

AMENDED AND RESTATED

BY - LAWS

OF THE

TOWN OF PELHAM PUBLIC LIBRARY

A Library Corporation Chartered
by the Regents of the University of The State of New York
Pursuant to the New York Education Law

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ARTICLE I

MEMBERS

The Corporation shall have no members.

ARTICLE II

TRUSTEES

SECTION 2.1. NUMBER. The number of trustees constituting the entire Board of Trustees shall be eleven.

SECTION 2.2. ELECTION AND QUALIFICATION. Each trustee shall be elected for a term of five years by a majority of the elected representatives of the Town of Pelham (the “Town Council”) and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. The Board of

Trustees shall have the right and power to nominate candidates(s) for the Position of trustee hereafter, subject to the approval of the Town Council. Any Candidate for trustee, whether or not nominated by the Board of Trustees, shall be at least twenty-five years of age, shall be a resident of the Town of Pelham, New York and shall otherwise be qualified to serve on the board of any municipality or municipal agency.

SECTION 2.3 TERM. The terms of the trustees have been staggered such that two trustees' terms end on each September 30 (except in each fifth year, when three trustees' terms end on such day).

All terms shall be for a period of five years. No trustee shall serve for more than two consecutive five-year terms.

SECTION 2.4. RESIGNATIONS. Any trustee may resign at any time by delivering a resignation in writing to the President with a copy to the Town Council. Such resignation shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President. The acceptance of a resignation, unless required by its terms, shall not be necessary to make it effective.

SECTION 2.5. VACANCIES. Any vacancies on the Board of Trustees shall be filled at any meeting of the Board by a majority vote of the trustees, and any trustee so elected shall serve for the unexpired term of the trustee whose resignation, death or removal created such vacancy. The President shall notify the Town Council of the name of any trustee so elected to fill a vacancy.

SECTION 2.6. REMOVAL. Any trustee may be removed, for cause as defined hereinbelow, by a vote of a majority of the Town Council, and the vacancy thus created may be filled by vote of a majority of the Board as provided in Section 2.5 hereof. For purposes hereof, "cause" shall mean any one or more of the following: (a) a trustee's relocation of his or her principal residence outside of the geographical territory of the Town of Pelham, New York; (b) a trustee's incapacity or disability rendering him or her unable to render reasonable assistance in carrying out the purposes of the Corporation; (c) conduct detrimental to the interests of the Corporation; (d) failure of a trustee to attend three (3) consecutive meetings of the Board, unless excused for good cause shown; and (e) conviction of any crime or offense which would disqualify such trustee to serve on the board of any municipality or municipal agency.

SECTION 2.7. POWERS. The Board of Trustees shall have the general power to control and manage the affairs and the property of the Corporation in accordance with the purposes and limitations set forth in the New York Education Law. The Board may adopt such rules and regulations, not inconsistent with such law and these By-Laws, as it may deem proper for the conduct of its meetings and the management of the Corporation. It shall be the duty of the Board to care for the property and interests of the Corporation and to determine policies for the conduct of its affairs. The Board shall have the power to raise and expend funds to promote the purposes of the Corporation and to employ any and

all lawful means it may deem proper and expedient to secure the purposes for which the Corporation is organized.

SECTION 2.8. COMMITTEES. The Board of Trustees may, by resolution or resolutions passed by a majority of the whole Board, designate one or more standing or ad hoc committees, each committee to consist of two or more trustees, having such powers as are specifically delegated to it by the Board. The Board may designate one or more trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any trustee may serve on more than one committee. The Library Director, and such other persons as may from time to time be nominated by a majority of the whole Board, shall serve ex-officio on such committees as the Board shall determine. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in the place of any such absent or disqualified member.

The Board of Trustees, acting by majority vote, may also from time to time establish one or more advisory boards or committees, consisting in whole or in part of such members of the community as the Board shall determine appropriate, to advise the Board with respect to any matter within its jurisdiction.

Any such committee, to the extent provided in the resolution of the Board of Trustees, or in these By-Laws, shall have and may exercise all of the powers and authority of the Board of Trustees in the management of the affairs of the Corporation, but no such committee shall have the power or authority to:

1. amend or repeal the Corporation's charter or the By-Laws;
2. fill vacancies on the Board or on any committee;
3. amend or repeal any resolution of the Board which by its terms is not so amendable or repealable; or
4. fix compensation of trustees.

