

**STANFORD FREE LIBRARY  
BY-LAWS OF THE BOARD OF TRUSTEES**

STANFORD FREE LIBRARY is an Education Corporation incorporated by the Regents of the University of the State of New York, pursuant to provisional charter granted December 18, 1964 and made absolute on June 29, 1973.

**ARTICLE I  
BOARD OF TRUSTEES**

Section 1. Board of Trustees. The general management of the affairs of the Library shall be vested in a Board of Trustees. The Board of Trustees shall have control of the property of the Library and shall fix its policies, subject to the limitations of the corporation's certificate of incorporation and its qualification as a public charity under section 501(c)(3) of the Internal Revenue Code. It shall have power to employ necessary staff and other help, authorize expenditures, and take all necessary and proper steps to carry out the purposes of this corporation and to promote its best interest. The Board shall manage and control the affairs, properties, funds and expenditures of the Library. It shall keep on file at the Library a written statement of its policies in connection with these duties.

Section 2. Number of Trustees. The Board of Trustees shall consist of not less than 9 nor more than 11 Trustees.

Section 3. Election and Term of Trustees. The Trustees of the corporation are divided into five classes, with the term of office of each class expiring in successive years. There shall be at least 1 and not more than 3 Trustees in each class. At each annual meeting of Trustees, to be held in December of each year, Trustees shall be elected to replace those whose terms expire at such annual meeting, to hold office until the fifth succeeding annual meeting and until the Trustee's successor has been elected.

A Trustee who is elected to and serves a full five-year term shall not be eligible for reelection for one (1) year following expiration of his or her term, except to fill a vacancy occurring in the Board of Trustees following such expiration.

Section 4. Newly Created Trusteeships and Vacancies. Newly created Trusteeships resulting from an increase in the number of Trustees and vacancies occurring in the Board of Trustees for any reason may be filled by vote of a majority of the Trustees then in office regardless of their number. A Trustee elected to fill a vacancy shall hold office until the expiration of the balance of the term for which the Trustee is elected and until the Trustee's successor is elected.

Section 5. Resignation of Trustees. Any Trustee may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary.

All Trustees are expected to attend every meeting of the Board. Absence from three consecutive meetings without a reason acceptable to the Board will be deemed resignation from the Board, and notice of such automatic resignation will be sent to said Trustee by the Corresponding Secretary.

Section 6. Quorum of Trustees. A majority of the entire Board shall be

considered a quorum. The vote of a majority of the Board of Trustees present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Trustees.

Section 7. Standing Committees of the Board. There shall be an Executive Committee composed of the elected Officers. This Committee shall act for the Board of Trustees when necessary and such action will be reported to the Board at its next meeting. Three members shall constitute a quorum.

The President may appoint from among the Board Members chairpersons for such committees as she/he deems necessary. Committee chairpersons shall have the privilege of appointing members to serve on the Committees providing they are Trustees. Committee members may be appointed from outside, however such appointments shall have the approval of the Board of Trustees. All such appointments shall terminate at each annual meeting but re-appointments may be made.

The President will appoint from among the Board Members a nominating committee to present a slate of officers for the following year and to suggest a list of potential new Board members as needed.

Section 8. Meetings. Regular meeting of the Board shall be held at the Library at least once a month, pursuant to a schedule determined by the Board at the re-organization meeting. Additional meetings may be called at any time by the President. The regular meeting of the Board in January shall be the re-organization meeting.

## **ARTICLE II OFFICERS**

Section 1. Number. The officers of this corporation shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer. Any two or more offices may be held by the same person, except the offices of President, Recording Secretary and Treasurer.

Section 2. Election and Term of Office. All officers shall be elected (or appointed) by the board to hold office for the term of one (1) year, and each shall hold office for such term and until his or her successor has been elected.

Section 3. President. The President shall preside at the meetings of the Board and shall perform, in conjunction with the Board, such other duties as are necessary. The President shall have the power to draw checks or disburse funds as directed by the Board in the absence or incapacity of the Treasurer.

