

BYLAWS
of the
ROYALTON HARTLAND COMMUNITY LIBRARY
(Formerly known as MIDDLEPORT FREE LIBRARY)

1. Name and Place

The Middleport Free Library (the “Association”) was issued a provisional charter by the Board of Regents of the State of New York on July 19, 1929, which provisional charter was extended by the Regents on December 29, 1940, and made absolute by action of the Regents on April 18, 1947. The Association Charter was further amended by action of the Regents adopted on December 15, 2009. Effective upon approval by the Regents of the petition of the Association to be recognized as an “association district” library, the name of the Association shall be changed to the “Royalton Hartland Community Library”. The principal office of the Association shall be located at 9 Vernon Street, Middleport, New York 14105. Approval by the NYS Board of Regents was given on 4/6/12.

2. Object

The object of the Association is to operate, promote and encourage the development and maintenance of an association library following the association district library model of the Department of Education, for public use to residents of the Royalton Hartland Central School District (the “Library”) which encompasses the Village of Middleport, as well as the Towns of Hartland and Royalton and portions of the Towns of Shelby and Lockport, New York.

3. Membership

In accordance with and during such time as the Association shall follow the association district model of the Department of Education, all eligible voters residing within the Royalton Hartland Central School District shall be deemed a member of the Association, provided that such person complies with the terms and conditions of membership as set forth herein. Membership in the Association is automatically terminated when a person is no longer a resident of the Royalton Hartland Central School District. Members of the Association shall be eligible to vote for the election of Trustees at the Annual Meeting of the Association or at Special Meetings of the Association provided they shall have been a member on or before thirty (30) days prior to the meeting at which they seek to vote. All members are required to comply with the rules and regulations for use of the Library, as the same are amended from time to time.

4. Trustees

It shall be the responsibility of the Association to elect Trustees to full terms of membership on the Association Board to be known as the Board of Trustees. A trustee’s term shall be three (3) years and until their successors are duly elected and take office. Trustees of the organization shall be no fewer than five (5) and no more than fifteen (15) as determined by the Board from time to time. Until otherwise approved by the Board, the number of Trustees shall be 11. Terms may be staggered in such manner as the Board of Trustees may approve from time to time. Trustees may succeed themselves.

The Board shall have full power and authority to administer the property and affairs of the Association and the Library, subject to the terms of these bylaws, the Association Charter and Education Law.

Any vacancy occurring by reason of death, resignation, or other termination in the office of a Trustee may be filled by vote of a majority of the remaining members of the Board. Any person so appointed shall serve until the next annual election of trustees.

5. Trustee Elections

Trustees (other than as provided for in Section 8, below) must be residents of the Royalton Hartland Central School District. At least sixty (60) but not more than ninety (90) days prior to the Annual Meeting of the Association, an announcement shall be posted by the Secretary advising members of the Association that any member seeking election to the Board may file a petition seeking to be placed on the ballot for a Trustee seat that will be up for election at the upcoming Annual Meeting. Unless they decline to see re-election by written notice to the Secretary, all then currently serving Trustees shall be deemed nominated to stand for re-election without the necessity to file such a petition.

As to persons other than the currently serving Trustees, the announcement will specify that petitions must be received by the Secretary of the Association no later than 30 days prior to the Annual Meeting. Such notice shall be posted in the Library, on the Library's website, and by press release to local news media. To be valid, a petition for consideration as Trustee must include the signatures of twenty-five (25) members of the Association, written confirmation from the nominee of his or her willingness to perform the duties of an Association Trustee, and be received by the Secretary at least thirty (30) days prior to the Annual Meeting.

The Secretary of the Association shall cause a written report of such valid and timely petitions received, and the names of all current Trustees standing for re-election to be posted at the Library and on the Library website and in a press release to local news media, at least seven (7) days prior to the date of the Annual Meeting. The names of all persons who have submitted valid, timely petitions and the names of all then currently serving Trustees standing for re-election shall be placed on the ballot at the Annual Meeting.

If the election is not contested (i.e., an election in which the number of candidates is equal to or less than the number of Trustee positions to be filled), the Secretary shall be directed at the Annual Meeting to cast one ballot for the candidates and they shall be declared elected.

If the election is contested, (i.e., an election in which the number of candidates exceeds the number of Trustee positions to be filled), the vote shall be by written ballot at the Annual Meeting. Members of the Association must be present at the Annual Meeting to cast their vote. The ballot shall list all candidates in alphabetical order. Each member may cast one vote for each Trustee positions to be filled (i.e. if there are four nominees for three Trustee positions, each member can vote for any three of the four nominees). A voter may not cast more than one vote for any single Trustee candidate.