SECTION 2.9. MEETINGS. Regular meetings of the full Board of Trustees shall be held at least quarterly. The regular annual meeting for the installation of new trustees and the election of officers, if any, shall be held on such date and at such place and time as shall be determined from time to time by resolution of the Board and upon at least two weeks' notice as required by law. Other regular meetings, to be held at least four times a year, shall be held at such dates, places and times as shall be determined by resolution of the Board at the annual meeting; provided, however, that upon request by at least two trustees and upon at least two weeks' notice, the date of any such meeting may be changed to any other day within the month that such meeting would otherwise have been held.

Special meetings of the Board may be called by the President or by the secretary or on the written request of any three trustees on at least seventy-two hours' (or such lesser

time as the President, or, in the event of the President's absence or inability to act, the Vice-President, may deem necessary) notice to each trustee and shall be held at such place and time as may be determined by the trustees, or as shall be stated in the call of the meeting.

SECTION 2.10. NOTICE OF MEETINGS. Notice of the time, place and purpose or purposes of any regular or special meeting of the full Board of Trustees shall be given to each trustee either personally, by mail or by email to such email address as the trustee may have designated for such purpose, not less than two weeks nor more than six weeks before the meeting and, if mailed, such notice shall be directed to the address of each trustee as it appears on the books of the Corporation, unless a trustee shall have filed with the Secretary a written request that notices intended for such trustee be mailed to some other address, in which case it shall be mailed to the address designated in such request. The attendance of any trustee at a meeting without protesting, prior to or at its commencement, shall constitute a waiver of notice.

SECTION 2.11. QUORUM. Six trustees shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained, and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned. Except as otherwise provided by law or by these By-Laws, at any meeting of the Board at which a quorum is present, the

vote of a majority of the number of trustees designated in Section 2.1 shall constitute an act of the Board.

SECTION 2.12. COMPENSATION. Trustees shall not receive any stated salary for their services as trustees or as members of committees. Except as may be prohibited by law, nothing herein contained shall be construed to preclude any trustee from serving the Corporation in any other capacity as an officer, employee or otherwise, and receiving compensation therefor.

SECTION 2.13. ANNUAL BUDGET. Within ninety (90) days prior to the beginning of each fiscal year of the Corporation, or such later time as may be allowed by the Town Council, the Board shall prepare or cause to be prepared an operating budget for such following fiscal year. Such operating budget shall be presented to the Town Council, at such time and place as the Town Council shall have determined to review and adopt its budget for such next succeeding fiscal year.

SECTION 2.14. LIAISONS TO THE BOARD. Each of the Mayors of the Village of Pelham and the Village of Pelham Manor and the Supervisor of the Town of Pelham shall have the right to designate one elected official from such village to attend meetings of the Board in a non-voting capacity. In addition, the President of the Friends of the Town of Pelham Public Library, Inc. shall serve at his or her pleasure as a non-voting liaison to the Board at any meetings of the Board.

ARTICLE III

OFFICERS

SECTION 3.1. OFFICERS. The officers of the Corporation shall consist of a President, a Treasurer, and a Secretary, all of whom shall be elected by the Board of Trustees and each of whom shall hold office until his or her successor is elected and qualified. In addition, the Board of Trustees may elect one or more Vice Presidents and such Assistant Secretaries and Assistant Treasurers as it may deem proper. The President shall be a trustee of the Corporation. The Treasurer shall not be a trustee of the Corporation. The other officers of the Corporation may, but need not be, trustees. No person may hold more than one office.

SECTION 3.2. TERM. The officers of the Corporation shall be elected for a one-year term, except the President who shall be elected for a two-year term. The officers shall be elected at the last meeting of the Board of Trustees prior to September 30, with each term to begin the following October 1. Each officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

SECTION 3.3. VACANCIES. Any vacancy in any office may be filled by the Board of Trustees. Any officer so elected shall hold office for the unexpired term of the officer whose vacancy he or she was elected to fill and the election and qualification of his or her successor.

SECTION 3.4. OTHER EMPLOYEES AND AGENTS. The Board of Trustees shall appoint such personnel to be employed as library staff as shall be qualified librarians or library technicians, and may in addition appoint one or more full-time or part-time nonlibrarian positions. Subject to civil service requirements or other requirements of law, such employees shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

SECTION 3.5. PRESIDENT. The President shall be the chief executive officer of the Corporation and shall have the general powers and duties of supervision and management usually vested in the office of the President of a Corporation. He or she shall preside at all meetings of the Board of Trustees if present thereat. Except as the Board shall authorize the execution thereof in some other manner, the President shall execute bonds, mortgages and other contracts on behalf of the Corporation. In the absence or inability of the President to act, a Vice President elected by the Board shall perform the duties and shall exercise the powers of the President.

