

**BYLAWS AND POLICIES
OF THE
PERU FREE LIBRARY**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is **PERU FREE LIBRARY**.

Section 1.02. Location. It shall be located at Peru, Clinton County, New York.

Section 1.03. Purpose. Its purpose shall be to maintain a circulation Library and reading room and provide other information services free for public use by the residents of the Peru community and vicinity.

**ARTICLE II
MEMBERS OF THE BOARD OF TRUSTEES**

Section 2.01. Qualifications. *New members are* to be approved by *the* Trustees by simple majority. Membership may be granted to any individual that supports the purpose of the **PERU FREE LIBRARY**. Trustees shall have voting rights. Board Trustees may not be compensated for any services rendered.

Section 2.02.1. Termination of Membership. Expulsion of a member may occur by a simple majority vote of the Board of Trustees if a member has not met his/her responsibilities as a member of the Board or engages in activities that may jeopardize the public trust in the Board of Trustees. A member may choose to resign voluntarily rather than face expulsion.

Section 2.02.2. Procedure for Expulsion. The procedure for expulsion shall be as follows: A vote for expulsion must occur during a regular meeting. The member facing expulsion will be allowed to defend him/herself during the meeting. If a vote for expulsion is successful, the member will be removed from the Board immediately.

Section 2.02.3. Reinstatement. Application for Reinstatement. A former member who satisfies the requirements as outlined in Section 2.01. Qualifications may apply to be reinstated.

Section 2.03. Meetings. Meetings may be called by the President or any two Trustees or may be scheduled by vote during a previous meeting. Seven days notice of each annual meeting shall be given to the Secretary. An agenda for each meeting must be distributed by either the President or Vice President of the Board of Trustees to all Board Trustees and the Library Director at least seven days prior to a scheduled meeting. The Library Director must display the agenda for Library patrons to view. The agenda must include an opportunity for public comment.

All meetings are open to the public with the exception of executive meetings of the Board of Trustees. The only reason for an executive meeting is to discuss personnel issues. The Secretary will keep minutes of executive meetings. These minutes cannot be distributed to anyone outside the Board without approval of the Board of Trustees.

ARTICLE III AUTHORITY AND DUTIES OF TRUSTEES

Section 3.01. Authority of Trustees. The Board of Trustees is the policy-making body and may exercise all the powers and authority granted to the Trustees by law. The Trustees shall be responsible for the general management of the Library and its property. They shall provide for its maintenance and endowment, suitable rooms, furniture, holdings and equipment. The Trustees shall make policies for its convenient and free use by the public. They shall appoint and fix the salary of a competent Library director and of needed assistants and other employees. They shall make bylaws, appoint needed committees and have such powers and duties as are prescribed for Trustees of public libraries by State law.

Section 3.02. Number, Selection and Tenure. There shall be at least five (5) to eleven (11) Trustees elected to serve five (5) year terms. Within 10 days after each annual meeting the Trustees shall elect from their own number, a president, vice president, treasurer and secretary who shall be officers of the Board of Trustees. Any vacancy occurring by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled until the next annual meeting by a majority vote of the remaining Trustees. In the event of a tie vote, the President shall choose the succeeding Trustee.

Section 3.03. Resignation. A Trustee may resign by giving written notice to the President of the Board of Trustees.

Section 3.04. Absenteeism. If any Trustee has three (3) unexcused absences from meetings during a twelve (12) month period or eight (8) total unexcused absences during his/her term, the Trustee is deemed to have resigned. The President shall inform the absent Trustee in writing that he/she is no longer on the Board.

Section 3.05. Regular meetings. The Board of Trustees shall hold no fewer than six (6) meetings per year which shall be at such dates, times and places as the Board shall determine.

Section 3.06. Annual Meeting. The annual meeting shall be held in January of each year. The meeting shall be at such date, time and place as the Board shall determine.

Section 3.07. Emergency Resolutions. If a situation occurs where the input of the Board of Trustees is required before the next scheduled meeting, the President may call for a vote on the emergency resolution using either of two options.

Option one: Special Meeting

The President must contact every Board Member to schedule a meeting at a time other than the next scheduled meeting. The requirement for advance posting of the agenda is suspended for this meeting. The meeting must occur at a time that allows for the maximum number of Board Trustees to attend. The meeting agenda is restricted to the emergency resolution. Rules for a quorum are suspended. Any resolutions passed during this meeting must be recorded in the minutes and reported at the next scheduled meeting. A successful vote requires a simple majority of those in attendance.

