

Bylaws of  
THE FRIENDS OF THE ROELIFF JANSEN COMMUNITY LIBRARY, INC.

Article I. Name, Offices

Section 1.1. The name of the corporation is The Friends of the Roeliff Jansen Community Library, Inc. (the “Corporation”).

Section 1.2. The principal office of the Corporation shall be located at 9091 Route 22, Hillsdale, New York, 12529, in Columbia County, New York. The Corporation may maintain additional offices at such other places within or without New York State as the Board of Directors of the Corporation (the “Board”) may from time to time designate.

Article II. Purpose

Section 2.1. The purpose of this Corporation shall be to maintain an association of persons interested in libraries; to focus public attention on the Roeliff Jansen Community Library (the “Library”); to stimulate the use of the Library's resources and services; to receive and encourage gifts, endowments and bequests to the Library; to financially support and cooperate with the Library in developing library services and facilities for the community; and to support the freedom to read as expressed in the American Library Association Bill of Rights.

Section 2.2. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to the Roeliff Jansen Community Library Association, Inc., or its successors for continued support of library services in this area.

Section 2.3. No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the assets upon dissolution of the Corporation.

Section 2.4. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code, as amended), nor shall the Corporation participate in, or intervene in (including the publication or distribution or statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.5. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary, or educational purposes, as specified in section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) or corresponding provisions of and subsequent Federal tax laws.

### Article III. Membership

The Corporation shall have no members.

### Article IV. Board of Directors

Section 4.1. The Board shall be responsible for managing the business, property, affairs, and activities of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws.

Section 4.2. Each director shall be at least eighteen years old. A director need not be a resident of New York State.

Section 4.3. The Board shall consist of a minimum of three and a maximum of eleven directors, and may consist of the executive committee and the chairpersons of all committees the Board may appoint from time to time. Within these specified limits, the number of directors may be increased or decreased by action of the Board, provided that no decrease shall shorten the term of any incumbent director. The term “Entire Board” means the number of directors that were elected as of the most recently held election of directors, as well as any directors whose terms have not yet expired.

Section 4.4. The Library Director and the Chair of the Library Board of Trustees, or any other ex-officio Board members as may be appointed by the majority of the Board from time to time, have the right to attend and participate at all meetings of the Board but shall have no voting powers.

Section 4.5. Each director shall hold office for a term of one year and until his or her successor has been elected; provided that any director elected to fill an unexpired term shall be elected and hold office in accordance with the provisions of these Bylaws. To become a director, a person shall be nominated by the Nominating Committee and elected by a majority of the Board at each

annual meeting of the Board. The Nominating Committee shall consist of three board members, appointed by a majority of the Board.

Section 4.6. Vacancies occurring in the Board for any reason and newly-created directorships resulting from an increase in the authorized number of directors shall be filled at a meeting of the Board by a majority vote of the Board. Each director so elected shall serve until the next annual meeting of the Board at which the election of directors is in the regular order of business and until the director's successor is elected.

Section 4.7. Any director may resign at any time by delivering notice to the President or the Secretary in writing or by e-mail or facsimile. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.8. Any one or more of the directors may be removed with or without cause at any time by the affirmative vote of a majority of the directors present at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum of not less than a majority of the Entire Board present at such meeting and that notice of the proposed action shall have been transmitted to all directors at least one week before said meeting.

Section 4.9. The President shall have the authority to call meetings of the Board. Any two members of the executive committee may request the President to call a meeting of the Board.

Section 4.10. A majority of the Entire Board shall constitute a quorum.

Section 4.11. Any one or more directors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

Section 4.12. Directors may not vote by proxy. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Board:

- A. A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation;
- B. A purchase of real property if such property would, upon purchase, constitute all, or sub-

- stantially all, of the assets of the Corporation;
- C. A plan of merger, consolidation, or dissolution;
- D. Revocation of a plan of voluntary dissolution; and
- E. Approval of an employee serving as President of the Board.

Section 4.13. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.14. The Corporation shall not pay any compensation to directors for their services as directors of the Corporation, except that directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties to the Corporation. Subject to the Corporation's conflict of interest policy and applicable law, directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board.

#### Article V. Officers

Section 5.1. The officers of this Corporation shall be President, Vice-President, Treasurer and Secretary and other such officers with such titles as may be determined from time to time by the Board.

