

**BY-LAWS
OF
FRIENDS OF THE VOORHEESVILLE CENTRAL
SCHOOL DISTRICT PUBLIC LIBRARY**

ARTICLE 1: OFFICERS

The principal office of the Corporation shall be in the County of Albany, State of New York. The Corporation may also have offices in such other places within or without this state as the Board may from time to time determine where the business of the Corporation may Require.

ARTICLE II: PURPOSES

The purpose of the corporation is to establish and promote a closer relationship between the Voorheesville Central School District Public Library and the general public by:

- a. Maintaining a volunteer, non-profit association of persons interested in a vital library system;
- b. Supporting and cooperating with the Library Board of Trustees and the Library Directors;
- c. Promoting the use of the Library and increasing its services to all members of the communities it serves;
- d. Organizing and implementing special projects for the Library;
- e. Contributing to the cultural and educational opportunities of the communities which the Library serves;
- f. Receiving and administering funds in furtherance of the Library's purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, corporation, and property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and invest, reinvest, or deal with the principal or the income thereof in such manner as will further the goals and objectives of the Library.

To do any other thing or act incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, or officers.

ARTICLE III: MEMBERS

Section 1: Conditions

Membership in this Corporation is open to anyone 18 years of age or older who supports the purposes of this Corporation as specified in Article II.

Section 2: Dues

Annual member dues shall be established at the discretion of the Board of Trustees.

Section 3: Membership Meetings

The annual membership meeting of the Corporation shall be held on or about the first Saturday of May of each year, or not more than two weeks from that date. The Secretary of the Corporation shall cause to be mailed to every member in good standing at their address as it appears on the membership roll book of the Corporation a notice stating the time and place of the annual meeting.

Regular meetings of the Corporation shall be held at the principal office or place of business of the Corporation in the State of New York or at such other place, either within or outside the state, as determined by the Board of Trustees.

The presence at any membership meeting of not less than ten percent of the members shall constitute a quorum and shall be necessary to conduct the business of the Corporation.

A membership roll showing the list of members as of the record date, certified by the Secretary of the Corporation, shall be produced at any meeting of the members upon the request therefor of any member who has given written notice to the Corporation that such request will have made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting. Family memberships shall constitute a single member for establishing a quorum and voting.

Section 4: Special Meetings

Special meetings of the Corporation may be called by the Trustees. The Secretary shall cause a notice of such meeting to be mailed to all members at their address as they appear in the membership roll book at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous written request of all present at such meeting.

Section 5: Fixing the Record Date

For the purposes of determining the members entitled to notice of or to vote at any meeting of the members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board of Trustees shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty (50) nor less than ten (10) days before any such meeting, not more than fifty (50) days prior to any such other action.

Section 6: Action by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action to be taken, signed by all the members entitled to vote thereon.

Section 7: Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for them by proxy.

Every proxy must be signed by the member or their attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

ARTICLE IV: TRUSTEES

Section 1: Management of the Corporation

The Corporation shall be managed by the Board of Trustees which shall consist of not less than five (5), nor more than twenty-five (25) Trustees. Each Trustee shall be at least 18 years of age.

Section 2: Election and Term of Trustees

At each annual meeting of members, the members by majority vote shall elect Trustees.

Each Trustee shall hold office until the expiration date of the term for which she or he was elected and until her or his successor has been elected and shall have qualified, or until her or his prior resignation or removal.

The term of office of each Trustee shall be determined from time to time by the Board of Trustees of the Corporation by resolution, provided that in no event shall the term of office be less than 1 year nor more than 3 years; no Trustee shall serve more than two consecutive terms.

Section 3: Increase or Decrease in the Number of Trustees

The number of Trustees may be increased or decreased by the vote of the majority of the members. No decrease in number of Trustees shall shorten the term of any incumbent Trustee.

Section 4: Newly Created Trusteeships and Vacancies

Newly created trusteeships resulting from an increase in the number of Trustees and vacancies occurring on the Board for any reason may be filled by a vote of the majority of the Trustees then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. A Trustee elected to fill a vacancy caused by resignation, death, or

removal shall be elected to hold office for the unexpired term of his predecessor.

Section 5: Resignation

A Trustee may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect on receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Section 6: Quorum of Trustees

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified items of business.

Section 7: Action by the Board

The Board of Trustees is responsible for the general oversight and the management of the Corporation and for the maintenance of its purposes and objectives. Unless otherwise required by law, the vote of the majority of the Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board, Each Trustee present shall have one vote.

Section 8: Place and Time of Board Meetings

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State, as it may from time to time determine.

Section 9: Regular Annual Meetings

A regular annual meeting of the Board of Trustees of the Corporation shall be held on or about the first Saturday of May of each year or not more than two weeks from the day fixed by these bylaws. The Secretary shall cause to be mailed to every Trustee at his or her address a notice stating the time and the place of the annual meeting, unless the Trustees shall waive such notice in the manner stated below. The Trustees shall present at the annual meeting of the Board, a report verified by the President and the Treasurer and a majority of the Trustees, demonstrating the amount of real and personal property owned by the Corporation, where located, and where and how invested, spent, or any other divestments, such as purposes and capital expenditures. This report shall cover the year immediately preceding such annual meeting at which time the report is presented.

Section 10: Notice of Meetings of the Board; Adjournment

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the Trustees and may be called by the President, or by any three Trustees, upon three days' notice to each Trustee either personally or by mail or by wire; special meetings shall be called by the President, or in a like manner upon the written request of three Trustees. Notice of a meeting

need not be given any Trustee who submits a waiver, whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to her or him.

A majority of the Trustees present, whether or not a quorum is present, may adjourn any meeting to another time or place. Notice of the adjournment shall be given to all Trustees who are absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Trustees.

