

Bylaws of Friends of Catskill Public Library and Palenville Branch, Inc.

Mission and Purpose

Friends of Catskill Public Library and Palenville Branch, Inc. advance the vital work of the library, an integral public space, serving the Catskill community in all its diversity.

The Purpose of Friends of the Catskill Public Library and Palenville Branch, Inc. is to establish and maintain a volunteer association of persons interested in the library; to focus positive public attention on library services, facilities and needs; to promote the individual and community use and enjoyment of the library; to provide opportunities for cultural enrichment and programming and to raise funds in support of the library's initiatives, programs and services to benefit the residents of the Catskill Community including the hamlet of Palenville, New York.

Article I: Name

The Corporation shall be known as: Friends of the Catskill Public Library and Palenville Branch, Inc. (hereinafter the "Friends").

Article II: Membership

Section 1. Classes. The Friends shall have two (2) classes of Members: Personal and Business.

Section 2. Qualifications & Criteria for Membership. The Board of Directors (hereinafter referred to as the "the Board") shall from time to time establish qualifications and criteria for Membership.

Any person or organization interested in the mission of the Friends is considered a member upon payment of the annual dues to the Friends. The Membership year is for a period of 12 months, covering the organization's fiscal year. Friends joining after October 1 shall be members for both current and coming year's membership. Only Members of the Friends shall have the right to vote at the Annual Meeting, hold office, be on the Board or serve on a committee.

Section 3. Annual Meeting. An annual meeting of the Membership shall be held at a time determined by the Board

Section 4. Special Meetings. Special Meetings of the Friends entitled to vote may be called at any time by the President, a majority vote of the Board, or upon the written request of at least ten percent (10%) percent of the Members entitled to vote. No business shall be conducted at a Special Meeting that is not included in the issued Notice. Calls for Special Meetings shall be submitted to the President of the Friends.

Section 5. Member Meeting Notice. Notice of a Meeting of the Members of the Friends shall be issued as prescribed by statute.; *(New York Consolidated Laws, Not-For-Profit Corporation Law - NPC § 605. Notice of meeting of members)*

Section 6. Quorum. At any duly called Meeting of the Membership, all present eligible voting Members shall constitute a quorum. When a quorum is present to organize a meeting, it is not

broken by the subsequent withdrawal of any Member(s).

Section 7. Annual Report. The Board of the Friends shall annually present to the Membership, a report outlining the Friend's fiscal status. This report shall include an annual balance sheet and profit and loss statement, or a financial statement performing a similar function for the preceding fiscal year, confirming assets (restricted and unrestricted) and liabilities, revenues and receipts and expenses.

Section 8. Revocation of Membership. The Board of the Friends may expel a member of the Friends for cause upon a two-thirds (2/3) vote of the Board, provided the Friend member has received reasonable notice of said cause and afforded a reasonable opportunity to respond to the Board.

Upon revocation of membership, any currently paid dues shall be returned.

ARTICLE III: Board of Directors

Section 1. General Management. The Board of Directors (hereinafter referred to as the "Board") shall have authority in governing the operations, finances and affairs of the Friends. The Board shall approve a budget for the succeeding fiscal year prior to the conclusion of the current fiscal year. It may be amended at any regular meeting of the Board. The Board shall determine the policies and procedures of the Friends. Members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their duties.

Section 2. Membership. The Board shall consist of the Officers of the Friends, and a least one additional Director. Trustees and staff of the Catskill Public Library and Palenville Branch are ineligible to serve as members of the Board.

2.1. **Terms of Office.** The Board takes office immediately after the Annual Meeting until the subsequent annual meeting. Newly elected members of the Board of Directors who have not served before, shall serve initial one-year terms. At the conclusion of the initial one year term, members of the Board of Directors may serve additional three year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one third (1/3) of all members of the Board of Directors shall expire.

2.2. **Election to the Board of Directors.** Members of the Board of Directors and officers shall be elected by the members at each Annual Meeting of the Friends from the slate of candidates put forth by the nominating committee.

2.3. **Resignation.** A member of the Board may resign at any time by giving written notice to the Board, the President, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

2.4. **Removal.** Any member of the Board may be permanently removed for cause, by a two-thirds (2/3) majority vote of the Board at any Regular Meeting or Special Meeting of the

Board called for that purpose, or with, or without cause, by a majority vote of the Membership at any Annual Meeting or Special Meeting of the Members called for that purpose.

