

By-Laws, Katonah Village Library

BY-LAWS OF
KATONAH VILLAGE LIBRARY

PREAMBLE

The Board of Trustees of the Katonah Village Library, a corporation created under an absolute charter granted under Section 253 of the New York State Education Law by the Board of Regents of the University of the State of New York, dated May 22, 1953 (as amended on December 13, 1974 and as amended from time to time thereafter, the “Charter”), shall be governed by the laws of the State of New York, the regulations of the New York State Commissioner of Education and by the following by-laws (the “By-laws”).

ARTICLE I
Name

The name of the organization shall be the Katonah Village Library (the “Library”).

ARTICLE II
Fiscal Year

The fiscal year of the Library shall be the calendar year.

ARTICLE III
Board of Trustees

Section 1. Number of Trustees.

The Library shall be managed by the Board of Trustees (the “Board”). The Board shall consist of no less than nine trustees and no more than fifteen trustees (each, individually, a “Trustee” and, collectively, the “Trustees”). Currently (2023) there are 15 acting Trustees. The minimum and maximum numbers of Trustees may be changed upon the vote of at least two-thirds of the entire Board, provided that no decrease shall shorten the term of any incumbent Trustee.

Section 2. Term of Office.

Each Trustee shall serve for a term of three years; *provided*, that the term of each Trustee shall continue until their re-election or the nomination and election of a successor Trustee.

Section 3. Consecutive Terms.

No Trustee may serve more than two consecutive terms. After serving two consecutive terms, a Trustee must vacate the position for at least one year before seeking re-election to another term.

Section 4. Qualifications.

Trustees shall be at least eighteen years old, live in Westchester County, and be a member of the Library, with at least two-thirds of the entire Board residing in the Town of Bedford.

Section 5. Resignations.

Any Trustee may resign at any time by delivering written notice to the President or the Secretary of the Board. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

Section 6. Removals due to Absence.

Absence from three consecutive meetings shall constitute automatic dismissal from the Board unless the Board defers the dismissal by vote of a majority of the entire Board (excluding the absent Trustee). The President shall inform the absent Trustee by delivering written notice that he/she is no longer on the Board. If the dismissal is deferred by Board action, the President shall inform the absent Trustee by delivering written notice of the conditions of the deferral.

Section 7. Other Removals.

The Board may remove a Trustee for misconduct, incapacity, neglect of duty or refusal to carry into effect the Library's educational purpose as provided in Section 226 of the New York State Education Law; Subsection 8 at any time by the vote of a majority of the entire Board (excluding the absent Trustee).

Section 8. Vacancies.

Any vacancy occurring in the Board may be filled by a majority vote of the Board until the Board's next annual meeting. Any Trustee may make nominations to fill a vacancy.

ARTICLE IV
Officers

The Board, at the first meeting following the annual meeting, shall elect for one-year terms a President, one or more Vice Presidents, a Treasurer and a Secretary.

Section 1. Duties of the President.

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

Section 2. Duties of the Vice President(s).

In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President; *provided*, that in the event there are two or more Vice Presidents appointed by the Board, the Vice President who shall perform the duties and exercise the powers of the President shall be designated by the Board.

Section 3. Duties of the Treasurer.

The Treasurer shall have the care and custody of all monies and securities belonging to the Library. The Treasurer shall be the disbursing officer of the Board and shall open and maintain bank accounts for the deposit of all Library funds as authorized by the Board. The Treasurer shall have the power to sign checks drawn on any account maintained for the Board and to generally perform all duties associated with that office. In the absence or disability of the Treasurer, the Board may designate one or more Trustees to perform the duties and exercise the powers of the Treasurer.

Section 4. Duties of the Secretary.

The Secretary shall keep a true and accurate record of all meetings of the Board, issue notices of all meetings of the Board, be responsible for all nonfinancial records of the Board and generally perform all duties associated with that office. In the absence or disability of the Secretary, the Board may designate one or more Trustees to perform the duties and exercise the powers of the Secretary.

