

CHAPTER 2

BY LAWS OF THE MONTAUK LIBRARY

Article I Name

The name of this body, pursuant to the charter granted is MONTAUK LIBRARY.

Article II Charter

The powers, responsibilities, and affairs of the Board of Library Trustees are enabled by virtue of the charter granted by the New York State Board Of Regents June 19, 1980, and are derived from the Education Law and related laws of the State of New York, and the rules and regulations of the Board of Regents of the University of the State of New York and its Agencies. The Board of Library Trustees is a continuous corporate entity, and the legality of its commitments is not conditioned by the official life of its members.

Article III Powers and Duties

Section 1

Under the law, public libraries authorized by the action of the voters shall be managed by trustees who shall have all the powers of trustees of other educational institutions of the University of the State of New York, as defined in section 226 of the Education Law.

Section 2

The Board is the legal entity charged with the management of and responsibility for the Library. The Board shall establish the objectives of the Library and determine the policy for the development of such objectives. The Board may, at its discretion, employ a Director and any other personnel it may deem advisable to implement the Board policies. It shall be the duty of the Board to review reports regarding the function of the Library in terms of the stated policy and objectives.

Section 3

A prime objective of the Board shall be to provide the funds necessary to operate the Library within the objectives and policy specified. The Board shall prepare and submit to the taxpayers the annual budget and establish all procedures necessary to fully and properly discharge its responsibilities for the sound financial management of the Library.

Article IV Library Trustees

Section 1: Number of Trustees

The number of Trustees shall be seven. A Trustee shall be a resident of Montauk for an uninterrupted period of at least one year, and be a registered voter in the Montauk Union Free School district at the time of the election.(NYS Education Law 2102)

Section 2: Term of Office

At the normal expiration of the term of each Trustee, successors shall be elected for terms of five years at the annual Special Meeting of the Montauk Union Free School District. The terms of the original Trustees elected March 4, 1980, by the voters of the Montauk School District shall expire as follows:

1981 Richard Webb

1982 William De Pouli, Lynn Holmes

1983 Barbara Borth, John Keeshan

1984 Minnie Proctor

1985 Audrey Grimes

At the expiration of the terms of office of the original Trustees, successors shall be elected for terms of five years at the annual Special Meeting of the Montauk Union Free School District. Terms of Trustees are to commence July 1 and expire June 30 unless trustee shall have resigned or otherwise terminated membership as a trustee.

Section 3: Board Vacancies

Vacancies on the Board of Library Trustees, due to cause other than expiration of term, shall be filled by appointment by the Board of Trustees until the next annual election of the Trustees, at which time a Trustee is to be elected for the balance of the unexpired term.

Section 4: Removal From Office

If any Trustee is absent for three consecutive meetings without an excuse deemed acceptable by the Board of Trustees, the absences will be considered a resignation and the vacancy will be filled in the usual manner.

If the Trustees deem that a Board member is guilty of misconduct, is incapacitated or neglectful of duties, the Trustees can remove that Board member from office.

Article V. Meetings

Section 1: Regular Meetings

The regular meetings shall be held each month, the date and hour to be set by the Board at its January meeting. All meetings shall be open meetings that comply with the Public Officers Law sections 100, 101, and 115. They shall be announced by a notice posted in the Library and in The East Hampton Star, a local paper of general circulation.

The date and time of such meetings shall also be posted on the Library's website at least 72 hours in advance of meetings.

Meetings shall be open to being photographed, broadcast, webcast or otherwise recorded. The recording of the meeting, and the placement of recording equipment may not interfere with the proceedings.

Skype may be used by trustees, if necessary, to attend and participate in a Board meeting. The locale of the Skype attendee must be publicly advertised and must be open to the public. A Trustee attending through Skype may participate in discussion, but will not be counted toward a quorum and does not have a vote at that meeting.

Section 2: Annual Informational Meeting

An annual informational meeting shall be held no less than seven days and no more than fourteen days before the annual Special Meeting of the Montauk Union Free School District at which the Montauk Library budget is to be voted upon. The proposed budget for the following year will be explained. Questions concerning the budget and other Library related matters will be answered.

Section 3: Special Meetings

Special meetings may be called by the President, or at the request of at least two of the Trustees, for the transaction of business as stated in the call for the special meeting. Notice of such meeting shall precede the holding of such meeting by at least 72 hours. Notice provisions may be waived by document executed by all members of the Board of Trustees. Notice of special meetings will be posted in the Library and Library Trustees will be notified directly.