Section 5.2. Officers shall be elected by the Board, from among the directors, at the annual meeting of the Board.

Section 5.3. Each officer shall hold office for a term of one year and until such officer's successor is elected. One person may hold and perform the duties of more than one office, except no person may serve as both President and Secretary or President and Treasurer. No employee of the Corporation shall serve as President of the Board or hold any other title with similar responsibilities, unless the Board approves such employee serving as President of the Board by a two-thirds vote of the Entire Board and contemporaneously documents in writing the basis for the Board's approval; provided, however, that no such employee shall be considered an independent director for purposes of Chapter 35 of the New York Not-For-Profit Corporation Law (the "NPCL"). All officers shall be subject to the supervision and direction of the Board.

Section 5.4. Whenever an officer of the Corporation is elected to the Library Board of Trustees his or her office shall immediately become vacant.

Section 5.5. Any vacancy occurring among the elected officers shall be filled by a vote of the executive committee. Such officers shall serve for the the unexpired term of his or her predecessor.

Section 5.6. Any officer may resign at any time by delivering written notice to the President or the Secretary. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.7. Any officer may be removed by the Board at any time, with or without cause. The Board may decide in its discretion what constitutes cause for removal.

#### Article VI. Duties of Officers

Section 6.1. President: To preside over and conduct meetings and to appoint the chairpersons of all committees and be an ex-officio member thereof, except the Nominating Committee.

Section 6.2. Vice-President: To perform the duties of the President in the absence of the President.

Section 6.3. Treasurer: To keep and maintain the financial records of the Corporation, and at the annual meeting of the Board, render a report of the Corporation's accounts. Such report shall be filed with the minutes of the annual meeting, and may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified herein.

Section 6.4. Secretary: To take minutes of all meetings; to notify Board members of the time and place of meetings; and to conduct the correspondence of the Corporation.

#### Article VII. Executive Committee

Section 7.1. The Executive Committee shall consist of the officers of the Corporation, appointed by the majority of the Board.

Section 7.2. The Executive Committee shall have the authority to act on all matters on behalf of the Board between meetings of the Board, except that no committee, including the Executive Committee, shall have authority as to the following matters:

- (1) The filling of vacancies in the Board or in any committee;
- (2) The fixing of compensation of the directors for serving on the Board or on any committee;
- (3) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (4) The approval of amendments to the Certificate of Incorporation;
- (5) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (6) The authorization of a sale, lease, exchange, or other disposition of all or substantially all the assets of the Corporation;

- (7) The adoption of any plan of merger, consolidation, or dissolution of the Corporation; or
- (8) The election or removal of officers and directors.

#### Article VIII. Conflicts of Interest

Section 8.1. The Board shall adopt and oversee the implementation of, and compliance with the conflict of interest policy of the Corporation (the “Conflict of Interest Policy”).

Section 8.2. The conflict of interest policy shall be reviewed by the Board at least annually. Prior to his/her election or appointment and annually thereafter, each director shall be required to complete a disclosure statement identifying, to the best of the director’s knowledge, any entity of which such director is an officer, director, trustee, member, employee, or owner (either as sole proprietor or a partner) and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the director might have a conflicting interest. These statements shall be collected and delivered to the Secretary or in the absence of the Secretary, a designated compliance officer, to be kept on file at the Corporation’s principal office and delivered to the President of the Board. Any additions or other changes to these statements shall be made by the director in writing as they occur.

#### Article IX. Amendments

Section 9.1. Amendments to these Bylaws may be made at any meeting of the Board, if a quorum is present at the time of the vote, by a two-thirds vote of those present.

#### Article X. Financial Matters and Records

Section 10.1. The fiscal year of the Corporation shall be from July 1 and end on June 30.

Section 10.2. The Board shall select the banks or depositories it deemed proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time and in what manner on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to enter into contracts; or to execute and deliver other documents and instruments.

Section 10.3. There shall be kept at the principal office of the Corporation correct and complete books and records of the accounts, activities, and transactions of the Corporation. Any of the books, records, and minutes of the Corporation may be kept in written form or in electronic form capable of being converted into written form within a reasonable time.

Section 10.4. The Corporation is prohibited from making any loan to any director or officer of the Corporation.

Article XI. Parliamentary Procedure

Section 11.1. *Robert's Rules of Order revised*, when not in conflict with these Bylaws, shall govern the proceedings of this Corporation.

Adopted January 6, 2019.