Option two: Electronic Meeting

The President must contact every Board Member and ask for a decision on the emergency resolution by telephone, email or other agreed upon format. This will be called an electronic meeting. The majority of the Board of Trustees who respond to the request must approve a non-meeting vote to resolve the issue. If the non-meeting is not approved, the President must call a meeting according to option one. If a simple majority is in favor of an electronic meeting, the President may conduct the vote in the agreed upon format. A time limit must be given to all Board of Trustees to vote. The time limit must make use of the maximum available before the emergency resolution must be decided. Only those votes or comments submitted before the time limit are counted. Rules for a quorum are suspended. Any resolutions passed during this electronic meeting must be recorded as minutes and reported at the next scheduled meeting. A successful vote requires a simple majority of those who respond before the deadline.

The exercising of either option requires that the President of the Board of Trustees report the outcome(s) of the decisions(s) during the next scheduled meeting. At the scheduled meeting the Board will review the situation that required the emergency vote and confirm that a need existed for a vote outside the regularly scheduled meeting and that the conditions required by the Bylaws were met. If the Board determines there was no need for the vote outside the regularly scheduled meeting or the conditions for passing a resolution were not met, the Board may overturn the decision(s).

Section 3.08. Subcommittees. The Board of Trustees may establish subcommittees of at least two (2) Board of Trustees, that except for the Executive Committee, may include non-Board of Trustees. The Board may make provisions for appointment of the chair of committees, establish procedures to govern their activities and provide the subcommittee with the authority necessary to meet their objectives as established by the Board.

Subcommittees will make recommendations to the Board of Trustees but cannot make final decisions without the approval of the Board.

Section 3.09. Reimbursement. Expenses incurred by a Trustee in the furtherance of the **Peru Free Library**'s business are allowed to be reimbursed with documentation and prior approval by the Board of Trustees.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the **Peru Free Library** shall be a President, a Vice President, a Secretary and a Treasurer who shall be elected annually by the Board from their own number.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the **Peru Free Library** shall be elected by the Board of Trustees at the annual meeting of the Board to serve a term of one year. Officers shall be eligible for reappointment.

Section 4.03. Resignation. An officer who resigns must submit a written notification to the President or Vice President of the Board.

Section 4.04. Removal. An officer may be removed from office by the Board of Trustees at a meeting (see 2.02.1) by a simple majority where the officer has not met the responsibilities of the office.

Section 4.05. President. The President will preside at all meetings of the Board of Trustees. The President shall perform all duties attendant to that office and vote on all matters when necessary to break a tie vote. The President will be a signatory on the bank account(s).

Section 4.06. Vice President. The Vice President shall preside at meetings of the Board of Trustees in the absence of or by request of the President. The Vice President shall perform other duties as requested and assigned by the President. The Vice President will be a signatory on the bank account(s).

Section 4.07. Secretary. The Secretary shall keep a record of all Library meetings and of all official actions by the Trustees. The Secretary shall record all official acts of the Board and maintain all its official books, records and documents. The Secretary will be a signatory on the bank account(s).

Section 4.08. Treasurer. The Treasurer shall report to the Board of Trustees at each regular meeting on the status of the **Peru Free Library's** finances. The Treasurer is responsible for reporting to the Board of Trustees the status of the Library budget and other accounting information as requested by the Board of Trustees. The Treasurer shall work closely with any accountant or banking system to ascertain that appropriate procedures are being followed in the financial affairs of the **Peru Free Library** and shall perform such other duties as occasionally may be assigned by the Board of Trustees. The Treasurer will be a signatory on the bank account(s) in addition to the President, Vice President and Secretary.

Section 4.09. Paid Staff. The Board of Trustees may hire such paid staff as they deem necessary for the operations of the **Peru Free Library**. The powers and duties of the paid staff shall be as assigned or as delegated by the Board or the Library Director.

Section 4.09.01. Library Director. The Board of Trustees extends to the Library Director broad powers to manage the daily operations of the Library in accordance with accepted practices and consistent with Bylaws and policies approved by the Board of Trustees. The Library Director is responsible for taking action in emergencies to protect employees, volunteers, patrons, the Library building and holdings. The Library Director is required to consult with the Board of Trustees in the event that a situation occurs that meets one of the following criteria: 1) through action or inaction the possibility exists that the Library or Board of Trustees may be exposed to legal or fiscal liability, 2) there are no Bylaws or policies related to a specific situation or 3) it is unclear how Bylaws or policies may apply to a specific situation. If the Library Director determines that consultation with the Board of Trustees is necessary, the Library Director may ask that the item be added to the agenda for the next meeting of the Board of Trustees. If a resolution is necessary before the next meeting, the Library Director must contact the President or if the President is unavailable, the Vice President of the Board of Trustees. The President or Vice President will determine what action may be taken or if the matter needs to be brought before the Board. The Board of Trustees assumes all risks if the Library Director acts in accordance with the Board's instructions.

