

2017

By-Laws

MONROE FREE LIBRARY
BY-LAWS CHAIR: CHARLIE LEVISEUR

MONROE FREE LIBRARY | 44 Millpond Pkwy, Monroe, NY 10950

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Monroe Free Library: By-Laws

Table of Contents

Article I: Name and Origin 3

Article II- Purpose 3

Article III - The Board of Trustees 3

 Section 1. Trustees..... 3

 Section 2. Terms..... 4

 Section 3. Vacant Trustee Position 4

 Section 4. Removal of Trustees 4

 Section 5. Recusals..... 5

 Section 6. Conduct 5

 Section 7. Executive Sessions..... 5

 §105. Conduct of executive sessions 6

Article IV - Officers 6

 Section 1. Officers 6

 Section 2. President 6

 Section 3. Vice-President..... 7

 Section 4. Treasurer..... 7

 Section 5. Recording Secretary..... 7

 Section 6. Corresponding Secretary 8

 Section 7. Election..... 8

 Section 8. Term 8

ARTICLE V - COMMITTEES..... 8

 Section 1. Committees 8

 Section 2. Term 8

 Section 3. Responsibility..... 9

 Section 4. Co-Chair 9

 Section 5. Executive Committee..... 9

 Section 6. Library Operating Committee..... 9

 Section 7. Finance Committee..... 9

 Section 8. Public Relations Committee 10

 Section 9. Building and Grounds Committee 10

Monroe Free Library: By-Laws

- Section 10. Fund Raising Committee..... 10
- Section 11. Grants Committee 10
- Section 12. Long Range Planning 11
- Section 13. Nominating Committee 11
- Section 14. By-Laws Committee 11
- Section 15. Audit Committee..... 11
- Article VI - Director and Staff..... 12
 - Section 1. Appointment of Library Director 12
- Article VII - Meetings..... 12
 - Section 1. Annual Meeting 12
 - Section 2. Regular Meeting 12
 - Section 3. Special Meeting..... 12
 - Section 4. Minutes 13
 - Section 5. Quorum 13
 - Section 6. Parliamentary Procedure 13
 - Section 7. Order of Business..... 13
 - Section 1. Annual Meeting..... 13
 - Section 2. Regular Meetings 13
- Article VIII - Amending The By-Laws..... 14
 - Section 1. Presentation and Approvals 14
- Appendix 15
- Section A – Approved Changes by Year 15
 - Calendar Year 2017 Approved Changes 15
 - June, 2017..... 15
 - July, 2017 15
 - August, 2017..... 16
 - September, 2017 16
- Section B – Supporting Documentation 18
 - NY State Education Law Section 226 18

Monroe Free Library: By-Laws

Article I: Name and Origin

The name of this corporation is the Monroe Free Library ("Library"). The principal location of the Library is 44 Millpond Parkway, Monroe, Orange County, New York 10950. The Library is chartered by the Board of Regents of the University of the State of New York as a free association library. Its Provisional Charter was issued by the Board of Regents on June 23, 1908; its Absolute Charter was granted on April 18, 1941 and amended on October 22, 2013. Pursuant to the Amended Charter, the Board of Trustees governing the Library can consist of a range of 5 - 25 Trustees. The service area of the Library consists of the residents of the Villages of Monroe and Harriman, and the residents of the Town of Monroe, excluding the residents of the Village of Kiryas Joel, who are over the age of 18. The Internal Revenue Service has determined that the Library is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

Revision Approved 08/2016

Article II- Purpose

The Monroe Free Library aims to provide, to the residents of the Town of Monroe, in a responsive and proficient manner, open, timely, and equal access to information and ideas for every level of interest and ability from a variety of perspectives and formats.

The mission of the library is to support formal and lifelong independent learning, to enrich the quality of life and to provide materials and services necessary for supporting these ends.

Revision Approved 03/2011

Article III - The Board of Trustees

Section 1. Trustees

All actions of the Board shall be of the Board as a unit. No Board members shall act on behalf of the Board, on any matter, without prior approval of the Board, except where specified by Library Operating policies. No Board member by virtue of his/her office shall exercise any administrative responsibility with respect to the library, nor, as an individual, command the services of any library employee.

