

BY-LAWS
OF
KEENE VALLEY LIBRARY ASSOCIATION

(As amended through August 28, 2023)

MISSION STATEMENT

The mission of the Keene Valley Library is to connect people to ideas, experiences, information, and the community in a comfortable, welcoming setting. We strive to do this through: Providing adults and children with a collection of current and relevant books, other media, and local Adirondack historical resources; Providing an inviting and lively cultural center for community events; Evolving as our community grows and technology advances.

1. THE CORPORATION.

1.1. Name and Location. The name of the Corporation shall be Keene Valley Library Association, located in Keene Valley, New York.

1.2. Charter and Status. The Corporation was granted a provisional charter by the Regents of the University of the State of New York on December 13, 1893, which provisional charter was made absolute on December 21, 1899, and amended on April 20, 2010. The Corporation is an incorporated free association library as defined in section 253 of the New York Education Law (the “Education Law”) and is a charitable corporation under the New York Not-for-Profit Corporation Law (the “Not-for-Profit Corporation Law”).

1.3. Purpose. The purpose of the Corporation is to manage and maintain the Keene Valley Library and its historical archives for the use of the general public.

1.4. Fiscal Year. Except as from time to time otherwise determined by the Board of Trustees, the fiscal year of the Corporation shall end on December 31 of each year.

1.5. No Members. The Corporation shall have no members.

2. BOARD OF TRUSTEES.

2.1. Powers. The business and property of the Corporation shall be managed by a Board of Trustees who may exercise all of the powers of the Corporation. No Trustee shall

receive compensation for serving on the Board of Trustees or on any committee.

2.2 Number: The Board of Trustees shall be of such number, not less than five nor more than 20 (the "Permissible Range") as the Board of Trustees shall determine from time to time.

2.3 Appointment and Term of Office. Each Trustee shall be appointed at the annual meeting of Trustees, or at a regular board meeting in lieu of an annual meeting, by a plurality of the votes cast at such meeting by the Trustees then in office, and shall have a term which shall extend until the third annual meeting, or special meeting in lieu of an annual meeting, after such Trustee's appointment, and thereafter until such Trustee's successor shall be appointed and qualified. No Trustee shall serve on the Board for more than six consecutive years, except under unusual circumstances. A one-year extension can be authorized by a two thirds vote of the members of the Board. After serving for six consecutive years, a person shall not be eligible to serve as a Trustee until one year shall have passed. The time spent filling a vacancy in accordance with Section 2.6 shall not be counted in applying the foregoing term limit.

2.4 Resignation; Deemed Resignation Due to Absence. A Trustee may resign from office at any time by delivering a resignation in writing to the President, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective. A Trustee who fails to attend three consecutive meetings without excuse accepted by the Board shall be deemed to have resigned, and such Trustee's seat shall be vacant.

2.5 Removal. Any Trustee may be removed for cause in the manner set forth in section 706(a) of the Not-for-Profit Corporation Law or section 226(8) of the Education Law.

2.6 Filling of Vacancies. Any vacancy in the Board of Trustees may be filled for the unexpired term by a majority vote of the remaining Trustees at the next meeting.

2.7 Time and Place of Meetings; Open Meetings. The Board of Trustees shall hold five regular meetings each year, including an annual meeting in August of each year, and shall set the time and place of each such meeting. Special meetings of the Board may be called at any time by either (a) the President or (b) upon the written request of at least three Trustees, by any Trustee. The person calling the meeting shall specify the time and place of the meeting. All actions of the Board shall be taken at a meeting and, in accordance with section 260-a of the Education Law, every meeting of the Board of Trustees shall be open to the general public and shall be held in conformity with the Open Meetings Law (Article 7 of the New York Public Officers Law).

2.8 Notice of Meetings. Notice of the time and place of each regular, special, or annual meeting of the Board shall be given to each Trustee by mail, telephone, facsimile or electronic mail at least seven days before the day on which the meeting is to be held. Notice of special meetings to discuss matters requiring prompt action may be given no less than 48 hours before the time at which the meeting is to be held. A written agenda stating all matters upon which action is to be taken or reports are to be discussed shall be given at least 48 hours before a meeting. Notice of a

meeting need not be given to any Trustee who submits a written or electronic waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice. If written, the waiver of notice must be executed by the Trustee's signing such waiver or causing the Trustee's signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If the waiver is electronic, such waiver must be transmitted by electronic mail and must set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Trustee.

2.9 Quorum and Voting. At all meetings of the Board of Trustees, a majority of the Trustees in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Trustees present may adjourn any meeting from time to time until a quorum is present. Except as otherwise provided by law or these by-laws, at any meeting of the Board at which a quorum is present, the vote of a majority of the Trustees present at the time of the vote shall be the act of the Board.

2.10 Participation by Conference Telephone or Other Communications Equipment. Participation of one or more Trustees by conference telephone or similar communications equipment or by electronic video screen communication shall constitute presence at a meeting if all persons participating in the meeting can hear each other at the same time and each Trustee can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon specific action to be taken by the Board.

