

BYLAWS OF

The Foundation for Mohawk Valley Libraries

A New York Not-For-Profit Corporation

ARTICLE 1. PURPOSE

The purpose of the Corporation, as stated in the Certificate of Incorporation, is to support the mission of the Mohawk Valley Library System (MVLS), that mission being to coordinate, strengthen and stimulate public library and information services in Fulton, Montgomery, Schenectady and Schoharie counties in New York State. The corporation will work to support the Mohawk Valley Library System and through that system will support the chartered member libraries.

ARTICLE 2. CORPORATION NOT TO HAVE MEMBERS

The Corporation shall not have members.

ARTICLE 3. TRUSTEES & OFFICERS

1. Trustees

a. The Corporation shall be governed by a Board of Trustees, consisting of not less than 5 and not more than 25 members. The current number will be set by the Foundation board each year at the Annual Meeting of the board, according to the procedures outlined in section e. below.

b. The term of office of a Trustee shall be three (3) years, with approximately 1/3 of the terms of office expiring each year. Each Trustee shall hold office until the expiration of the term for which appointed or elected and until a successor has been appointed or elected and has taken office. Except as specifically provided elsewhere in these bylaws, no Trustee shall serve longer than three (3) consecutive terms.

c. A majority of the trustee terms set to expire at any given Foundation annual meeting shall be filled via appointment by the MVLS Board of Trustees before each annual meeting of the Corporation, and the remainder of the expired terms for Trustees shall be elected by the MVLS member libraries at the MVLS annual meeting which next precedes the Corporation's annual meeting. At each annual meeting of the Corporation, the Officers shall be elected for that year.

d. Trustees must reside or must have a place of employment within the territory served by the Mohawk Valley Library System. For the purposes of this section, "place of employment" shall mean the physical address of the trustee's primary workplace. Trustees do not cease to be trustees if their residence or employment changes while they are serving as a trustee. Such trustees may remain eligible for reelection to subsequent terms should the board so determine.

e. The number of Trustees may be increased or decreased, within the limits established by the Corporation's Certificate of Incorporation, by the affirmative vote of at least two-thirds (2/3) of the entire Board, taken at any meeting of the Board, provided that the proposal to make such change is included in the notice of the meeting at which the vote is to be taken; any such change shall take effect at the next annual meeting of the Board. Increase or decreases in the size of the Board shall, once adopted by the Board, be implemented in a manner which maintains, to the maximum extent

possible, an equal number of Trustee terms expiring in each year, and also the proportion of Trustees appointed by the MVLS Board to those elected by the MVLS member libraries.

2. Officers

a. Officers of the Corporation, each of whom shall be a member of the Board of Trustees, shall be the President, the Vice President, the Secretary, and the Treasurer. No two Offices may be held simultaneously by the same person.

b. The term of office of an Officer shall be one (1) year, and no Officer shall serve more than three (3) consecutive terms in the same Office. Each Officer shall hold office until the expiration of the term for which elected and until a successor has been elected and taken office.

c. Terms of office for Officers shall run concurrently with their terms as Trustees, and shall not extend the permitted maximum number of consecutive years in office.

3. Duties of Officers

a. The Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Corporation.

b. The President shall serve as the Corporation's chief executive officer, shall preside at all meetings of the Board, and shall supervise and control the Corporation's business and affairs. Starting with the third full year of corporate existence, in order to be eligible for election to the Office of President the candidate must have served on the Board for at least two years prior to nomination.

c. The Vice President shall act in place of the President, as necessary, when the President is absent or otherwise unable to act.

d. The Secretary shall keep the records of the Corporation and the proceedings thereof, conduct the ordinary correspondence of the Corporation, issue notices of all meetings, notify the officers and members of committees of their election or appointment, certify nominations, and give notice thereof.

e. The Treasurer shall collect and disburse all funds of the Corporation, keep full and regular accounts, report on the balance of funds of the Corporation at each meeting of the Board, submit an annual financial report to the Board, and have general charge of the financial affairs of the Corporation.