Section 4: Executive Meetings

Executive Meetings. Under law, the Board may hold executive sessions for the purposes specified in the New York State Open Meetings Law, at which only the members of the Board or the persons invited may attend. A motion to go into Executive Session must be made at an open meeting, and the subject(s) to be considered must be clearly identified in compliance with the limitations imposed by Public Officers Law # 105 "Conduct of Executive Sessions." The subjects are limited to:

- proposed, pending or current litigation
- collective negotiations pursuant to article 14 of the civil service law
- medical, financial, credit or employment history of a particular person, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person
- the proposed acquisition, sale or lease of real property when publicity would substantially affect the value thereof

Minutes of the executive session must include a record of the motions, proposals, resolutions and actions taken and the vote of each member.

Appropriation of public money may be discussed at executive session, but formal action must be taken in open meetings.

Section 5: Annual Organizational Meeting

The Annual Organizational meeting will be held prior to the first regular meeting in July, between July 1st and July 15th, for the purpose of election of officers and appointing standing committees.

Section 6: Order of Business

The order of business for regular meetings shall include, but not be limited to, the following items which shall be covered in the sequence shown so far as circumstances permit:

- a. Roll call of members
- b. Disposition of minutes of previous regular meeting and any intervening special meetings
- c. Financial report of the Library
- d. Action on bills
- e. Report of Director (if any)
- f. Committee reports
- g. Communications
- h. Unfinished business
- i. New Business
- j. Public presentation to, or discussion with, the Board
- k. Adjournment

Section 7: Quorum

A majority of the entire Board constitutes a quorum. All Board action shall be by resolution voted upon by at least a quorum of the Board. A Skype attendee may not be counted toward a quorum.

Section 8: Parliamentary Procedure

For circumstances not covered by these By-Laws, *Robert's Rules of Order* shall apply to govern matters of parliamentary procedure.

Article VI. Officers

Section 1: Board of Trustee Officers

The officers shall be a president, a vice-president, recording secretary, financial secretary, elected from among the Trustees at the organizational meeting.

Section 2: Term of Office

Officers shall serve a term of one year from the organizational meeting at which they are elected and until their successors are duly elected.

Section 3. 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 member of all committees, and generally perform the duties associated with that office.

Section 4: Duties of the Vice-President

The Vice-President, in the event of the absence or disability of the President, or of a vacancy in that office, shall assume and perform the duties and function of the President.

Section 5: Duties of the Recording Secretary

The Recording Secretary shall keep a true and accurate record of all meetings of the Board, and shall perform such other duties as are generally associated with that office.

Section 6: Duties of the Financial Secretary:

The Financial Secretary shall be the disbursing officer of the Board, sign all checks, sign official documents as specified *by* State law, and shall perform such duties as generally devolve upon the office. He shall study the bills and cash balance prior to the regular monthly meeting and recommend by suitable motion the acceptance or rejection of same. In the absence or inability of the Financial Secretary, his duties shall be performed by such other members of the Board as the Board may designate.

Article VII Disposal of Books

Prior to discarding used or surplus books or other library material, the Library will offer these items as a donation to a non-profit organization; or the Library will offer to sell these books or library materials to the general public.

Article VII Committees

Section 1: Standing Committees

Standing committees shall be created by the Board of Trustees. The President shall appoint the chairmen who will appoint the members of the committees.

Section 2: Special Committees

Special committees for the study and investigation of special problems may be appointed by the President. Such committees shall be considered to be discharged upon the completion of the purpose for which they were appointed and after the final report is made to the Board.

Section 3: Ad Hoc Committees

At times the Board of Trustees may form *ad hoc* committees which include non-members of the Board and at least one Board member who will be the chairman. The Board reserves the right to terminate these committees at any time.

Section 4: Committee Responsibilities

All committees shall make a progress report to the Library Board at each of its meetings.

No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

If a quorum of the Board of Trustees is present at a Committee meeting, that meeting must be considered an open meeting.

Article VIII. General

Section 1: Voting

An affirmative vote of the majority, i.e., at least four members of the Board, shall be necessary to approve any action before the Board. The president may vote upon and may move or second a proposal before the Board.

Section 2: Amending By Laws

The by-laws may be amended or revised by the majority vote of all members of the Board provided written notice of the proposed changes shall have been presented to all members at least ten days prior to the meeting at which such action is proposed to be taken.

When By Laws are amended, copies of the existing By Laws must be preserved.

Section 3: Trustee Indemnification

The Montauk Library will indemnify its Trustees and defend them for the defense of any civil or criminal action or proceeding to the full extent provided in Article 7 of the Not-For-Profit Corporation Law, the Public Officers Law and the Education Law, including amendments subsequently made from time to time.

Section 4: Financial Signatories

The President, Financial Secretary and Recording Secretary shall be the designated signatories on Library financial accounts.

Section 5: Confidentiality & Conflict of Interest Statements

Members of the Board of Trustees shall sign and be bound to a Confidentiality Statement and Conflict of Interest Statement, presented and signed at the Annual Organizational Meeting.