

**BYLAWS OF**

**FRIENDS OF  
THE HIGHLAND PUBLIC LIBRARY  
INC.**

A New York Not-For-Profit Corporation

**ARTICLE 1. OFFICES**

*SECTION 1. PRINCIPAL OFFICE*

The principal office of Friends of the Highland Public Library Inc. (the “Corporation”) for the transaction of its business shall be maintained within the jurisdiction specified in the Corporation’s Certificate of Incorporation.

*SECTION 2. OTHER OFFICES*

The Corporation may also have offices at such other places, within or without the State of New York where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

**ARTICLE 2. PURPOSES; POWERS**

The Corporation is formed to benefit the Highland Public Library (the “Library”) by supplementing Library services, raising public awareness of Library-related matters, organizing and expanding programs and activities, and promoting use of the Library.

Notwithstanding any other provisions of these Bylaws or the Certificate of Incorporation of this Corporation, the Corporation is organized exclusively for one or more charitable purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future Federal tax code.

### **ARTICLE 3. BOARD OF DIRECTORS**

#### *SECTION 1. NUMBER; QUALIFICATION; ELECTION; TERM; VACANCIES*

(a) Number and Qualifications. The Corporation's Board of Directors (or the "Board") shall initially consist of five (5) members (each a "Director"). The authorized number may be changed by amendment of the Bylaws, or by repeal of this provision and adoption of a new bylaw provision, as provided in these Bylaws. As used in these Bylaws, the term "entire Board" means the total number of Directors entitled to vote that the Corporation would have if there were no vacancies. Each Director shall be at least eighteen (18) years of age, a citizen of the United States and a resident of the State of New York.

(b) Election of Directors and Terms of Office. The initial Directors shall be the persons named in the Corporation's Certificate of Incorporation, who shall hold office until the second annual meeting of the Corporation subsequent to the date they were elected. All other Directors shall be elected by the majority vote of Board of Trustees of the Highland Public Library at each annual meeting of the Corporation at which the election of Directors is in the regular course of business, and shall serve for a term of two (2) years and until a successor has been elected and qualified.

(c) Vacancies. Vacancies on the Board of Directors shall exist (1) upon the expiration of the term of any acting Director, (2) on the death, resignation or removal of any acting Director, and (3) whenever the number of authorized Directors is increased. The Board of Directors may also declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 717 of the New York Not-For-Profit Corporation Law. Vacancies on the Board of Directors shall be filled as soon as reasonably possible, by the majority Vote of the Board of Trustees of the Highland Public Library. A Director elected or appointed to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business, and until such Director's successor is elected or appointed and qualified.

#### *SECTION 2. RESIGNATION AND REMOVAL*

Any Director may resign at any time by giving written notice of his or her resignation to the Board. Any such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon receipt. Unless otherwise specified in any notice of resignation, the acceptance of such resignation shall not be necessary to make it effective.

Any Director may be removed with cause by a majority vote of the Board. Removal for cause shall include but not be limited to: (a) failure to fulfill the duties of a Director as evidenced

by unexcused absence for three (3) consecutive meetings without prior notice to the Chairperson or Secretary; (b) actions inconsistent with the interests or purposes of the Corporation; or (c) any other actions in violation of the By-Laws, Not-for-Profit Corporation Law, Internal Revenue Code, or other laws and regulations. At least ten (10) days notice of the grounds for removal shall be given to such Director, and such Director shall be given the opportunity to be heard by the Board prior to removal.

### *SECTION 3. POWERS*

Subject to the provisions of the New York Not-For-Profit Corporation Law and any limitations in the Corporation's Certificate of Incorporation or these Bylaws, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.

### *SECTION 4. DUTIES*

It shall be the duty of the Board of Directors to:

- (a) perform any and all duties imposed on them collectively or individually by law, by the Corporation's Certificate of Incorporation, or by these Bylaws;
- (b) oversee the Corporation's operations and provide or review regular reports of such operations including, without limitation, the annual report required by Section 519 of the New York Not-for-Profit Corporation Law;
- (c) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation;
- (d) supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (e) meet at such times and places as required by these Bylaws; and
- (f) register their addresses with the Secretary of the Corporation. Notices of meetings mailed or delivered by email to the Board of Directors at such addresses shall be valid notice thereof.

#### *SECTION 5. COMPENSATION*

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board of Directors. Directors may be provided reasonable advancement for expenses incurred in the performance of their regular duties. Directors may not be compensated for rendering services to the Corporation in any capacity other than as a Director unless such other compensation is reasonable and is allowable under the provisions of Article 5, Section 2 of these Bylaws.

#### *SECTION 6. TIME AND PLACE OF MEETINGS; PARTICIPATION BY TELECONFERENCE*

Annual, regular or special meetings of the Board of Directors may be held at any place within or without the State of New York. If not specified by Board resolution or in the notice of the meeting, all meetings shall be held at the principal office of the Corporation at 3:00 p.m. Eastern Time.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee 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.