4. The term "entire Board," when used herein, shall mean the number of Trustees, other than those serving in an *ex officio* capacity, when all seats on the Board of Trustees are filled and there are no vacancies.

5. Initial assignment of term lengths

a. At the Initial Meeting of the Corporation, at which these Bylaws are adopted, the fifteen (15) Trustees shall each be assigned a different length of initial term. Five (5) Trustees shall serve a term ending at the Annual Meeting next held following the Initial Meeting; five (5) Trustees shall serve a term ending at the second Annual Meeting held following the Initial Meeting; and five (5) Trustees shall serve a term ending at the third Annual Meeting held following the Initial Meeting. The method used to assign term lengths shall be at the discretion of the Trustees, except that only two (2) Trustees elected by the member libraries shall be assigned to each of the initial term lengths.

Thereafter, except as specifically provided elsewhere in these bylaws, each Trustee appointed or elected to fill a position of Trustee which has expired shall be appointed or elected for a term of three (3) years. Trustees assigned at the Initial Meeting to a term of office of one or two years may be elected for three (3) additional full terms of office as Trustee.

6. Creation and filling of vacancies.

a. Removal of Trustees: A Trustee or Officer may be removed for cause by the affirmative vote of three-fourths (3/4) of the entire Board.

b. Any Trustee or Officer may resign by giving written notice to the President or the Secretary; if there is neither President nor Secretary to whom to give the notice, it shall be given to the Treasurer. Such resignation shall be effective on receipt by the Officer to whom it is given, unless the notice specifies a later effective date. No Trustee may resign, if the Corporation would then be left without a duly appointed or elected Trustee or Trustees in charge of its affairs, except upon notice to the Attorney General.

c. A vacancy on the Board, or in any office, may be filled by a majority of Trustees then in office, regardless of their number, or by a sole remaining Trustee.

d. A Trustee or Officer elected to fill a vacancy created by the removal or resignation of a Trustee originally appointed by the MVLS Board shall hold office until the MVLS Board appoints a successor and that successor takes office. A Trustee or Officer elected to fill a vacancy created by the removal or resignation of a Trustee originally elected by the member libraries shall hold office until the next MVLS annual meeting, and until a successor elected at that meeting takes office; the successor elected by the member libraries shall hold office until the end of the vacant term, and until a successor is elected and takes office.

e. A Trustee appointed or elected to fill a vacant term of less than two (2) years may be appointed or elected for three (3) additional full terms of office as Trustee; a Trustee appointed or elected to fill a vacant term of two (2) or more years may be appointed or elected for no more than two (2) additional full terms of office as Trustee.

7. The MVLS Executive Director shall be an *ex officio* member of the Board, entitled to all privileges and duties of Trustees, including voting on any matter that may come before the board.

8. Trustees and Officers shall serve without compensation, but may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties. A Trustee or Officer may not be employed by the Corporation to perform duties in addition to those of a Trustee or Officer.

ARTICLE 4. MEETINGS OF THE BOARD

1. There shall be an Annual Meeting of the Board of Trustees, to be held during the month of June each year, at which Officers shall be elected, the Annual Reports of the Treasurer and each Committee shall be received, the President and Treasurer shall present the Annual Report of Trustees as required by Not-for-Profit Corporation Law '519, the schedule of Regular Meetings for the ensuing year shall be adopted, and such other business shall be conducted as the President or the Board of Trustees shall deem necessary.

2. The Board of Trustees shall hold Regular Meetings at least quarterly, at the principal office of

the Corporation unless the Board directs otherwise. The schedule of Regular Meetings shall be adopted by the Board at the annual meeting, and may thereafter be amended only by the affirmative vote of two-thirds (2/3) of the entire Board. The schedule of Regular Meetings shall also include the Annual Meeting to be held in the next June.

3. A Special Meeting of the Board may be called by any Trustee at any time, by giving all other Trustees notice, in accordance with the provisions of this Article, specifying the purpose of the meeting.