Those candidates who receive the highest plurality of valid votes cast shall be elected. The results of the vote shall be tabulated, certified and announced by the Secretary of the Association at the Annual Meeting. Installation of elected candidate(s) shall take place prior to the conclusion of the annual meeting.

6. Officers

The officers of the Association shall be President, Vice-President, Secretary and Treasurer, whose duties shall be those usually associated with the office held, including the following:

- A. President** – will act as the executive head of the Association and Board of Trustees; preside at Association and Board meetings and serve as ex officio member of all committees.
- B. Vice-President** - will assume the responsibilities of the President during his/her absence. Should the office of the President become vacant, the Vice-President shall assume the office until the next annual meeting.
- C. Secretary** - will keep accurate record of the transactions of the Association; answer all correspondence; see that the Press is informed of all the information concerning the organization that would be of interest to the public; and furnish the Press with notices of meetings when required to do so.
- D. Treasurer** - will receive and have charge of the funds of the Association, said funds to be deposited in such bank as may be designated by the Board of Trustees, and such funds to be placed in the name of the Association. He/she will pay by check or electronic transfer all bills upon order of the Board of Trustees. Dual signatures on all checks are required.
- E. Officers** - shall be elected by the Board of Trustees following the Annual Meeting.

7. Meetings

The Annual Meeting of the Association shall be held at the Library or other designated location as soon as practicable following the close of the Library's fiscal year on June 30th on a date designated by the Board of Trustees. Annual reports shall be presented by the Library Director and Association Treasurer.

Special meetings of the Association may be held when necessary. A notice of every meeting of the Association shall be published in local newspapers and on the Library website between five (5) and ten (10) days prior to the meeting and otherwise comply with the Open Meeting Law.

A majority of the entire Board of Trustee members must be present in order to constitute a quorum. The vote of a majority of the Trustees present at the time of the vote shall be the act of the Board.

The Board of Trustees shall meet at least once per quarter. Meetings are open to the public.

8. Residency Requirements

All members of the Board of Trustees first elected to the Board after the date of adoption of these bylaws must reside within the Royalton Hartland School District, being the chartered service population area of the association district library. Current Board members not residing within the service population are "grandfathered" and allowed to continue their service on the Board until such time as there is a break in their service on the Board.

9. Non-Profit Status

The Association shall be operated exclusively for education purposes, and no part of its earnings or net income shall inure to the benefit of any individual; and no officer, member, or employee of the Association shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code) or by (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code). No part of the net earnings or net income of the Association shall inure to the benefit of any member, trustee, director or officer of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association) and no member, trustee, director or officer of the Association, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Association.

No substantial part of the activities of the Association shall be devoted to carrying on propaganda, or otherwise attempt to influence legislation (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal Tax code, during any fiscal year or years in which the Association has chosen to utilize the benefits authorized by the statutory provision), and the Association shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Upon dissolution of the Association, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of the remaining assets of the Association exclusively for 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 of by order of the Supreme Court of the State of New York in the judicial district where the principal office of the Association 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.

10. Indemnification

Officers and Trustees: The Association shall indemnify (a) any person who is, or is threatened to be made a party to any action or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, such person's testator or intestate, is or was a trustee or officer of this Association and (b) any Trustee or officer of the Association who served any other association or entity in any capacity at the request of this Association, in the manner and to the maximum extent permitted in the New York Not-For-Profit Corporation Law, as amended from time to time. This right of indemnification shall include the right of an indemnified person to receive payment from this Association for expenses incurred in defending or appealing any such action or proceeding in advance of its final disposition; provided that the payment of expenses in advance of the final disposition of an action or proceeding shall be made only upon delivery to this corporation of an undertaking by or on behalf of the indemnified person to repay all amounts so advanced if it should be determined ultimately that the indemnified person is not entitled to be indemnified. The Association may

purchase directors' and officers' liability insurance if authorized and approved by the Board of Trustees.

Association Personnel: The Association may, in the discretion of the Board of Trustees, indemnify personnel of the Association, other than Trustees and officers, by reason of his or her being, or having been, an employee of the Association or having served any other association or entity in any capacity at the request of the Association, in the same manner and to the same extent as any trustee or officer shall be indemnified as set forth above.

11. Rules

The Trustees shall have the authority to adopt and enforce rules and regulations necessary and proper for the purposes of the Association and not inconsistent with law or any rule of the Department of Education. Copies of such rules and regulations, as amended from time to time shall be posted in the Library and on the Association webpage.

12. Amendments

Amendments to these by laws may be proposed at any regular or special meeting, but shall become effective when approved by a 2/3 vote of the entire members of the Board of Trustees. Copies of the bylaws, as amended, shall be posted in and made available at the Library.

Revised and approved 3/26/12
Amended and approved on 6/4/12

Carolyn D. Wagner
President, Board of Trustees