

# By-Laws Sharon Springs Free Library

## Article I. OFFICERS

The Officers shall be a President, Vice-president, Secretary, and Treasurer who shall be elected annually by the Board of Trustees from their own number.

The President shall preside at all meetings and appoint all standing committees.

The Secretary shall record all official acts of the Board of Trustees and have custody of all its official books and records.

The Treasurer shall receive and disburse all funds of the Library, and shall give regular financial reports at Board of Trustee meetings. The Treasurer shall also prepare the annual financial report.

## Article II. MEMBERS OF BOARD

There shall be 9 voting members on The Board.

## Article III. DUTIES OF TRUSTEES

- Attend a minimum of two-thirds of the Board of Trustee meetings yearly. Legitimate excuse (such as illness, death in family, extended travel) will be accepted for missing meetings.
- If any Trustee shall fail to attend three (3) consecutive meetings without excuse accepted as satisfactory by the Trustees, he shall be deemed to have resigned.
- Every Trustee shall be a member of one or more of the Standing Committees.

## Article IV. CONFLICT OF INTEREST

A conflict of interest exists when a matter to be acted upon by the Board confers a direct substantial benefit to any Trustee, business or agency from which a director of the Board derives an income or has authority in governance. A Trustee shall abstain from voting on any matter before the Board which places him or her in a conflict of interest.

Prior to voting on matters in which a potential conflict of interest exists for any Trustee, the President shall inquire whether any Trustee of the Board desires to abstain from voting because of a conflict of interest and any Trustee of the Board shall declare that he or she abstains from voting if a conflict exists. Prior to voting on any matter, a Trustee of the Board may be requested by any other Trustee of the Board to abstain from voting because of a conflict of interest. If the challenged Trustee refuses to abstain from voting as requested, the President shall immediately call for a vote of the Trustees to determine whether the challenged Trustee is in a conflict of interest and shall be required to abstain from voting on the matter before the Board. If a two-thirds majority of the Trustees present vote to require the abstention of the challenged director, the Trustees shall not be permitted to vote.

Article V. MEETINGS

- Regular meetings of the Board of Trustees shall be held ten (10) times yearly, at dates and times to be established by the Board. These meetings shall be open to the public except when individual personnel issues are being discussed. More than fifty percent (50%) of presently existing Board of Trustees members shall be in attendance to constitute a quorum.
- The Annual Meeting of the Association shall be held on the fourth Thursday of October. Two-thirds of the Board of Trustees shall constitute a quorum.
- Special meetings may be called by the President, or any two of the Trustees, or by Notice served on the President signed by five (5) members of the Association.

Article VI. LIBRARY DIRECTOR

- The Board of Trustees shall appoint a qualified Library Director who shall be the Executive and Administrative Officer of the Library.
- The Director shall be held responsible for the proper performance of duties as defined in the job description.
- It shall be the duty of the Director to attend meetings of the Board of Trustees and provide regular reports. The Director shall have the right to speak on all matters under discussion at Board meetings, but shall not have the right to vote thereon.

Article VII. AUDIT

- The accounts of the Association shall be audited each year by two or three members of the Board that are neither the President nor the Treasurer.

Article VIII. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

- The Association shall indemnify its Trustees and officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees in connection with any claim asserted against the Trustees, officers and employees by action in court or otherwise, by reason of the fact that such a person was a Trustee or officer of the Corporation and is acting in good faith for a purpose which such person reasonable believed to be in the best interest of the Association and not unlawful.
- Indemnification shall be provided in the manner and to the full extent afforded by Section 722-726 of the not-for-profit corporation law; and as permitted by such law, the Association may provide additional indemnification pursuant to: an agreement, action of the Board of Trustees or by a provision of these By-laws.
- Sections 1 and 2 of this Article shall be exclusive but shall include, by implication, any and all rights and remedies available to the Association, the Trustees, officers, and employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification to Section 726 of the not-for-profit corporation law.

Article IX. CONSTRUCTION

- If there is any conflict between the provisions of the Charter and the By-laws, provision of the Charter shall govern.

Article X. RESTRICTIVE LEGISLATION PROVISION

- No substantial part of the activities of the Sharon Springs Free Library shall be carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided by Internal Revenue Code Section 501 (h) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article XI. RESTRICTIVE PURPOSES AND ACTIVITIES PROVISION

- Notwithstanding any other provision of these Articles, Sharon Springs Free Library is organized exclusively for literary and/or educational purposes, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (d)(3) or corresponding provisions of any subsequent Federal tax laws.

Article XII. DISSOLUTION

- This organization may be dissolved by a two-thirds majority vote of the members of the Association present on a dissolution plan to be submitted by the Board of Trustees in accordance with the requirements of the not-for-profit corporation law. Upon dissolution of the organization, any residual assets shall be donated to a not-for-profit organization(s) with similar purpose.

Article XIII. AMENDMENTS

- These By-laws may be repealed, amended, or added to by a majority vote of the whole Board of Trustees at a regular meeting.
- Such action may be taken, however, only after the substance of the proposed repeal, amendment or addition has been presented in writing at a prior regular or special meeting and notice thereof has been given in the notice of the meeting at which it is to be considered.