4. Notice of Meetings.

a. Meetings, including the Annual Meeting, that are included in the schedule of Regular Meetings adopted at the Annual Meeting, as it may be amended thereafter, may be held without further notice, except as otherwise provided in these Bylaws. However, if it is proposed at any meeting to take an action requiring an affirmative vote greater than that required by Section 8.c. of this Article, notice of the meeting identifying the proposed action must be sent at least thirty (30) days before the meeting.

b. Special Meetings shall be held upon at least four (4) days notice delivered by first-class mail or forty-eight (48) hours notice delivered personally or by telephonic facsimile or by email.

c. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned meeting to Trustees absent from the original meeting if the adjourned meeting is held at a time and place not fixed at the original meeting, or more than twenty-four (24) hours from the time of the original meeting.

d. A notice sent by first-class mail shall be deemed to be delivered upon its deposit in the mails; a notice sent by telephonic facsimile shall be deemed to be delivered upon confirmation that the transmission has been completed; a notice sent by email shall be deemed to be delivered twenty-four (24) hours after sending of the email, provided that no notice stating that it has not been or cannot be delivered has then been received. Meeting notices shall be addressed to the street or post office address, telephonic facsimile phone number, or email address for each Trustee shown on the books of the Corporation, and shall state the time, place and purpose of the meeting.

5. Meetings of the Board of Trustees may be held at any place within the State of New York designated by the Board. In the event the place of meeting is not specified in either the schedule of Regular Meetings adopted at the Annual Meeting, or the notice of the meeting, the meeting shall be held at the principal office of the Corporation.

6. Any one or more Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar communications equipment allowing all persons participating in such meeting to hear each other at the same time.

7. The transactions of any meeting of the Board of Trustees at which a quorum is present, but which fails in some other manner to comply with the requirements of these Bylaws concerning call and notice of the meeting, or its place, shall be deemed valid if, either before or after the meeting, each Trustee not present signs a waiver of notice, a consent to holding the meeting, or an approval of

the minutes thereof; a consent sent from the email address shown on the books of the Corporation as belonging to the Trustee giving the consent shall be accepted as a written consent. All such waivers, consents, or approvals shall be filed with and made a part of the minutes of the meeting.

8. Procedures at Meetings

- a. Quorum: A quorum shall consist of a majority of the entire Board. Except as otherwise provided in these Bylaws, the Certificate of Incorporation, or law, no business shall be considered by the Board at any meeting at which a quorum is not present; the only motion the Chair shall entertain at such meeting is a motion to adjourn. The Trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business, notwithstanding the loss of a quorum at the meeting due to a withdrawal of Trustees from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by these Bylaws, the Certificate of Incorporation, or law.
- b. Conduct of the meeting: The President shall preside at all meetings of the Board of Trustees. In the absence of the President, the Vice President shall preside. In the absence of the Secretary the presiding officer shall appoint, in writing, another person to act as Secretary for that meeting.
- c. Vote required for action: Except as otherwise provided in these Bylaws, the Certificate of Incorporation, or law, action shall be taken by the affirmative vote of a majority of the Trustees present and voting at a meeting at which a quorum is present.

9. Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all Trustees consent in writing to the adoption of a resolution authorizing such action; a consent sent from the email address shown on the books of the Corporation as belonging to the Trustee giving the consent shall be accepted as a written consent. The resolution and the written consent or consents shall be filed in the same place as the minutes of meetings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting.

ARTICLE 5. COMMITTEES

1. Committees of the Board

The committees of the board shall be the Executive Committee and the Nominating Committee.

- a. The EXECUTIVE COMMITTEE shall consist of the four Officers and the immediate past president, who shall be entitled to vote on matters properly coming before the committee. . The President shall serve as chair of the Executive Committee, which shall have authority to act in place of the Board when necessary between regular Board meetings. The Executive Committee may not alter or amend any action of the Board; the Board may alter or amend any action of the Executive Committee.
- b. The NOMINATING COMMITTEE shall consist of five (5) Trustees appointed by the President, who shall designate which of them shall be chair. The Committee shall prepare a slate Officers to be proposed to the Board for election at its annual meeting, shall propose a slate of trustees for

appointment by the MVLS board and election by the MVLS members and shall propose candidates for election to fill vacancies occurring between annual meetings. Individuals not nominated by the Nominating Committee may be elected in place of those nominated by the committee on the affirmative vote of a majority of the entire Board or, after nomination from the floor, a majority of those present and voting at the annual meeting of MVLS members.