2.5 Board Vacancies. Vacancies occurring on the Board of Directors because of a resignation or removal shall be filled by a vote of a majority of the remaining Board of Directors. An individual designated by the Board to fill such a vacancy shall hold office for the unexpired term of his or her predecessor.

ARTICLE IV: Officers and Duties

Section 1. Officers of the Friends. The Officers shall be President, Vice-President, Treasurer, and Secretary.

Section 2. Election and Terms of Office. The Board of Directors will annually elect a President, Vice-President, Treasurer, and Secretary who shall serve in that capacity for a term of two years or until their successors have been elected and assume office. Officers of the Friends shall begin service at the Annual Meeting. All officers shall turn over their records in good order to their successors within one month after the date they take office.

Section 3. Removal, Resignation, Compensation. Any officer elected or appointed by the Board may be removed by the Board with or without cause. A removal without cause shall require a 90% vote of the entire Board of Directors. A removal with cause requires a 2/3 majority vote. In event of the death, resignation, or removal of an officer, the Board, in its discretion, may elect to appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of the President, and Treasurer. Notice of filled vacancies shall be made at the Annual Meeting.

Section 4. Duties.

a) President: Duties include Chair of the Board of Directors, and Executive Committee. Presides at all Friends meetings, is an ex officio member of all committees (except Nominating) and is the Friend's official representative. Acts as spokesperson on matters of Friends policy and position.

b) Vice President: Shall assume powers and functions of the Chair of the Board during the absence or for any other reason the President is unable to perform as the President. Shall also chair the Nominating Committee.

a) Secretary: The secretary shall be responsible for all minutes, records (to include membership rolls) and notifications to the Board of Directors.

b) Treasurer: The treasurer shall be responsible for the fiscal affairs of the Friends, and provide reports and interpretations of the Friend's financial condition to the Board of Directors.

Section 5. Vacancies in Board Directors and Officers

a) In the event of a vacancy in the office of the President, the Vice President shall serve as

President of the Board until the next Friends election.

b) In the event of a vacancy of the Vice President, Secretary or Treasurer, the President shall appoint the vacant position at the next regular meeting, with replacements to serve until the next Friends election.

c) The Board of Directors shall fill vacancies in director positions as they deem necessary until the next Friends election.

ARTICLE V: MEETINGS

Section 1. Annual Membership Meeting. The Annual Meeting of the Friends will be held at a time and place to be approved by the Board of Directors.

1.1. Quorum. Those attending the Membership meeting shall constitute a quorum.

Section 2. Board Meetings. There shall be a minimum of at least six meetings the Board of Directors annually with at least one in conjunction with the annual meeting. Other special meetings may be held at such times and places as determined by the Board of Directors. Each board director shall have one (1) vote.

A special meeting of the Board of Directors shall be called at any time by the President in response to a request by the Executive Committee or by request of the Board of Directors representing a majority of votes.

Guests may be invited to attend the Board meeting, as meetings of the Board are not open to the public. At the discretion of the Board, any member of the Friends attending may make comments or ask questions. The Board may, upon a majority vote, determine that an executive session is needed. Only voting members of the Board may attend executive sessions. Any individual required to be present at executive sessions, other than voting

members of the Board, must be approved by a two-thirds vote of the Board. At the conclusion of the session the President shall announce the subject of the executive session.

2.1. Quorum: A majority of the voting Members of the Board shall constitute a quorum for the transaction of any business.

2.2. Electronic Communication. Members of the Board may participate in any meetings by conference telephone, electronic video screen communication or similar communications equipment. Participation by such means shall constitute presence in person at a meeting of the Board.

Section 3. Notification of Meetings.

a) The secretary shall provide notice to all members in good standing, of the date, time, and place of all Friends meetings at which voting will take place on the business of the Friends.

- b) Any meeting or action of the Board may be, to the extent allowed by law, held by electronic or other means.

Section 4. Oversight by Membership. Any action of the Board may be set aside by a two-thirds (2/3) vote of the Members at the Annual Meeting or duly called Special Meeting of the Membership.

