

# **Bylaws of the Town of Esopus Library Foundation**

Approved: Town of Esopus Library Board of Trustees

Amended and Adopted: February 23, 2005

Amended: July 29, 2009; March 31, 2010

## **ARTICLE I**

### **PURPOSES**

The purposes of the Town of Esopus Library Foundation are:

1. To raise funds and provide a continual financial source for the benefit of the Town of Esopus Library by donating and contributing monies and assets which will be solicited from both private and public sources, to the Town of Esopus Library defined as the Town of Esopus Library and or its affiliated holding companies qualified under Section 501 (c)(3) of the Internal Revenue Code.
2. To promote the work and the causes of the Town of Esopus Library through activities which will make the public more aware of the services available, the goals, and the achievements of the Town of Esopus Library. These activities will include but are not limited to seminars, publications, addresses, press releases, social events and telethons.

## **ARTICLE II**

### **OFFICES**

The principal office of the Corporation shall be in the Town of Esopus Library Building, P.O. Box 1167, Port Ewen, New York 12466.

Additional offices may be designated and established by a majority vote of the Trustees of the Town of Esopus Library Foundation present at any regular or special meeting of the Town of Esopus Library Foundation and subject to the approval of the Trustees of the Town of Esopus Library.

## **ARTICLE III**

### **FOUNDATION TRUSTEES**

1. Board of Trustees

Subject to any provision in the Certificate of Incorporation, the business of the Town of Esopus Library Foundation shall be managed by its Board of Trustees, each of whom will be at least eighteen (18) years of age.

### ARTICLE III –cont'd

2a) The number of Trustees constituting the entire Board of Trustees shall be fixed from time to time by the then-existing Board of Trustees, but shall in no event be more than five (5) persons. Members of the Board of Trustees of the Town of Esopus Library Foundation who have also served on the Town of Esopus Library Board of Trustees within the past two years shall consist of two (2) members. The Annual Election shall coincide with the Annual Meeting of the Town of Esopus Library Foundation.

2b) The original trustees of the Town of Esopus Library Foundation shall be appointed by the Board of Trustees of the Town of Esopus Library for terms of either one year, two years, or three years with one-third of the total (as nearly as possible) serving for each of the time periods. Selection of persons to serve one, two or three years shall be determined by lot. Thereafter, the term of office for Trustees of the Town of Esopus Library Foundation shall be two (2) years.

#### 3. Election

3a) Following the initial appointments, a nominating committee of the Town of Esopus Library Foundation shall annually prepare a slate of candidates to be considered and approved by the Trustees of the Town of Esopus Library Foundation. A final slate of candidates shall be presented to the Trustees of the Town of Esopus Library for ratification.

3b) The Library Director of the Town of Esopus Library and the Treasurer of the Town of Esopus Library Board of Trustees are Trustee ex-officio of the Town of Esopus Library Foundation regardless of the total number of Trustees at any time. This “reserved” position is included in the total number of trustees authorized and does not require action by the Nominating Committee to be effected.

#### 4. Officers

Following the announcement of election results, the Trustees of the Town of Esopus Library Foundation shall elect officers of the Board. There shall be a minimum of three officers: President, Vice-President and Secretary/Treasurer. Additional officer positions may be created from time to time by majority vote of the Trustees of the Town of Esopus Library Foundation.

Officers may be elected by acclamation but if there is no unanimity, a tally of votes on a position-by-position basis will be conducted. A majority of the Town of Esopus Library Foundation Trustees present, voting in the affirmative, shall be required to elect an Officer.

## **ARTICLE III - cont'd**

### 5. Authority and Duties

All officers, as between themselves and the Town of Esopus Library Foundation, shall have such authority and perform such duties in the management of the Foundation as may be provided in these Bylaws or to the extent not so provided, as directed by the Board of Trustees of the Town of Esopus Library Foundation.

#### a) The President

The President shall be the Chief Executive Officer of the Foundation: S/he shall preside at all meetings of the Town of Esopus Library Foundation Board of Trustees. S/he shall be ex-officio members of all committees, shall have general and active management and control of the business and affairs of the Town of Esopus Library Foundation, subject to the control of the Board of Trustees, and shall see that all orders and resolutions of the Board of Trustees are carried into effect.

