

**GREAT NECK LIBRARY
A FREE ASSOCIATION LIBRARY**

BYLAWS

Revised June 23, 1992
Revised January 25, 1994
Revised September 1997
Revised January 29, 2001
Revised January 28, 2002
Revised October 31, 2005
Revised June 14, 2006
Revised October 31, 2016

ARTICLE I

Nature of Association

The Great Neck Library is an incorporated free association library, organized January 9, 1889, under the statute of the State of New York, entitled: "An Act for the Incorporation of Library Associations" as enacted May 15, 1875, and is a Type B Corporation under the Not-For-Profit Corporation Law of the State of New York.

ARTICLE II

Definitions

A. The title or name of the Association as set forth in the Certificate of Incorporation is the "GREAT NECK LIBRARY", sometimes hereinafter referred to as the "Library" or the "Association."

B. As used in these Bylaws, "School District" means the Great Neck Union Free School District, Town of North Hempstead, County of Nassau, State of New York.

C. Notice shall mean written notice by ordinary mail or hand delivered to the address of the addressee as shown on the records of the Great Neck Library.

ARTICLE III

Purpose

The Great Neck Library is organized and maintained to provide library services and facilities for the benefit and free use of all people in the School District.

9/30/97

ARTICLE IV

Government

The government and administration of the Library are vested in a Board of Trustees and officers functioning pursuant to the provisions of the Education Law and the Not-For-Profit Corporation Law of the State of New York.

ARTICLE V

Membership

A. Any person eighteen years of age or over who is a resident of the School District may become a member of the Association, provided he/she shall comply with the terms and conditions of membership as hereinafter set forth, and his/her membership shall be terminated in accordance with the rules and regulations regarding such termination as hereinafter provided. Membership in the Association shall not be required for the free use of the Library.

B. All persons eighteen years of age or older, who are residents of the Great Neck School District and are either valid library card holders or registered voters with the Nassau County Board of Elections, will be members of the Association.
(amended 6/14/06)

C. Membership in the Association is automatically terminated when a person is no longer a resident in the School District.

D. Membership may be terminated by the Board of Trustees after a hearing upon the finding that the member has violated the rules and regulations of the Library.

E. All members of the Association on the record date shall be eligible to vote at the Annual Meeting and at any special meeting. The record date for the Annual Meeting shall be 5:00 p.m. of the 1st Monday of October immediately preceding the Annual Meeting. The record date for any special meeting shall be 5:00 p.m. on the 30th day immediately preceding the special meeting.
(amended 10/31/05)

F. Members are eligible to vote for Trustees of the Association and those members of the Nominating Committee to be elected by the membership at the Annual Meeting. They may also vote on changes in the Bylaws as hereinafter provided.

G. Members shall be entitled to vote by proxy upon, and only upon, the following conditions:

1. Such proxy shall be irrevocable.

2. The proxy must be on a proxy form provided by the Association. Such proxy forms for the Annual Meeting shall be made available to members no sooner than the 2nd Monday of September immediately preceding the Annual Meeting, and, for any special meeting, no sooner than the 23rd day immediately preceding such special meeting. (Rev. 1/28/02)
3. The proxy must be filed with the Director of the Library, or such person or persons as the Director shall designate, no later than 5:00 p.m. on the Friday before the Annual Meeting or 5:00 p.m. on the last day that the Main Branch of the Association is open before the day of any special meeting.
4. Each proxy envelope must be signed by the member and should have the name, address and library card number of the member printed thereon. However, failure to have the name of the member printed thereon will not render the proxy void if the signature is sufficiently legible to identify the member clearly. (Rev. 1/29/01)
5. The Trustees shall have the right to mail, or to otherwise provide to members proxy forms, designating the Secretary of the Board or, if the Secretary has a special interest in the election, another Trustee, to vote on behalf of the members at the Annual or special meetings as the members may direct or permit by such proxy.
6. Trustees shall have the right to limit proxy voting to the voting for Trustees, for Amendments to the Bylaws, election of Nominating Committee members and such other items as the Board deems appropriate.
7. A proxy form shall specifically set forth each item of business for which it is voted and how such proxy shall be voted.

ARTICLE VI

Meetings of the Association

A. There shall be an Annual Meeting of the Association which shall be held on the last Monday in October. An Annual Re-organization Meeting shall be held no sooner than January 2 nor later than the last Tuesday in January immediately following the Annual Meeting (Rev. 1/28/02)

B. A special meeting may be called by the President. Upon the filing with the Secretary of a written request of any three Trustees or a written petition of one hundred members containing a short description of the subjects to be considered, the President must call a special meeting. The notice of a special meeting shall contain a short

description of the subjects to be considered. A special meeting, called upon the request of the Trustees or petition of the membership, shall be held within 120 days of the receipt of the request or petition by the Secretary.

