) administer the selection, purchase, processing and maintenance of all book and non-book materials; 3) deposit and keep account of all money received from fines and other sources; 4) maintain daily records in accordance with standard library procedure; 5) encumber money only as established in the annual budget or specifically authorized by the Board of Trustees; 6) report monthly to the Board of Trustees all important library statistics and other pertinent information regarding the operation of the library; 7) attend all regular meetings of the Board and report in full at each Annual Association meeting and discharge such duties as may be prescribed by the Board of Trustees.

**ARTICLE VI**  
**Amendments**

**Section 1.** These By-Laws cannot be suspended but may be altered, amended, deleted or added to by a vote of the Board of Trustees at any regular meeting, provided said change of amendment is read at the meeting previous to action being taken with no discussion and no debate. A notice of said change or amendment shall be distributed to the Trustees at least two (2) weeks prior to the date of the next scheduled regular meeting.

**Section 2.** Any amendment or alteration of these By-Laws must specify the Article and Section to be so altered.

**Section 3.** Any amendment or alteration of these By-Laws may be voted upon by secret ballot at the discretion of the President, the majority of Trustees present or the proposer of such contemplated action.

## AMENDMENT DATES

### **Constitution**

01/16/2008

02/22/2016

01/18/2017

01/18/2023

### **Association By-Laws**

01/07/2004

01/16/2013

01/18/2017

01/18/2023

01/17/2024

### **Board of Trustees Bylaws**

05/01/1996

01/18/2017

11/16/2022