

CRAGSMOOR FREE LIBRARY

CONSTITUTION & BY-LAWS



The Library on the Mountain

ESTABLISHED IN 1913

VERSION #	DATE	DESCRIPTION OF CHANGE
1.0	June 2016	Article IV.1: Changed date requirement for annual meeting
1.1	August 7, 2021	Article VI.6: The Board may operate as a committee of the whole.

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CONSTITUTION & BY-LAWS

ARTICLE I - NAME

The name of the library at Cragsmoor, New York, in Ulster County, shall be The Cragsmoor Free Library (hereafter called The Library). The Library is a duly chartered New York State Association Library and registered as a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE II - OBJECTIVES

The Cragsmoor Free Library shall: (a) maintain, in the hamlet of Cragsmoor, a circulating library with a reading room for the use of the public, free of charge; (b) actively participate in, encourage and assist community efforts to conserve, maintain and enhance the educational, scenic, historical, wilderness, wildlife, open space and outdoor recreational values of the physical environment of the Cragsmoor region, for the cultural, educational, physical, spiritual and economic benefit of our residents and visitors; and (c) do any acts or things incidental to or connected with the foregoing purposes or advancement thereof including, but not limited to, owning and managing real property.

ARTICLE III - MEMBERSHIP, CRAGSMOOR FREE LIBRARY ASSOCIATION

The Cragsmoor Free Library Association is a membership association that shall promulgate and maintain the Constitution and By-laws for governance of The Cragsmoor Free Library, and through an elected Board of Trustees shall manage The Library in accordance with the Constitution and By-laws.

The Cragsmoor Free Library Association is a group of Cragsmoor residents and property owners specifically formed for the purpose of providing support for The Cragsmoor Free Library. Membership in the Association shall not be a prerequisite for the use of The Library.

- 1. Membership.** Membership is restricted to adults age 18 or older who reside, maintain a home or own other real property in the hamlet or historic district of Cragsmoor.

2. ***Associate Membership.*** Non-residents and minor persons may become non-voting associate members by paying annual dues.
3. ***Annual Dues.*** The annual dues shall be \$20 per person effective January 1, 2016. Dues will be assessed for the calendar year.
4. ***Voting Privileges.*** Members of the Library Association who are fully paid up with their dues at the time of the annual meeting shall have voting privileges at the annual meeting and at any special meetings of the Association.
5. ***Members-for-Life.*** Members-for-Life may be elected at the annual meeting. Such honorary members shall pay no dues but shall have full voting rights, providing that they still reside maintain a home or own other real property in the hamlet of Cragsmoor.

ARTICLE IV - MEETING OF THE ASSOCIATION MEMBERSHIP

1. ***Annual Meeting.*** The annual meeting shall be held in August at the place and time to be set by the Board.
2. ***Special Meetings.*** Special meetings may be called by the President, or any three Trustees, or any seven voting members of the Library Association.
3. ***Order of Business.*** Any and all matters relating to The Library and/or the Library Association may be discussed informally, but the regular order of business for annual and special meetings of the Association shall be limited to: hearing the reports of The Cragsmoor Free Library Trustees and the Director; considering amendment(s) to the By-laws (see ARTICLE VIII); and electing Trustees and Members-for-Life of The Cragsmoor Free Library Association. All other business of The Library may only be acted upon by the duly constituted Board of Trustees.
4. ***Quorum.*** Ten members, in addition to a majority of the Library Association Trustees, shall constitute a quorum.
5. ***Notice.*** At least ten days before the annual meeting or at least five days before a special meeting of the Library Association, the membership shall be notified by the Recording Secretary by mail, by posted notice on the bulletin board at The Cragsmoor Free Library and Cragsmoor Post Office, and by published notice in other appropriate media.

- 6. *Parliamentary Authority.*** The parliamentary authority of The Cragmoor Free Library Association and the Board of Trustees shall be the edition of Robert's Rules of Order recommended by the Ramapo Catskill Library System at the time of the meeting. In the event of a conflict between Robert's Rules of Order and this Constitution, the Constitution shall govern.

