

BY-LAWS OF FAIRPORT PUBLIC LIBRARY

ARTICLE I - NAME

The name of the corporation shall be FAIRPORT PUBLIC LIBRARY, hereinafter called the Corporation.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are for educational, cultural, literary, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and in this connection to maintain and operate a public library having the Fairport Central School District, town of Perinton, Monroe County, New York (hereinafter District), as its primary service area.

ARTICLE III - MEMBERSHIP

This Corporation is an educational corporation chartered by the regents of the state of New York pursuant to Article 5 of the Education Law, and has no members.

ARTICLE IV - BOARD OF TRUSTEES

Section 1. General Powers and Qualifications

The affairs of the Corporation shall be conducted by the Board of Trustees. Each Trustee shall be at least eighteen (18) years of age and shall be a resident of the Fairport Central School District.

Section 2. Number, Classification, and Tenure of Office

- a. The Board of Trustees shall consist of five (5) members.
- b. The term of office for each Trustee shall be five (5) years.
- c. Trustees shall be elected by the legal voters of the District, pursuant to section 260, Education Law, by a plurality of votes cast. In the case of multiple vacancies on the board of Trustees, the vacancy having the longest unexpired term shall be filled by the candidate receiving the largest plurality of votes; other vacancies shall be filled in like manner.
- d. Nominations for Trustee candidates shall be by petition, as provided in section 260 (8), Education Law. Petitions for candidates shall be signed by at least twenty-five qualified voters of the District, or two percent of the voters who voted in the last previous annual election of members of the library board of Trustees, whichever is greater.

Section 3. Resignations and Removal of Trustees

- a. Any Trustee of the Corporation may resign at any time by giving written notice to the President, or to the Clerk. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
- b. The office of Trustee shall become vacant on the death of the Trustee, resignation, refusal to act, removal from office, expiration of term, or any other cause specified in the charter of the Corporation.
- c. If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Trustees, after opportunity for hearing, he shall be deemed to have resigned, and the vacancy shall be filled.

Section 4. Vacancies

Vacancies among Trustees shall be filled by vote of a majority of the Trustees then in office, regardless of their number. A Trustee elected or appointed to fill a vacancy shall hold office until the next annual election of Trustees.

Section 5. Quorum

Three Trustees shall constitute a quorum for the transaction of business or of any specified item of business. If less than a majority of the Trustees are present at a meeting, a majority of the Trustees present may adjourn the meeting to another time and notice thereof shall be given to the absent Trustees.

Section 6. Action by the Board of Trustees

- a. Any corporate action taken by the Board of Trustees shall be taken at a meeting of the Board. The vote of a majority of the full Board of Trustees, if a quorum is present, shall be the act of the Board.
- b. Each Trustee shall be entitled to cast one (1) vote in person and not by proxy.
- c. Notwithstanding any provision to the contrary in these By-Laws, any action required or permitted to be taken by the Board of Trustees or any Committee thereof may be taken without a meeting of all members of the Board or the Committee, if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 7. Meetings of Board of Trustees

- a. Every meeting of the Board of Trustees shall be open to the public and shall be held in conformance with the provisions of article seven of the Public Officers Law ("Open Meetings Law"); provided, however, that public notice of the time and place of a meeting scheduled at least two weeks prior thereto shall be given to the public and news media at least one week before such meeting.
- b. Meetings of the Board of Trustees, except the Annual Meeting of the Board of Trustees, may be held at any public place, within or without the State of New York, as the Board of Trustees may from time to time by resolution determine.
- c. Regular meetings of the Board of Trustees may be held at such times as may be fixed from time to time by the Board of Trustees.
- d. Special meetings of the Board of Trustees may be held at such time as may be fixed by the President or in the President's absence by the senior Trustee, or on written request by three Trustees.
- e. The Annual Meeting of the Board of Trustees shall be held at such time in the month of July in each year and at such place within the Town of Perinton, New York, as may be fixed by resolution of the Board of Trustees. The business to be conducted at each annual meeting shall consist of receiving the annual report of the Corporation, the election of Trustees and Officers, and such other business as may properly come before the meeting.
- f. All meetings of the Board shall be conducted in accordance with the provisions of *Roberts Rules of Order*, as the same may be revised, except as otherwise provided in these By-Laws, in the Certificate of Incorporation, or by law. The President, Vice-President, or in their absence a Chairman *pro tempore*, selected by majority vote of the Trustees, a quorum being present, shall be the presiding officer at any meeting of the Corporation.
- g. Notice of any regular or special meeting of the Board of Trustees shall be given orally in person or by telephone, or in writing by personal delivery, telegraph, or by mail, and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting; or if it is given in writing, by personal delivery, telegraph, or by mail, it shall be given no less than three days before the meeting. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

Section 8. Annual Report

At the Annual Meeting of the Board of Trustees a preliminary annual report verified by the Director and the Chairperson of the Budget Committee shall be presented showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report.
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report. This report shall be filed with the minutes of the Annual Meeting of the Board.
- e. The final annual report, verified by the President and the Treasurer, shall be presented at the October meeting of the Board of Trustees, showing all of the appropriate detail referenced above in subsections 8(a-d).

