

**BYLAWS
of the
LOCUST VALLEY LIBRARY ASSOCIATION
LOCUST VALLEY, NEW YORK**

ARTICLE I

NAME

This Free Association Library is and shall be known as Locust Valley Library (“*the Association*”), being its name as stated in its Charter granted September 22, 1910, and registered on August 31, 1911, by the Regents of the University of the State of New York. The principal office of the Association shall be located at 170 Buckram Road, Locust Valley, Town of Oyster Bay, County of Nassau, State of New York.

ARTICLE II

OBJECTIVE

The objective of the Association shall be to maintain a free association library known as Locust Valley Library (“*the Library*”) within the area designated as Union Free School District No. 4, Town of Oyster Bay, County of Nassau, State of New York, as more fully described on a map annexed as Appendix A. The Association shall be responsible for the management and control of all activities conducted on Library property or in the name of the Library.

ARTICLE III

MEMBERSHIP

Sec. 1 Any natural person eighteen years or over who is a resident of or taxpayer in Union Free School District No. 4, and holder of a valid Locust Valley Library card in good standing, is a member of the Association so long as such person complies with the terms and conditions of membership as hereinafter set forth.

Sec. 2 A qualified, natural person becomes a member of the Association upon signing and filing with the Association an application form to be provided by the Association, which shall set forth the proposed member’s name and address and shall contain a statement that the proposed member is eighteen years or over and resides or is a taxpayer within the boundaries of the Union Free School District No. 4.

Sec. 3 Repealed

Sec. 4 Membership in the Association terminates when a person is no longer a resident of or a taxpayer in the Union Free School District No. 4, or for that period of time during which the person is not a holder of valid Locust Valley Library card in good standing.

Sec. 5 A member of the Association shall be eligible to vote at the Annual Meeting of the Association, for the election of Trustees and at any Special Meetings of the Association provided the member shall have been a member for not less than thirty days prior to the scheduled date of the meeting at which that person seeks to vote.

ARTICLE IV

MEETINGS AND ELECTIONS OF THE ASSOCIATION

Sec. 1 The Annual Meeting of the Association shall be held at the Library on the fourth Monday in April, or on such other day in April as the Board of Trustees (*“the Board”*) may determine, at 7:30 PM for the purpose of receiving reports of the President, the Treasurer, and the Library Director (*“the Director”*) and transacting such other business as shall be presented. At least two weeks’ notice of said meeting shall be given by mail to all members of the Association, posted in the Library, and advertised once in a newspaper having general circulation within the District. Each notice shall contain the following information: date, time, and place of the Annual Meeting; qualifications for voting at the Annual Meeting; date, time, place, and qualifications for voting in the election of Trustees; and the list of all candidates, in alphabetical order, including a brief biographical sketch and a brief position statement of each candidate.

Sec. 2 Special Meetings of the Association may be called by the President, the majority of the Board, or by the Association via written request signed by twenty-five members stating the purpose of the meeting. Scheduled meetings must be conducted within two weeks of receipt of request or at the next scheduled Board meeting, whichever comes first.

Sec. 3 Notice of any Special Meeting of the Association shall be made in the manner prescribed in Section 1 hereof for notice of Annual Meetings. The purpose of the Special Meeting shall be included in the notice.

Sec. 4 Ten members of the Association shall constitute a quorum at meetings of the Association.

Sec. 5 There shall be no absentee ballots, proxy voting, or nominations from the floor

at the election of Trustees, at the Annual Meeting, at Special Meetings of the Association, or at meetings of the Board.

ARTICLE V

BOARD OF TRUSTEES

Sec. 1 The Board shall consist of seven Trustees, all of whom must be Members of the Association.

Sec. 2 The Board shall have full power and authority over the affairs of the Association and the Library except that it must comply with these bylaws. Each Trustee shall support and enforce the Bylaws of the Locust Valley Library Association to best of that Trustee's ability.

Sec. 3 Trustees elected shall hold office for a term of three years and until their successors are duly elected. Except for a vacancy in the office of President, any vacancy occurring by reason of death, resignation, sustained incapacitation, or other termination in the office of a Trustee shall be filled within sixty days, for the period remaining until the next election by the membership, as a Board appointment confirmed by a majority of the remaining members of the Board.

