

BYLAWS OF THE FISHERS ISLAND LIBRARY ASSOCIATION  
(as of October 12, 2013)

ARTICLE I

OFFICE

The office of the association shall be located on Fishers Island in the Town of Southold, County of Suffolk and State of New York or at such other location as shall be determined from time to time by the Board of Trustees.

ARTICLE II

MEMBERS

The Corporation shall have no members.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Board of Trustees. The business and affairs of the Association shall be managed by a Board of up to twenty-three (23) Trustees, plus two *ex officio* Trustees as specified below. The number of Trustees may be fixed and determined from time to time by vote of a majority of the entire Board of Trustees, provided however that no decrease in the size of the Board at Trustees shall shorten the term of any incumbent Trustee. Each Trustee shall be at least eighteen (18) years of age.

Section 2. Election and Terms. The Board of Trustees shall be classified into three "year" classes of Trustees, as nearly equal in number as possible, with three year terms for each class, and with only one of the classes to be elected at each annual meeting so as to provide for three approximately equal annual classes with staggered terms. No Trustee may serve more than two consecutive terms, provided that this limitation shall not apply during his or her term of office to an individual who has been elected President or Vice President of the Association. At each stated annual meeting of the Board of Trustees, Trustees shall be elected by vote of a majority of the Trustees then in office to a vacancy in one of the three classes of Trustees for the remainder of the term of that class and shall serve for such term and until the election and qualification of their successors. Any vacancy in any class of the Board of Trustees may be filled at any meeting of the Board of Trustees or the Executive Committee, when a quorum is present, by vote of a majority of the Trustees then in office or on the Executive Committee, and the class of Trustees in which such new Trustee shall serve shall be determined at that time by the Board of Trustees. A Trustee elected to serve in a particular class shall remain in office for the term of that class and until the election and qualification of his or her successor.

Section 3. Ex Officio Trustees. In addition to the twenty-three regular Trustees, the Superintendent of the Fishers Island School and the Association's Treasurer shall be *ex officio*, voting members of the Board of Trustees.

Section 4. Authority. The Board of Trustees shall have charge of the property and finances of the Association and shall have a general supervision of all its affairs.

Section 5. Attendance at Trustee Meetings. Any member of the Board of Trustees who fails to attend at least one Trustee meeting over a period of eighteen (18) months during such Trustee's current three year term may be removed from the Board by the vote of a majority of the Trustees present at a meeting.

Section 6. Executive Committee. There shall be a three person Executive Committee of the Board of Trustees composed of the President and two Vice Presidents. If there are not two Vice Presidents then in office, the President shall appoint the third member of the Executive Committee. The Executive Committee shall have authority to act between meetings of the Board on all matters except amending these By-laws or the purchase, sale or leasing of real estate.

Section 7. Resignation and Removal. Any Trustee may resign at any time by giving written notice to the President, the Secretary or the Board of Trustees, and such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. Any Trustee may be removed with or without cause by vote of two-thirds (2/3) of the entire Board of Trustees then in office.

Section 8. Compensation. Trustees shall not receive any compensation for their services in such capacity but may, by resolution of the Board of Trustees, be reimbursed for all necessary and proper expenses incurred in the performance of their duties and for services provided to the Association.

#### ARTICLE IV

##### OTHER BOARD COMMITTEES

In addition to the Executive Committee of the Board of Trustees, the President or the Board of Trustees may create such other committees as may be deemed desirable and to have such powers and responsibilities as may be assigned by the President or the Board of Trustees. The members and chairs of all such other committees shall be appointed by the President. At the discretion of the President and the Board of Trustees, non-Trustees may be non-voting members of special committees.

#### ARTICLE V

##### OFFICERS

The officers of the Association shall be elected by a majority vote of the Board of Trustees each year at the annual meeting and shall be a President, one or two Vice Presidents, a Secretary and a

Treasurer. No officer of this Association shall receive any salary directly or indirectly. Any and all officers shall have a residence (owned or rented) on Fishers Island and are not required to be a Trustee. Vacancies may be filled by the Board of Trustees by majority vote at any regular or special meeting.