ARTICLE V
Meetings

Section 1. Regular Meetings.

Regular meetings of the Board shall be held each month (unless otherwise determined by the Board) on a date and at an hour set by the Board.

Section 2. Annual Meetings.

The annual meeting of the Board, which shall be for the purpose of the election of Trustees and the approval the New York State Annual Report, shall be held on a date and at an hour set by the Board. At each annual meeting, the Board, by majority vote, shall elect Trustees to hold office.

Section 3. Annual Report.

Once per year, the board will approve the NYS Annual Report.

Section 4. Special Meetings.

Special meetings of the Board may be called by the Secretary at the direction of the President, or at the request of at least three Trustees, for the transaction of business as stated in the notice for the meeting.

Section 5. Notice of Meetings.

Notice of all meetings of the Board shall be affected by and in a manner approved by the Board.

Section 6. Quorum and Voting.

Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided herein, all actions of the Board shall be taken by a majority vote of the Trustees present, in person or by videoconferencing, at a meeting. Each Trustee shall have one vote, irrespective of office held.

Section 7. Open Meetings Law.

All meetings of the Board shall be held in compliance with the New York State Open Meetings Law (New York State Public Officers Law §§ 100–111).

Section 8. Meeting Procedures.

All procedures not specified herein shall be in accordance with Robert’s Rules of Order, as revised.

Section 9. Participation in Meetings Via Technology.

Any one or more directors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other simultaneously. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

ARTICLE VI
Committees

Section 1. Committees Generally.

Committees shall be appointed annually by the President to provide for the efficient oversight of Library business by the Board. The President shall serve as an *ex-officio* voting member of all committees.

Section 2. Committee Duties and Powers.

All active committees shall make a progress report to the Board at each of its regular meetings. No committee will have other than advisory powers unless, by action of the Board, it is granted specific power to act.

Section 3. Nominating Committee.

A Nominating Committee consisting of at least two Trustees shall be required to nominate a Trustee.

ARTICLE VII
Personnel

Section 1. Library Director.

The Board shall appoint a qualified Library director (the “Director”) who shall be the executive and administrative officer of the Library on behalf of the Board and under its review and direction. The Director shall recommend to the Board the appointment and specify the duties of other employees and shall be held responsible for the proper direction and supervision of the Library’s staff, for the care and maintenance of Library property, for an adequate and proper selection of books in keeping with the stated policy of the Board, for the efficiency of Library service to the public and for its operation within the limitations of the annual budget. In the case of part-time or temporary employees, the Director shall have interim authority to appoint without prior approval of the Board; *provided*, that any such appointment shall be reported to the Board at its next regular meeting. The Director shall be an *ex-officio* (non-voting) member of the Board.

Section 2. Salaries.

Except as otherwise provided herein, the Board shall appoint and determine the compensation of any and all employees (including, but not limited to, the Director), which the Board, in its sole discretion, may determine to be necessary for the conduct of the business of the Library.

ARTICLE VIII
General

Section 1. Amendments.

These By-laws may be amended by a majority vote of the entire Board at any meeting of the Board.

Section 2. Suspension.

Any rule or resolution of the Board, whether contained in these By-laws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be

valid, may be taken only at a meeting at which two-thirds of the entire Board shall be present and two-thirds of those present shall so approve.

Section 3. Indemnification.

The Library shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate is or was a Trustee, officer, employee or agent of the Library (collectively, "Covered Persons"), against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, and shall advance the expenses of such person in defending such an action or proceeding, except to the extent specifically prohibited by law. The Library may make provision with respect to such indemnification of or advancement of expenses to Covered Persons by agreement or by resolution of the Board.

Section 4. No Violation.

If any provision of these By-laws is inconsistent with the Library's Charter or violates the laws of the State of New York, such provision shall be deemed null and void.

1981, Article II amended 1988

Article II amended November, 2002

Article II amended April, 2005

Amended and approved April 2010

Amended and approved February 27, 2017

Amended and approved June 25, 2018

Amended and approved February 27, 2023