



Constitution and By-Laws of the Wadhams Free Library

Revised and accepted by the Board of Trustees
on January 26, 2022

The Wadhams Free Library
Wadhams, New York 12993

Chartered 1897

Article 1 NAME

The association shall be known as the Wadhams Free Library

Article 2 GENERAL LIBRARY OBJECTIVES

Section 1

- A. To assemble, preserve and administer, in organized collections, books and related educational and recreational material in order to promote the communication of ideas, an enlightened citizenship, and enriched personal lives in the community of Wadhams.
- B. To serve the community as a center for reliable information.
- C. To provide a place where inquiring minds may encounter the original, sometimes unorthodox and critical ideas so necessary as correctives and stimulants in a society that depends for its survival on free competition in ideas.
- D. To support educational, civic, and cultural activities of groups and organizations.
- E. To provide the opportunity and encouragement for children, the young, and all people to educate themselves continuously.
- F. To provide programs of service to meet the needs of the community, and to cooperate with other organizations, agencies, and institutions which can provide programs or services to meet community needs.
- G. To provide opportunity for recreation through literature, music, films and other art forms.

Section 2

Objectives and policy are subject to periodic review by the Board of Trustees and the Director of the Wadhams Free Library.

Article 3 GOVERNING BODY

Section 1

The Library shall be governed by a Board of Trustees who shall decide the policies of the Library and employ a qualified Director to carry them out. The Board shall determine a budget, and secure adequate funds for the successful operation of the Library.

Section 2

Anyone may be a Trustee who is elected by a majority of the Trustees present and voting at a regular meeting.

Section 3

The number of Trustees shall be no less than five and no more than fifteen.

Section 4

The terms of office of such Trustees shall be five years. A Trustee may be re-elected at the end of his term of office.

Section 5

Trustees are expected to attend every meeting, participate in fundraising events, serve on a committee or assist with special projects, library and grounds maintenance, communications, or programming as needed. If any Trustee is absent for three consecutive meetings without adequate reason (illness, work, family emergencies, etc.), such Trustee is deemed to have resigned.

Section 6

Resignations or vacancies shall be filled by the Board of Trustees for the unexpired balance of the term.

Section 7

A former board member may be elected to be a trustee emeritus at any regular board meeting. A trustee emeritus does not vote at meetings.

Article 4 OFFICERS

Section 1

Officers shall be elected at the Annual Meeting and shall consist of a President, a Vice President, a Secretary, Treasurer, and Assistant Treasurer (optional).

Section 2

The term of office shall be for one year, or until a successor shall be elected, starting at the close of the Annual Meeting.

Section 3

The President shall call and preside at all meetings, appoint all committees, act for the Board when it is not meeting and work closely with the Director.

Section 4

The Vice President shall preside at meetings when the President is absent and shall work closely with the President.

Section 5

The Secretary shall keep the minutes of Board meetings.

Section 6

The Treasurer and Assistant Treasurer (if any) shall keep detailed financial records in consultation with the Director, report to the Board at each meeting and prepare any financial reports required by law.

Article 5 MEETINGS

Section 1

Regular meetings of the Board of Trustees shall be held at least six times per year, at times and places to be fixed by the Board.

Section 2

The annual meeting shall be held in January. A timely announcement of the annual meeting shall be published in a local newspaper.

Section 3

Other meetings may be called at the request of one third of the Trustees.

Section 4

The President shall cause notice to be given to all Trustees at least five days prior to any meeting date.

Section 5

Roberts Rules of Order shall be followed in all cases where other provisions have not been made in the By-Laws.

Section 6

Order of business at a Regular Meeting

- A. Call to order
- B. Minutes
- C. Financial Report
- D. Communications
- E. Director's Report
- F. Committee Reports
- G. Old Business
- H. New Business
- I. Adjournment

Article 6 QUORUM AND VOTING

Section 1

A majority of the total membership of the Board present or represented by written proxy given to a present member of the Board shall constitute a quorum for the transaction of business.

Section 2

A majority vote will carry any motion. A tie vote will lose a motion. The presiding officer has a vote on all motions.

Section 3

When necessary, the vote of any Trustee by written proxy or telephone shall be acceptable.

Article 7 FISCAL YEAR

The fiscal year shall be the calendar year.

Article 8 DIRECTOR OF THE LIBRARY

Section 1

There shall be a qualified Director, who shall be appointed by the Board of Trustees and serve at their pleasure, and who shall be the executive officer of the Board.

Section 2

The director shall have charge of the administration of the Library under the direction and review of the Board.

Section 3

The Director shall be responsible for the employment and direction of the staff, for service to the public, and for adherence to the policies of the Board.

Section 4

The Director shall attend all meetings of the Board unless excused by the President.

Article 9 INDEMNIFICATION

The Trustees, the Director, and the staff of the Wadhams Free Library shall be indemnified by the Wadhams Free 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 10 DISSOLUTION

Upon the dissolution of the Library, the Trustees shall, after paying or making provision for the payment of all the liabilities of the Library, dispose of all the assets of the Library to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States 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.

Article 11 AMENDMENTS AND CHANGES

These By-Laws may be amended by a majority vote by the Board at any meeting, providing due notice of the proposed changes has been mailed to each Trustee at least 48 hours prior to the meeting. This notice shall state the proposed changes.