

BYLAWS OF
Hendrick Hudson Free Library (the "Corporation")

ARTICLE I.
INCORPORATION

The Board of Regents of the University of the State of New York for and on behalf of the Education Department of the State of New York incorporated the Corporation under a provisional charter granted on May 20, 1938, extended for a period of five years on September 17, 1943 and continued the Corporation with all of its powers, privileges and duties under an absolute charter granted on February 25, 1948 (the "Charter").

ARTICLE II.
MEMBERS

The Corporation, as such, shall have no members.

ARTICLE III.
PURPOSES

The Corporation is a free Association Library pursuant to the New York State Education Law. The purpose for which the Corporation was formed was to establish and maintain a library, which is a Free Association Library, devoted to providing library facilities, materials, and equipment for community enrichment, both educational and leisure.

ARTICLE IV.
OFFICES AND SERVICE AREA

The principal office of the Corporation shall be at 185 Kings Ferry Road, Montrose, New York in the town of Cortlandt, Westchester County, New York. The Corporation may also have offices at such other places as the Board of Trustees (the "Board") may from time to time determine. The service area of the Library is the Hendrick Hudson Central School District.

ARTICLE V.
BOARD OF TRUSTEES

Section 1. Powers and Duties. The Board shall:

- (a) Have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Charter and these Bylaws.
- (b) Direct the President and Treasurer of the Corporation to present at the annual meeting of the Board (an "Annual Meeting") a financial report, verified by the President and Treasurer or a majority of the Trustees, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. This report shall be filed with the records of

the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Board.

(c) Beginning in January 2023, complete a minimum of two hours of trustee education annually. <https://www.nysl.nysed.gov/libdev/trustees/education.htm>

Section 2. Number. The number of Trustees constituting the Board shall be not less than seven and not more than eleven. At each Annual Meeting, a motion will be made and passed stating the number of voting Trustees for the upcoming fiscal year beginning July 1st. In the event the number of voting Trustees is changed at any time during the fiscal year, a motion will be made revising the total number of voting Trustees on the Board.

Section 3. Term of Office. The Trustees shall hold office for three year terms; provided, however, that any Trustee elected to fill an unexpired term (whether resulting from the death, resignation or removal of a Trustee or created by an increase in the number of Trustees) shall hold office until the next meeting at which the election of Trustees is in the regular order of business and until his or her successor is elected or appointed. The term of office of the Trustees shall commence on July 1st in the year of which they are elected or appointed.

Section 4. Qualification for Trustees. Each Trustee shall be at least 21 years of age, a citizen of the United States, a resident of the Hendrick Hudson Central School District and a member of the Hendrick Hudson Free Library Association (the "Library Association"). No employee of the Corporation may be a Trustee.

Section 5. Election of Trustees. To become a Trustee a person shall be nominated by a Nominating Committee, and shall be elected by the Board. The election of the Trustees shall occur at a meeting of Trustees to be held prior to July 1st in each year (an "Election Meeting"), to which all members of the Library Association shall be invited to attend.

Section 6. Ex-Officio Trustees. A former Trustee may be appointed by the Board as an Ex-officio Trustee. An Ex-officio Trustee is not a Trustee but may attend and speak at Board meetings. An Ex-officio Trustee may not vote at Board meetings and shall not be counted for purposes of determining a quorum of the Board.

Section 7. Classification of Trustees. The Trustees shall be divided into three classes each containing as equal a number of Trustees as possible. At each Election Meeting Trustees shall be elected for a term of three years to replace those Trustees whose terms are expiring.

Section 8. Removal. Any Trustee may be removed at any time for cause by a vote of Trustees then in office at a regular meeting or special meeting of the Board called for that purpose. The Board may decide in its discretion what constitutes cause for removal. Without limitation, missing three consecutive meetings of the Board, unless a majority of the Trustees has excused such Trustee from attendance, shall constitute cause.

Section 9. Resignation. Any Trustee may resign from the Board at any time. Such resignation shall be made in writing, shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective. No resignation shall discharge any accrued obligation or duty of a Trustee.

Section 10. Vacancies and Newly Created Trusteeships. Any newly created Trusteeships and any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority of the Trustees then in office, regardless of their number. A Trustee so elected shall serve until the next Election Meeting at which his or her successor is elected or appointed. A vacancy on the Board shall be deemed to exist on the occurrence of any of the following events:

- (a) the death, resignation or removal of any Trustee;
- (b) an increase in the authorized number of Trustees by resolution of the Board; or
- (c) the failure to elect the full number of Trustees authorized to be elected by the Board.

Section 11. Meetings. Meetings of the Board may be held at such places as the Board may from time to time determine. The Annual Meeting of the Board shall be held at a date, time and place fixed by the Board at which the Board shall receive a financial report, as described in clause 1(b)(i) of Article V hereof. Other regular meetings of the Board shall be held no less than six times during the year and at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President of the Board or upon written demand of not less than three Trustees of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 12. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the Annual Meeting, each regular meeting not fixed by the Board and each special meeting of the Board shall be (i) delivered to each Trustee by e-mail at least five (5) days before the day on which the meeting is to be held; or (ii) mailed to each Trustee, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least seven (7) days before the day on which the meeting is to be held). To discuss matters requiring prompt action, notice of special meetings may be sent to each Trustee by e-mail or be given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice sent by e-mail must be able to be reasonably determined to have been sent by the Trustee. No notice need be given of any adjourned meeting.

