



MOOERS FREE LIBRARY ASSOCIATION

CONSTITUTION AND BY-LAWS

ARTICLE 1 NAME

Section 1 This association shall be known as the Mooers Free Library.

ARTICLE 2 GENERAL LIBRARY OBJECTIVES

Section 1

- A. To provide access to traditional materials in hard-copy and electronic format for educational and personal growth.
- B. To serve the community as a center of reliable and accurate information.
- C. To support educational, civic, and cultural activities of groups and organizations.
- D. To provide the opportunity and encouragement for all of Mooers' citizens to have the ability to be life-long learners.
- E. To identify community needs and provide programs or services in cooperation with other organizations, agencies, and institutions to meet this objective.
- F. To provide opportunities for recreation through literature, music, films, and other art forms.

Section 2 Objectives and policies are subject to periodic review by the Board of Trustees and Director(s) of the Mooers Free Library Association.

ARTICLE 3 GOVERNING BODY

- Section 1 The Association shall be managed by a Board of Trustees who shall have the powers and duties of other small Association libraries.
- Section 2 The number of such trustees shall not be less than five (5) nor more than nine (9).
- Section 3 The terms of office of such trustees shall be five (5) years. A trustee may be re-appointed at the end of his/her term of office.
- Section 4 If any trustee is absent for three consecutive meetings without a justified reason and notifying a Board of Trustees' officer, such trustee is deemed to have resigned and will be notified in writing by the President, after the third absence.
- Section 5 Resignations or vacancies may be filled by the President of the Board of Trustees for the unexpired balance of the term. The Board of Trustees must vote to approve the nominee(s) at the upcoming regular board meeting.

ARTICLE 4 OFFICERS

- Section 1 Officers shall be elected at the Annual Meeting and shall consist of a President, Vice-President, Secretary and Treasurer.
- Section 2 The term of office shall be for three years or until a successor shall be elected, starting from the close of the Annual Meeting. If an officer resigns before their term ends, the President may fill the position, but the Board of Trustees must vote to approve the nominee(s) at the upcoming regular board meeting.
- Section 3 The President of the Board shall preside at all meetings, appoint all committees, call meetings, and generally perform the duties of a presiding officer.
- Section 4 The Vice-President shall preside in the absence of the President.
- Section 5 The Secretary shall be responsible for the minutes and shall cause all official actions of the Board to be recorded.
- Section 6 The Treasurer shall be the financial officer and provide reports at each meeting.
- Section 7 Checks shall be signed by the President and/or the Treasurer.

ARTICLE 5 MEETINGS

- Section 1 Regular meetings of the Board of Trustees shall be held at least 6 times per year, at times and places to be fixed by the Board of Trustees. Special meetings shall be held, if needed.
- Section 2 The Annual Meeting shall be held in November.
- Section 4 The Secretary shall notify all trustees at least five (5) days prior to the meeting date.
- Section 5 Robert's Rules of Order shall be followed in all cases where other provisions have not been made in the By-Laws.

ARTICLE 6 QUORUM AND VOTING

- Section 1 A majority of the total membership of the board shall constitute a quorum for the transaction of business.
- Section 2 A majority vote will carry any motion. As the President does not vote unless it's a tie vote, the President will determine the motion.
- Section 3 Votes are accepted at the meeting and if notified within 7 days prior to the meeting, Board members can submit their votes via email. The email must be retained with the Board records for confirmation.

ARTICLE 7 MEMBERSHIP DUES

- Section 1 Membership dues are not required.
- Section 2 Donations and other gifts are gratefully accepted.

ARTICLE 8 FISCAL YEAR

- Section 1 The fiscal year shall be the calendar year.

ARTICLE 9 DIRECTOR(S)

- Section 1 There shall be a qualified Director or Directors, who shall be appointed by the Board of Trustees and who shall be the executive officer of the Board.
- Section 2 The Director(s) shall have charge of the administration of the library under the direction and review of the Board.

- Section 3 The Director(s) shall be responsible for the employment and direction of staff, for services to the public, for adherence to the policies of the Board and for the care of all Library properties.
- Section 4 The Director(s) shall attend all meetings of the board of Trustees, unless excused by the President.

ARTICLE 10 ORDER OF BUSINESS

- Section 1 Regular Meetings
- A. Call to order
 - B. Pledge of Allegiance - Flag
 - C. Minutes
 - D. Financial Report
 - E. Director's Report
 - F. Committee Reports
 - G. Old Business
 - H. New Business
 - I. Date/Time of Next Meeting
 - J. Adjournment

ARTICLE 11 COMMITTEES

- Section 1 The President shall appoint all Standing Committees and all Ad-hoc Committees as required.

ARTICLE 12 INDEMNIFICATION

- Section 1 The trustees, the Director(s) and staff of the Mooers Free Library shall be indemnified by the Mooers Free Library Association in the full extent that such indemnification may be lawful under the New York not-for-profit corporation law. The foregoing right of indemnification shall not be exclusive of any other right to which such person may be entitled.

ARTICLE 13 DISSOLUTION

- Section 1 Upon the dissolution of the Association, the trustees shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law, as the trustees shall determine. Any such assets not so disposed of shall be disposed of by the Supreme Court of the State of New York in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Section 2 No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of its purposes.

ARTICLE 14 AMENDMENTS AND CHANGES

Section 1 These By-Laws may be amended by a majority vote of the Board at any meeting, providing due notice of the proposed change has been mailed to each trustee at least two weeks prior to the meeting. This notice shall state the proposed change.

ADOPTED

AMENDED March 31, 1981

REVISED May 1, 2013

REVISED November 16, 2021

REVISED February 28, 2022