

WESTPORT LIBRARY ASSOCIATION BY-LAWS
RESTATED, REVISED, AND ADOPTED
February 20, 2018

ARTICLE ONE

Name

Section 1.1 Name: This association shall be known as the Westport Library Association.

ARTICLE TWO

Purpose

Section 2.1. Purpose: The association shall implement the stated business and object thereof as set forth in the Certificate of Incorporation by the maintenance of a circulating library and free reading room in the Town of Westport.

ARTICLE THREE

Trustees

Section 3.1. Number and Qualification: The business and affairs of the association shall be managed and administered by a Board of Trustees consisting of twelve to fifteen (12-15) Trustees, all of whom shall be elected by the Board of Trustees. Trustees shall be over the age of twenty-one (21) years and residents of the Town of Westport.

Section 3.2. Terms: Each Trustee shall be elected by the Board of Trustees for a term of three (3) years, at which time the Trustee will accept another term or serve on the board until his or her successor is elected.

Section 3.3. Vacancies: The office of any Trustee shall become vacant on his or her death, resignation, refusal or inability to act, removal from office or expiration of term. In addition, if any Trustee shall fail to attend three consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board of Trustees, he or she shall be deemed to have resigned and the office of such Trustee shall thereupon become vacant. Any vacancy on the Board of Trustees may be filled at any meeting of the Board of Trustees, provided that the notice of such meeting shall specify the existence of such vacancy and place the filling thereof on the agenda of the meeting. Any vacancy may be filled either from a state of a nominating committee which shall have been established by the Board, or from nominations made by not less than two active Trustees.

ARTICLE FOUR

Meeting of the Board of Trustees

Section 4.1. Regular and Annual Meetings: Regular meetings of the Board of Trustees shall be held at least quarterly, at such dated, times, and places as shall be fixed by the Board. One of said meetings, which shall be held during the month of January of February, shall be designated the annual meeting for the election of Trustees and officers.

Section 4.2. Special Meetings: Special meetings of the Board may be called from time to time by the President or upon the written or email request of any Trustee, in which event such meeting shall be held within thirty (30) days.

Section 4.3. Quorum: The presence of six (6) Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, except that any action required or permitted to be taken by the Board of Trustees may be taken without a meeting, or at any meeting in absence of a quorum, up on the written consent of all members of the Board to the adoption of a resolution authorizing the action.

Section 4.4. Notices: Notices of the time and place of each meeting of the Board of Trustees shall be sent by email to the usual address of each Trustee.

ARTICLE FIVE **Officers**

Section 5.1. Officers of the Association: The officers of the association shall be a president, a vice president, a secretary, and a treasurer. The officers shall be elected by the Board from among its members at each annual meeting and shall hold office until the next annual meeting or until their successors shall be elected. Upon the death, resignation, refusal or inability to act, or removal from office of any officer of the Board between annual meetings, a successor may be nominated and elected at any meeting of the Board to serve until the next annual meeting.

Section 5.2. President: The president shall be the chief executive officer of the association with all the powers and authority customarily associated with that office, and shall have general and active charge of and supervision over the business and affairs of the association. The president shall preside at all meetings of the Board of Trustees.

Section 5.3. Vice President: The vice president, during the absence or disability of the president, shall have all the powers and shall perform all of the duties of the president.

Section 5.4. Secretary: The secretary shall prepare and forward minutes of meetings to the director. Minutes of such meeting will be stored within the library. Custody of corporate records and seal of association are provided to the secretary. The secretary shall have authority, on behalf of and in the name of the association, to affix the seal, sign, and countersign all contracts, notes, obligations, certificates, and other binding legal instruments as shall require the signatures of the one or more than one officer of the association. During the absence or inability of the secretary, the duties of the secretary shall be performed by such other officer as the Board of Trustees shall designate or appoint and any notice required to be given to the secretary and any action required to be taken by the secretary may be given to, or taken by, such other officer.