## ARTICLE VI

### DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Board of Trustees. The President shall appoint all Committees other than the Executive Committee. The President shall, under the direction of the Board of Trustees, sign all leases and other contracts of the Association, unless another officer is especially designated by the Board of Trustees, and shall be ex-officio, a member of all Committees. The President shall serve at the pleasure of the Board of Trustees.

Section 2. The Vice President(s) shall, in the absence of the President, have all the powers and perform all the duties of the President. The Vice President(s) shall serve at the pleasure of the Board of Trustees.

Section 3. The Secretary shall keep the minutes of all meetings of the Board of Trustees, and perform such other duties as are incident to this office. The Secretary shall serve at the pleasure of the Board of Trustees.

Section 4. The Treasurer shall have charge of all the funds and securities of the Association. The Treasurer shall present a report to the Board of Trustees at each regular meeting, and at the Annual Meeting of the Trustees in each year he or she shall present an annual report of the accounts and of the funds and securities of the Association. The Treasurer shall keep a full and correct account of all appropriations made by the Board of Trustees and shall pay all demands against the Association upon vouchers certified by the proper officers and committees, if within the limits of such appropriations, but not otherwise. The Treasurer shall serve at the pleasure of the Board of Trustees.

## ARTICLE VII

### MEETINGS

Section 1. The Board or Trustees shall meet in July, August and on the Saturday of Memorial Day and Columbus Day weekends unless otherwise directed by the Executive Committee. The Annual Meeting of the Association shall be held on the Second Saturday in July unless otherwise directed by the Executive Committee. At the Annual Meeting, the Board shall elect Trustees to take the place of those whose terms of office then expire. At the Annual Meeting or at any regularly scheduled Board Meeting, the Board shall elect from its own number as officers of the Association a President, one or two Vice Presidents, a Secretary and a Treasurer, said officers

shall serve at the pleasure of the Board of Trustees and until their successors are elected. At the Annual Meeting the officers shall present a report of the work of the Association for the past fiscal year. Five Trustees shall constitute a quorum at all meetings of the Board of Trustees, except for amending the Bylaws, or for the purchase, sale or leasing of real estate, when at least two thirds of the whole Board must be present and approve.

Section 2. Special meetings of the Board of Trustees or any committee thereof shall be called by the President upon his or her own authority or upon the written request of three Trustees. The object of the special meetings shall be specified in the notice thereof, which must be mailed or provided electronically to the address of each member as reflected on the current records of the Association at least five days prior to the day of such meeting. No business shall be transacted at special meetings except that for which the call is issued.

Section 3. Unless otherwise restricted by the charter, any one or more members of the Board of Trustees or any committee thereof 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 VIII

### COMMITTEE BILLS

Any indebtedness incurred by a Committee of the Board of Trustees shall first be certified as correct by the Chairman of the Committee, and then sent to the Treasurer for payment.

## ARTICLE IX

### FISCAL YEAR

The fiscal year of the Association shall end December 31 of each year.

## ARTICLE X

### AUDIT

There shall be an annual outside audit.

## ARTICLE XI

### INDEMNIFICATION

In addition to the indemnification provided for under Article 7 of the New York Not-For-Profit Corporation Law, and as authorized by sections 721 and 722 of the New York Not-For-Profit Corporation Law, the Association shall indemnify any Trustee, officer or employee of the Association, including any former Trustee, officer or employee of the Association, against all

tort liability to third parties, whether by judgment or settlement, including reasonable expenses and attorneys fees actually and necessarily incurred in the defense thereof or any appeal therefrom, attributable to his or her actions or failure to act in the performance of his or her duties as such Trustee, officer or employee of the Association unless attributable to his or her gross negligence or willful intent to cause harm to such third party. As a precondition to any such indemnification being made, the Board of Trustees shall have the right to approve, in advance, any such settlement thereof and all attorneys fees and other expenses incurred in connection with such action.

Subject to the provisions of section 726 of the New York Not-For-Profit Corporation Law, the Association may purchase and maintain insurance to indemnify itself and any present or former Trustee, officer or employee, against all such liabilities and expenses.

## ARTICLE XII

### AMENDMENTS

These By-laws may be altered or amended at any regular meeting of the Board of Trustees by a vote of two-thirds of the Board. Notice of the proposed amendment must be given at a preceding meeting of the Board of Trustees.

Adopted: October 12, 2013