

BY-LAWS

The Westhampton Free Library is a not-for-profit corporation. It was established by the New York Board of Regents by virtue of authority conferred upon said Board under the Education Law of the State of New York. The provisional charter was issued March 1, 1897. The permanent charter was issued July 2, 1902. The charter was amended November 3, 2005, July 28, 2009, and on October 18, 2016.

Article 1: Officers

Section 1:

The officers shall be a President, a Vice President, a Secretary, and a Treasurer elected from among the appointed Trustees at the annual meeting of the Board.

Section 2:

A nominating committee shall be appointed by the President with the approval of the Board a maximum of three months prior to the annual meeting. Said nominating committee will present a slate of officers at the annual meeting. Additional nominations may be made by the Board.

Section 3:

The officers of the corporation shall be chosen annually at the meeting of the Board of Trustees held immediately following the annual meeting of the members, to serve for two-year terms.

Section 4:

The President shall preside at all meetings of members and Trustees. The President shall execute all documents authorized by the Board, authorize calls for any special meetings, appoint committees with the approval of the Board, serve as an ex-officio voting member of all committees, and have general supervision of the affairs of the corporation. From time to time, The President shall perform such other duties as shall be delegated to him/her by the Board of Trustees.

Section 5:

The Vice President in the event of the absence or disability of the President, or a vacancy in that office, shall assume and perform the duties and functions of the President and shall perform such other duties as the Board shall prescribe.

Section 6:

The Secretary shall keep a true and accurate record of all meetings of the Board, notify in writing the members of the Board of all meetings, be custodian of the records, and perform other such functions as the Board or the President shall prescribe.

Section 7:

The Treasurer shall have the care and custody of all the funds and property of the corporation, which shall be disbursed by the Treasurer only upon the order of the Board of Trustees. The Treasurer shall deposit all funds in the name of the corporation in such bank or banks as may be designated by the Board of Trustees. The Treasurer shall submit a report for the preceding year at the annual meeting of members and shall render special reports whenever requested to do so by the Board of Trustees. The Treasurer shall be bonded in an amount as may be required by a resolution of the Board.

Section 8:

Should any vacancy in an officer position occur by death, resignation, or otherwise, the same shall be filled as promptly as possible by the Board of Trustees.

Article 2: Members

Section 1:

Any person may be elected a member of the corporation upon receiving a majority vote of the Trustees present at a meeting of the Board of Trustees of the corporation.

Section 2:

Every member shall be entitled to one vote on all matters affecting the corporation.

Section 3:

An annual meeting of the members of the corporation shall be held at the Library or at an appropriate location designated by them, each July for the purpose of electing trustees of the corporation, and for the transaction of such other business as may come before the meeting.

Section 4:

Meetings other than the annual meeting shall be called by the President or by at least one-third of the Trustees then in office whenever deemed necessary.

Section 5:

Notice of the annual meeting shall be in writing given by the Secretary, by service of a copy thereof to each member, not less than ten nor more than fifty days before such meeting. Notices of all meetings, other than the annual meeting, shall be given by the Secretary by service of a copy thereof to each member not less than three days before such a meeting.

Section 6: All Members are elected to the Board of Trustees and shall continue as Members of the corporation only so long as such Member of the corporation is a Trustee.

Article 3: Trustees

Section 1:

The Board of Trustees shall consist of a minimum of five members and a maximum of seven members of the corporation, chosen for their interest in the Library, residing in the voting district of the Library. The Trustees shall be elected at the annual meeting of the members for a term of three years.

Section 2: No Trustee may serve more than 2 terms (effective 2020) as Trustee without a break in service as a Trustee of at least one continuous year before such Trustee shall be eligible to serve as Trustee for no more than another 2 terms.

Section 3:

Newly created trusteeships and vacancies occurring in the Board of Trustees may be filled by a vote of the majority of the Trustees then in office, and a Trustee elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor.