#### *SECTION 7. ANNUAL, REGULAR AND SPECIAL MEETINGS*

An annual meeting of the Board of Directors shall be held each year during the month of August. Regular meetings shall be held as determined by the Board. Special meetings of the Board of Directors may be called at any time by the President upon written demand of one Director or by any Director upon written demand of not less than one-third of the entire Board.

#### *SECTION 8. NOTICE OF MEETINGS*

No notice shall be required for any annual or regular meeting for which the time and place have been previously fixed by the Board of Directors. Special meetings of the Board of Directors shall be held upon no less than (a) four (4) days notice sent by first-class mail, or (b) forty-eight (48) hours notice delivered personally or by email receipt confirmed. If sent by mail or email, the notice shall be deemed to be delivered upon its deposit in the mails or upon confirmation that the email has been completed. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors 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 five (5) days from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than five (5) days from the time of the original meeting.

#### *SECTION 9. CONTENTS OF NOTICE*

Notice of a special meeting shall specify the date, time, place (if other than the principal office of the Corporation), and purpose of such meeting. Any notice of a regular or annual meeting shall specify the date, time, and place (if other than the principal office of the Corporation), and may, but need not, specify the purpose of such meeting.

#### *SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS*

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

#### *SECTION 11. QUORUM FOR MEETINGS*

A quorum shall consist of a majority of the entire Board of Directors. Except as otherwise provided in these Bylaws or in the Certificate of Incorporation of this Corporation, or by law, no business shall be considered by the Board of Directors 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. When a meeting is adjourned for lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such a meeting, other than by announcement of the meeting at which the adjournment is taken.

The Directors 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 Directors 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 law, the Certificate of Incorporation of this Corporation or these Bylaws.

#### *SECTION 12. MAJORITY ACTION AS BOARD ACTION*

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Certificate of Incorporation or Bylaws of this Corporation, or provisions of the New York Not-For-Profit Corporation Law require a greater percentage of votes for approval of a matter by the Board of Directors.

#### *SECTION 13. CONDUCT OF MEETINGS*

Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, if no such person has been so designated, or, in his or her absence, by the President of the

Corporation, or, in his or her absence, by the Vice President of the Corporation, or, in the absence of each of these persons, by a Chair chosen by the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board of Directors, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

*SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING*

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all of the members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. 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 Directors without a meeting.

**ARTICLE 4. OFFICERS**

*SECTION 1. NUMBER OF OFFICERS*

The Board of Directors shall elect a President, a Secretary, and a Treasurer. The Corporation may also have a Chair of the Board, one or more Vice Presidents, and such other officers as the Board of Directors may from time to time determine. Any number of offices may be held by the same person except that the Secretary may not also concurrently serve as the President.

*SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE*

Any natural person at least eighteen (18) years of age may serve as an Officer of the Corporation. Officers shall be elected by the Board of Directors at the annual meeting of Directors, and shall hold office for one (1) year and until his or her successor shall be elected and qualified.

*SECTION 3. REMOVAL AND RESIGNATION*

Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President and Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The provisions of this Section shall be superseded by any conflicting terms of a contract between the Corporation and an Officer of the Corporation that has been approved or ratified by the Board of Directors and that relates to the employment of such Officer.

#### *SECTION 4. VACANCIES*

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy.

#### *SECTION 5. DUTIES OF PRESIDENT*

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or that may be prescribed by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, the President shall act as Chair and shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Certificate of Incorporation, or by these Bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks and other instruments that are authorized by the Board of Directors to be executed and delivered by, and in the name of the Corporation.

#### *SECTION 6. DUTIES OF VICE PRESIDENT*

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Certificate of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### *SECTION 7. DUTIES OF SECRETARY*

The Secretary shall:

- (a) certify and keep, at the principal office of the Corporation, the original, or a copy, of these Bylaws, as amended;
- (b) keep, at the principal office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof;
- (c) see that all notices are duly given in accordance with the provisions of these Bylaws

or as required by law;

(d) be custodian of the records and of the seal, if one is designated by the Board of the Corporation, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is required by law or these Bylaws;

(e) exhibit, at all reasonable times, to any Director of the Corporation or to his or her agent or attorney, on request therefor, the Bylaws, and the minutes of the proceedings of the Directors of the Corporation; and

(f) in general, perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or that may be assigned to him or her from time to time by the Board of Directors.

#### *SECTION 8. DUTIES OF TREASURER*

The Treasurer shall:

(a) supervise the charge and custody of all funds and securities of the Corporation, and the deposit of all such funds in the name of the Corporation, in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;

(b) keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times;

(c) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors or its designee;

(d) disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board of Directors;

(e) render to the President and the Board of Directors, whenever requested, an account of all transactions of the Corporation; and

(f) have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

## *SECTION 9. COMPENSATION*

The salaries of the Officers, if any, shall be fixed from time to time by resolution adopted by the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation. In all cases, any salaries received by Officers of this Corporation shall be reasonable and given in return for services actually rendered the Corporation that relate to the performance of the charitable or public purposes of this Corporation.

