

AURORA FREE LIBRARY BYLAWS

Article 1

Name and Purposes of the Association

Section 1. This Association shall be known as the Aurora Free Library Association herein after called the Association.

Section 2. The focus of the Association is educational and the purpose is:

- a. To provide library services to meet the informational, recreational and cultural needs of community members,
- b. To provide performing arts and cultural events for the enrichment of the community, and
- c. To restore and maintain a facility which includes library space, a community gathering place, and a theater.

Article 2

Association Membership and Meetings

Section 1. The Association is chartered as a library in the state of New York. As such it has Association members.

Section 2. All registered users of the Aurora Free Library over the age of 18 shall be members of the Association.

Section 3. Association members shall approve the purpose of the Association and elect a Board of Trustees to oversee and operate the Association.

Section 4. A meeting of the Association shall be held annually in February and on any other occasion by written petition of 25 or more Association members. All meetings shall be announced by written notification as defined by state regulations not less than ten (10) days or more than fifty (50) days prior to the date of meeting. The Board President shall preside at all Association meetings. **In the event of the President's absence, the Vice President will preside at the Association meeting.** The Board Secretary shall take minutes of Association meetings.

Article 3

Governance

Section 1. The general management of the affairs of the Association shall be vested in the Board of Trustees (hereafter, the Board). Its functions shall include but not be limited to the following:

- a. To hire, and evaluate annually, a qualified library director.
- b. To adopt an annual budget and secure and steward adequate funding

for the programs of the Association to include annual review of the resources and portfolios of the Association.

- c. To adopt policies and rules regarding library, program and building use.
- d. To plan for and evaluate the service programs of the Association.
- e. To promote the library and the services of the Association in the local community and in society in general.

Section 2. The Board shall consist of **seven (7)** ~~no fewer than seven (7), and no more than eleven (11)~~ members, **including** one member each from MOH and Preservation Committee **who** shall become Trustees with voting privileges.

Section 2A. Trustees must be Association members to serve on the Board.

Section 2B. Trustee terms shall end on the last day of February and begin on the first day of March.

Section 3. The term of Trustees shall be three years, with each Trustee serving no more than **three** ~~two~~ consecutive terms, subject to the terms of Section 3b of this Article. Trustees who serve **three** ~~two~~ terms and are off the Board for one full year may be eligible to be elected to the Board by the Association.

Section 3a. Board members who miss three consecutive meetings without valid excuse shall be considered to have resigned. **The Board of Trustees of the Aurora Free Library shall have the authority to reinstate a Board member who is considered to have resigned due to missing three consecutive meeting without excuse upon that member showing justification for the absences.**

Section 3b. **If a member of the Board of Trustees of the Aurora Free Library fails to complete Board training required by law, said Board member shall be considered to have resigned from his/her position on the Board. The Board shall have the authority to reinstate said Board member upon completion of required training within three months of having resigned due to failure to complete required training.**

Section 3c. In the event a Trustee resigns from his or her position or for any reason fails to serve out his or her full term, the Board **shall** ~~may~~ by majority vote appoint a new member to complete the remainder of the term of the departing Trustee. If there are less than 18 months remaining in the term of the departing Trustee, the replacement Trustee may serve **three** ~~two~~ full three year terms in addition to the appointed term. The appointment of a Trustee to serve the remaining term of a resigning Trustee must be confirmed by the Association members at the next annual meeting.

Section 4. The officers of the Association shall be President, Vice President, Secretary and Treasurer.

Section 5. There shall be no purchase, sale, or lease of real property without a two-thirds vote of the Board.

Article 4

Meetings of the Board

Section 1. A regular Board meeting schedule shall be determined annually. Other meetings shall be held as deemed necessary and called by the President, or any three members of the Board.

Section 2. At all meetings, a quorum shall consist of one-half plus one of Board members.

Section 3. All actions of the Board must be approved by a majority of the whole subject to Article 10, Section 1.

Article 5

Election of Officers

Section 1. Officers of the Board shall be elected by the Board members at the Annual Meeting in February for the ensuing year.

Section 2. No one person may hold two offices at the same time.

Article 6

Officers and Duties

Section 1. The President presides at all meetings of the Board, and is responsible for the proper conduct and effectiveness of such meetings. The President is authorized to call any special meetings, executes all documents authorized by the Board, generally performs all duties associated with the office, and serves as the primary liaison between the Board and the Director.

Section 2. The Vice President assumes the duties of the President in the absence of the President.