3. COMMITTEES

3.1 There shall be an Executive Committee of the Board of Trustees comprised of the President, Vice President, Treasurer and Secretary, each of whom shall serve ex officio, and, if so designated by vote of a majority of the Entire Board, one or two members of the Board to serve as members-at-large. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the committee. The Executive Committee shall have all the authority of the Board of Trustees, except that the committee shall not have authority to (a) fill vacancies in the Board or in any committee, (b) adopt, amend or repeal by-laws, (c) adopt the annual budget, or (d) amend or appeal any resolution of the Board which by its terms is not amendable or repealable. The Executive Committee shall report all actions taken by the committee to the Board of Trustees. Additionally, the executive committee shall recommend to the Board for consideration candidates for appointment as Trustees, members-at-large of the Executive Committee, and officers.

3.2 Investment Committee. The President shall appoint an Investment Committee consisting of Trustees (including the Treasurer, ex officio) and others. The Investment Committee shall elect a Chair from among its members. The committee shall be a committee of the Corporation and shall make recommendations to the Board regarding the handling of the Corporation's investments, including recommendations regarding changes in the Investment Policy Statement for the Corporation's investments and the

selection, continuation or termination of an independent investment advisor or advisors to whom the management of the investment funds will be delegated, and shall monitor the performance of the investment advisor or advisors and the compliance by the investment advisor or advisors with the scope and terms of the delegation.

3.3 Appointment of Other Committees; Authority of Committees; Service on Committees. The Board may establish other committees, with such powers and duties as the Board shall determine. Such committees shall be either (a) committees of the Board, all of whose voting members must be Trustees and each of which must have least three members who are Trustees, or (b) committees of the Corporation, which may have both Trustees and others as voting members. No committee of the Corporation shall have the ability to bind the Board. Members of committees of the Corporation established pursuant to this Section 3.3 shall be appointed by the President. Each committee shall serve at the pleasure of the Board of Trustees, and the Board may remove any member of any committee with or without cause by vote of a majority of the Trustees present at any meeting of the Board at which a quorum is present.

4. OFFICERS.

4.1 Officers. The officers of the Corporation shall consist of a President, a vice president, a Treasurer, a Secretary, and such other officers as the Board of Trustees may determine. No officer except the Treasurer shall serve in their office for more than four consecutive years.

4.2 Election. The President, vice president, Treasurer, and Secretary, shall be elected annually by vote of a majority of the Entire Board. Any other officers determined necessary or desirable by the Board may be elected by the Board by majority vote in accordance with Section 2.9. Except as otherwise provided by law or these by-laws, all officers shall hold office until the next annual meeting and thereafter until their respective successors shall be elected and qualified.

4.3 Resignation and Removal. Any officer may resign by delivering a written resignation to the corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The Board of Trustees may remove any officer with or without cause by vote of a majority of the Trustees present at any meeting of the Board at which a quorum is present.

4.4 President. The President shall, subject to the direction and control of the Board of Trustees, preside when present at all meetings of the Board. The President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these by-laws or by the Board. No employee of the Corporation may serve as President.

4.5 Vice President. The vice president shall, subject to the direction and control of the Board of Trustees, preside over meetings of the board when the president is unable. The

Vice President shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these by-laws or by the Board. In case of vacancy in the office of president, the vice president shall assume the president's duties until the president position is filled. It is the intention that the president position be filled as soon as possible to keep the board running smoothly.

4.6 Treasurer. The Treasurer shall, subject to the direction and control of the Board of Trustees, have general charge of the financial affairs of the Corporation and shall keep full and accurate books of accounts. The Treasurer shall maintain custody of all funds and securities of the Corporation except as the Board may otherwise provide. The Treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these by-laws or by the Board.

4.7 Secretary. The Secretary shall give such notices of meetings of the Board of Trustees as are required by law or these by-laws and shall keep a record of all meetings of the Board of Trustees and the Executive Committee. The Secretary shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these by-laws or by the Board. In the absence of the Secretary from any meeting of the Board or the Executive Committee, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

5. DIRECTOR/LIBRARIAN.

5.1 Appointment; General Duties. The Board shall appoint a qualified Director/Librarian who shall be the executive and administrative officer of the Corporation under the Board's review and direction. The Director/Librarian shall be responsible for the employment, direction and supervision of all staff of the library and archives, the care and maintenance of the Corporation's property, the selection of books, records, tapes and other materials in keeping with the stated policies of the Board, the provision of efficient service to the public, and the operation of the library and archives within budgeted appropriations.

The director shall render and submit to the board reports and recommendations of such policies and procedures, which, in the opinion of the director, will improve efficiency and quality of library service. The director shall attend all board meetings, except the portion of the meeting at which the director's appointment or salary is to be discussed or decided.

5.2 The bookkeeper shall be appointed by, and report to, the board, and shall, with the library director and board president, cause to be prepared an annual budget to be voted on at each December board meeting.

6. CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS.

The Corporation shall not enter into any related party transaction, as defined in section 102(a)(24) of the Not-for-Profit Corporation Law, without compliance with the

provisions of section 715 of the Not-for-Profit Corporation Law. The Board shall adopt, maintain and enforce a Conflict of Interest and Related Party Transaction Policy meeting the requirements of sections 715-a and 715 of the Not-for Profit Corporation Law.

7. AMENDMENT OF BY-LAWS.

These By-laws may be amended or repealed, in whole or in part, at any regular or special meeting of the Board of Trustees, by the affirmative vote of a majority of the Trustees then in office, provided that notice of the meeting containing the text of the proposed amendments shall have been given to each Trustee at least seven days before the day on which the meeting is to be held.

APPROVED BY THE TRUSTEES OF THE KEENE VALLEY LIBRARY
ASSOCIATION

DATED: August 28, 2023