ARTICLE V DISSOLUTION AND DISTRIBUTION OF FUNDS

Section 5.01. Dissolution. In the event of dissolution, all the remaining assets and property of the **Peru Free Library** shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under section 501 (c) (3) of the Internal Revenue Code of 1954 as amended or to the federal government, or to a state or local government for public purpose.

Section 5.02. Distribution of Funds. No part of the net earnings of the **Peru Free Library** shall benefit any member, Trustee, Director, Officer of the **Peru Free Library**, or any private individual (except that reasonable compensation may be paid for services rendered to or for the **Peru Free Library**) and no member, Trustee, Officer of the **Peru Free Library**, or any private individual shall be entitled to share in the distribution of any of the assets on dissolution of the **Peru Free Library**.

ARTICLE VI INDEMNIFICATION

Every member of the Board of Trustees, officer or employee of the **PERU FREE LIBRARY** may be indemnified by the **PERU FREE LIBRARY** against all expenses and liabilities, including counsel fees, reasonable incurred or imposed upon such Trustees of the Board, officer or employee in connection with any threatened, pending or completed action, suit or proceeding to which she/he may

become involved by reason of having been a member of the Board, officer or employee of the **PERU FREE LIBRARY**, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the **PERU FREE LIBRARY**. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VII ADVISORY BOARDS AND COMMITTEES

Section 7.01 . Establishment. The Board of Trustees may establish one or more Advisory Boards or Committees.

Section 7.02. Size, Duration and Responsibilities. The size, duration and responsibilities of such Advisory Boards and Committees shall be established by a majority vote of the Board of Trustees.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.01. Fiscal Year. The fiscal year of the **PERU FREE LIBRARY** shall be January 1 to December 31 but may be changed by resolution of the Board of Trustees.

Section 8.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the **PERU FREE LIBRARY** and in such manner as shall from time to time be determined by resolution of the Board of Trustees or of any committee to which such authority has been delegated by the Board.

Section 8.03. Deposits and Accounts. All funds of the **PERU FREE LIBRARY** not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies or other depositories as the Board of Trustees or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the **PERU FREE LIBRARY** to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the **PERU FREE LIBRARY**, checks, drafts and other orders of the **PERU FREE LIBRARY** may be endorsed, assigned and delivered on behalf of the **PERU FREE LIBRARY** by any officer or agent of the **PERU FREE LIBRARY**.

Section 8.04. Investments. The funds of the **PERU FREE LIBRARY** may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal or otherwise or stock, bonds or other securities, as the Board of Trustees in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 8.05. Expenditures. Any non-budgeted expenditure made at or above the amount of \$1,000 needs to get a minimum of two (2) bids for Board approval. If only one bid is received, after 90 days of good faith effort in trying to get additional bids, the Board may vote to accept the original single bid or try to get more bids. If any non-budgeted expenditure needs to be made that is under the amount of \$1,000, said expenditure may be made in pursuant to Section 3.07 or Section 4.09.01 as the Board deems appropriate.

Section 8.06. Library Accounting. The Board may hire a professional accountant to maintain the financial records of the **PERU FREE LIBRARY**.

ARTICLE IX BOOKS AND RECORDS

Section 9.01. Books of Account. Correct books of account of the activities, records of and transactions of the **PERU FREE LIBRARY** shall be kept at or accessible from the office of the **PERU FREE LIBRARY**.

ARTICLE X AMENDMENT OF BYLAWS AND POLICIES

These Bylaws and Policies may be amended by a two-thirds vote of the Board of Trustees present at any Annual Meeting provided:

- prior written notice of the proposed amendment was contained in the call for that meeting, or
- all Trustees of the Board waive such notice, or
- by unanimous consent in writing without a meeting pursuant to Section 3.07.

**Amended over the course of 2021 as noted in the monthly meeting minutes.
Approved on January 19, 2022.**

**Amended dates:
December 2010
February 2011
April 2011
June 2011
September 2011
October 2011
November 2011**

Approval dates:

January 2012

March 2013

April 2013

Revised dates:

May 2, 2013

January 18, 2017

January 10, 2018

January 20, 2021