

BY-LAWS
OF
TOMPKINS COUNTY PUBLIC LIBRARY FOUNDATION, INC.
Ithaca, New York

ARTICLE I – THE CORPORATION

Section 1. Name

The name of the Corporation shall be TOMPKINS COUNTY PUBLIC LIBRARY FOUNDATION, INC.

Section 2. Offices

The principal office of the Corporation shall be at 101 East Green Street in the City of Ithaca, County of Tompkins, State of New York. The Corporation may also have offices at other places within the State of New York as the Board of Directors may from time to time determine, or the business of the Corporation may require.

Section 3. Purposes

The purposes of the Corporation shall be:

- (a) To provide funds to or for the benefit of the Tompkins County Public Library (the “Library”) by:
 - (1) soliciting, accepting, holding, investing, reinvesting, and administering any gifts, grants, bequests, contributions, devises, benefits or trusts, endowments and property of any kind, without limitation as to amount or value;
 - (2) using, disbursing or paying the income or principal thereof exclusively for the foregoing purpose or in the advancement thereof;
 - (3) performing any other act or thing incidental to or connected with the foregoing purposes or in the advancement thereof,
- (b) To have such purposes and powers as are now or may hereafter be set forth in the Certificate of Incorporation of the Corporation, and to have and exercise such powers in furtherance of such purposes.

ARTICLE II – MEMBERSHIP

The Corporation shall have no members.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Board of Directors

Subject to any provision to the contrary in the Certificate of Incorporation, the business of the Corporation shall be managed by its Board of Directors.

Section 2. Number of Directors and Composition of the Board

- (a) The number of directors shall be no less than nine and no more than fifteen.
- (b) The seats shall be filled by individuals nominated by the Foundation Board from the community at large. The Library Director and the Foundation Executive Director shall be ex-officio non-voting members.
- (c) As used in these bylaws, the term “entire board” means the number of directors most recently elected.

Section 3. Election and Terms of Office

- (a) The Board Development Committee of the Board of Directors shall propose at large members to the Board of Directors. Directors shall be elected by a majority vote of the members of the Board of Directors at the annual meeting of the Corporation. Terms begin in January and conclude in December.
- (b) Directors shall serve a term of three years. They may serve no more than two consecutive terms. After a minimum of one year away from the Board, such an individual is once again eligible to be nominated to serve. An exception to the two-consecutive-terms limit can be made for the outgoing president, to enable them to serve one additional year as Immediate Past President. An exception to the two-consecutive-terms limit can be made for the outgoing president, to enable them to serve one additional year as Immediate Past President.
- (c) Should a director be unable to serve a complete three year term, the board may elect an individual to serve the remainder of the unexpired term effective immediately. The completion of an unexpired term shall not be counted toward the two term limit.

Section 4. Annual Meeting of the Board

The Board of Directors shall hold an annual meeting in the fourth quarter of the year at a convenient time and location designated by the President.

Section 5. Regular Meetings of the Board

The Board shall hold regular meetings a minimum of six (6) times per year. Written notice of all regular meetings, together with minutes of the preceding meeting, shall be distributed to each director before the date fixed for such meeting.

Section 6. Special Meetings of the Board

Special meetings may be called at any time by the President, and shall be called by the President or the Secretary-Treasurer within fourteen (14) days of receipt of a written request of one-third (1/3) of the members of the Board. Written or oral notice of special meetings shall be given to each director at least twenty-four (24) hours before the date of such special meetings. The notice shall state the business for which the special meeting has been called, and that no business other than that stated in the notice shall be transacted at the special meeting.

Section 7. Waiver of Notice

Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior thereto or at its commencement. If the waiver is in writing, the waiver must be signed by the director. A facsimile signature is permissible. If the waiver is electronic, it must be by email and sent with information that reasonably indicates the director authorized the transmission.

Section 8. Place and Time of Board Meetings

The Board may hold its meetings at the office of the Corporation or at such other place as it may from time to time determine. Meetings may be held in-person, over videoconference, or through a hybrid arrangement.

Section 9. Quorum of Directors

- (a) The presence of a majority of the currently appointed voting members of the Board of the Corporation and no fewer than five members shall be necessary to constitute a quorum at all meetings of the Board. Directors present at a meeting but who cannot remain present for a specific vote in a matter because of a conflict or interest in a related party transaction are considered present for purposes of constituting a quorum.
- (b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 10. Action by the Board

- (a) Each director shall be entitled to one vote on each matter properly submitted to the directors for action at all meetings of the Board. Unless otherwise required by law, the vote of a majority of directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.
- (b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee thereof consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the director. If the consent is electronic, it must be able to be reasonably determined to be sent by the board member. The resolution and 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.
- (c) Any one or more members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone, video conference or similar equipment that allows all persons participating in the meeting to hear each other at the same time and can participate in all matters before the board. Participation by such means shall constitute presence in person at such a meeting.

Section 11. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board for any reason shall be filled by vote of a quorum of the board.

Section 12. Removal

A director may be removed from office with or without cause by a majority vote of the entire Board.

Section 13. Resignation

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

Section 14. Attendance at Meetings

Attendance at each meeting of the Board shall be recorded by the Secretary-Treasurer or his/her delegate in the minutes thereof. Absence from a meeting may be excused, for good cause shown. Absence from three (3) consecutive meetings without good cause shown will constitute just cause for removal from the Board.