SECTION 3.6. VICE PRESIDENT. Each Vice President shall have such powers and shall perform such duties as shall be assigned to him or to her by the Board.

SECTION 3.7. TREASURER. The Treasurer shall have the custody of the Corporation's private funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such

depositories as may be designated by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give the Corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe.

The Treasurer shall disburse the private funds of the Corporation as may be ordered by the Board taking proper vouchers for such disbursements. He or she shall render to the Board at the regular meetings of the Board, or whenever they may request it, an account of all transactions of, and the financial condition of, the Corporation. The Treasurer shall prepare and file the report referred to in Section 2.14 hereof.

The Treasurer shall be responsible for requesting all disbursements from library funds held by the Town Supervisor as custodian, as he or she shall be directed by the Board of Trustees, and for providing properly authenticated vouchers therefor to the Town Supervisor.

SECTION 3.8. SECRETARY. The Secretary shall have charge of such books, documents, and papers of the Corporation as the Board of Trustees may determine. He or she shall keep a record, containing the names, alphabetically arranged, of all persons who are trustees of the Corporation, showing their places of residence, and such books shall be open for inspection as prescribed by law. The Secretary shall give, or cause to be given, notice of all meetings of trustees and all other notices required by law or by these By-Laws, including the public notice required under the New York Open Meetings law, and in case of his or her absence or inability to act, any such notice may be given by any person thereunto

directed by the President, or by the trustees upon whose requisition the meeting is called as provided in these By-Laws. He or she shall record all the proceedings of the meetings of the trustees in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him or to her by the trustees or the President.

SECTION 3.9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES.

Assistant Treasurers and Assistant Secretaries, if any, shall be elected and shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the Board.

SECTION 3.10. COMPENSATION OF OFFICERS AND OTHERS. The Officers of the Corporation shall not be entitled to be compensated for their acting as such, except that the Treasurer may be paid compensation if authorized by the Board. The salaries, benefits and terms of employment of all library personnel shall be fixed in reasonable amounts by the Board of Trustees and the fact that any such person may also be an officer or trustee of the Corporation, or a member of the advisory committee, shall not preclude him from receiving a salary in his or her capacity as a library employee.

SECTION 3.11. REMOVAL. Any officer may be removed from office by the affirmative vote of a majority of all the trustees at any regular or special meeting called for that purpose, with or without cause. Any officer proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Trustees at

which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

ARTICLE IV

CONTRACTS

The Board of Trustees, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, 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 render it liable pecuniarily for any purpose or to any amount.

ARTICLE V

MISCELLANEOUS

SECTION 5.1. FISCAL YEAR. The fiscal year of the Corporation shall be the Calendar year.

SECTION 5.2. CHECKS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Trustees. The

Board is authorized to select the banks or depositories it deems proper for the private Funds of the Corporation.

SECTION 5.3. INVESTMENTS. Subject to the provisions of the Education Law and other applicable laws, the private funds of the Corporation may be retained in whole or in part in cash or may be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Trustees may direct.

SECTION 5.4. NOTICE AND WAIVER OF NOTICE. Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the Corporation, or shall be sent to him or her at such place by facsimile transmission or courier, or shall be delivered personally or by telephone or by email to such email address as the trustee may have designated for such purpose, and such notice shall be deemed to have been given on the day of such notification methods as referred to herein.

Whenever any notice whatever is required to be given under the provisions of any law or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VI
INDEMNIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, she, his or her testator or intestate was a trustee, officer, employee or agent of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE VII
AMENDMENTS

These By-Laws may be altered or repealed and new By-Laws may be adopted at any meeting of the Board of Trustees by a vote of a majority of the entire Board, except that any amendment that increases the quorum requirement or the proportion of votes necessary for the transaction of business or of any specified item of business must be authorized by a vote of two-thirds of the entire Board.

ARTICLE VIII
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No trustee, officer, employee, agent, member of a committee, advisor, person

connected with the Corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation or reimbursement of expenses as shall be fixed by the Board for services rendered to or for the Corporation which are reasonable and necessary to carry out its purposes; and no such person or persons shall be entitled to share in the distribution of any of the assets of the Corporation upon its dissolution. All trustees shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, all the net assets of the corporation then remaining shall be distributed in accordance with the provisions of the Education Law.

Supersedes By-Laws Amended and Restated 1995
Adopted March 3, 2010