Section 9. Compensation of Trustees

The Board of Trustees shall receive no compensation for their services as Trustees or for any other services to the Corporation but shall be reimbursed for the expenses reasonably incurred by them in the performance of their duties as approved by resolution of the Board of Trustees.

ARTICLE V - OFFICERS

Section 1. Number

The officers of the Corporation shall be a President, Vice-President, Clerk, Treasurer, and such other officers with such powers and duties, not inconsistent with these By-Laws, as may be appointed by the Board of Trustees.

Section 2. Election and Term of Office

The officers shall be elected annually by the Board of Trustees at the annual meeting of the Board of Trustees. The term of office of an officer shall be from the date of his election until the next Annual Meeting of the Corporation and until his successor is elected or appointed and qualified. The President and Vice-President shall be Trustees. The Treasurer and Clerk need not be Trustees. Unless otherwise specifically provided by

resolution of the Board of Trustees, the treasurer of the Fairport Central School District shall serve as the Treasurer to the Corporation.

Section 3. Resignations and Removal of Officers

- a. Any Officer may resign at any time by giving written notice to the Board of Trustees, the President, or to the Clerk. Such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery, subject, however, to acceptance by the Board of Trustees.
- b. Any Officer may be removed by the Board of Trustees, with or without cause, at any time.

Section 4. Vacancies

A vacancy in any office shall be filled by the Board of Trustees.

Section 5. President

The President shall be the chief executive officer of the Corporation and shall generally supervise and control the management of the affairs of the Corporation subject only to supervision of the Board of Trustees. He shall be an *ex officio* member of all committees of the Corporation. He shall have the general powers and duties of management usually vested in a chief executive officer as well as such other powers and duties as may be prescribed by the Board of Trustees and these By-Laws.

Section 6. Vice-President

In the absence of the President or in the event of his inability to act, or if the office of the President shall be vacant, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties as from time to time shall be assigned to him by the President or by the Board of Trustees.

Section 7. Clerk

It shall be the duty of the Clerk to act as Clerk of all meetings of the Board of Trustees, and to keep the minutes of all meetings at which he shall so act in a proper book or books to be provided for that purpose; he shall see that all notices required to be given and served; he shall keep a current list of the Corporation's trustees and officers and their residence addresses; he shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Clerk shall have custody of the minute book containing the minutes of all meetings of Trustees, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of

the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Trustees to have such custody.

Section 8. Treasurer

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. He shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Trustees. He shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, and shall render to the Board of Trustees upon request, an account of all his transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall have such other powers and perform such other duties as may be assigned to him by the President or by the Board of Trustees.

ARTICLE VI - COMMITTEES

Section 1. Standing Committees

The Corporation shall have the following standing committees:

- a. **Budget Committee.** The Budget Committee shall consist of two (2) members of the Board of Trustees who shall be appointed by the President. The Budget Committee shall meet at least quarterly. The Budget Committee shall be responsible for developing, in conjunction with the Director, a proposed budget for submission to the Board of Trustees. The Budget Committee shall report to the Board of Trustees at appropriate intervals.
- b. **Facilities and Services.** The President shall appoint two (2) members of the Board of Trustees to the Facilities and Services Committee. The Facilities and Services Committee shall be responsible for 1) developing plans for the efficient operation of the physical facility of the library and 2) ensuring that the physical facility is adequate to meet the needs of library programming. The Facilities and Services Committee shall make a physical review of the library and report to the Board of Trustees at least annually.
- c. **Personnel Committee.** The President shall appoint two (2) members of the Board of Trustees to the Personnel Committee. The Personnel Committee shall be responsible for initial formulation and updating of comprehensive personnel policies for the Corporation and presentation of the same to the Board of Trustees. The Personnel Committee shall be responsible for maintaining a complete manual of personnel policies and practices of the Corporation.

- d. **Planning Committee.** The President shall appoint two (2) members of the Board of Trustees to the Planning Committee. The Planning Committee shall be responsible for the initial formulation of a Long-Range Plan including a mission statement, identification of major roles the library will play in the community, goals, objectives and a procedure for evaluation of library services. The plan must contain a review of the physical plant and its facilities. Each year the Planning Committee shall present an update of the Long-Range Plan to the Board of Trustees for its consideration.