Section 5.5. Treasurer: The treasurer shall receive and shall have custody of the funds and securities of the association with authority to deposit the same in the name of association in such bank or trust company as the Board shall designate. The treasurer shall keep accurate books and records of account, and shall be authorized, on behalf of and in the name of the association, to sign, countersign, or endorse checks, notes, securities, or other instruments of value or indebtedness and to pay all of the obligations of the association as directed by the Board of Trustees and otherwise as they fall due. The treasurer shall supervise the preparation of the annual financial statements of the association and present a financial report at each regular meeting of the Board of Trustees. During the absence or inability of the treasurer, the du-

ties of the treasure shall be performed by such other officer as the Board of Trustees shall designate or appoint.

ARTICLE SIX **Committees**

Section 6.1. Standing Committees: The Board of Trustees, by resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and such other standing committees, each consisting of three or more Trustees, as it shall determine, in its discretion. Such committees shall have such authority as the Board shall determine, except that no committee shall have the authority to fill vacancies in the Board of Trustees or in any committee, amend, or repeal any by-laws or adopt any new by-laws, or amend or repeal any resolution of the Board which by its term shall not be so amendable or repealable.

Section 6.2. Special Committees: The Board may create such special committees as may be deemed desirable. Unless otherwise provided by resolution, the members of such committees shall be appointed by the President of the Association with the consent of the Board. Such committees shall have such authority as the Board shall determine and shall remain in existence for such periods as the Board shall determine.

An Advisory Council may be established if and when the need arises. The purpose of the Council will be to provide assistance to the Board of Trustees of the Library in the conduct of the affairs of the Library.

At such time as seems desirable and at the recommendation of the President with the consent of the Board, membership on the Advisory Council shall be offered to previous members of the Board, supporters and friends of the Library, or to persons whose abilities or advice may be useful to the Library Board.

Members of the Advisory Council will not have fixed terms or regularly scheduled meetings. They will have no vote on actions taken by the Board of scheduled meetings. They will have no vote on actions taken by the Board of Trustees. At the discretion of the President, members of the Advisory Council may be invited to attend particular meetings of the Trustees or to be assigned specific tasks for the Library.

There will be no limit on the number of members of the Advisory Council, and the Council will continue to exist as long as the Board of Trustees wishes it to do so.

Section 6.3. Membership and Qualifications: Committee members shall be chosen by the members of the Board of Trustees.

ARTICLE SEVEN **Indemnification**

Section 7.1. Indemnification: Any Trustee or any officer of the association made a party to any legal action or proceeding by virtue of the fact that he or she is or was a Trustee or officer of the association, shall be entitled to be indemnified by the association to the fullest extent permitted by law. The association shall be authorized to purchase and maintain in effect appropriate insurance with respect to its obligation to indemnify such Trustees and officers, and shall also be authorized to purchase and maintain in effect appropriate insurance upon such Trustees and officers, to the fullest extent permitted by law.

ARTICLE EIGHT

By-Law Amendments

Section 8.1. Amendments: These by-laws may be amended at any meeting of the Board by majority vote of the number of Trustees present at such meeting, provided that notice of the proposed changes to be voted upon shall accompany the notice of such meeting.

ARTICLE NINE

Provisions Required to Tax Exempt Status

Section 9.1. Organizational Purpose: The associations organized exclusively for charitable, religious, education, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 9.2. Earning and Lobbying: No part of the net earnings of the association shall inure to the benefit of, or be distributable to, its members, trustee, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 9.1. hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law).

Section 9.3. Dissolution: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees may determine. Any such assets not so disposed of shall be disposed of on any petition to and approval of the Supreme Court of the State of New York of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 9.4. Amendments to Article Nine: Notwithstanding any provision to the contrary in Article Eight hereof, no amendment of any Section contained in this Article Nine may be effected except upon a unanimous vote of the Board of Trustees of the association.