Section 4. Vice-President. The Vice-President shall preside at the meetings in the absence of the President and shall perform in conjunction with the Board such other duties as are necessary.

Section 5. Recording Secretary. The Recording Secretary shall be the custodian of the Trustees' records and shall keep the records of all meetings.

Section 6. Corresponding Secretary. The Corresponding Secretary shall handle all the correspondence for the Board and shall keep copies in the files.

Section 7. Treasurer. The Treasurer shall be authorized to deposit funds of the Library in banks designated by the Trustees and to draw upon such account or accounts of the Library's finances at each Trustees meeting and shall present an annual account to the Board of Trustees at its annual meeting.



Section 8. Removal of Officers. Any officer elected by the Board may be removed by the Board with or without cause.

Section 9. Vacancies. If the office of any officer becomes vacant, the Board may appoint any qualified person to fill such vacancy, who shall hold office for the unexpired term of his or her predecessor and until his or her successor is elected or appointed.

### ARTICLE III INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 1. Indemnification of Trustees and Officers. To the full extent authorized by law, the corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that the person, the person's testator or intestate, is or was a Trustee or officer of the corporation or served any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity at the request of the corporation.

Section 2. Waiver of Subrogation. Notwithstanding the foregoing section, any such Trustee, officer or other such person hereby releases the corporation from any and all liability or responsibility to such Trustee, officer or other person or anyone claiming through or under them by way of subrogation or otherwise for any loss or damage to the extent such loss or damage is covered by the releasor's insurance policies, provided, however, that this release shall be applicable and in force and effect only with respect to loss or damage occurring during such time as the releasor's policies shall contain a clause or endorsement to the effect that any such release shall not adversely affect or impair said policies or prejudice the right of the releasor to recover thereunder. Each such Trustee, officer or other person will request his or her insurance carriers to include in its policies such a clause or endorsement. If extra cost shall be charged therefor, such party shall advise the corporation thereof and of the amount of the extra cost, and the corporation, at its election, may pay the same, but shall not be obligated to do so.

### ARTICLE IV CONFLICT OF INTEREST

Section 1. Definitions. A conflict of interest exists when a matter to be acted upon by the Board confers a direct, substantial benefit to any Trustee, business or agency from which a Trustee of the Board derives an income or has authority in governance.

Section 2. Abstentions. A Trustee shall abstain from voting on any matter before the Board which places him or her in a conflict of interest.

Section 3. Procedures. Prior to voting on matters in which a potential conflict of interest exists for any Trustee, the President shall inquire whether any Trustee of the Board desires to abstain from voting because of a conflict of interest and any Trustee of the Board shall declare that he or she abstains from voting if a conflict of interest exists. Prior to voting on any matter, a Trustee of the Board may be requested by any other Trustee of the Board to abstain from voting because of a conflict of interest. If the challenged Trustee refuses to abstain from voting as requested, the President shall immediately call for a vote of the Trustees to determine whether the challenged Trustee is in a conflict of interest and shall be required to abstain from voting on the matter before the Board. If a two-thirds (2/3) majority of the Trustees present votes

to require the abstention of the challenged Trustee, that Trustee shall not be permitted to vote.

#### **ARTICLE V AMENDMENTS**

Section 1. Amendments. These By-Laws may be amended by a two-thirds vote of the Trustees at any meeting, provided the proposed amendment is in the minutes of a previous meeting. Such amendment, if any, shall either be incorporated with or appended to these By-Laws and shall carry the date on which the action was taken.

#### **ARTICLE VI MISCELLANEOUS PROVISIONS**

Section 1. Annual Year. The annual year of the Trustees is the calendar year.

Section 2. Parliamentary Procedure. Except as otherwise provided in these by-laws, Robert's Rules of Order (Revised) shall be the parliamentary authority of the Board.

Section 3. Policies and Practices. The Board may, from time to time, adopt policies and practices for the proper operations and use of the Library and in support of its By-Laws.

ADOPTED: November 7, 1999

AMENDED: December 11, 2006 (Added Art. IV, renumbered Arts. IV and V to be V and VI.)