

Adopted October 15, 2010 (with Library Director added to Article IV(1) and addition of Article IV(10)). Article VIII was replaced on April 15, 2011. The number of Managers required for a quorum was changed to 9 and the requirement of the affirmative vote of a majority of the entire Board to amend, alter or repeal these By-Laws was amended December 18, 2015.

EAST HAMPTON LIBRARY

BY-LAWS

ARTICLE I

Name

1. The name of this corporation (the "Library") is East Hampton Library.

ARTICLE II

Purpose

1. The purpose of the Library is to maintain and operate a free association library.

ARTICLE III

Board of Managers

1. The affairs of the Library shall be managed and controlled by the Board of Managers which shall consist of not less than five nor more than twenty-five persons. So long as there are between sixteen and twenty-five authorized Managers, the Managers shall be divided into four classes with each class to hold office for a period of four years. The classes shall be as equal in size as possible.

2. Except as otherwise provided herein, Managers in the number required to be elected for an ensuing year shall be elected by the Managers at the Annual Meeting for terms of office of up to four years and until their respective successors are duly elected and qualify. In addition, the Town Supervisor of the Town of East Hampton and the Mayor of the Village of East

Hampton or their representatives shall be *ex officio* non-voting members of the Board.

3. In case of any vacancy on the Board of Managers caused by death, resignation or any other cause, a Manager to fill the vacancy shall be elected as soon as practicable by a majority of the Managers then in office, although less than a quorum, at any regular or special meeting of the Board. Every Manager so elected shall, unless sooner displaced, serve until the next Annual Meeting and until his successor is duly elected and qualifies.

4. Regular meetings of the Board of Managers shall be held on the third Friday of each month, at such places, within or without the State of New York, and at such times as the Board of Managers shall select and as shall be designated in the notice of such meeting. The May meeting of the Board shall be the Annual meeting. The Corresponding Secretary shall give to each Manager written notice of each such meeting mailed not more than ten nor less than five days prior to the meeting.

5. Special meetings of the Board of Managers may be held within or without the State of New York and may be called at any time by the President and shall be called by the President upon the written request of any two or more Managers who file such request with the Recording Secretary. The Corresponding Secretary shall give to each Manager written notice of each such special meeting mailed not more than ten nor less than five days prior to the meeting, which notice shall state the time, place and purposes of the meeting, and in the case of a meeting called at the request of two or more Managers, shall state the names of such Managers.

6. At any regular, Annual or special meeting of the Board of Managers, the quorum shall be a 9 Managers. Each Manager shall be entitled to vote on all questions presented. The act of the majority of Managers present at any meeting at which a quorum is present shall be the act of the board except as otherwise provided by law, the Certificate of Incorporation or those By-Laws. A majority of the Managers present, although less than a quorum, shall have power to adjourn from time to time until a quorum is present for any regular, Annual or special meeting of the Board.

7. Any action required or permitted to be taken by the Board of Managers or any committee thereof may be taken without a meeting, if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action.

The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

8. Any one or more members of the Board of Managers or any committee may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Officers

1. The officers of the Library shall be a Chair of the Board, President, an Executive Vice President, a First Vice President, a second Vice President, a Corresponding Secretary, a Recording Secretary, a Treasurer, two Assistant Treasurers, and the Library Director. In addition, the Board of Managers, from time to time, may elect such other officers and confer upon such officers those powers and duties which it shall deem necessary or advisable for the conduct of the affairs of the Library. Any officer may hold two offices except that the same person shall not be both President and Secretary. All officers shall be Managers.

2. The officers shall be elected by the Managers at the Annual Meeting and shall serve, at the pleasure of the Board, until the next Annual Meeting or until their respective successors are duly elected and qualify.

3. In case any officer's position becomes vacant by reason of death, resignation or any other cause, an officer to fill the vacancy shall be elected as soon as practicable at a regular or special meeting of the Board of Managers. Every officer so elected shall, unless sooner displaced, serve until the next regular election of officers at the Annual Meeting.