C. One hundred members attending, in person or by proxy, shall constitute a quorum of the membership at any Annual Meeting of the members, except as specifically set forth in Section 604(b) of the Not-For-Profit Corporation Law, or any successor statute thereto, with regard to special meetings for the election of Trustees.

D. At the Annual Meeting of the Association, the following actions shall be taken:

1. The election of the Trustees to fill the place of outgoing Trustees and outgoing members of the Nominating Committee.
2. Any other business that may properly come before the meeting.

E. At the Annual Re-organization Meeting to be held pursuant to Article VI subdivision A hereof, the following actions will be taken:

1. Annual report of the President of the Board of Trustees
 2. Annual report of the Treasurer
 3. Annual report of the Library Director
 4. Any other business that may properly come before the meeting.
- (Rev. 1/28/02)

F. Notice shall be given to the members by the Secretary at least fifteen days prior to any meeting of the Association.

This subdivision shall not apply to notices under Article X hereof.

ARTICLE VII

Board of Trustees

A. The Board of Trustees shall consist of seven members who shall be chosen from the members of the Association. The Board shall be divided into four (4) classes, three of which classes consisting of two members each and one class consisting of one member. One class of Trustees shall be elected at each Annual Meeting, each for a four-year term of office to commence on January 1 immediately following the Annual Meeting. In the event that a Trustee shall cease to be a Trustee or shall cease to be a member of the Association, his/her office shall be deemed vacant.

(Rev. 1/28/02)

B. A Trustee may be removed by a majority vote of the entire Board for

misconduct, incapacity, or neglect of duty. A hearing in the removal proceeding shall be held before the Board upon ten days notice to the Board and the member involved. The notice shall specify the charges to be heard.

C. When any vacancy occurs, within sixty days thereafter the Nominating Committee shall submit to the Board the names of two or more members of the Association from which the Board shall elect one Trustee to act until the next annual meeting at which time the membership shall elect a Trustee to fill the unexpired term. Nominees to fill such vacancies must be members of the Association at the time of their nomination.

D. If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Board, the Trustee shall be deemed to have resigned.

E. The Board shall propose an annual budget for the Association and shall transmit it to the Board of Education of the School District for submission to the voters of the School District and shall contract with such Board of Education for the Great Neck Library to furnish library privileges to the people of said School District. Prior to transmission of the budget to the Board of Education, a hearing open to residents and taxpayers of the School District shall be held.

F. The Board shall administer the funds of the Association and shall supervise and control the appropriation and disbursement thereof.

G. The Board shall meet monthly except for July and August. At the Annual Re-organization Meeting immediately following the Annual Meeting, the Board shall draw up a schedule of its regular meetings, to be held for the year. This schedule shall be distributed to all Association members, and kept posted in each of the Library branches. The Board shall meet at such other times as the Board or the President of the Board shall determine. The President shall, at the written request of any three of its members, call a special meeting of the Board. Notice of all meetings shall be posted in each of the Library branches at least 48 hours prior thereto. All meetings shall be open to residents of the School District except for matters to be considered in executive session. (Rev. 1/28/02)

H. The Board shall appoint the Director of the Library who shall have general charge of the Library and its branches under the direction of the President of the Board. Subject to the Board's approval, the Director shall hire all employees, purchase library materials and certify for payment all bills incurred. The Director shall report to the Board at each of its regular meetings and to the membership at the annual meeting. The Director shall be responsible to the Board for the care of the Library property and for the proper discharge of the duties of all employees. The Director shall attend all meetings of the Board and of the Association. The Board shall have the power to contract with the Director upon such terms and for such period as it deems proper.

I. A quorum of the Board shall consist of five members. All actions of the Board shall be taken by a majority vote of those present.

J. By unanimous vote of the Trustees at any meeting at which a quorum of the Board is present, any former Trustee of the Association may be elected an Honorary Trustee for such period as may be specified in the resolution. During such period the Honorary Trustee may attend Board meetings and advise the Board of Trustees, but shall have no right to vote and shall not otherwise be considered a member of the Board.

ARTICLE VIII

Nominations

A. There shall be a Nominating Committee consisting of five members of the Association, all of whom shall be elected by the membership at the Annual Meeting. The Nominating Committee shall elect one member as chairperson. The five members elected shall be divided into three classes, consisting of two classes of two members each, and one class consisting of one member. The term of office of each elected class of the Nominating Committee shall be for three years or until their successors have been elected. The terms of office of the three classes elected by the membership will alternate with the term of office of each class expiring once every three years.

