

BY-LAWS
(Adopted May 2011)

The Greenwich Free Library is operated under the jurisdiction of its Board of Trustees, hereafter referred to as the Board. The Greenwich Free Library is a member of the Southern Adirondack Library system (SALS) and participates in reciprocal borrowing with SALS and its member libraries.

OBJECTIVES: The purpose of the Greenwich Free Library is to assemble, preserve, and provide printed and other materials that will meet the day-to-day educational, informational, cultural and recreational interest and needs of the community in compliance with local, state, and federal laws.

BOARD OF TRUSTEES: The Board is the governing body of the Greenwich Free Library whose organization and general duties described herein shall provide the means necessary to meet the objectives of the Library. The Board will hold a minimum of ten (10) monthly meetings per year in addition to the annual meeting, at which time an annual report and budget shall be presented.

Membership: The Board shall consist of at least eight (8) members, but no more than twelve (12), elected by a majority vote of the Library at the annual meeting. The terms of office, beginning immediately upon adjournment of the annual meeting, or whenever else deemed necessary by the Board, and shall be for five (5) years. Vacancy on the Board shall be filled by a majority vote of the entire number of remaining Trustees of the Board to serve until the next annual meeting of the Library Trustees when the remainder of the unexpired term shall be filled by regular nomination and election. The Board shall have the authority, by majority vote, to dismiss any Trustee whose continued absence at Board meetings is deemed to have a detrimental effect on the operation and function of the Board. Newly elected Trustees shall be provided with appropriate orientation and shall be given a copy of Library by-laws and policy and a review of the Handbook for Library Trustees in New York State which outlines the basic information needed to perform satisfactorily as a Board member.

OFFICERS: The officers of the Board shall be elected at the first meeting following the annual meeting of the Library. Officers shall be as follows: President, Vice-President, Secretary, and Treasurer. These officers shall be elected for a one-year term. The President shall serve no more than four (4) consecutive terms. Each of the other officers may serve as long as they have the majority vote of support from the other Board members.

The **President** shall preside at meetings of the Board and of the Library, appoint committees, call for special meetings, sign financial items in the absence of the Treasurer, and generally perform duties of a presiding officer. The President or other designated Board member shall attend the SALS annual meeting.

The **Vice-President** shall perform the duties of the President in the absence of the President. In case both President and Vice-President are absent from a meeting, either officer may select another Board member to act as chairperson pro-tem.

The **Secretary** shall have charge of the records of the Board and shall keep the minutes of its meetings. A copy of the minutes will be made available by request within fifteen (15) days of the meeting date. The Secretary shall also provide the necessary notifications of the annual meeting of the Greenwich Free Library.

The **Treasurer** shall attend to the fiscal affairs of the Library. The Treasurer shall disburse funds, keep accurate and current records of all money received and disbursed, and shall provide to the Board monthly reports concerning the financial status of the Library. The Treasurer will request funds from the Village, Town, and School in a timely manner and provide necessary information and reports to any governmental authority as required by law.

CORRESPONDING SECRETARY: This person will be appointed by the Board and need not be a member of the Board. This person shall report on all correspondence to the Board and write letters at the direction of the Board. The corresponding secretary will acknowledge memorials, endowments, and donations to the Library, keep records of such activity and report to the Board any specific instruction regarding the dispersal of such money.

COMMITTEES: The Board may consider and act on any matter before it with or without recommendations from a committee. Committees are selected to provide direction and recommendations concerning the best operating procedures for the Library. Committee members are assigned annually by the President from among members of the Board. The number of persons on each committee may vary from year to year. The following standing committee members serve one (1) year terms and may serve as many consecutive terms as needed.

Finance Committee:

This committee will be chaired by the Board Treasurer and shall control and supervise all Library funds, income and expenditures, and all real or personal property not specifically assigned to another committee or acted upon by the full Board. Among its various duties: to write and propose the annual budget, evaluate and advise the Board on endowment, memorial, and other gifts, supervise savings and financial plans, seek and receive public funds on an on-going and regular basis, and support programs and proposals submitted by other committees deemed to be in the best interest of the Library.

Personnel Committee:

This committee will, with the assistance of the Director, recruit, interview, recommend and present to the Board final candidates for any open position in the Library. It shall evaluate the performance of all employees and shall act as an intermediary between the employees and the Board in any and all general and grievance matters.

Nominating Committee:

This committee will recruit, evaluate and recommend candidates for election to the Board at the annual meeting of the Library. The slate of nominees shall be submitted in time for inclusion in the call to the annual meetings. The slate of nominations presented at the annual

meeting does not preclude other nominations from the floor. This committee is also responsible for the nomination of a slate of officers at the annual meeting.

Audit Committee:

This committee will be chaired by the Board member appointed by the President. It will be charged with auditing the actions of all officers, employees, and committees to ensure their compliance with the authority and limitations contained herein and the dutiful completion of their charges. This committee shall give regular reports at scheduled meetings and a complete written report detailing the year at the annual meeting.

Arts and Environment Committee:

This committee is charged with the supervision of the furnishings and artwork within the Library. The committee will make recommendations to the Board about the purchase of new items and have the authority to determine where and if gifts of artwork or memorabilia will be displayed. The gardens may also fall under the oversight of this committee.

Other Committees:

The President shall have the authority to appoint other committees for special purposes.

MEETINGS: Meeting dates of the Board shall be set at the annual meeting and such meetings will take place at the Library in conformity with and pursuant to section 260-a of the New York Education Law and the provisions of Article seven (7) of the New York Public Officers Law. An officer of the Friends of the Library is invited and encouraged to attend Board meetings to provide an avenue of communication between the Board and the Friends. This representative shall have no vote. The President has the right to cancel or reschedule a meeting should circumstances warrant. A quorum shall consist of a majority of the full Board. Meetings shall be conducted according to Roberts Rules of Order. The annual meeting of the Board will take place in January and notice of such meeting must be made pursuant to the New York Education Law.

AMENDMENTS: Amendments to the by-laws may be proposed at any regular meeting of the Board or at a special meeting called for that purpose but shall become effective after an affirmative two-thirds (2/3) vote of the members of the Board. By-laws shall be reviewed for amendment purposes as needed.

INDEMNIFICATION: In discharging their duties, Trustees each shall be indemnified by the Library to the fullest extent authorized by New York Law, including but not limited to Section 721 of the New York Not-for-Profit Corporations Law (N-PCL) as it may be amended. Specifically, such Trustees shall be indemnified by the Library in all instances and the extent described in Sections 722 and 723(a) of the N-PCL, as they may be amended, and may be indemnified in any specific case permitted by statute, upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct prescribed by law has been met by such Trustee.

The Library may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by Sections 721 of the N-PCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a Trustee, employee or agent of the Library,

against any judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.