#### b) The Vice-President

The Vice-President shall in the absence or disability of the President perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board of Trustees or the President shall prescribe.

#### c) Secretary

The Secretary shall attend all meetings of the Board of Trustees and shall ensure that records of all votes and the minutes of all Board proceedings are filed in a book to be kept for that purpose and that such records are available when required for any purpose. S/he shall give, or cause to be given, notice of all meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or the President, under whose supervision s/he shall act.

The Secretary shall keep in safe custody the seal of the Town of Esopus Library Foundation and when authorized by the Board, affix same to any instrument requiring it and when so affixed, shall be attested by his/her signature.

#### d) Treasurer

The Treasurer shall ensure the care and custody of the funds of the Town of Esopus Library Foundation and other valuable effects, including securities and shall ensure that full and accurate accounts of receipts and disbursements are kept in books belonging to the Foundation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Town of Esopus Library Foundation in such depositories as may be designated by the Board of Trustees.

### **ARTICLE III - cont'd**

The Treasurer shall authorize disbursement of the funds of the Town of Esopus Library Foundation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements and shall render to the President and Trustees, at the regular meeting of the Board of Trustees, or whenever they may require it, an account of his/her transactions as Treasurer, and of the financial condition of the Town of Esopus Library Foundation.

The duties of the Treasurer shall include but are not limited to:

- a. Preparation of an annual financial plan for the Town of Esopus Library Foundation to include estimates of income and expense, investment policy, disbursement plans, reporting requirements and any other related elements to be considered in the financial management of the Town of Esopus Library Foundation.
- b. Presentation of proposed Town of Esopus Library Foundation appropriations and disbursements, investment considerations, audit results, etc., to the Board of Trustees of the Town of Esopus Library Foundation and subsequent presentations to the Board of Trustees of the Town of Esopus Library.
- c. Monitor income and expense, measure and report on the financial health and stability of the Town of Esopus Library Foundation and insure that all Federal and State laws and regulations are complied with.
- d. Make recommendations to the Town of Esopus Library Foundation Board of Trustees regarding fiscal policy, check-signing requirements and other matters affecting prudent resource management.

The Bookkeeper for the Town of Esopus Library shall be responsible for the financial records of the Town of Esopus Library Foundation, shall interface to the appointed outside auditors and shall advise the Foundation members regarding good accounting practices and the prevailing laws and regulations pertinent to the activities of the Foundation.

#### **6. Vacancies**

Vacancies resulting from the departure for any reason of a Trustee (s) of the Town of Esopus Library Foundation shall be filled by recommendation of the Nominations Committee, subject to approval of the Trustees of the Town of Esopus Library Foundation and ratification by the Trustees of the Town of Esopus Library Board. An appointee shall serve out the unexpired term of the Trustee s/he replaces.

## **ARTICLE III - cont'd**

A vacancy in an officer position shall be filled by appointment by the President from the roster of Trustees and Officers then serving the Town of Esopus Library Foundation. A vacancy in the office of President is filled by automatic succession of the Vice-President (or first vice-president if there should be more than one vice-president).

### **7. Resignation; Removal**

Any Trustee may resign at any time upon presentation of notice in writing of the Trustee's intention to do so.

A Trustee may be removed for cause by a majority vote of all Trustees then in office. The Trustee so removed will be advised by the President of the Town of Esopus Library Foundation of the fact of his/her removal and the cause of the removal.

After a period of non-attendance at three (3) consecutive board meetings (without cause), a Trustee may be deemed to be removed from Board Member status and placed on a committee.

## **ARTICLE IV**

### **COMPENSATION**

No Trustee of the Town of Esopus Library Foundation shall receive compensation for services as a Trustee.

By resolution of the Town of Esopus Library Foundation Board, a Trustee (or Trustees) may be reimbursed for expenses incurred in performing services as a Trustee, such resolutions being the exception rather than the norm.