Section 2. Special Committees

The President may appoint such special committees to consider and report to the Board of Trustees as may be necessary.

Section 3. Meetings

Meetings of the Committees shall be held at such time and place as shall be fixed by the President, the Chairman of the committee, or by vote of a majority of all members of the committee.

Section 4. Quorum and Manner of Acting

Unless otherwise provided by resolution of the Board of Trustees, a majority of all of the members of a Committee shall constitute a quorum of all the transaction of business and the vote of a majority of the members of the Committee voting shall be the act of the Committee. Any corporate action to be taken by a Committee shall require such action to be taken at a meeting of the Committee. The procedures and manner of acting of all standing committees shall be subject at all times to the directions of the Board of Trustees. One member of each Committee shall be appointed chairman of the Committee by the person or persons authorized to appoint the members of said Committee.

Section 5. Term of Members of Committees

Each Committee and every member thereof shall serve at the pleasure of the Board of Trustees, provided, however, that the membership of each committee shall be reconstituted at the Annual Meeting of the Board of Trustees.

Section 6. Vacancies

Vacancies in the membership in any Committee may be filled by the same authority which made the original appointments to the Committee.

ARTICLE VII - CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts

The Board of Trustees, except as in these By-Laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Trustees, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Trustees.

Section 3. Checks, Drafts or Orders for Payment

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolutions of the Board of Trustees. In the absence of such resolution by the Board of Trustees, such instruments shall be signed by the President or Treasurer.

Section 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select. All money received from taxes or other public sources for library purposes shall be kept as a separate library fund by the treasurer of the Fairport Central School District and shall be expended only under the direction of the Board of Trustees on properly authenticated vouchers.

ARTICLE VIII - CONTRACTS WITH AND INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 1. Interested Trustees and Officers

No contract or other transaction between the Corporation and one or more of its Trustees and Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its Trustees are trustees or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Trustee or Trustees or Officer or Officers are present at the meeting of the Board of Trustees, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose if the

material facts as to such Trustee's or Officer's interest in such contract or transaction and as to any such common Trusteeship, officership or financial interest are disclosed in good faith or known to the Board and the Board authorizes such contract or transaction by a vote or votes of such interested Trustee or Officer. Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees which authorizes such contract or transaction.

Section 2. Loans to Trustees and Officers

No part of the net income of the Corporation shall inure to the benefit of any Officer, Trustee or other individual and the Corporation shall not engage, nor shall any of its funds, property or income be used, in carrying on propaganda or otherwise attempting to influence legislation. No Officer or Trustee, or the Corporation, shall engage in any activity or transaction which would subject the Corporation to tax pursuant to Sections 4942, 4941, 4943, 4944, or 4945 of the Internal Revenue Code, or like successor statute.

Section 3. Indemnification of Trustees and Officers

The Corporation shall indemnify any person made a party to an action by or in the name of the Corporation to procure a judgement 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 attorneys' 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 or Officer is adjudged to have breached his duty to the Corporation under Section 717 of the Not-For-Profit Corporation Law.

The Corporation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgement in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any Corporation, by reason of the fact that he, his testator or intestate, was a Trustee or Officer of the Corporation, or served in any capacity, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such Trustee or Officer acted in good faith for a purpose which he reasonably believed to be in the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall commence on the first day of July in each calendar year and shall end on the last day of June in the next succeeding calendar year.

ARTICLE X - MEMBERSHIP IN LIBRARY SYSTEM

The Corporation shall maintain membership in the Monroe County Library System, and participate in system-wide reciprocal programs to facilitate library service within the system.

ARTICLE XI - LIBRARY DIRECTOR

The Board of Trustees shall hire a qualified professional librarian to whom shall be entrusted responsibility for the daily operation of the library. The Library Director shall attend all meetings of the Board of Trustees, unless specifically excused.

ARTICLE XII - AMENDMENTS

The By-Laws of this Corporation may be amended, repealed, or added to, or new By-Laws may be adopted by vote of two-thirds of the entire Board of Trustees at a meeting duly called for said purpose.

ARTICLE XIII - GENDER

If any provision of these By-Laws shall apply to a person of the feminine gender or in the plural, then the relative words contained in the By-Laws shall be read as if written in the feminine or plural as the case may be.

The foregoing is a copy of By-laws adopted in 1987.

Amended 1998.

Amended July, 2000.

Amended July, 2001.

Amended July, 2011.