ARTICLE V - TRUSTEES AND OFFICERS

- 1. *Number of Trustees.*** Not less than five, nor more than nine trustees shall be elected from the voting membership to serve three-year terms each. Only members with voting privileges shall be eligible to serve as trustees (see Article III).
- 2. *Election of Trustees.*** Trustees shall be elected at the annual meeting. Terms shall begin at the regular meeting of the Board of Trustees held in September.
- a. *Voting.*** Election of Trustees shall be by single ballot. Each nominee is eligible for every vacancy, rather than for a specific seat. Trustees are elected by the greatest number of votes cast for each vacancy. Voters may vote only once for any candidate. The candidate with the greatest number of votes fills the first seat, the second greatest number of votes fills the second seat, etc. If there are vacant positions of different lengths, the candidate with the highest number of votes is elected to the position of the longest term.
- b. *Filling Vacancies.*** If a Trustee seat is vacant as of the date of the annual meeting or a special meeting held for the purpose of filling a vacancy, the candidate elected to fill the vacancy does not wait until the next meeting of the Board of Trustees to begin serving in that seat. Instead, the candidate takes office and immediately begins serving in that seat.
- c. *Nominating Committee.*** At least four (4) months prior to the annual meeting, the Board shall appoint a nominating committee to propose candidates for Trustee positions to become vacant at the next annual meeting. The nominating committee shall consist of two (2) members, including one (1) Trustee and one (1) voting member of the Library Association. The names of the candidates shall be included with the notice for the annual meeting.
- d. *Ballot Position.*** Lots shall be drawn to determine the position of candidates on the ballot. Elections shall be conducted with paper ballots. The candidates should be notified of the time and location of the draw. The draw shall be conducted by the Chairperson of the Nominating Committee. A "Positions on the Ballot" form shall be completed and filed. Nominations from the floor will be listed at the end of the ballot, in alphabetical order.

- 3. *Trustee Vacancies.*** Vacancies occurring before the end of a three-year term may be filled by the approval of a majority of Trustees. The appointee shall hold office until the next annual meeting, when members shall vote to elect a Trustee to complete the balance of the term. At the discretion of the Board, a special meeting may be called for the purpose of electing a Trustee to fill the vacancy. In such case, a vacancy filled by an election of the membership at a special meeting will extend to the balance of the term.
- 4. *Officers.*** At the regular meeting of the Board of Trustees in September, the Trustees shall elect five officers from their own number. The officers shall consist of a President, Vice--President, Recording Secretary, Treasurer and Assistant Treasurer. Those elected shall hold office for one year, until the regular meeting of the Board of Trustees 10 the following September.
- 5. *Officer Vacancy.*** In the event of a vacancy in an officer's position, the Board of Trustees shall elect a replacement from its own number to fill the remainder of the unexpired term.
- 6. *Absences.*** Any Trustee or officer who has missed three consecutive Board of Trustees meetings without first having contacted the President and furnished good and sufficient reasons for the absences, in the Board's opinion, or missed a total of six meetings regardless of excuse, in any 12-month period, shall be considered to have resigned; such resignation shall be duly accepted and noted in the minutes of a Board meeting, and the vacancy filled as prescribed in ARTICLE V - TRUSTEES AND OFFICERS, Section 4.

ARTICLE VI – POWERS AND DUTIES OF THE TRUSTEES AND OFFICERS

- 1. *Power to Transact Business.*** To fulfill Charter requirements, the Board shall have full power to transact library business as long as there are at least five Trustees on the Board.
- 2. *Board Meetings.*** The Trustees shall meet at least bi-monthly between one annual meeting and the next. Individual Trustees and the Library Director are expected to attend all meetings unless excused (see Article V, Section 6). Trustees may participate by teleconference or other appropriate electronic means, if such meetings allow all persons participating to hear each other at the same time. A simple majority of the entire Board of Trustees is required to constitute a quorum and to conduct business.
- 3. *Duties of Trustees.*** The Trustees shall be the governing body of The Library. They shall provide ways and means for the maintenance and operation of The Library and its property (suitable rooms, furniture, books and materials, etc.), and make policies to ensure its convenient use by the public. They shall appoint, fix the salary, and provide for periodic

performance review of a Director. Under the direction of the Trustees, the Director shall have charge of The Library and its operations, and of staff volunteers. The Trustees shall adopt an annual budget, make policies, appoint committees and have such other powers and duties as are prescribed by New York State laws for trustees of public libraries, and shall report as required to the New York State Library, and be responsible for the filing of any other reports required by law.