Sec. 4 Any Trustee who shall have been elected or appointed to successive terms totaling nine years shall be eligible for election to one additional three year term only through nomination obtained pursuant to ARTICLE VI, Sec. 1(h). Any Trustee who shall have been elected or appointed to successive terms totaling twelve years shall not be eligible for further election or appointment as Trustee until the expiration of two years from the end of that Trustee's last term.

Sec. 5 The Association shall, to the extent permitted by law, indemnify each and every Trustee or officer, past or present, of the Association and their heirs, executors, and administrators against all expenses, including amounts of judgments against or amounts paid in settlement by such persons, together with all costs (legal, accounting, or otherwise) necessarily or reasonably incurred by or otherwise imposed upon them, in connection with any action, suit, or proceeding to which they may be made a party, or with which they may be threatened by reason of action taken by or on behalf of the Association, whether or not that person continues to be such at the time of incurring such expenses. The right of indemnification provided herein shall not be deemed exclusive of any other right to which those indemnified may be entitled apart from this Article.

ARTICLE VI

NOMINATIONS AND ELECTIONS

Sec. 1 Nomination of Trustees: Nominations may be made 1) by the decision of a Trustee to seek reelection 2) by the Nominating Committee, or 3) by petition, and in the following manner:

- a. A Trustee seeking reelection shall notify the Secretary, in writing, on or before the second Monday in December preceding the Annual Meeting.
- b. The Chair of the Nominating Committee shall file with the Secretary a list of nominees and report to the Board on said nominees at the regular January meeting of the Board preceding the Annual Meeting, only in the event one or more of the Trustees does not or cannot seek reelection. Following that meeting, the Secretary shall post the names of the nominees for Trustee in the Library and shall submit for publication a news release to the local media within seven days.
- c. Nominations for Trustee may be made by Petition, on a form prescribed by the Board and signed by twenty-five persons who have been members of the Association for at least thirty days prior to signing the petition. Any such Petition shall be filed with the Secretary on or before the second Monday of February preceding the Annual Meeting. The Election Committee shall appoint a member of the Board not seeking re-election in the current election to review and certify the petitions.
- d. All candidates shall furnish the Secretary with a brief biographical sketch and a brief position statement on or before the second Monday of February preceding the Annual Meeting.
- e. The Secretary shall cause a report of all nominations, in alphabetical order, including the brief biographical sketches and brief position statements, to be published once during the month of March and also at least once during the month of April, at least seven days prior to the scheduled date of the election, in a newspaper having general circulation with the district.
- f. Any member of the Nominating Committee who accepts a nomination must resign from the Committee.
- g. No employee of the Association, Board, or Library may serve as a Trustee.
- h. Any Association member may submit his or her name directly to the nominating committee to be considered for nomination to an open trustee

seat. Such submission must be made by September 1 following the Annual Meeting.

- i. Any member of the Association is eligible to be a Trustee as long as they meet the requirements set forth in ARTICLE III, Section 5, and ARTICLE VI, Section 1 (g) and is a registered voter with the Nassau County Board of Elections thirty (30) days prior to the Annual Association meeting, in compliance with the requirements set by the Locust Valley Central School District.

Sec. 2 Election of Trustees:

- a. If the election is contested, (i.e., an election in which the number of candidates exceeds the number of Trustee positions to be filled) the Secretary shall prepare a written ballot to be used for the election and shall provide ample quantities of the ballot to the Chair of the Election Committee prior to the election. The ballot shall list all candidates in alphabetical order.
- b. If the election is contested, each member may cast one or more votes, by secret ballot, up to the number of Trustee positions to be filled. A voter may not cast more than one vote for any single Trustee candidate. Those candidates shall be elected who receive the highest plurality of votes.
- c. If the election is not contested, the Secretary shall cast one ballot for the candidates at the Annual Meeting and they shall be declared elected.
- d. A member of the Association shall be eligible to vote in the election of Trustees provided the individual shall have been a member for not less than thirty days prior to the scheduled date of the election.
- e. If the election is contested, the polling place shall be the Library and the polls shall be open as prescribed by the Election Committee pursuant to Article IX, Sec. 2 (c).
- f. The results of the election shall be announced at the Annual Meeting. Installation of the elected candidates shall take place during the Annual Meeting.

Sec. 3 Election of the succeeding Nominating Committee:

- a. The Nominating Committee shall present a slate of nominees for the succeeding Nominating Committee at the Annual Meeting.

