

BY-LAWS

OF THE

DUNDEE LIBRARY

ARTICLE I
NAME

The name of this not-for-profit corporation, chartered by the Board of Regents of the University of the State of New York shall be known as the Dundee Library. (Revised Charter #22882 on 3/7/2000)

ARTICLE II
PURPOSE

The purpose of the Dundee Library, located in Dundee, Yates County, New York, is to provide library services and maintain a library within the geographical area served by the Dundee Central School District.

ARTICLE III
BOARD OF TRUSTEES

Section 1: Membership

The Board of Trustees shall consist of not less than seven (7) but no more than fifteen (15) members, and hereinafter be called the "Board". Trustees shall be appointed on a rotating basis by the Dundee Library Board at its Annual Meeting in December for terms of three years and shall be limited to two (2) consecutive terms. Vacancies due to cause other than expiration of term shall be filled for the balance of the unexpired term by the Board of Trustees. Each Trustee shall be at least eighteen years of age and a resident of the Dundee Central School District.

Section 2: Nomination

A Nominating Committee of three members is appointed by the Board President annually at the September Board meeting. The committee shall report its nominations at the November meeting of the Dundee Library Board.

Section 3: Election

The Trustee's term of office shall begin at the January Board meeting.

Section 4: Officers

At the January meeting, the Board shall elect from their own number, a President, a Vice-President, a Secretary, and a Treasurer to serve a term of one (1) year, January through December, or until their successors are elected.

Section 5: Duties

The Board shall select a Library Director and shall ensure that the Library is managed in a manner consistent with its Charter on file with the Board of Regents of the University of the State of New York.

It shall have general supervision of the affairs, funds and the property of the Dundee Library. It shall provide ways and means and make policies for the convenient use of the Library by the public. The Board reviews library expenses, hires the Library Director, makes policy for the library, approves the annual library budget, engages a financial firm (CPA), follows the By-Laws and represents the Library in the community.

The Board shall perform the duties prescribed by these By-Laws and by the parliamentary authority of the current edition of "Robert's Rules of Order Newly Revised". Board policies may be made or amended by a majority vote of the Board.

Section 6: Vacancies

Vacancies on the Board shall be filled by the majority vote of the remaining Trustees. Persons so appointed shall serve until the expiration of the original term. Board members in this circumstance may serve up to two (2) full terms immediately following the partial term.

Absence from three (3) consecutive meetings shall constitute automatic dismissal from the Board unless the Board defers this dismissal by a majority vote. The President shall inform the absent Board member in writing that he/she is no longer on the Board. If dismissal is deferred by Board action, the President shall inform the absent Board member in writing the conditions of this deferral.

ARTICLE IV MEETINGS

Section 1: Regular Meetings

Unless otherwise ordered, regular meetings of the Board should be held monthly. These meetings will be governed by these By-Laws and “Robert’s Rules of Order Newly Revised”. Each member has one (1) vote and must be present at the meeting to have his/her vote counted.

Section 2: Annual Meetings

The Annual Meeting of the Dundee Library Board shall take place during the month of December.

Section 3: Special Meetings

A special meeting may be called by the President or may be called upon written request of three members of the organization. Notice of such meetings and their purpose shall be given.

Section 4: Virtual Meetings

Meetings may be virtual if approved by orders of emergency by New York State. All rules of the open meetings laws will be followed.

ARTICLE V QUORUM

A quorum shall consist of a majority of the Board. Fewer than a quorum shall have the power to adjourn any meeting, and the attending members may set a meeting date to be held within one week. The presiding officer shall notify absent members of the new meeting date and shall post a public notice.

ARTICLE VI COMMITTEES

Section 1: Committees

At the Annual Board Meeting, the Dundee Library Board shall establish the standing committees needed for the year. The President shall appoint the committees’ members and their chairpersons by the February Board Meeting. These committees shall begin immediately after the February Board Meeting. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 2: Audit Committee

The Audit Committee shall be appointed by the President every two years or when the Treasurer changes and shall examine all financial records and make all library records needed to complete the audit available to the committee. All library records are to remain in the Library, but copies may be made.

ARTICLE VII **FISCAL YEAR**

The fiscal year of the Dundee Library shall end on the 31st day of December each year.

ARTICLE VIII **AMENDMENTS**

These By-Laws may be added to, amended or repealed, in whole or in part, by a vote of a majority of the Dundee Library Board at any meeting at which a quorum is present, provided that written notice of the proposed addition, amendment or repeal shall be given to each member in the notice of such meeting.

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ARTICLE IX **CONFLICT OF INTEREST**

No member of the Dundee Library's Board of Trustees shall participate in any discussion or vote on any matter in which he/she, or a member of his/her immediate family, has a potential conflict of interest due to having material involvement regarding the matter being discussed. When such a situation presents itself, said person must announce his/her potential conflict, disqualify himself/herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist, and the person has not made it known. Each Board member must have a disclosure form on file. It is up to the Trustee to change their own forms when there is a conflict and report it to the Board.

A conflict of interest, real, potential, or perceived, exists when a Trustee has a personal interest that may influence him/her when making decisions for the library. A Trustee should avoid even the appearance of impropriety when conducting the Library's business.

ARTICLE X **INDEMNIFICATION**

Section 1: Indemnification

To the fullest extent permitted by law, the library shall indemnify each natural person, or if deceased, his or her personal representative made or threatened to be made a party to any action or proceeding,

civil or criminal, including an appeal therein against the reasonable expenses, attorney's fees, judgments, fines and amounts paid in settlement thereof if such person is made or threatened to be made a party by reason of the fact that he or his testator or intestate is or was (1) an officer and/or Trustee of the Library, or (2) an officer or Trustee who served in any capacity in any other corporation, partnership, joint venture, trust or other enterprise, at the request of this Library, or (3) the occupant of a position or a member of a committee or board or a person having responsibilities under federal or state law, who was appointed to or served in or assumed the responsibility of such position or to such committee or board or at the request or direction of the Board of this Library, provided only that such person acted in good faith for a purpose which he reasonably believed would be in the best interest of the Library or in the case of service for any other corporation or any other partnership, joint venture, trust or other enterprise, not opposed to the best interests of this Library, and in criminal proceedings had no reasonable cause to believe that his conduct was unlawful.

Section 2: Insurance

The Library may purchase insurance to protect itself against the indemnity assumed by this Section. The Library's obligations under this Article shall be reduced by the amount of any insurance which is available to any such person whether such insurance is purchased by the Library or otherwise. The right of indemnity created herein shall be personal to the officer, director, employee, or other person and their respective legal representatives and in no case shall any insurance carrier be entitled to be subrogated to any rights created herein.

ARTICLE IX **REFUSAL OF GIFTS**

The Library shall refuse or renounce all grants, gifts, devises, bequests and legacies, the acceptance of which would cause it to be treated as other than a charitable organization duly qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 or any similar section in any subsequent federal tax law.

ARTICLE XII **DISSOLUTION**

Upon dissolution of the Dundee Library, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the remaining assets of the corporation exclusively of one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code), or shall distribute the same to the Federal Government, or to a state or local government for a public purpose. Any such assets not so disposed of, shall be disposed by order of the Supreme Court of the State of New York in the judicial district where the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes as said Court shall determine.

Amended by Board vote on August 9, 2022