4. *Orientation and Professional Development.* Each newly elected Trustee is encouraged to attend an orientation conducted by the New York State Library Trustee Institute during his/her first term of office. All Trustees are encouraged to attend conferences and workshops that will enhance their ability to lead The Library. The Library Director, Trustees, Library Association members, and any employees may apply to the Board for a stipend to cover their expenses at such orientation programs, workshops and conferences.

5. *Duties of Officers.*

- a. **President.** The President shall convene and preside over all meetings of the Board of Trustees, the annual meeting and special meetings of The Library Association. In the event of the President's absence, another officer shall preside in the following order: Vice-President, Treasurer, Recording Secretary. The President shall serve as the Board of Trustee's primary liaison to RCLS.
- b. **Vice-President.** The Vice-President shall perform all duties of the President in his/her absence and shall chair the standing committee on Membership. In the event of the resignation or inability of the President to complete his/her term, the Vice-President shall become President, with all the rights, privileges and powers.
- c. **Recording Secretary.** The Recording Secretary shall be responsible for keeping records of all actions of the Board of Trustees, including the taking (or overseeing) of minutes at all meetings. The Recording Secretary shall provide required notice of annual or special meetings, distribute copies of the minutes and agendas to each Trustee, and assure that copies of corporate records are properly maintained and available for public inspection.
- d. **Treasurer.** The Treasurer shall have the care and custody of all monies belonging to The Library, and shall receive, hold, payout and invest such funds under the direction of the Board of Trustees. The Treasurer shall furnish such bond as the Board may require. The Treasurer must be one of the officers permitted to sign checks or drafts of The Library. He/she shall render at such stated periods as the Board of Trustees shall determine a written account of the finances of the organization. Such reports shall be entered into the minutes of all meetings at which they are required. The Treasurer shall chair the Finance and Budget Committee and serve on the Fundraising Committee.
- e. **Assistant Treasurer.** The Assistant Treasurer shall chair meetings of the Finance and Budget Committee in the absence of the Treasurer and also serve on the Fundraising Committee. In all duties of the Treasurer, the Assistant Treasurer shall act on directions of the Treasurer or, in the absence of the Treasurer, act on approval of the Board of Trustees.

6. *Standing Committees.* Each Trustee shall be required to serve on at least one standing committee. Standing committees shall be reorganized at each regular meeting of the Board of Trustees in September. At least two of the members of each committee should be Trustees, and other Association members should be appointed to serve on them. At its discretion, the Board may operate as a committee of the whole in lieu of one or more of the Standing Committees designated below.

These committees shall not be required to keep minutes but shall report to the Board of Trustees on a regular basis and the sense of their report shall be made part of the regular minutes. A written report may be provided or required, as needed, and any written reports shall be incorporated into the official minutes of the meeting at which they were presented and accepted.

No committee shall be authorized to take any action without seeking approval from the Board of Trustees. Such approval may be given in advance where appropriate.

