

# **BY-LAWS of the HARRISON VILLAGE LIBRARY**

## **Article One – Corporate Meetings**

*Sec. 1.* The Annual Meeting of this Corporation shall be held in **July**, the first month of every fiscal year at a time and a place designated by a vote of the Trustees. The Secretary shall post notice of the Annual Meeting in the Library in the Town of Harrison and publish the same in a local newspaper at least seven days before the date of the meeting. The normal order of business at the meeting shall be the submission of the Board of Trustees reports and any special Committee reports for approval, the election of Trustees for the ensuing year, and the transaction of all other necessary business as set forth in the Secretary's notice for the meeting.

*Sec. 2.* Special Meetings of the Corporation shall be called by the Secretary upon written request signed by any four members of the Corporation. The request shall state the reasons for the meeting. The Special Meeting shall be posted by the Secretary in the same way as specified for the Annual Corporate Meeting and only such business may be transacted as specified in the letter of request.

## **Article Two – Board of Trustees**

*Sec. 1.* The Board of Trustees shall consist of not fewer than seven or more than fifteen members; fifty-one percent of the members shall constitute a quorum. Four Trustees, determined by a simple majority vote of the Board, shall be the Executive Officers of the Corporation. The Board of Trustees shall establish the policies governing all activities of the Corporation; shall be responsible to the Corporation to see that such policies are maintained and carried out by all Officers and Committees in discharge of their duties; and shall allocate all funds for necessary expenditures. The Board of Trustees shall always be subject to the vote of the Corporation at an Annual Meeting or Special Meeting called for the purpose of electing the Board. The actions of the Board shall remain in full force and effect, as promulgated, until amended.

*Sec. 2.* The Board of Trustees shall render to the Corporation, at its Annual Meeting, a full written report on all corporate affairs and activities conducted during the year which shall include the President's report and such additional information as they may deem pertinent.

### *Sec. 3. Meetings*

- A. The Board of Trustees will meet at least quarterly, and the meeting will be called by the Secretary when requested by the President.
- B. The latest edition of Roberts Rules of Order shall be the format for all meetings.

## **Article Three – Officers**

*Sec. 1.* The Officers of the Corporation shall be elected at the Annual Meeting from the members of the Board of Trustees by a majority vote of the Board of Trustees members present.

*Sec. 2.* The President shall have executive supervision of all matters pertaining to the Corporation under the policies laid down by the Board of Trustees. The President shall preside

at all Corporation meetings and act as Chairperson of the Board of Trustees. The President shall submit, annually, to the Corporation, a written report of all activities of the Corporation and shall submit interim or other reports as may from time to time be requested by a vote of the Board of Trustees. The President will be responsible for submitting a summary of the Board of Trustees' activities for publication in the Harrison Town Report. The President may appoint such committees or individuals as necessary to assist in carrying out the duties of the office, but shall obligate no funds of the Corporation except such as have been approved for expenditure by the Board of Trustees. The President may authorize the expenditure of funds not to exceed \$100 for incidental expenses without prior Board approval. Voting shall ordinarily be conducted at meetings of the Trustees by those present. Voting by those not present or by proxy votes shall not be permitted; however, in the interest of timeliness, or fuller participation, the President may authorize email ballots and shall specify a deadline for submission of votes.

*Sec. 3.* The Vice President, in the absence of the President, shall preside at Corporation meetings and act as Chairperson at Trustees meetings. The Vice President shall perform such other duties as may be assigned or delegated by the President. In the event the office of President becomes vacant, the Vice President shall assume the duties of the President until that office is filled by a majority vote of members of the Board of Trustees present.

*Sec. 4.* In the case of absence or disability of the President and Vice President, the duties shall be performed by such other members of the Board of Trustees as the Board designates by a simple majority vote of the members of the Board of Trustees present.

*Sec. 5.* The Secretary shall keep a full and accurate record of all proceedings of this Corporation and of the Board of Trustees and shall issue notice of required and special meetings. These reports shall be archived electronically on the HVL Trustees' Google Drive. When an email vote is authorized by the President, the Secretary will include all associated discussion and vote tabulation with the next month's Secretary's Report. The Secretary shall perform other duties generally associated with that office.

*Sec. 6.* The Treasurer shall present a budget prepared in conjunction with the Finance Committee for submission to the Board of Trustees and the annual town meeting. The Treasurer shall prepare and file all reports required of the Corporation by the appropriate Federal and State agencies. The Treasurer shall be responsible for periodical audits of the bookkeeping records. The Treasurer may be bonded in such amount as may be required by a resolution of the Board of Trustees.

*Sec. 7.* The Bookkeeper shall keep full and accurate book of accounts of the library and shall make all disbursements as directed by the Library Director and Board of Trustees. The Bookkeeper shall make available a report of the financial condition of the Library at all scheduled meetings of the Board of Trustees. The Bookkeeper reports to the Treasurer of the Corporation.

*Sec. 8.* The President and Treasurer will have sole financial signature abilities for all accounts of the Corporation.

#### **Article Four – Standing Committees.**

The Standing Committees shall be Operations and Development. Each Standing Committee shall consist of at least three Trustees, appointed by the President with the advice and consent of the Board of Trustees. Every Trustee must be a member of at least one Standing Committee. The President shall be a member of each Standing Committee. The Library Director shall be a non-voting member of all Standing Committees. Recommendations of the Standing Committees shall be carried out after approval of a majority of the Board of Trustees.

*Sec. A.* The Operations Committee is responsible for overseeing the operation of the library, its physical plant, technology needs, employees, and governance. This committee will supervise employee hiring, recruitment, assessment of the library director, and human resource matters and personnel policies. The committee will also be responsible for board trainings, officer definitions and responsibilities, and any changes to the organizational structure of the Board of Trustees, as well as any contracts the library enters into with employees or providers of ongoing services.

*Sec. B.* The Development Committee is responsible for overseeing the library's finances, fundraising, long range planning, strategic planning, and grant writing. This committee will be responsible for community engagement, including volunteers for fundraising efforts and board recruitment, and will support library staff with their work on social media, and planning and executing programs.

*Sec. 2* Other Committees.

The President shall, with the advice and consent of the Board of Trustees, appoint:

*Sec. A.* Nominating Committee

A Nominating Committee shall be appointed at least sixty days prior to the Annual Meeting and shall present to the Board of Trustees a slate of Trustees to be considered for election at the Annual Meeting. The Nominating Committee shall also present a slate of officers to the Board of Trustees.

*Sec. B.* Ad hoc committees

Other committees may be appointed by the President as necessary with the advice and consent of the Board of Trustees

## **Article Five – Alterations or Amendments**

These By-Laws may be altered or amended at any Annual Corporation meeting or special Corporation meeting, by not less than a two-thirds vote of qualified Corporate members present.

Adopted July 19, 2012

Revised July 17, 2014, July 14, 2016, July 13, 2023