- b. Election shall be by voice vote.

ARTICLE VII

MEETINGS OF THE BOARD OF TRUSTEES

Sec. 1 Regular meetings of the Board shall be held not less frequently than quarterly. Notice of regular meetings shall be posted in the Library.

Sec. 2 Special Meetings of the Board may be called by the President and shall be called upon the request of three members of the Board. Notice of Special Meetings of the Board shall be given to all Board members in the most expedient manner.

Sec. 3 Any Trustee who fails to attend three regular meetings in succession, unless excused by the Board, shall be deemed to have resigned and shall be so notified.

Sec. 4 Four Trustees shall constitute a quorum at meetings of the Board.

ARTICLE VIII

OFFICERS

Sec. 1 The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board each year from among their own body at the meeting of the Board which shall follow immediately upon the adjournment of the Annual Meeting.

Sec. 2 Officers shall serve a term of one year and until their successors are duly elected. No person shall serve in more than one officer position at the same time.

Sec. 3 Except for a vacancy in the office of President, any officer vacancy of the Association shall be filled by the Board within thirty days of the date of vacancy.

Sec. 4 Sureties and Bonds: The President, Vice-President, Secretary, Treasurer, and Director shall execute to the Association a bond in such sum and with sureties as the Board may direct, at the expense of the Association and conditioned upon the faithful performance of their duties and including responsibility for negligence and the accounting of all property, funds, or securities of the Association which may come into their hands. The Board may apply this same requirement to any agent or supplier to the Association.

ARTICLE IX

DUTIES OF OFFICERS

Sec. 1 The officers of the Association shall have those duties prescribed in these bylaws and, if consistent with these bylaws, the duties given to officers of not-for-profit organizations:

- a. The President shall be the chief executive officer of the Association; shall preside at all meetings; shall appoint all committees not otherwise appointed in consultation with the Board; shall be a member ex-officio of all committees except the Nominating Committee, the Personnel Committee and the Election Committee; shall have access to all records as allowed by law; and shall report to the members at the Annual Meeting on the proceedings of the past year, with a statement of the condition and future plans of both the Association and the Library.
- b. The Vice-President shall perform the duties of the President in the President's absence or incapacitation. In the event of the death, sustained incapacitation, or resignation of the President, the Vice-President shall become the President for the remainder of the President's term of office.
- c. The Secretary shall keep a written record of all meetings of the Board and all meetings of the Association, which minutes shall be available at meetings of the Board or the Association as may be appropriate; shall issue notices of all meeting of the Board and Association; shall handle the general correspondence of the Board and the Association; shall maintain a register containing the name and address of every member of the Association, showing the date when they became members; and shall share custody with the Director of the corporate seal of the Association; all records and official documents belonging to the Association, election of Trustees and officers. All records and official documents belong to the Association and shall be maintained at the Library.
- d. The Treasurer shall be the chief financial officer of the Association and shall have custody of all of the funds and securities of the Association. At the end of each fiscal year the Treasurer shall have an audit of the accounts made by an independent auditor setting forth in full the financial conditions of the Association and shall made the audit available to the Board at their first regular meeting following receipt of the audit.
- e. Any two Trustees of the Association or one Trustee and the Director shall be authorized to sign for all accounts.

Sec. 2 Committees

- a. All committees shall be discharged at the conclusion of the President's term of office or at the next Annual meeting, whichever comes first. Except for the Nominating Committee, no committee shall have other than advisory powers unless the Board has delegated a specific power to act on its behalf.
- b. Nominating Committee:
 1. There shall be a Nominating Committee, consisting of a Trustee appointed by the Board as Committee Chair, four Association members, and one alternate Association member. The four members and alternate will be nominated from the entire Association Membership by the outgoing Nominating Committee, elected by voice vote of the Association at the Annual Meeting to serve during the succeeding year. No person may serve more than two consecutive terms on the Nominating Committee.
 2. The alternate member shall serve as an ex-officio member of the committee without vote and shall become a voting member of the committee upon the resignation or sustained incapacitation of an elected member.
 3. The Nominating Committee shall hold its first meeting not later than September 30th following the Annual Meeting. The deliberations of the Committee shall be confidential. Only the Committee Chair will ask a recommended nominee if he or she wishes to be considered for nomination as Trustee. The Committee shall obtain a brief biographical sketch and a brief position statement from each potential candidate, shall nominate at least one candidate for each vacancy on the Board, and shall submit its report to the Secretary at the regular January meeting of the Board preceding the Annual Meeting.
- c. Election Committee:
 1. There shall be an Election Committee comprised of not more than three Trustees. The Election Committee shall determine the schedule for the voting for Trustees and shall cause the schedule so adopted to be published in accordance with the call for the Annual Meeting.
 - a. In the event of a tie at an election, there shall be a run-off election with parameters prescribed by the Election Committee.