4. The Chair of the Board shall preside at all meetings of the Board of Managers and shall perform such other duties as are necessarily incident to the office of Chair. The President shall preside at all meetings not attended by the Chair and shall be responsible for coordinating the Board Committees with the Director of the library and other duties normally incident to the officer of the President.

Subject always to the specific directions of the Board of Managers, the Chair, the President, any of the Vice Presidents or the Treasurer, severally, shall have power to give receipts for monies due and payable to the Library from any source, and to execute and deliver, and to affix the seal of the Library (when such affixing is deemed necessary or advisable) to, contracts, reports, certificates, leases for property rented by the Library, transfers of and powers of attorney to transfer, and proxies to vote upon, stocks, bonds and other securities standing in the name of the Library, and any and all other written contracts, agreements or instruments to which the Library shall be a party.

5. The Vice Presidents in order of seniority shall, in the absence or disability of the President, perform the duties and exercise all the powers of the President, and, in the absence of both the President and all Vice presidents, the Treasurer shall perform the duties and exercise all the powers of the President.

6. The Corresponding Secretary shall give due and timely notice to the Managers of all their meetings and shall be responsible for preparing and dispatching all correspondence and for the preservation of the correspondence files of the Library.

7. The Recording Secretary shall keep a record of all the meetings and proceedings of the Board of Managers. He shall be the custodian of the minutes and seal of the Library, and attest all acts of the Library when such attestation is required or deemed advisable.

8. The Treasurer shall have general care and custody of all funds and securities of the Library subject to the directions of the Board of Managers. He shall be responsible for collecting and paying out Library funds and shall maintain full and complete records of all financial transactions and shall submit financial reports to each meeting of the Board of Managers in such form as the Managers may prescribe. At the Annual Meeting, he shall submit a detailed report of the transactions of the Library for the preceding fiscal year. The Board of Managers, in its discretion, may require that the Treasurer, and such other persons as may be designated to handle funds of the Library, be bonded. The books, accounts and investments of the Library shall be audited and examined by certified public accountants to be appointed annually by the Board of Managers at the Annual Meeting or whenever the Board of Managers may direct. A copy of their audit and report together with the annual report of the Treasurer shall be presented at

each Annual Meeting or at a meeting held as soon thereafter as possible.

9. The Assistant Treasurers shall, in the absence of the Treasurer, perform the duties of that officer.

10. The Library Director shall be a non-voting officer and shall be authorized to execute documents authorized by the Board.

ARTICLE V

Committees

1. The Board of Managers, by vote of a majority of the entire Board, may appoint an Executive Committee, which shall consist of not less than five Managers, including the President, who shall be the Chairman of the Committee. Such Committee shall be appointed at the Annual Meeting to serve until the next Annual Meeting or until its successor is elected. Vacancies occurring in the Executive Committee from any cause shall be filled by the Board of Managers at any meeting thereof by a vote of the majority of the entire Board. The Committee shall have power to establish its own rules of procedure and to determine the time and place of its meetings. A majority of the members of the Committee shall constitute a quorum for the transaction of business and in every case an affirmative vote of a majority of the members present (a quorum being present) shall be necessary for the taking of any action. The Committee shall keep regular minutes of its proceedings and shall report the same to the Board. During the intervals between the meetings of the Board of Managers, the Executive Committee, except as limited by law, the Certificate of Incorporation, these By-Laws or the direction of the Board of Managers shall possess and may exercise all the authority and powers of the Board in the management and direction of the affairs of the Library except that the Committee shall not have authority as to the following matters:

(i) The removal of any Manager or officer, or the filing of vacancies in the Board of Managers or in any committee;

(ii) The amendment or repeal of the By-Laws or the adoption of new By-Laws; or

(iii) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

2. The Board of Managers may from time to time appoint such other standing or special committees as may be necessary to carry out the functions of the Library. These committees shall have such duties and powers as are granted to them by the Board, but in no case shall have powers which are not authorized for standing committees under Section 712 of the New York Not-for-Profit Corporation Law.

