

# **BY-LAWS OF THE BEDFORD FREE LIBRARY**

# **By-laws of the Bedford Free Library**

## **Article I Name and Organization**

The name of the Association is BEDFORD FREE LIBRARY. It is a not-for-profit unincorporated association under charter of the Board of Regents of the State of New York.

## **Article II Purpose**

The purpose of the Bedford Free Library shall be to provide library and educational services to the residents of Bedford and vicinity.

## **Article III Board of Trustees**

1. The affairs of the Library shall be managed by a Board of Trustees (hereinafter sometimes referred to as the "Board") consisting of not fewer than six nor more than twelve Trustees as may be fixed from time to time by the Board at any meeting thereof.
2. Each Library Trustee shall serve for two three year terms, with an option for a third term, or as otherwise designated by the Board for appropriate reasons. No Trustee may serve consecutively for more than three full terms.
3. The Trustees shall act only as a Board, and individual Trustees shall have no power as such.
4. The Trustees shall not receive compensation as such, but the Board may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as trustees of the Library. Nothing herein shall preclude any Trustee from serving the Library in any other capacity or receiving compensation for any such service.
5. Vacancies on the Board may be filled by vote of the Board. The Nominating Committee is responsible for presenting candidates to the Board to fill the vacancy.

6. Indemnification: Any person made a party to any action, suit, or proceeding by reason of the fact that he, his testator or intestate is or was a Trustee of the Library or of any organization which he services at the request of the Library, shall be indemnified by the Library to the fullest extent permitted by law against the reasonable expenses, including reasonable attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except that there shall be no indemnification in relation to matters as to which it shall be as judged that such Trustee is liable for negligence of misconduct in the performance of his duties.

#### **Article IV Officers**

1. The officers of the Association Bedford Free Library shall be a President, Vice President, a Secretary, and a Treasurer, and they shall be the Executive Committee.
2. It shall be the duty of the nominating committee to present candidates for officers to the Board. The nominating committee shall propose a slate for officers at the November meeting, before the elections at the December meeting. Additional nominations from the floor shall be permitted. The officers shall be elected by a majority of the Board to serve for one year or until their successors are elected. Their term of office shall begin at the close of the meeting at which they are elected.
3. No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive terms in the same office.
4. Vacancies in offices caused by death, resignation, removal, et al, may be filled by vote of the Board at a special meeting called for that purpose or at any regular meeting.

#### **Article V Executive Committee**

The Executive Committee shall, during the intervals between meetings of the Board, possess and exercise all the powers of the Board in the management of the affairs and property of the Library. The presence of two of the members of the Committee shall be necessary and sufficient to constitute a quorum and the act of a majority of these

present shall be the act of the Committee. All actions by the Committee shall be reported to the Board at the next meeting and shall be subject to revision and alteration by the Board, provided that no rights of third persons shall be affected by any revision or alteration.

## **Article VI Meetings**

1. Regular meetings shall be held each month, except July and August, at dates and times to be established by the Board at the beginning of the library year, and shall be open to the public except when individual personnel issues are being discussed. Meeting dates will be posted in the Library.
2. Special meetings shall be held at the call of the President or by the Secretary at the request of any three trustees, and shall be called upon at least two days' notice to the other members of the Board.
3. A majority of the designated number of the Board shall constitute a quorum. Unless otherwise specified by the By-laws, the act of a majority of the Trustees present shall be an act of the Board.
4. Proceedings of all meetings shall be governed by Robert's Rules of Order.

## **Article VII Committees**

1. The following will be standing committees: Advocacy, Building and Maintenance, Finance, Fund Raising and Development, Public Relations, Technology, of Long Range Planning, Personnel, and Nominating. These committees shall have all the usual powers associated with such committees. Additional committees may be established by the Trustees.
2. The President of the Board shall appoint Board Members to committees in January of each year.
3. Ad hoc committees may be appointed by the President with the approval of the Board.
4. All committee actions are subject to approval by a majority of the Board.

5. Non-Board members may be appointed to standing and ad-hoc committees to bring special capabilities for the resolution of problems confronting the Committees.

## **Article VIII     Director**

1. The Board shall appoint a qualified 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 the specific duties of all employees and shall be responsible for the proper direction and supervision of the Staff, for the care and maintenance of the Library property, for an adequate and proper selection of books, for the efficiency of Library services to the public, and for the Library's financial operation within the limits of its budget.

## **Article IX    Miscellaneous Provisions**

1. The Library seal shall be circular in form and shall have inscribed around the border thereof the name of the Library and in the center the year of its founding. If and when directed by the Board, a duplicate of the seal may be kept and used by such other officer or employee of the Library as may be designated.
  2. Uses of the term "he" and "his" in this document are to be interpreted as being gender neutral.
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1. These By-laws may be repealed, amended, or altered by a majority vote of the whole Board at a regular meeting. Such action may be taken, however, only after the substance of the proposed repeal, amendment, or alteration has been presented in writing at a prior meeting, and notice thereof has been given in the notice of the meeting at which it is to be considered.