2. The Election Committee shall also appropriate and secure voting facilities for the election of Trustees that precedes the Annual Meeting. The Committee shall make available at the polls copies of the list of all candidates, in alphabetical order, including a brief biographical sketch and brief position statement of each candidate; shall employ poll inspectors to assist with the election and to tally the votes; and shall submit the final tally and report to the President as soon as possible, prior to the Annual Meeting. The President shall report the results of the election at the Annual Meeting.

d. Personnel Committee:

There shall be a Personnel Committee consisting of not more than three members selected from among the members of the Board. There shall be no ex-officio members. The duties of the committee shall be those enumerated in a written personnel policy or resolution adopted by the Board.

e. Endowment Committee

It is recognized that an Endowment Fund is necessary to the continued excellence and development of the Locust Valley Library. The Library may maintain an endowment fund, to be used exclusively for the Locust Valley Library at the discretion of the Library Board of Trustees, for, but not limited to, library betterments, improvements, programs and extra-ordinary expenses.

The Endowment Fund will be maintained and administered separate and apart from the Library's General Fund. The endowment shall be funded by private donations and grants, along with the income earned from the Endowment Fund. No part of the General Fund budget, as approved by the Library District voters, shall be used to fund the endowment. No part of the endowment may be used to supplement or balance the budget.

The Library Board president is authorized to select an endowment committee of no less than three (3) Library Board Trustees for the purpose of recommending proposals to the entire Library Board of Trustees for the expenditure of endowment funds.

The Library Board President is further authorized to appoint a Development Sub-committee to make recommendations to the Endowment Committee for the administration and investment of the endowment funds. The Development Sub-committee shall be comprised of at least three community Association members, one of whom must be a Library Board Trustee.

ARTICLE X

DIRECTOR

Sec. 1 The Board shall appoint a qualified Director who shall be the chief administrative officer of the Library, who shall act as a professional advisor to the Board, and who shall function under the review and direction of the Board. The Director shall not be an officer or a Trustee and shall not serve as Chair of any committee.

Sec. 2 The Director shall have the authority to appoint non-professional employees and shall report such appointments at the next regular meeting of the Board.

Sec. 3 The Director shall recommend to the Board for approval the appointments and duties of professional employees.

Sec. 4 The Director shall be responsible for the proper direction and supervision of the Library staff, for the care and maintenance of Library property, for an adequate and proper selection of all library materials, for the efficiency and courtesy of service to the public, and for overseeing all approved activities conducted on Library property.

Sec. 5 The Director may be a member of the Association if otherwise qualified and shall be a member ex-officio without vote of the Board and shall be expected to attend all meetings of the Association and the Board.

ARTICLE XI

FINANCES

Sec. 1 The fiscal year of the Association shall be July 1 through the following June 30.

Sec. 2 On or before February 15 of each calendar year, the Director shall prepare and distribute to the Board a recommended budget for the next fiscal year, which, upon approval of the Board at its regular March meeting, shall be forwarded to the Board of Education of Central School District No. 3, which includes Union Free School District No. 4, for submission to the voters in the manner prescribed by law. Prior to forwarding to the School District, the proposed budget shall be presented for discussion at an open meeting of the Board's regular February meeting, for which advance notice has been given to members by posting in the Library and by advertising in a newspaper having general circulation within Union Free School District No. 4.

Sec. 3 Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent tax law.

Sec. 4 No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on the dissolution of the organization.

Sec. 5 In any taxable year in which the organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the organization shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942. Further, the organization shall not

- a. engage in any act of self-dealing as defined in Section 4941(d);
- b. retain any excess business holdings as defined in Section 4943;
- c. make any investments in such a manner as to subject the organization to tax under Section 4944: or
- d. make any taxable expenditures as defined in Section 4945 or corresponding provisions of any subsequent tax law.