## **ARTICLE 5. LIABILITY**

### *SECTION 1. STANDARD OF CARE*

All Directors and Officers shall perform their respective duties, including duties as a member of any committee of the Board of Directors on which such individual may serve, in good faith, for a purpose he or she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of Director or Officer, Directors and Officers shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of the Corporation whom the Director or Officer believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants, and other persons as to matters that the Director or Officer reasonably believes to be within such person's professional or expert competence; or
- (c) a committee of the Board of Directors upon which the Director or Officer does not serve, as to matters within its designated authority, which committee the Director or Officer reasonably believes to merit confidence;

so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

The Board of Directors shall, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, manage, invest, and deal with such investments in the manner permitted by Section 512 of New York Not-for-Profit Corporation Law; provided, that no investment or other disposition of the Corporation's assets shall violate this

section if it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation.

## *SECTION 2. PROHIBITED TRANSACTIONS*

(a) Loans. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, provided, however, that the Corporation may advance money to a Director or Officer of this Corporation for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

(b) Self-Dealing. Except as provided in Subsection (c) below, the Board of Directors shall not approve a “self-dealing transaction”. A “self-dealing transaction” is a contract or transaction to which the Corporation is a party and (i) in which one or more of the Directors or Officers has a financial interest, (ii) to which one or more of the Directors or Officers is a party, or (iii) to which any other corporation, firm, association or other entity in which one or more of the Directors or Officers are directors or officers or have a substantial financial interest is a party.

(c) Approval. The Board of Directors may approve a self-dealing transaction if, and only if, prior to consummating the transaction, or any part thereof, the interested Director has disclosed to the Board of Directors in good faith the material facts as to his or her interest in such transaction, and the Board of Directors thereafter determines that: (1) the Corporation would enter into the transaction for its own benefit; (2) the transaction is fair and reasonable to the Corporation; and (3) after reasonable investigation, the Corporation could not have obtained, with reasonable effort under the circumstances, an arrangement that is more advantageous. Such determination must be made by the Board of Directors in good faith, with knowledge of the material facts concerning the transaction and the Director’s or Officer’s interest in the transaction, and by the required vote of the Directors then in office, without counting the vote of any interested Director or Directors. Notwithstanding any provision above to the contrary, no self-dealing transaction may be entered into or approved if it violates Section 4941(d) of the Code. Contracts or transactions in violation of the foregoing restrictions shall be void and of no force and effect.

## **ARTICLE 6. COMMITTEES**

### *SECTION 1. EXECUTIVE COMMITTEE*

The Board of Directors may, by resolution, designate three (3) or more Directors (who may also be serving as Officers of the Corporation) to constitute an Executive Committee, and delegate to such Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, except with respect to:

- (a) the filling of vacancies in the Board of Directors or in any committee;

- (b) the fixing of compensation of the Directors for serving on the Board of Directors or on any committee;
  - (c) the amendment or repeal of Bylaws or the adoption of new Bylaws;
  - (d) the amendment or repeal of any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
  - (e) the appointment of committees of the Board of Directors or the members thereof;
- and
- (f) the approval of any self-dealing transaction.

The Board of Directors may, by resolution, at any time revoke or modify any or all of the authority so delegated to the Executive Committee, increase or decrease but not below three (3) the number of its members, and fill vacancies therein from the members of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the records of the Corporation, and report the same to the Board of Directors from time to time as the Board of Directors may require.

## *SECTION 2. OTHER COMMITTEES*

The Corporation shall have such other committees as the Board may from time to time determine. The President shall be a member of all such Committees and shall, except as otherwise provided in the Board resolution establishing such committee, appoint and remove the other members of such committee. Such other committees may consist of persons who are not members of the Board of Directors or Officers or employees of the Corporation. These additional committees shall act in an advisory capacity to the Board of Directors; shall not vote in any Board action; and shall be clearly titled as advisory committees.

## *SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES*

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with, the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may adopt rules and regulations pertaining to the conduct of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **ARTICLE 7. GRANTS ADMINISTRATION**

Without in any way limiting the Corporation's powers, the Corporation is expressly authorized to make grants, contributions, and awards, and to render other assistance, for the purposes expressed in the Corporation's Certificate of Incorporation.

## **ARTICLE 8. MEMBERS**

Pursuant to Section 601(a) of the New York Not-For-Profit Corporation Law, the Corporation shall not have any members.

## **ARTICLE 9. AMENDMENT OF BY-LAWS**

The members of the Board of Directors may adopt, and from time to time alter, amend or repeal these Bylaws or any provision hereof, except Article 3, Section 1(b) and (c), by a two-thirds vote of the Directors present at any regular or special meeting of the Board of Directors, provided that written notice of any alteration, amendment or repeal of these Bylaws or any provision hereof and a copy of the proposed change, addition, alteration, or amendment shall have been mailed to each Director not less than ten (10) days, nor more than thirty (30) days, before such meeting. In order to alter, amend or repeal Article 3, Section 1(b) or (c) herein, the Board of Directors must obtain consent from the Board of Trustees of the Highland Public Library.

First Adopted: August 4, 2010  
Amended July 2018