ARTICLE VI: STANDING COMMITTEES

There may be four standing committees. These committees may be the Executive Committee, the Membership Committee, the Finance Committee, and the Nominating Committee.

Section 1. Executive Committee. There may be an Executive Committee of the Board of Directors composed of the President, Vice President, Secretary and Treasurer. The Executive Committee shall have the power of the Board of Directors to transact the business of the Friends between regular Board Meetings.

Section 2. Membership Committee

- a) The committee may be composed of at least two members.
- b) The Secretary may serve as co-chair of the Membership Committee.
- c) The committee may maintain membership policies and procedures for confirmation of membership, promotion of the Friends, and coordination of membership appeals.

Section 3. Audit-Finance Committee. The President shall establish an Audit-Finance Committee which shall consist solely of Independent Directors. An Independent Director shall be defined as a Director who: (i) is not, and has not been within the last three years, an employee of the Corporation and does not have a relative who is, or has been within the last three years, a key employee of the Corporation or any affiliate; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Corporation or any affiliate; and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer, director or employee of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Corporation or any affiliate for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues. For purposes of this definition, "payment" does not include charitable contributions.

The Audit-Finance Committee shall:

- a) Oversee accounting and financial reporting processes.
- b) Oversee the audit of the Corporation's financial statements as required by law.
- c) Retain an auditor annually if required.
- d) Review audit results with the auditor if required.

- e) Review materials weaknesses, restrictions on scope, significant disagreements, and adequacy of audit processes following the audit if required.
- f) Annually consider the auditor's performance and independence, and/or review annually if the retention of an audit is required.
- g) Review the Corporation's monthly cash-flow statements, financial statements and such other financial records of the corporation as necessary to adequately report to the Board at each Board meeting as to the economical health of the Corporation.

Section 4. Nominating Committee

- a) The Nominating Committee members may be appointed by the President of the Board annually.
- b) Nominations for the Board may be solicited via electronic means at least 30 days prior to the annual meeting. Nominations shall be reviewed by the Board of Directors. The Board of Directors shall approve a slate of nominees to be presented to the membership for election at the annual meeting. The Nominating Committee shall serve in the year they are appointed.

Only members as defined in Article II, Section 2 of these Bylaws may serve on the Nominating Committee.

Section 5. Ad Hoc Committees. The Board, by resolution adopted by the majority of the Entire Board, may designate other Standing, or ad hoc, Committees, with such authority as the applicable resolution shall provide, and constituted according to the requirements of this Article and applicable statutes. The Board may annually review each Ad hoc Committee, and determine whether the Committee shall continue with its charge.

5.1. Appointments. The composition of Ad hoc Committees must be contained in the applicable resolution language, as adopted by the Board. An officer may recommend for appointment, by resolution submitted to and adopted by the majority of the Entire Board, Ad hoc Committee Chairpersons and two (2) at-large Committee Members.

Section 6. Task Forces. An officer, by resolution submitted to and adopted by the majority of the Entire Board, create Task Forces and recommend their Members. The charge of a Task Force may not exceed the scope of the Board or any Committee of the Friends. The creation of any task force shall be specific in scope and duration.

Section 7. Meetings. Meetings of committees, of which no formal notice shall be necessary, shall be held at such time and place as may be fixed by the President or the Chair of the applicable Committee or by majority vote of the members of the committee.

Section 8. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the

committee. The procedures and manner of acting of all committees shall be subject to the direction of the Board, except where the Board has permissibly delegated authority to act, within statutory limitations, to a Committee of the Board. All committees shall maintain appropriate minutes of their meetings in an effort to document proper and appropriate oversight, and submit a copy of all minutes to the Board Secretary for maintenance.

Section 9. Vacancies. Vacancies created on a Committee shall be filled in accordance with the requirements of this Article.

ARTICLE VII. Fiscal Year & Independent Financial Audit

Section 1. Fiscal Year. The fiscal year of the Friends shall commence on the 1st day of January and conclude on the 31st day of December.

Section 2. Independent Financial Audit. If required by statute, contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board, the accounts of the Friends shall be subject to an annual audit report or review to prepared by an Independent Auditor (as defined by statute) to be overseen by either the Board, or an authorized Committee of the Board.