ARTICLE XII

POSTING OF NOTICE

Sec. 1 The Director shall keep and maintain a bulletin board in a conspicuous place in the Library, which shall be used to post various notices as these bylaws may require as well as any other information that the Board or the Secretary may deem appropriate.

Sec. 2 No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation, (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised, except when in conflict with these bylaws, shall govern all proceedings of the Association.

ARTICLE XIV

AMENDMENTS

Sec. 1 These bylaws may be amended by a two-thirds vote at an Annual Meeting or a Special Meeting of the Association called for such purpose.

Sec. 2 Copies of the bylaws, as amended, shall be posted in and made available at the Library.

ARTICLE XV

DISSOLUTION

Sec. 1 In the event of a dissolution of the Association, prior notice shall be given by mail to the following:

- a. All members of the Association.
- b. All Trustees and the Director.
- c. Central School District No. 3, Town of Oyster Bay, County of Nassau, State of New York, which contains Union Free School District No. 4.

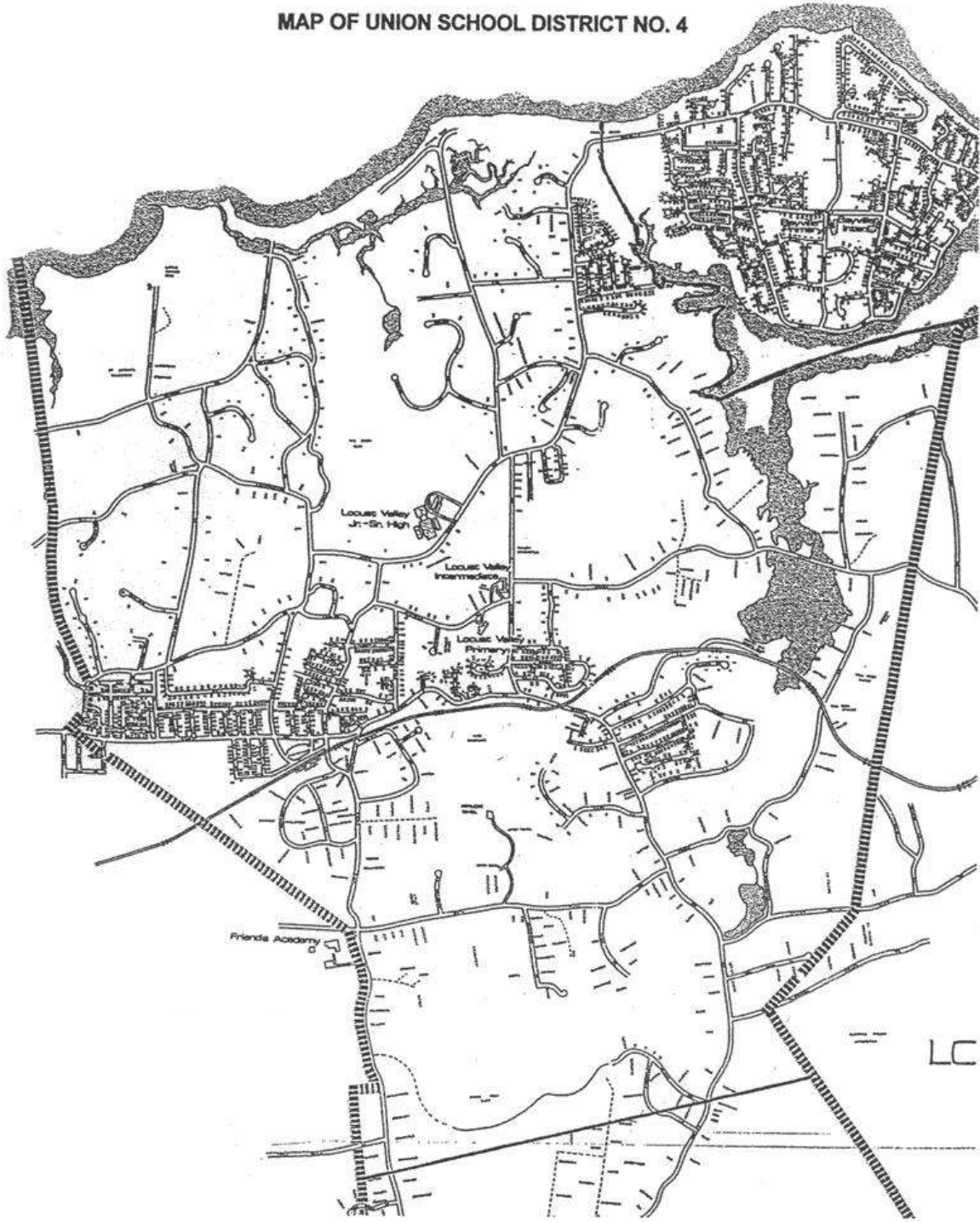
Sec. 2 In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, a State, or local government for a public purpose, subject to the approval of a court of competent jurisdiction within the State of New York.