Section 3. The Secretary is: responsible for the accurate and timely record of all meetings of the Board, issues notice of all meetings, and performs other duties associated with the office as assigned by the Board.

Section 4. The Treasurer shall supervise the finances of the Association, insure that the books of the Association are kept in accordance with general accounting practices, serve as chair of the Finance Committee (see Article 7, Sec. 3), and report to the Board.

Article 7

Committees

Section 1. Theater Committee – The theater located on the upper floor of the Aurora Free Library shall be known as the Morgan Opera House. It shall function under the auspices of the Aurora Free Library and shall be

administered by the Theater Committee. The function of the Morgan Opera House is to provide a wide variety of both educational and entertaining programs at a reasonable price. The Theater Committee shall assume responsibility for events held at or sponsored by the Morgan Opera House, approve the events and keep the Board informed about all Morgan Opera House activities.

- a. The Theater Committee shall operate under management, guidance, and procedures approved by the Board.
- b. The Theater Committee shall consist of at least five (5) members to be approved by the Board.
- c. Appointees to the Theater Committee shall serve three year terms and may be reappointed to the committee for consecutive terms.
- d. The Theater Committee shall elect a treasurer and other officers it deems necessary.
- e. The Chair or a committee member so designated shall become a voting member of the Board of Trustees to serve under the same guidelines as Trustees elected by the membership.

Section 2. Building Preservation Committee – The function of the Building Preservation Committee is to plan and supervise maintenance and renovation of the building and grounds of the Association and to work with the Board to develop and maintain an endowment fund for long-term building preservation maintenance. The Building Preservation Committee shall keep the Board informed about building needs and maintenance/renovation plans and work.

- a. The Building Preservation Committee shall operate under the management, guidelines, and procedures approved by the Board.
- b. The Building Preservation Committee shall consist of at least five (5) members to be approved by the Board.
- c. Appointees to the Building Preservation Committee shall serve three year terms and may be reappointed to the committee for consecutive terms.
- d. The Building Preservation Committee shall elect a treasurer and other officers it deems necessary.
- e. The Chair or a committee member so designated shall become a voting member of the Board of Trustees to serve under the same guidelines as Trustees elected by the membership.

Section 3. Finance Committee –The Finance Committee shall monitor the overall financial state of the Association and report at least quarterly to the Board.

- a. Membership of the Finance Committee shall include the Board Treasurer, Theater Committee Treasurer, Building Preservation Committee Treasurer and up to two (2) additional members appointed by the Board. Appointees to the Finance Committee shall serve three year terms and may be reappointed to the committee for consecutive terms.

Section 4. Fundraising and Development – The Fundraising and Development liaison shall engage in activities that will raise money for the Association programs and building.

A. The Board shall designate member(s) to serve as the fundraising and development liaison to advance and coordinate the fundraising activities of the Association.

Section 5. Nominating Committee – A Nominating Committee shall be appointed by the Board to recruit potential Board members and recommend them for election to the Board by the Association members (or appointment to the remainder of any unexpired board term when vacated by a Board member who leaves the Board.)

Article 8

Records and Finances

Section 1. The Association shall keep correct and complete books and records of accounts and will also keep minutes of the proceedings of the Board meetings and the meetings of the committees having any authority to act on behalf of the Board.

Section 2. The Board shall develop and implement comprehensive financial policies and procedures to govern the fiscal operations of the Association.

Article 9

Miscellaneous

Section 1. The Association shall have the power to indemnify and hold harmless any director, officer, committee member, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in his/her capacity as a director, officer, committee member, or employee, except in cases involving willful misconduct. The Association shall have the power to purchase or procure insurance for such purposes.

Section 2. Robert's Rules of Order shall prevail at all meetings.

Article 10

Amendment of Bylaws

Section 1. The bylaws may be amended by a two-thirds vote of the Board with approval of the Association members, except that a change in the number of Trustees may only be amended by a three-fourths vote of the Board. The

bylaws may be amended only at the annual Association meeting. Any proposed amendment must be presented in writing no less than 30 days prior to the annual Association meeting at which the amendment will be considered.

Article 11

Dissolution of Association

Section 1. In the event of dissolution of the Association, the assets shall be distributed to another nonprofit organization pursuant to the statutory procedures.

SECRETARY, BOARD OF TRUSTEES

DATE

These bylaws were originally adopted by the Aurora Free Library Association when it received its new charter on March 12, 1981. Current bylaws were redrafted and adopted November 15, 1995, and amended on August 20, 2001, May 20, 2003, and November, 2010. They were revised September 20, 2016 and further amended in December 2019. This copy is the latest revision.