(Rev. 10/31/2016)

B. Four members of the Nominating Committee shall constitute a quorum. No action shall be taken at a meeting unless a quorum is present, other than the adjournment of the meeting, and no action shall be taken other than by a majority vote of the Nominating Committee.

C. Members of the Nominating Committee shall not be eligible to hold elective office for consecutive terms. An Association member shall not be eligible for election to a further term of office on the Nominating Committee for a period of one year following the expiration of the previous term of office.

D. Any member of the Nominating Committee who seeks or shall accept nomination or appointment to the Board of Trustees at the next Annual Meeting shall be deemed to have resigned from and vacated his/her office on the Nominating Committee.

E. The Nominating Committee shall present to the membership at the Association's Annual Meeting a nominee to fill the specific office of each outgoing trustee and of each outgoing member of the Nominating Committee.

F. All vacancies on the Nominating Committee, whether caused by resignation, death, loss of eligibility or otherwise, may be filled by the Board of Trustees. A member thus elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor or until his/her successor is elected.

G. Nominees for the Board of Trustees and the Nominating Committee to be elected at the Annual Meeting must be members of the Association at the time of their nomination.

H. On or before July 1 prior to the Annual Meeting, the Nominating Committee shall submit in writing to the Secretary the names of the nominees for the Board of Trustees and the Nominating Committee. The Secretary shall notify the Board of Trustees and shall post said names at each branch of the Library on or before July 5.
(Rev. 1/28/02)

I. Independent nominations for specific vacancies on the Board of Trustees and specific vacancies on the Nominating Committee may be made in writing on a form of petition provided by the Association signed by any one hundred members of the Association eligible to vote. Such form of petition shall be provided by the Association no later than June 15. Such independent nominations must be received by the Secretary on or before August 15 prior to the Annual Meeting.
(Rev. 1/28/02)

J. On or before September 15, the Secretary shall notify members of the Association in writing of all of the nominations received from the Nominating Committee, pursuant to subdivision H hereof, and of all independent nominations received, if any, pursuant to subdivision I hereof.
(Rev. 1/28/02)

ARTICLE IX

Officers

A. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and such assistant or temporary officers as may be elected by the Board of Trustees from its membership.

B. The officers shall be elected by the Board at the Annual Re-organization Meeting following the Annual Meeting. An officer may be removed by a majority vote of the entire Board.
(Rev. 1/28/02)

C. The President shall be the chief executive officer of the Association and shall be responsible to the Board for the maintenance and administration of the affairs of the Association. The President shall have the usual powers and authority of the chief executive officer of a corporation and shall administer the duties of the office in accordance with the statutes of the State of New York.

D. The Vice-President shall act during the absence or incapacity of the President and shall have all of the powers and authority of the President in so acting.

E. The Secretary shall keep minutes of Board meetings. The Secretary shall conduct the correspondence of the Board and perform such other duties as from time to time shall be delegated by the Board and by the President.

F. The Treasurer shall supervise the funds and securities of the Association

and shall supervise and keep accurate financial records which shall be subject to annual audit by an independent certified public accountant. The Treasurer shall have the authority to sign all checks. The Treasurer shall keep complete accounts of the Association's finances and shall present a monthly report to the Board and a complete annual report at the Annual Meeting. Assistant Treasurer(s) shall be elected by the Board and shall have such duties and responsibilities as the Board shall confer upon them, including the authority to sign checks in the absence or disability of the Treasurer or to act as co-signers of checks when required by the Board. The Treasurer and Assistant Treasurer shall give such security for the faithful performance of their duties as the Board may require. All expenses of the bonds or other security furnished by the Treasurer and Assistant Treasurers shall be charged to an administrative expense.

ARTICLE X

Amendments

A. The Bylaws of the Association may be amended at any annual or special meeting of the Association. Proposed amendments may be initiated by resolution of the Board of Directors or by a written petition of one hundred members of the Association eligible to vote. The President shall call a meeting of the Association to consider a petition to amend the Bylaws within 120 days of the President's receipt of the petition. At least thirty days prior to the meeting date, the Secretary shall forward to each member the text of the proposed amendments and notice of the date, time and place of the meeting at which such amendments will be considered.

B. Amendments to the Bylaws shall be adopted by a two-thirds affirmative vote of the members voting, in person or by proxy at such meeting.