Section 13. Quorum. Unless a greater proportion is required by law, the quorum shall be a majority of the Board.

Section 14. Voting. Except as otherwise provided by law or in these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the total number of Trustees shall be an act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Trustees present may adjourn the meeting until a quorum is obtained. Except as otherwise provided by law, Trustees of the Board may participate in a meeting of the Board by means of telephone, video conference or similar communications equipment from a remote location, provided that (a) all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board, (b) the remote location from which a Trustee is participating is published in advance of the meeting, (c) members of the public may attend the meeting from such remote location, and (d) no more than two Trustees participate in the meeting from a remote location. Any one or more Trustees of the Board may participate in a meeting of a Board committee by means of telephone, video conference or similar communications equipment from a remote location. Participation in a Board or committee meeting by such means shall constitute presence in person at a meeting. Any alteration to these Bylaws or to the Charter of the Corporation that would increase the quorum requirement to greater than a majority of the Board or would increase the vote requirement to greater than a majority of the total number of Trustees requires the affirmative vote of at least two-thirds (2/3) of the entire Board.

Section 15. Compensation. No compensation of any kind shall be paid to any Trustee for the performance of his or her duties as Trustee. This shall not limit the reimbursement of reasonable expenses incurred in connection with board service. Subject to the Corporation's Conflicts of Interest Policy, and provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Board, a Trustee may receive payment for services provided to the Corporation in any capacity separate from his or her responsibilities as a Trustee.

ARTICLE VI. OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The Officers of the Corporation shall be a President, a President-Elect, a Secretary, a Treasurer, a Director and such other Officers, if any, as the Board may from time to time appoint. The President and the President-Elect shall each be a Trustee of the Corporation. The other Officers may, but need not, be Trustees.

Section 2. Execution of Instruments. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 3. Election and Term of Office. The Officers of the Corporation shall be elected for a two year term at the Election Meeting of the Board, with such term to begin on the next succeeding July 1, and each shall continue in office until his or her successor shall have been elected, or until his or her death, resignation or removal.

Section 4. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom

shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 5. Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the Board.

Section 6. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 7. President: Powers and Duties. The President shall preside at all meetings of the Board. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President and shall perform such other duties as may from time to time be assigned by the Board.

Section 8. The President-Elect: Powers and Duties. The President-Elect shall have such powers and duties as may be assigned to him or her by the Board. In the absence of the President, the President-Elect, shall perform the duties of the President.

Section 9. Director: Powers and Duties. The Director shall be the chief administrative officer of the Corporation and shall be responsible for managing the affairs of the Corporation under the supervision of the Board of Trustees. The Director may employ and discharge persons on behalf of the Corporation, subject to the provisions of applicable law. The Director may also carry out the responsibilities of the Secretary and/or the Treasurer if given the powers and duties of the Secretary and/or the Treasurer by the Board of Trustees.

Section 10. Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting, the Election Meeting and of all other meetings of the Board in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation, receiving the annual disclosure statements required by the Corporation's Conflict of Interest Policy and shall perform all the duties customarily incidental to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as may from time to time be assigned by the Board.

Section 11. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the Annual Meeting, he or she shall render a report of the Corporation's accounts showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of

the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. Such reports shall be filed with the minutes of the Annual Meeting of the Board. The financial report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above. The Treasurer shall, at all reasonable times, make available the Corporation's books and accounts to any Officer or Trustee of the Corporation, and whenever required by the Board, render a statement of the Corporation's accounts and perform all duties incident to the position of Treasurer, subject to the control of the Board.

Section 12. Compensation. Any Officer who is not a Trustee but is an employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by a majority of the Board.

ARTICLE VII. COMMITTEES

There may be committees of the Board, as follows:

- (a) Nominating Committee. A Nominating Committee which shall consist of at least two Trustees and the Director of the Library. It shall nominate persons to become Trustees. The members of the Nominating Committee shall be appointed by the President, subject to the approval of the Board.
- (b) Other Committees of the Board. By resolution of the Board at a meeting at which a quorum is present the Board may establish and appoint other committees of the Board consisting of at least three Trustees with such powers and duties as the Board may prescribe. The members of such committees shall be appointed by the President, subject to the approval of the Board.

ARTICLE VIII. CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for deposit of the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or may be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE IX.
BOOKS

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including the minute book, which shall contain a copy of the Charter, a copy of these Bylaws, and all minutes of meetings of the Board.

ARTICLE X.
FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1st and end on June 30th of each year.

ARTICLE XI.
AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds vote of the total number of the entire Board.

ARTICLE XII
REFERENCE TO CHARTER

References in these Bylaws to the Charter shall include all amendments thereto or changes thereof. In the event of a conflict between the Charter and these Bylaws, the Charter shall govern.