Section 11: Chairman

At all meetings of the Board, the President shall preside at the meetings.

Section 12: Executive and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee or other committees, each consisting of three or more Trustees. Each such committee shall serve at the pleasure of the Board.

The Executive Committee shall by February 1st of each year appoint a Nominating Committee composed of at least five members of the corporation and shall appoint a Chairperson of such Nominating Committee. The Nominating Committee shall present to the members at the Annual Meeting the nominations of members to serve as Officers. Members may also be nominated to serve as Officers by any member from the floor at the Annual Meeting and all members nominated from the floor shall be placed on the ballot.

Section 13: Transaction of Business By Communications Equipment

Any one or more members of the board 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 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 V: OFFICERS

Section 1: Offices, Elections and Term

Unless otherwise provided for in the Certificate of Incorporation, the Board may elect or appoint a President, one or more Vice-Presidents, a Secretary, and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the annual meeting of the Board. Each officer shall hold office for the term for which she or he is elected or appointed and until her or his successor has been elected or appointed and qualified.

Section 2: Removal, Resignation, Salary

Any officer elected or appointed by the Board may be removed by the Board with or

without cause. In the event of death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 3: President

The President shall be the Chief Executive of the Corporation; she or he shall preside at all meetings of the Board, shall generally seek to achieve the goals and objectives of the Corporation, and shall maintain a positive image of the Corporation in the community. Any officer authorized by the Board shall sign all checks. At the annual meeting of the Board of Trustees, the President shall make a full report to the Board of Trustees concerning the affairs and operation of the Corporation for the prior year. The President shall sign all legal documents and papers of the Corporation which are subsidized by the Board of Trustees.

Section 4: Vice-Presidents

During the absence or disability of the President, the Vice-President or, if there are more than one, the Executive Vice-President, shall have all the powers and functions of the President. Each Vice-President shall perform such other duties as the Board shall prescribe.

Section 5: Treasurer

The Treasurer shall have custody of all funds and securities of the Corporation which shall come into his or her hands. The Treasurer shall be responsible for keeping complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such bank or depositories as the Board of Trustees shall determine. She or he shall at all times exhibit such books and accounts to the President, Vice-President, or any other Trustee of the Corporation, and shall faithfully perform all duties as shall from time to time be assigned to her or him by the Board of Trustees. The Treasurer shall present a monthly financial report at the regular monthly Board meeting, as well as an annual report at the annual meeting of the Board of Trustees.

Section 6: Assistant Treasurer

During the absence or disability of the Treasurer, the Assistant Treasurer, if there be one, shall have the powers and functions of the Treasurer of the Corporation.

Section 7: Secretary

The Secretary shall keep the minutes of the Board of Trustees. He or she shall have the custody of the Seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Trustees. She or he shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers of the Corporation, acting through the Board of Trustees, may direct; she or he shall attend to such correspondence as shall be assigned to her or him, and perform all the duties incidental to her or his office.

Section 8: Assistant Secretary

During the absence or disability of the Secretary, the Assistant Secretary, if there be one, shall have all the powers and functions of the Secretary.

ARTICLE VI: GOVERNANCE/INDEMNIFICATION

The Corporation shall, as expenses are incurred, indemnify any and all of its officers, trustees, committee members, agents, administrators or any other person made a party to an action or proceeding, whether civil or criminal, either instituted or threatened, in which they or any of them are made parties or a party be reason of being or having been officers, trustees, committee members, agents or administrators of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in any capacity at the request of this Corporation, except in relation to matters as to which such officer, trustee, committee member, agent, administrator or other person shall be adjudged in such action or proceeding of misconduct in the performance of duty. The indemnification provided for herein shall be against judgments, fines, amounts paid in settlement, and all reasonable expenses including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeals therein, and the word "expenses" contained in the first sentence of this Bylaw shall be construed to include all the same.

Nevertheless, such indemnification shall be made if a majority of the disinterested trustees of the Corporation, upon a review of the circumstances, finds that such officer, trustee, committee member, agent, administrator or other person either severally or jointly acted in the opinion of such disinterested trustees, in good faith for the Corporation or for a purpose which he or she reasonably believed to be in the best interest of the Corporation, and in the case of criminal actions or proceedings had, in addition, no reasonable cause in the opinion of said disinterested trustees, to believe that his or her or their conduct was unlawful. Such indemnification shall include judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys, fees actually and necessarily incurred as a result of any action or proceeding or any appeal therein, and in the case of officers and trustees of the Corporation, to the extent and in the manner authorized by Article 7 of the Not-For-Profit Corporation Law of the State of New York. Such indemnification shall not be deemed exclusive of, but shall be in addition to, any other rights to which those indemnified may be entitled under any law, Bylaws, agreement, vote of the Corporation's trustees, or otherwise, and shall inure to the benefit of their heirs, executors and administrators.

ARTICLE VII: SEAL

The Seal of the Corporation shall be as follows:

ARTICLE VIII: CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE IX: AMENDMENTS

The By-Laws may be adopted, amended or repealed by the Board of Trustees, subject to the approval of such changes by the majority vote of the members.

If any By-Law regulating an impending election of Trustees is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the Trustees for the election of Trustees, the Bu-Laws so adopted, amended or repealed together with a concise statement of the changes made.

CERTIFICATION

I, Alan S. Kowlowitz, the President of the Friends of the Voorheesville School District Public Library, Inc., do hereby certify that the foregoing By-Laws constitute a true and correct copy of the By-Laws of the Corporation duly adopted at a meeting of the Board of Trustees on _____ and the same have not been rescinded or modified.

Alan S. Kowlowitz