ARTICLE XVI

Should any Article of these Bylaws or any part thereof not be in compliance with federal or state laws or regulations, then that Article or part thereof shall be null and void.

APPENDIX A

MAP OF UNION SCHOOL DISTRICT NO. 4



APPENDIX B

TIME-AND DATE DEPENDENCIES

The following information is extracted from bylaws articles and is provided only for the reader's convenience. If there is any conflict between the following information and these bylaws, the bylaws shall govern.

ACTION	WHEN	WHO	ARTICLE
Acceptance of members from Union Free School District No. 4	Any time	Board	III-1
Termination of all memberships & reconstruction of membership rolls	After January 1 in membership-expiration years	Secretary	III-3, 111-4
Individual membership resignation	Any time	Secretary	III-4
Qualification for voting at Annual Meeting and Special Meetings of the Association	Member at least 30 days prior	Members	III-5
Notice of Annual Meeting	Two weeks prior	Secretary	IV-1
Notice to members and publication of nominees for Trustee election	March & April	Secretary	IV-1 VI-1(e)
Scheduling & conducting the Annual Meeting	Fourth Monday of April or earlier	Board	IV-1
Annual Report to the Association	Annual Meeting	President Treasurer Secretary Director	IV-1 IX-1(a) IX-1(c)
Scheduling & conducting Special Meetings of the Association	Within six weeks of request	Board	IV-2
Notice of Special Meetings of the Association	Two weeks prior	Secretary	IV-3
Trustee terms	Three years	Board	V-3
Filling a Trustee vacancy	Within sixty days	Board	V-3

ACTION	WHEN	WHO	ARTICLE
Trustee tenure limit	Nine years	Bylaws	V-4
Trustee desiring reelection	By second Monday in December	Trustee	VI-1(a)
Report of Nominating Committee to Secretary	Second Monday of January	Committee Chair	VI-1(b)
Report of Nominating Committee to Board	First Board meeting after second Monday of January	Committee Chair	VI-1(b)
Petition candidates for Trustee election	Second Monday of February	Candidate files with Secretary	VI-1-(c)
Candidate biography & position statement	By second Monday in February	Candidate	VI-1(d)
Election of Trustees, contested	During the week prior to the Annual Meeting	Chair of Election Committee	VI-2 IX-2(c)
Prepare written ballot	Prior to election	Secretary	VI-2(a)
Election of Trustees, noncontested	At Annual Meeting	Secretary	VI-2(c)
Qualifications for voting in the election of Trustees	Member 30 days prior to election	Members	VI-2(d)
Results of election	At Annual Meeting	President Secretary	VI-2(f)
Board Meetings	At least quarterly	President	VII-1, VII-2
Election of Officers	Immediately after Annual Meeting	Board	VIII-1
Officer terms	One year	Bylaws	VIII-2
Filling an officer vacancy	Within 30 days	Board	VIII-3
Election of Nominating Committee	Annual Meeting	Members	IX-2(b)

ACTION	WHEN	WHO	ARTICLE
First meeting of Nominating Committee	Not later than September 30 after Annual Meeting	Chair of Nominating Committee	IX-2(b)
Fiscal year	July 1 through June 30	Bylaws	XI-1
Recommended budget	Early part of calendar year	Director	XI-2
Budget discussion at open Board Meeting	Prior to budget submission to School District	Board	XI-2
Amendment of bylaws	Annual Meeting	Members	XIV-1
Notice of dissolution	Prior to dissolution	Board	XV

Revised bylaws approved on April 20, 2011.