Section 4:

Any Trustee may resign at any time, orally and in writing, by notifying the President or the Secretary of the corporation, and such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5:

Honorary Trustees may be appointed from the ranks of past Presidents of the Board of Trustees as recognition of their past services to the Library. Other distinguished persons may also be appointed as honorary Trustees. Honorary Trustees shall receive notices of meetings, but shall not be entitled to a vote in that capacity. Persons who have served on the Board may also be appointed as an Honorary Trustee to serve on a committee that utilizes a specialized skill set of said person for their expertise. Honorary Trustees that serve on a committee may not serve more than 2 terms as Honorary Trustee (serving on a committee) without a break in service as an Honorary Trustee (serving on a committee) of at least one continuous year before such Honorary Trustee (serving on a committee) shall be eligible to serve as Honorary Trustee (serving on a committee) for no more than another 2 terms.

Article 4: Meetings

Section 1:

There shall be an annual meeting of the members of the Westhampton Free Library during the month of July.

Section 2:

There shall be an annual meeting of the Board of Trustees of the Westhampton Free Library during the month of July, which shall be held immediately following the annual meeting of the members.

Section 3:

Other meetings of the Board of Trustees may be held for the transaction of business as stated in the notice calling said other meetings.

Section 4:

At any meeting the Board of Trustees a majority of the Trustees then in office shall constitute a quorum. When a quorum is once present to commence a meeting, it shall not be broken by subsequent withdrawal of any member thereof.

Section 5:

Matters voted on by the Board of Trustees shall be decided by a majority vote.

Section 6:

The order of business for regular meetings shall include, but not be limited to, the following items:

- a) call to order
- b) reading and approval of minutes
- c) reading and approval of the Treasurer's report
- d) librarian's report
- e) committee reports
- f) approval of bills
- g) reading of correspondence
- h) old business
- i) new business
- j) Personnel Report (Executive Session)
- k) adjournment

Section 7:

All meetings of the Board of Trustees shall be conducted in an orderly manner. Should the circumstances warrant, resort may be had to such bodies of rules as *Robert's Rules of Order*.

Article 5: Committees**Section 1:**

The President shall, with the approval of the Board of Trustees, appoint committees, such as nominating and finance committees, from time to time as the need requires.

Section 2:

Where a committee is appointed to nominate persons to the body of members, to the Board of Trustees, or to the body of honorary Trustees, no one on such committee may be nominated for election or appointment as above.

Article 6: Miscellaneous**Section 1:**

The corporation shall indemnify any Library Trustee, Officer or employee made a party

to an action by any third party to procure a judgment in its favor by reason of the fact that he, his testator, or intestate is or was a Trustee or Officer of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such Trustee, Officer or employee is adjudged to have breached his or her duty to the corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such Trustee, Officer, or employee may be entitled by the Not-for-Profit Corporation Law, or any other applicable statute, apart from the foregoing provisions.

Section 2:

The fiscal year of the corporation shall be July 1st – June 30th.

Section 3:

These by-laws may be modified, amended, added to, or repealed by the Board of Trustees by an affirmative vote of two-thirds of all Trustees at any meeting, provided that the notice of such meeting contains a summary of the proposed amendment or amendments or proposal for repeal.

Instructions and Responsibilities

The By-Laws of the Westhampton Free Library regulate the affairs of the Library and govern the activities of the Board of Trustees and the Library staff. They are binding on each, both individually and collectively, in all matters relating to the Library.

The President of the Board of Trustees shall ensure that the By-Laws are reviewed annually at the end of each fiscal year and shall maintain a record of such reviews and the results thereof.

The By-Laws may be repealed, amended, modified, or added to as a result of the annual review or whenever the Board of Trustees deems it necessary, by two-thirds vote of the full Board of Trustees at any regular meeting. However, such action may be taken only after the substance of the proposed repeal, amendment, modification or addition has been presented to the Board in writing at a prior regular or special meeting, at least ten days prior to the meeting at which it is to be considered and notice thereof has been given in the tentative agenda of the meeting. For ease of identification, the revised portion(s) of the amended By-Laws shall be marked with a vertical line and the appropriate amendment number in the right-hand margin of the page(s). The Library Director is responsible for maintaining a historical file of the original By-Laws and all amendments thereto.

Amended by the Board of Trustees: October 10, 2003

Amended: June 2010

Amended: April 24, 2012

Amended: January 2015

Amended: July 12, 2017

Amended: January 19, 2022

Amended: February 16, 2022

Amended: October 18, 2023