These committees are:

- a. Membership.** The Membership Committee shall be chaired by the Vice-President. The Membership Committee shall be responsible for recruiting members for the Library Association and maintaining records of membership status. This committee shall also be responsible for developing a plan for the recruitment, training and coordination of volunteers to assist in various areas of library programs, services and activities.
- b. Fundraising.** The Fundraising Committee shall be responsible for developing a plan for raising sufficient monies to support The Library's annual operating budget, and to sufficiently fund the capital budget. This committee shall be responsible for recommending and implementing policy and procedures for an Annual Campaign and for such fundraising events and activities as may be necessary to achieve annual, long-term and endowment goals, as well as for preparing or overseeing grant applications.
- c. Finance and Budget.** The Finance and Budget Committee shall be chaired by the Treasurer. The Finance and Budget Committee shall be responsible for developing a funding plan that assures the fiscal well-being of The Library. The committee shall recommend policies regarding the oversight of The Library's general operating, reserve and investment accounts. This committee shall be responsible for developing an annual budget for submission to the Board of Trustees, and for oversight of its implementation. This committee shall oversee all insurance matters. This committee shall also be responsible for developing and overseeing all financial concerns, including but not limited to real property and other assets owned by The Library.

- d. **Building and Maintenance.** The Building and Maintenance Committee shall be responsible for developing and implementing an annual written plan for regular review, maintenance and repair of the buildings and grounds that The Library may own or lease. This committee shall be responsible for the oversight of contracted maintenance and repair services. This committee shall be responsible for review and oversight of lessee compliance with maintenance agreements.
- e. **Public Information.** The Public Information Committee shall be responsible for all communication with the community and public at large, including newsletters, calendars of events, media contact, publicity for library programs and services, and fundraising or special events. This committee shall also be responsible for developing and maintaining contact with various levels of government, library systems and associations, and for coordinating advocacy activities on behalf of The Library.

7. *Select Committees.* Select committees may be appointed and dissolved by the Board of Trustees as needed. Select committees shall be constituted and conduct affairs in accordance with provisions for Standing Committees (see ARTICLE VI, Section 6).

ARTICLE VII - LIMITATIONS OF ACTIVITIES OF THE CORPORATION KNOWN AS THE CRAGSMOOR FREE LIBRARY

1. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
2. No part of the net earnings of the Corporation shall inure to the benefit of any Member, Trustee, Director, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Member, Trustee, Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation.
3. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Internal Revenue Code Section 501(h) as amended, or the corresponding provision of any future United States Internal Revenue Law, during any fiscal year or years in which the Corporation has chosen to utilize benefits authorized by the statutory provision) and the Corporation shall not participate in or intervene (including the publication or distribution of statements), in any political campaign on behalf of any candidate for public office.

ARTICLE VIII - AMENDMENTS

The Constitution may be amended by a two-thirds vote of the members present at any annual or special meeting of The Cragsmoor Free Library Association membership, if written notice of the proposed amendment is contained in the call for the meeting.

ARTICLE IX - BEAR HILL PROPERTY RESTRICTIONS

The following restrictions shall forever run with the land described in the deed conveyed by David Croyder to The Cragsmoor Free Library Association. They shall be considered restrictive covenants in perpetuity.

1. The use of the land shall always be for an educational purpose for the study of flora, fauna, geology, ecology, astronomy, meteorology and related educational fields.
2. The land shall forever be a nature preserve and remain in a forever wild condition. However, partial clearing of selected sites and trails is permissible in order to preserve and enhance the views from the property.
3. Commercial, industrial, residential, institutional and similar uses are to be forever prohibited.
4. The intent of these covenants is to benefit the community of Cragsmoor and the surrounding areas and shall be strictly construed to achieve this purpose.
5. In the event the property becomes an unacceptable burden to The Cragsmoor Free Library, then The Cragsmoor Free Library shall be free to convey the property to another Cragsmoor Philanthropic Organization, either in existence or specifically formed for the purpose of accepting the grant. In the event no such organization exists or is willing to accept ownership, then the property may be conveyed to the Town of Wawarsing as a nature preserve or, in the event this is not accepted by the Town, then to the Palisades Interstate Parks Commission.

ARTICLE X - DISSOLUTION

Upon dissolution of the Cragsmoor Free Library, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of The Library, dispose of the remaining assets of The Library exclusively for one or more exempt purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future Federal tax code), or shall distribute the same to the Federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by order of the Supreme Court of the State of New York in the judicial district where The Library is located, exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes, as said court shall determine.