

**BY-LAWS OF THE BOARD OF TRUSTEES
ULYSSES PHILOMATHIC LIBRARY
Trumansburg, NY
Revised and Adopted October 20, 2020**

The Ulysses Philomathic Association Library is chartered by the Board of Regents of the State of New York and is governed by a Board of Trustees which establishes policy and oversees the operation and maintenance of the library.

TRUSTEES: There shall be a minimum of five (5) trustees and no more than twenty-five (25) trustees, in accordance with the UPL Absolute Charter of 1973 as amended in 1991, serving staggered three (3) year terms. No trustee shall serve more than twelve (12) consecutive years.

Nominations can be made by a current trustee or by a nominating committee. Nominations for trustees shall be made to the Board of Trustees, to be considered and approved by a vote of the Association members at the Annual Meeting. The Board will take reasonable measures to have the Board membership reflect the diversity of the community.

New trustees, if not already members, shall join the Association when elected and will take office on January 1 following the election. The Board may at any time during the year appoint a trustee to fill a vacancy until the end of the calendar year. At the final voting meeting of the year, by resolution of the Board, the number of trustees serving for that year will be confirmed and the number of trustees serving in the coming year will be fixed.

REMOVAL OF A TRUSTEE FROM THE BOARD: Trustees must represent the library in the community. Therefore, the Board reserves the right to remove a trustee from board service if it determines that the trustee has engaged in conduct that is in conflict with the best interests of the library. Reasons for removing a trustee include: an unresolved conflict of interest, fraud, sexual or other harassment; failure to perform the duties of a trustee through absence or nonparticipation in board activities; failure to complete required training; and other personal conduct deemed to be contrary to the best interests of the library. The Board President, acting upon any credible information, will first meet with the trustee to discuss the concerns related to the trustee's conduct. If the President deems further action to be appropriate, the Executive Committee will meet to decide whether to remove the trustee from board service. The Executive Committee decision will be final and not subject to appeal. In the event that the President is unable to fulfill this role, the Vice President will oversee the process.

OFFICERS: The trustees shall elect from their number, to hold office for one year, a president, vice-president, secretary and treasurer. They shall have the usual responsibilities of such offices. Vacancies among the officers may be filled by election at any meeting of the Board.

BOARD MEETINGS: Regular meetings of the Board of Trustees shall be held at least quarterly, at times, locations and dates to be determined by the trustees.

A quorum majority of the trustees shall be present in order to conduct business. All meetings are open to the public and shall be conducted according to Roberts Rules of Order.

COMMITTEES: The Board may appoint standing committees to oversee policy, advocacy, and fundraising. Standing committees shall be chaired by a trustee. Ad hoc and advisory committees may also be appointed by the Board. Non-Board members may serve on ad hoc and advisory committees.

LIBRARY DIRECTOR: The Board shall hire a qualified library Director who, according to the policies determined by the Board, shall administer the affairs of the library as outlined in the job description. The director shall attend meetings of the Board and shall submit a written report at least quarterly.

TAX EXEMPT STATUS: The trustees must not take any action inconsistent with the Association's status as a tax-exempt organization according to the Internal Revenue Code 501(c)(3).

AMENDMENTS: These by-laws may be amended at any regular meeting of the Board upon a favorable vote of 2/3 of the trustees, provided all board members have received a copy of the amendment(s) at least one week prior to the meeting.