Section 15. Compensation

No director of the Corporation shall receive, directly or indirectly, any salary or, compensation from the Corporation for his or her services as director, but directors may be reimbursed for reasonable expenses incurred in the performance of Corporation duties without prior approval of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE IV – OFFICERS

Section 1. Officers

The officers of the Corporation shall consist of a President, a Vice President and a Secretary-Treasurer. Officers shall be elected at an annual meeting for a period of one year and may be re-elected by the Board of Directors for a maximum of three consecutive terms of office. These three officers constitute the Executive Committee. The Executive Committee is empowered to act in the absence of a full Board meeting.

Section 2. President

The President shall work in partnership with the Executive Director to prepare the agenda for Board meetings and to ensure that Board resolutions are executed. The President shall preside at all meetings of the Board of Directors. With the approval of the Board, the President shall appoint the members of all committees of the Board, and shall be, ex-officio, a voting member of all such committees.

Section 3. Vice President

During the absence of the President, the Vice President shall have all of the functions and power of the President. The Vice President shall perform such other duties as may be prescribed by the Board President.

Section 4. Secretary-Treasurer

The Secretary-Treasurer shall assume responsibilities of the chair in the absence of the President and Vice President. The Secretary-Treasurer shall serve as chair of the Audit and Finance Committee. The Secretary-Treasurer shall oversee the policies and procedures for the investment and disbursement of funds, and shall determine that a true and accurate accounting of all financial transactions of the Corporation is made, that reports of such transactions are presented to the Board, and that all expenditures are made to the best possible advantage.

Section 5. Removal, Resignation, , Etc.

- (a) Any officer elected or appointed by the Board may be removed by the Board with or without cause, by a majority vote of the entire Board.
- (b) In the event of the death, resignation, or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

ARTICLE V – COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members Committees of the Board or Committees of the Corporation. Each Committee of the Board shall consist of three or more members, three of whom shall be independent directors. Each such committee shall serve at the pleasure of the Board. The chair and members of the committees shall be appointed annually by the President, subject to the approval of the Board. At a committee meeting, a quorum shall be equal to one-half (1/2) of the number of members of the committee. Volunteers from the community may join a Committee of the Corporation. Each committee shall submit minutes of its meetings to the entire Board.

Committees of the Board shall be authorized to exercise the powers of the Board, except that no committee shall have authority over the following matters:

- (a) Any action expressly requiring directors' approval pursuant to law, charter or bylaws.
- (b) The filling of vacancies in the Board of Directors or in any committee.
- (c) The fixing of compensation of the directors for services rendered in a capacity other than director.
- (d) The amendment or repeal of any resolution of the Board that by its terms shall not be so amendable or repealable.
- (e) The amendment or repeal of bylaws

The Board of Directors must appoint and provide a charge to the following Committees of the Board:

- a) **AUDIT AND FINANCE COMMITTEE** The Audit and Finance Committee shall perform the following duties:
- a. oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements;
 - b. annually retain or renew the retention of an Independent Auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the Independent Auditor;
 - c. oversee the adoption, implementation of, and compliance with the Corporation's Conflicts of Interest Policy and any required Whistleblower Policy adopted by the Corporation if such functions are not otherwise performed by another Committee of the Board comprised solely of Independent Directors.
 - d. advise the Board about the investments of the corporate funds,
 - e. oversee the development of the budget;
 - f. ensure accurate tracking/monitoring/accountability for funds; and
 - g. provide periodic monitoring of investments in relation to overall market performance;
- b) **BOARD DEVELOPMENT COMMITTEE** shall recruit and propose for election the annual slate of officers and directors, and shall be responsible for ensuring effective board processes, structures and roles, including retreat planning, board member goal-setting, board evaluation, continuing board education, and new board member orientation and training; and.

ARTICLE VI – INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Corporation may, to the full extent permitted by law, indemnify its directors, officers, employees and other personnel.

Section 2. Insurance

The foregoing shall not obligate the Corporation to purchase directors' and officers' liability insurance, but should applicable law permit, the Corporation may purchase such insurance if authorized and approved by the Board of Directors.

ARTICLE VII – GIFTS

Section 1. Acceptance of Gifts

Refer to the Gift Acceptance Policy, approved on 7/1/2024.

Section 2. Funds and Accounts

All property received and accepted by the Corporation shall become a part of the Corporation's property and, subject to any limitations, conditions or legal requirements, may be commingled with other assets of the Corporation. However, such property shall or may be placed in any number of separate and distinct funds or accounts whenever the conditions, limitation, or instructions of the gift bequest, or devise require a separate fund or account or whenever the Board of Directors, in its judgment, determines that such property should be placed in a separate and distinct fund or account.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January, and end on the 31st day of December in each year.

ARTICLE IX – RULES OF ORDER AND BYLAW CHANGES

Section 1. Rules of Order

Meetings of the Board shall be governed by Robert’s Rules of Order, except in cases otherwise provided for by these Bylaws. In the event of a conflict, the Bylaws prevail.

Section 2. Bylaw Changes

These Bylaws may be amended, repealed or adopted by vote of a majority of the Board of Directors of the Corporation present at any regular or special meeting, provided that a full statement of such proposed amendment shall have been published in the notice calling the meeting.

Adopted: October 26, 1992

Certified: January 29, 1993

Amended: September 29, 1994

Amended: July 17, 1995

Amended: November 25, 1996

Amended: October 27, 2003

Amended: December 15, 2003

Amended: December 1, 2008

Amended: September 10, 2012

Amended: June 4, 2018

Amended: December 2, 2019

Amended: September 8, 2025