ARTICLE VIII: Statutory Compliance

Section 1. Conflicts of Interest & Related Party Transaction Protocols. This Corporation shall adopt, and at all times honor, a written Conflicts of Interest & Related Party Transaction Policy to assure that Officers, Members of the Board, and Committee Members act in the Corporation's best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

- i. **Procedures.** Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Council, or an authorized committee, as appropriate.
- ii. **Restrictions.** Stipulations that when the Board, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:
 - (a) be present at, or participate in, any deliberations;
 - (b) attempt to influence deliberations; and/or,
 - (c) cast a vote on the matter.
- iii. **Definitions.** Definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction.
- iv. **Documentation.** Requirements that the existence and resolution of the conflict and/or transaction be documented in the records of the Corporation, including in the

minutes of any meeting at which the conflict was discussed or voted upon; and,

v. **Audit-Related Disclosure.** Disclosures of all real or potential Conflicts of Interest and/or Related Party Transactions are properly forwarded to the Board, or another authorized committee, as appropriate, for purposes of audit-related consideration.

Section 2. Conflicts of Interest & Related Party Transaction Conflicts Policy. The Conflict of Interest and Related Party Transaction Policy of the Corporation is annexed hereto, and made a part hereof as Appendix "A." This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the members present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, with the change in policy to not be applicable to any pending or currently being reviewed real or potential conflicts of interest or Related Party Transaction.

ARTICLE VIII: Indemnification of Directors, Officers & Employees. To the extent permitted by law, the Corporation shall:

a) Indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any Director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that s/he, or his or her testator or intestate, was a Director or officer of the Corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action nor proceeding, or any appeal therein, if such Director or officer acted, in good faith, for a purpose which s/he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

(b) Indemnify any person made, or threatened to be made, a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that s/he, his or her testator or intestate, is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of any other corporation of any kind, domestic or foreign, of any partnership, joint venture, trust, employee benefit plan or other enterprise, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such Director or officer acted in good faith, for a purpose which s/he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to the best interests of the Corporation, except that no indemnification under this paragraph shall be made in respect of (i) a threatened action, or a pending action which is settled or otherwise disposed of; or (ii) any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the Court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of *nolo contendere*, or its equivalent, shall not in itself create a presumption that any such Director or officer did not act, in good faith, for a purpose which they reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise not opposed to the best interests of the Corporation or that they had reasonable cause to believe that their conduct was unlawful.

The Corporation may purchase and maintain insurance on behalf of any person described herein against any liability asserted against him or her whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or otherwise.

The Friends shall indemnify its Directors, Officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against the Director, Officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person was a Director, Officer, employee or volunteer of the Friends and acting in good-faith for a purpose which such person reasonably believed to be in the best interest of the Friends, and was not unlawful, unethical or immoral. In order to assure adequate indemnification, the Friends shall be required to purchase and maintain appropriate insurance coverage.

ARTICLE IX: Fundamental Corporate Changes

Section 1. By-Law Amendment. Amendments may be initiated by the Board, or by petition of 25 or more Members. The Board shall be required to submit all proposed amendments of the Friend's bylaws with recommendation for ratification by a majority of Members, voting either at the annual membership meeting or a duly called special meeting.

Section 2. Dissolution Procedure. Unless stipulated otherwise herein, this Friends may be dissolved by a two-thirds (2/3) majority vote of the Directors present at any Annual Meeting or Special Meeting called for that purpose. The dissolution of the Friends shall be final, provided all statutory approvals are subsequently secured and any Certificate of Dissolution is accepted for filing by the New York Department of State.

Section 3. Residual Assets. In seeking approvals necessary for Dissolution, the Friends shall donate any residual assets to the Catskill Public Library and Palenville Branch.

ARTICLE XI: Parliamentary Procedure

Robert's Rules of Order, as last revised, shall be the parliamentary authority for all matters of procedure not specifically covered by the Bylaws or by the specific rules of procedure adopted by the Friends.

We the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the By-Laws of this corporation.

Adopted and Approved by Board of Directors on this 3rd day of April, 2024

Joy DeVita, President, Friends of the Catskill Public Library and Palenville Branch, Inc.

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Joy DeVita

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Rob Spillman, Vice President

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Rob Spillman

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Dave Snyder, Treasurer

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Dave Snyder

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Anna Rosencranz, Secretary

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Anna Rosencranz

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