

**BY-LAWS**  
**WILMINGTON E.M. COOPER MEMORIAL PUBLIC LIBRARY**

**ARTICLE 1 – NAME OF THE ORGANIZATION**

1. The name of the organization shall be Wilmington E.M. Cooper Memorial Public Library.

**ARTICLE II – TRUSTEES**

1. The Board shall be governed by a Board of Trustees which will consist of at least five (5) members.
2. Board Term will be three (3) years, however, there will be no limit to the number of terms a Board Member may serve. It is the responsibility of the President and all Board Members to ensure each member is fulfilling their duties and responsibilities as outlined in the By-Laws and Board Member Agreement. If this is not the case, actions to remedy the problem will be proposed and resolved.
3. Eligibility for office shall be limited to adults residing or owning property within the geographical limits of the library district and the communities it serves.
4. The Board may remove a Trustee for misconduct, incapacity, neglect of duty, or refusal to carry into effect the library's educational purpose as provided in Education Law 226; subdivision 8.
5. A Trustee must be present at a meeting to have his/her vote counted.
6. All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter without prior approval of the Board. No Board member by virtue of his/her office shall exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

**ARTICLE III – OFFICERS**

1. The officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer.
2. Officers shall be elected at the last regular meeting of the library board in October by a majority vote of the Board. Vacancies among the officers shall be filled at an election at a regular meeting. A majority vote of the Trustees shall be necessary to fill an election.
3. The Term for the President, Vice-President, and Secretary shall be one year.
4. The term of the Treasurer shall be three years. A Treasurer-elect shall immediately begin working with the current Treasurer to become familiar with the responsibilities of the treasurer. The past Treasurer shall guide the new Treasurer through the process of submitting reports due at the beginning of every year.

5. All Officers shall have the usual powers associated with their office, including the following:
  - President – The President of the Board shall preside at all meetings, appoint all committees, call meetings, and generally perform the duties of a presiding officer. The President shall have a vote on all matters brought before the Board. The President shall review monthly bank statements and checks written.
  - Vice-President – The Vice-President shall preside in the absence of the President and be the official liaison with The Friends of the Library.
  - Secretary – The Secretary shall be responsible for the minutes and shall cause all official actions of the Board to be recorded.
  - Treasurer – The Treasurer shall be the financial officer. This person is responsible for the bookkeeping needs of the library, including payroll and taxes. The Treasurer will submit financial reports to all Board Members at scheduled meetings including a summary of all checks written and deposits made.

#### ARTICLE IV – MEETINGS

1. Regular meetings shall be held monthly at dates and times to be established by the Board at the beginning of the calendar year (January 1<sup>st</sup>) and shall be open to the public except when individual personnel issues are being discussed.
2. Special meetings shall be held at the call of the President or any three (3) Trustees.
3. A majority of the designated number of the Board constitutes a quorum.
4. The order of business shall be as follows:
  - Roll Call
  - Review of minutes of the previous meeting
  - Financial report and approval of expenditures
  - Report of the Library Director
  - Report of Standing Committees
  - Report of Special Meetings, if any
  - Nominations and elections, if any
  - Correspondence and communications
  - Unfinished business
  - New business
  - Adjournment
5. The Parliamentary authority shall be Robert's Rules of Order.

#### ARTICLE V – COMMITTEES

1. Committees will be established as needed by the Library Board.

Amended July 26, 2023

2. The Library Board shall appoint all committee members.
3. Ad Hoc committees shall be appointed by the Library Board with the approval of the Board. Non-Board members may be appointed to such committees to bring special capabilities for the resolution of problems confronting the committee.
4. All committee actions are subject to approval by a majority of the Board.

#### ARTICLE VI – LIBRARY DIRECTOR

1. The board shall appoint a qualified Library Director who shall be the executive and administrative officer of the library.
2. The director shall be held responsible for the proper performance of duties as spelled out in the job description provided by the Board.
3. It shall be the duty of the director to attend all meetings of the Board, including budget meetings, or public meetings where action may be taken affecting the interests of the Library.
4. The director shall have the right to speak on all matters under discussion at Board meetings, but shall not have the right to vote thereon.
5. Policies will be established by the Library Director and approved by the Board consistent with CEF policies.

#### ARTICLE VII – FISCAL YEAR

1. The fiscal year shall be the calendar year.

#### ARTICLE VIII – AUTHORIZED SIGNER

1. The Treasurer is authorized to sign checks. In the absence of the Treasurer, the President is authorized to sign.

#### ARTICLE IX – INDEMNIFICATION

1. The Trustees, the Library Director, and volunteer staff of the Wilmington E.M. Cooper Memorial Public Library shall be indemnified by the Wilmington E.M. Cooper Memorial Public Library to 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 X – DISSOLUTION

1. Upon the dissolution of the Wilmington E.M. Cooper Memorial Public Library, the Trustees shall, after paying or making provisions for the payment of all the liabilities of the library, dispose of all the assets of the library exclusively for the purposes of the library 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 under section 501 (C) (3) of the Internal Revenue Code of 1976 (or the corresponding provision of any future U.S. 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 library is then located, exclusively for such purposes or to such organization as said court shall determine, which are organized exclusively for such purposes.

#### ARTICLE XI – AMENDMENTS

1. These By-Laws may be repealed, amended, or added to by a majority vote of the whole Board at a regular meeting. Such action may be taken, however, only after the substance of the proposed repeal, amendment, or addition has been presented in writing at a prior regular or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be corrected.