3. The Board of Managers or the President, subject to approval by the Board, may appoint committees of the corporation. These committees shall have such duties and powers as are granted to them by the board, but in no case shall have powers which are not authorized for standing committees under Section 712 of the New York Not-for-Profit Corporation Law.

ARTICLE VI

Library Director

1. The Board of Managers shall appoint a Library Director ("Director") who shall, subject to the direction of the Board of Managers, have complete administrative control of the operations of the Library and of its salaried personnel. The Director shall be responsible for the efficient functioning of the Library and shall be expected to attend, and present reports at, all meetings of the Board of Managers and of the Executive Committee. The Director shall be responsible to the Board of Managers and officers who will establish the policies which he shall administer. His salary shall be fixed by the Board of Managers and he shall be subject to removal by the Board at any time.

ARTICLE VII

Rules and Regulations

1. The Board of Managers shall establish rules and regulations governing the use and operations of the Library's services and prescribing the privileges and obligations of the various classes of patrons making use of such services.

ARTICLE VIII

Trustees Emeritus

1. From time to time, the Board of Managers may designate from among its members *Trustee Emeritus*. The number of members so designated shall be in the sole discretion of the Board of Managers and each individual shall be designated by a majority vote of the Board. To be eligible as a *Trustee Emeritus*, a board member shall serve at least four (4) years as a member of the Board.

2. A *Trustee Emeritus* shall have all the rights and privileges of a member of the Board except he or she shall not be a voting member and shall not be considered in determining a quorum of the Board as herein provided.

3. The duties of a *Trustee Emeritus* shall be to render advice to and consult with the Board of Managers on various matters relating to the finances, maintenance, and operations of the library. The Trustee shall be entitled to attend all Board meetings and participate on committees of the library.

4. Upon the designation of a Board member as a *Trustee Emeritus*, the Board of Managers may elect a new member to the Board of Managers to fill the vacancy on the Board.

ARTICLE IX

Funds and Securities

1. The monies of the Library shall be deposited in the name of the Library in such banks or trust companies as the Board of Managers may designate, and shall be only drawn upon authorization by, or upon checks signed by, such officer or officers, or such other person or persons as the Board may from time to time designate.

2. The securities owned by the Library shall be held in such custody as the Board of Managers may designate.

ARTICLE X

Fiscal Year

1. The fiscal year of the Library shall commence on the first day of January and shall end on the thirty-first day of December in each year.

ARTICLE XI

Seal

1. The seal of the Library shall be circular in form and shall bear the name of the Library and the State and year of its incorporation.

ARTICLE XII

Miscellaneous Provisions

1. Unless otherwise in these By-Laws provided, any notice required to be given to any Manager or other person under these By-Laws may be given by mailing the same by first-class mail, postage prepaid, addressed to the person entitled thereto at his last known address as it appears on the records of the Library. Such notice shall be deemed to be given at the time of such mailing.

2. Any Manager or other person entitled to any notice under any provision of law, the Certificate of Incorporation, or these By-Laws, may at any time waive any such notice by written instrument signed by him and delivered to the Library.

3. Wherever necessary or appropriate, the use of any gender in these By-Laws shall be deemed to include the other gender.

ARTICLE XIII

Indemnification

1. Each Manager and officer of the Library whether or not then in office, and each person whose testator or intestate was such Manager or officer, shall be indemnified by the Library in accordance with and to the full extent permitted by the New York Not-for-Profit Corporation Law.

ARTICLE XIV

Amendments

These By-Laws may be amended, altered, repealed, or new By-Laws adopted at any regular, Annual or special meeting of the Board of Managers provided that written notice of such proposed changes shall have been sent to each Manager by the Corresponding Secretary with the Notice of the meeting. The affirmative vote of a majority of the entire Board shall be required to amend, alter or repeal these By-Laws or adopt new By-Laws.