

Middleburgh Library Association By-Laws

Article I-Name

This organization shall be known as the Middleburgh Library Association as specified in the permanent charter granted June 20th, 1941. The Middleburgh Library Association is a lending library serving the people in the Middleburgh Central School District.

Article II-Trustees

Section 2. The term of office of trustees shall be for a period of three (3) years. It shall run from the Annual Meeting date to the next Annual Meeting date three (3) years hence.

Section 3. If any trustee shall fail to attend three (3) consecutive regular meetings, or to actively participate on committees to which they are assigned, he or she will be notified, in writing, by the Library Board Chairperson that, pending satisfactory explanation of inactivity, he or she shall be deemed to have resigned and the vacancy will be filled. The trustee may petition the Board of Trustees for an exception.

Section 4. In the event of a resignation, death or inability to serve, a successor may be appointed by the Board of Trustees to serve until the next scheduled election or until elected by a special election called by the Board of Trustees.

Section 5. Any person eighteen (18) years of age or older residing in the Middleburgh Central School District is eligible to hold the office of Trustee, except staff or employees of the library.

Section 6. New trustees will be elected by the residents of the Middleburgh Central School District during a public election held annually prior to May 31st according to New York State election law.

Section 7. A trustee must be present at the Board of Trustees meeting to have his or her vote counted.

Section 8. All actions of the Board of Trustees shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of his or her office shall exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

Section 9. Former trustees of the Middleburgh Library Association removed from the board for any reason, will not be allowed to submit a petition for consideration of re-election for a period of ten (10) years. The former trustee may petition the Board of Trustees for an exception.

Article III-Officers

Section 1. The officers of the Middleburgh Library Association shall be as follows

Co-President
Co-President
Secretary
Treasurer

Section 2. The officers shall be elected annually by the Board of Trustees. The Co-Presidents shall be chosen from the members of the Board of Trustees.

Section 3. The Treasurer and Secretary shall be elected annually by the Board of Trustees but need not by a member of the Board of Trustees.

Section 4. The term of office of all elected officers shall be one (1) year, or until their successors qualify.

Section 5. No person may serve as Co-president for more than three (3) consecutive years.

Article IV-Duties of Officers

Section 1. Of the Co-presidents, one shall preside at meetings of the Board and Association.

Section 2. In the absence of the designated Co-president the 2nd Co-president respectively, shall preside at meetings.

Section 3. The Treasurer shall have charge of the funds of the Association insofar as may be allowed by law. He or she shall be responsible for the Annual Fiscal Report.

Section 4. The Secretary shall have charge of the records of the Board of Trustees and the Association and shall keep all minutes of all meetings.

Section 5. The Treasurer, Co-presidents and Secretary shall be authorized to sign checks for the Association and shall be bonded. All checks paid on behalf of the Middleburgh Library Association must be signed by two of the following officers before being issued: Co-presidents, Treasurer or Secretary. The Co-presidents shall be authorized to sign contracts, applications for aid and other legal documents.

Section 6. Each March the Board of Trustees will appoint a Nominating Committee. This committee shall be designated a Committee of the Board and be charged with selecting and nominating Trustees to fill the roles of Co-presidents, Secretary and Treasurer. Trustees will be nominated at the Annual Organization Meeting held in May of that year.

Article V-Meetings

Section 1. There shall be a minimum of twelve (12) regular meetings of the Board of Trustees each year, including the Annual Meeting. Notice of each meeting of the Association shall be published two weeks prior thereto in a newspaper that have local circulation and posted in a public place. All meetings shall be open to the public, with the exception of the following:

Matters which will imperil the public safety if disclosed
Information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed
Discussion regarding proposed, pending or current litigation
The medical, financial, credit or employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation
The proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale of exchange of securities held by such public body, but only when publicly would substantially affect the value thereof

Section 2. The Annual Meeting of the Association shall be held no later than May 31st of each year and shall be called by the Secretary.

Section 3. The Board of Trustees shall hold its Annual Organization Meeting concurrent with the Annual Meeting of the Association. At that meeting, the Board of Trustees shall elect officers and fix its schedule of regular meetings for the forthcoming year. The Board of Trustees shall also designate its official bank and newspaper during this meeting.

Section 4. Special meetings of the Board of Trustees may be held on call of the Co-presidents or on request of any three (3) trustees and on at least five (5) day notice to all trustees. Said meetings shall be advertised to the public if a quorum is expected to attend.

Section 5. Business shall be conducted by the Board of Trustees with accepted rule of parliamentary procedure.

Article VI-Committees

Section 1. The Middleburgh Library Association Board of Trustees shall be organized into committees designated to carry out specialized activities or responsibilities. The selection of committee members and of committee chairs shall be the responsibility of the Co-presidents of the board, pending the approval of the Board of Trustees.

Section 2. Committees of the Middleburgh Library Association shall be categorized into two designations, Committees of the Board and Committees of the Corporation. Committees of the Board will be considered special committees, appointed and approved by the

Board of Trustees to carry out specialized tasks on a “by need” basis. Such committees will have the power to bind the board as specified in the New York State Nonprofit Revitalization Act of 2014.

Committees of the Board must consist solely of trustees. Membership within the Committees of the Board expires upon the completion of the specialized task.

Committees of the Corporation or yearly appointed committees are charged with recognizing the needs of the library, developing policies and plans, planning fund raising opportunities, and dealing with other matters related to the daily operation of the library.

These committees do not have the power to bind the board as specified in the New York State Nonprofit Revitalization Act of 2014.

Committees of the Corporation can consist of trustees as well as community members.

Additionally, Committees of the Corporation may be “chaired” by non-trustees, pending the approval of the board of trustees.

Membership of the Committees of the Corporation expires and begins at each annual meeting.

Article VII-Director

Section 1. The Director of the library shall act under the direction and review of the Board of Trustees, and act as professional advisor to the trustees. He or she shall have, subject to the approval of the Board of Trustees, general control and direction of the employees, and administration of the library. He or she shall issue the usual requisitions for the purchase of books, supplies, equipment, and all other necessary purchasing within the budget appropriation, except that all non-recurring capital expenditures shall have the approval of the Board of Trustees.

Section 2. The Director shall be held responsible for the proper performance of their duties by all employees and volunteers of the library.

Section 3. The Director shall, under the supervision of the Board of Trustees, prepare the Annual Library Report, and such other reports as the Board of Trustees may, from time to time, request.

Section 4. It shall be the duty of the Director to attend all meetings of the Board of Trustees, including budget meetings. He or she shall have the right to speak on all matters under discussion at such Board of Trustee meetings, but he or she shall not have the right to vote thereon.

Article VIII-Amendments

Section 1. Amendments to these By-Laws may be made by majority vote of the Board of Trustees at a regular or annual meeting, provided the changes shall have been submitted at an earlier regular meeting of the Board of Trustees and a copy of the proposed changes mailed to each board member at least ten (10) days prior to the meeting at which the vote is to be taken.

Article IX-Non-For-Profit Status

Section 1. This organization is organized exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

Section 2. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Upon winding up and dissolution of this organization, after paying or adequately providing for the debts and obligation of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Article X-By-Law Status

Section 1. The By-laws will be reviewed every three (3) years.