Nothing here, however, shall preclude a Trustee from having an "arms-length" business relationship with the Town of Esopus Library and/or its affiliated holding companies qualified under Section 501 (c) (3) of the Internal Revenue Code, in which the Trustee (or his/her business) supplies products and/or services and is compensated for those products and/or services in a purely separate business transaction. Such business transactions shall comply with all established purchasing policies of the Town of Esopus Library.

Any Trustee shall refrain from voting on an issue which pertains directly or indirectly to matters in which s/he has a business interest.

## **ARTICLE V**

### **COMMITTEES**

#### **1. General**

Committees of the Town of Esopus Library Foundation shall be the means for addressing the work of the Foundation. Committees shall be composed of interested, active persons who may or may not also be members of the Town of Esopus Library Foundation. The chairpersons of each committee shall be a Trustee of the Town of Esopus Library Foundation. Chairpersons and committee members shall serve at the pleasure and discretion of the President. Committee chairs may add persons to their committees at any time with the consent of the President.

No person serving on a Committee of the Town of Esopus Library Foundation who is also an employee or staff member of the Town of Esopus Library Foundation shall have voting power.

## **ARTICLE VI**

### **MEETINGS**

#### **1. Regular Meetings**

Regular meetings of the Board of Trustees of the Town of Esopus Library Foundation shall be held at least four (4) times in each year. The time and place of such meetings shall be fixed by the Board of Trustees at the meeting at which new officers take office. One of these regular meetings shall be designated as the Annual Meeting of the Town of Esopus Library Foundation.

#### **2. Special Meetings**

Special meetings of the Board of Trustees may be called by the President at his/her own instance, or upon written request signed by one-third (1/3) of the Trustees, delivered to the Secretary. Such request will state the business to be transacted. A special meeting shall be scheduled to take place not more than five (5) business days after receipt of the request by the President. Trustees shall be notified by the most expeditious means available, the notice shall state the business to be transacted and no other business shall be considered at the special meeting.

## **ARTICLE VI-cont'd**

### 3. Quorum

At all meetings of the Board of Trustees, a majority of total trustees then in office shall constitute a quorum for the transaction of business. When a quorum is once present to organize the meeting, it is not broken by the subsequent withdrawal of any of those present.

If less than a quorum is present for any duly noticed meeting of the Board of Trustees, no official votes or resolutions shall be entertained.

If neither the President nor Vice-President is in attendance, and a quorum is present, the members of the Board there present shall elect a Chairperson pro-tempore to preside at the meeting.

### 4. Voting of Trustees

The vote of the majority of Trustees at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless a vote of a greater number is required by law or by these Bylaws.

### 5. Board Action Without A Meeting

Any action required or permitted to be taken by the Board of Trustees or any Committee thereof may be taken without a meeting if all members of the Board or such Committee consent in writing to the adoption of a resolution authorizing the action.

### 6. Communications

Government mail, courier, messenger, telephone, radio, facsimile transmission, internet e-mail, etc. modes of communication may be used in the conduct of business of the Board of Trustees.

Any one or more members of the Board of Trustees or any Committee thereof may participate in a meeting of the Board or such Committee by means of a conference telephone or similar equipment allowing all persons participating in the meeting to be aware of the proceedings and the issues under consideration. Comments and votes of the person(s) not physically present must be able to be heard and/or mechanically recorded (e.g. fax) and become a part of the Minutes of the meeting. Participation by such means shall constitute presence in person at the meeting.



## ARTICLE VII

### MISCELLANEOUS

#### 1. Fiscal Year

The fiscal year of the Town of Esopus Library Foundation shall correspond to the Town of Esopus Library year.

#### 2. Seal

The seal of the Town of Esopus Library Foundation shall be in the form of a circle and bear the words “Corporate Seal, Town of Esopus Library Foundation, Incorporated 2005, New York”

#### 3. Amendments

1. The foregoing Bylaws are hereby amended and adopted on **February 23, 2005** by the Board of Trustees of the Town of Esopus Library.
2. Amended and adopted on **July 29, 2009** by the Board of Trustees of the Town of Esopus Library – Resolution 25 of 2009.

Hereafter, these Bylaws may be amended, repealed or adopted by a majority vote of the Town of Esopus Library Board of Trustees and the Town of Esopus Library Foundation Board of Trustees.