

**Southold Free Library  
Constitution and By-Laws  
Revised 8/14**

**Constitution**

**1. Name of Organization**

The name of the organization shall be Southold Free Library.

**2. Location**

The Library shall be located in the Hamlet of Southold, Town of Southold, Suffolk County, New York.

**3. Purpose**

The purpose of the organization is to provide high quality library service to the residents or the Southold Union Free School District No. 5.

**4. Membership**

Any resident or taxpayer of the community may be issued a library card to become a member. Members eighteen years of age and over shall be voting members. There shall be no fee imposed for membership.

**5. Meetings**

**Regular meetings** of the Board of Trustees shall be held on the fourth Wednesday of the month, at the Library. They shall be open to the public except when consideration of labor contracts, personnel actions, or other matters of sensitivity as defined in Public Officers Law of New York State, Article 7, Section 105 shall require executive session.

**Special meetings** of the Board of Trustees may be called by the President at his or her discretion, or by any two trustees.

A quorum for the transaction at any regular or special meeting shall be the majority of the whole. Notice of any meeting shall be sent to every member 2-5 days prior to the meeting.

There shall be an **Annual Meeting**, held on the second Wednesday of August each year. At the direction of the Secretary, notice of the meeting shall be given twice, through publication in local news venues not less than two weeks or more than five weeks prior to the date of the meeting. A quorum shall be fifteen members of the Association. Each member shall be entitled to one vote. Should the Association, for any reason, fail to hold such a meeting, the business proper to be transacted at the Annual Meeting may be transacted at the next special meeting.

### **Emergency meeting**

If the President (or in the event of the President's unavailability, the Vice President, Treasurer, Secretary and Board Members in order of seniority) deems that an emergency exists, he/she may call an emergency meeting and transact business, on such notice as may be practical. Any transaction conducted at an emergency meeting shall be the first order of business of the first regular meeting held thereafter where it will be subject to a motion for ratification. Any member present at an emergency meeting who votes in favor of a particular course of conduct shall not vote against the motion to ratify at the next regular meeting.

### **6. Board of Trustees/Officers**

A. The number of Trustees shall be not less than nine nor more than fifteen, to be elected by the voting members of the Library, to serve for five years. The election of Trustees shall be held at the Annual Meeting. Candidates shall be presented by the Nominating Committee. Additional nominations may be made from the floor by any member in good standing. Elections shall be by ballot, or where there is no contest, by motion, properly seconded. At such elections, a majority of the votes cast shall constitute a choice.

B. No Trustee shall hold office consecutively for more than two full terms. A former Trustee shall be eligible for re-election after a period of one year.

C. If any vacancies occur on the Board of Trustees, such vacancies shall be filled by the vote of the remaining Trustees for the unexpired portion of the term. Trustees so appointed shall then be eligible for election to a regular five year term of office.

D. The Board of Trustees shall elect from their number for a one year term a President, Vice President, Secretary, and Treasurer at the Annual Meeting. Should an officer be unable to perform his or her duties, a successor shall be elected by the Trustees at their next regular meeting to serve for the balance of his or her term.

E. Trustees shall disclose any possible conflict of interest in matters under discussion by the Board and will remove themselves from that discussion and from voting on the matter (see "Conflict of Interest" Policy).

F. A Trustee who moves his/her residence from Southold School District is no longer a member of the Library and cannot longer serve on the Board of Trustees.

### **7. Duties of Trustees and Officers**

a. The **President** shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees (except nominating committee), execute all documents authorized by the board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.

b. The **Vice President**, in the event of the absence or disability of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President.

c. The **Secretary** shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.

d. The **Treasurer** shall be the disbursing officer of the board and shall perform such duties as generally devolve upon the office. In the absence or inability of the Treasurer, his/her duties shall be performed by such other members of the Board as the Board may designate.

### **8. Director**

The Trustees shall appoint a Director who shall be the executive officer of the policies of the Board and shall have charge of the administration of the library under the direction and review of the Board. The Director shall be responsible for the care of the buildings and equipment; for the employment and direction of the staff; for the efficiency of the library's service to the public; and for the operation of the library under the financial conditions contained in the annual budget. The Director shall attend all Board meetings except the portion of the meeting at which the director's appointment, evaluation, or salary is to be decided or discussed.

### **9. Amendments**

Amendments to the Constitution may be made with a two-thirds vote of the members present at any Annual Meeting, provided written notice of the proposed amendment was contained in the call for the meeting.

### **10. Procedure**

All procedures not specified herein shall be in accord with Robert's Rules of Order, Revised.

## **By-Laws**

Bylaws shall be created or mandated by the Trustees at any regular meeting by a 2/3 vote of the whole Board, provided notice of the proposed change is given at the meeting prior and in the meeting notice.

#### **1. Appointment of a Librarian/Director**

The Library shall employ as Director only persons who hold a NYS Public Librarian's professional certificate of qualification. The Library shall employ in all other professional librarian positions only persons who hold a NYS Public Librarian's professional certificate.

## 2. Committees

a. Ad hoc: Ad hoc committees for the study and investigation of special issues shall be appointed by the President. Such committees to serve until the completion of the activity/project.

b. Nominating: A nominating committee for candidates for the Board of Trustees shall be elected by the trustees and shall report its nominations to the Board at the meeting of the trustees on or before the annual meeting. The slate of officers shall be presented to the Board at the annual meeting. If any vacancy occurs on the Board of Trustees, replacement candidates selected from library members shall be proposed by the nominating committee.

c. Such other committees as the Board of Trustees deems necessary to carry on the work of the Library shall be appointed by the President. The President shall be an ex-officio member of all committees, excluding the nominating committee.

## 3. Indemnification:

The Southold Free Library indemnifies and holds as harmless the trustees, officers, and committee members for their actions in the furtherance of the activities and purposes of the Association.

## 4. Funding:

The Board of Trustees and the Library Director shall work together to insure that adequate funds are appropriated by local funding sources on a permanent basis to maintain the fiscal health of the Library.

## 5. Fiscal Year:

The fiscal year of the Library shall be from July 1st-June 30th of each year.

Amended February 13, 2002

Amended February 9, 2005

Amended August 13, 2014