2. Committees of the Corporation

The committees of the corporation shall be the Finance & Investment Committee and the Development and Community Relations Committee.

a. The FINANCE & INVESTMENT COMMITTEE shall be chaired by the Treasurer and shall consist of three (3) to five (5) members, appointed by the President, at least two (2) of whom are Trustees. It shall be the duty of the Finance & Investment Committee to invest the funds of the Corporation in a fiscally prudent manner in compliance with the Corporation's investment policy, to ensure that reports concerning the Corporation's finances required by either the State or Federal government are filed in a timely manner, and to recommend an auditor to prepare an annual audit of the Corporation's finances.

b. The DEVELOPMENT & COMMUNITY RELATIONS COMMITTEE shall be chaired by a Trustee appointed by the President, and shall consist of at least three (3) members also appointed by the President, at least two (2) of whom are Trustees. It shall be the duty of the Development & Community Relations Committee to develop and distribute marketing materials for the Corporation, and to work to bring funds into the Corporation.

3. Special Committees

The Board or the President may from time to time create special committees. The Board resolution or Presidential memo creating a special committee shall state its purpose and its duration and shall either designate the committee Chair and members, or shall state the method by which the Chair and members are to be designated; a special committee shall be chaired by a Trustee. A special committee created by the President may not be created for a duration that exceeds the term of the President who created it, except with the approval of the Board.

4. Advisory Committees

The Board or the President may from time to time create advisory committees to advise the Board concerning library services, needs, and issues within the MVLS service area. The Board resolution or Presidential memo creating an advisory committee shall state its purpose and its duration and shall either designate the committee Chair and members, or shall state the method by which the Chair and members are to be designated. An advisory committee need not be chaired by a Trustee. An advisory committee created by the President may not be created for a duration that exceeds the term of the President who created it, except with the approval of the Board.

5. Committee Meeting Procedures

The Chair of a committee shall preside at its meetings; in the absence of the Chair, a person designated by the Chair, or by the President of the Corporation, shall preside. Meetings and actions of committees shall otherwise be governed by, noticed, held, and taken in accordance with, the provisions of these Bylaws concerning meetings of the Board of Trustees, adapted as necessary. The Board of Trustees may adopt additional rules and regulations for the conduct of a committee, or

committees in general, not inconsistent with the provisions of these Bylaws.

ARTICLE 6. POLICIES

The Board shall from time to time adopt such policies as it considers necessary for the conduct of the affairs of the Corporation, including, at a minimum, an investment policy, and policies with respect to conflicts of interest and whistleblowers, as required by the Not-for-Profit Corporation Law.

ARTICLE 7. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board of Trustees may adopt.

ARTICLE 8. AMENDMENT OF THE BYLAWS

These Bylaws may be amended by the affirmative vote of at least two-thirds (2/3) of the Trustees present at any meeting of the Board of Trustees, on at least thirty (30) days written notice of the proposed amendment and the meeting at which it is to be adopted. Unless otherwise provided in the resolution adopted, amendments to these Bylaws shall be effective immediately upon adoption. An amendment of Sections 1, 4, 6, 7 or 8 of Article 3, of this Article 8, or of Article 9, shall not become effective until it has been approved by the Board of MVLS.

ARTICLE 9. DISSOLUTION

This Corporation shall not be dissolved except upon the affirmative vote of four-fifths (4/5) of the entire Board on at least thirty (30) days written notice of the proposed dissolution and the meeting at which it is to be considered. The Corporation shall not consider a proposal for dissolution that does not have prior approval from the MVLS Board of Trustees.

History:

Adopted: July 18, 2014

Amended: December 19, 2014
May 15, 2015
May 20, 2016