The Board of Trustees of the Monroe Free Library shall consist of eleven people, based on the following repeating election cycle schedule:

- Four (4) elected the first year of elections

Monroe Free Library: By-Laws

- Four (4) elected the second year of elections
- Three (3) elected the third year of elections

by vote of the Trustees of the Monroe Free Library at the annual meeting to be held on the second Monday of January each calendar year. To be eligible to serve on the Board of Trustees, you must be a resident of the Town of Monroe, possess a valid Monroe Free Library borrowers cards, and be of legal voting age.

Revision Approved 09/2017

Section 2. Terms

The full term of service for each trustee elected in the annual election shall be three years. Should a trusteeship be vacated before that trustee's full term has expired, the remaining term of office shall be filled by a new trustee elected by simple majority vote of the Board of Trustees after due consideration of recommendation made by the nominating committee. If there are insufficient Trustees to form a quorum + 2 as a result of the resignation or death of one or more Trustees, at that time the Nominating Committee will initiate a search for new trustees or recommend awaiting candidates to be brought onboard.

Section 3. Vacant Trustee Position

If a trustee position becomes vacant, the vacancy will immediately be posted on the front door of the Library, in the Photo News and on the Library's website. Anyone who expresses an interest in becoming a trustee will be directed to the Reference Desk where contact information will be taken for submission to the Chair of the Board's Nominating Committee. The interested party will be contacted by the Committee Chair to discuss the requirements of the position. The prospective trustee will then submit a letter of interest and a resume to the Chair who will then circulate the information to the full Board. The interested party must attend one full Library Board meeting and then will be required to contact the Chair of the Committee to discuss any issues identified at the meeting or other general questions. The prospective trustee will attend the next Board meeting and an interview by the trustees will be carried out followed by a secret ballot. A majority of present Board trustees is required.

Revision Approved 11/2015

Section 4. Removal of Trustees

1. A Trustee who misses three (3) consecutive Board meetings in any calendar year shall be subject to removal.
2. A Trustee may also be removed for misconduct, incapacity, neglect of duty or refusal to carry into effect the Library's educational purpose, pursuant to NY Education Law Section 226, subdivision 8 (see Appendix). In the event that the Board seeks to remove a Trustee for the above-mentioned reasons, the following procedures are employed:

Monroe Free Library: By-Laws

- a. A written complaint to remove a Trustee from office must state the factual basis for removal, and be submitted for a Resolution to remove by the Board. All proceedings for Resolutions to remove and for the actual removal of Trustees shall remain confidential within the Board.
- b. A Trustee who is subject to removal is entitled to written notice, including a copy of the complaint and delivered at least seven (7) days prior to the meeting at which the Resolution is to be considered for vote.
- c. Before the Board of Trustees votes on the proposed Resolution, the board member in question may present arguments in opposition before the vote. A majority vote of the Board is required for removal.

Revision Approved 09/2017

Section 5. Recusals

A trustee shall recuse himself/herself from any vote having effect in any way upon the interest of that trustee or any member of that trustee's family.

Section 6. Conduct

Although not necessarily an ethical or legal issue, "appropriate and professional" behavior by board members is every trustee's concern and responsibility. You reflect the library to the community. The most successful boards have a positive culture of mutual respect and understanding. When any member acts in a manner that is not in the best interests of the library or in the cooperative nature of the board, the Board President should discuss the issue with the trustee in a direct and constructive manner.

Revision Approved 04/2011

Section 7. Executive Sessions

A member of the Board may make a motion that the Board of Trustees enter into executive session, following the procedures specified in Section 105 (below) of the NYS Open Meeting Law, which outlines the conduct of executive sessions. A statement of purpose must be made at the time of the motion that falls into one of the topics of discussion as defined in Section 105.

- The motion to go into an executive session must then be seconded and put to a vote. An executive session can only be convened by a majority vote of eligible members present AFTER a properly convened open meeting.
- Because of the confidential nature of the matter being discussed, only Trustees and guests explicitly invited to attend by the board, (again by a majority vote), may be present during discussions at an executive session.

Monroe Free Library: By-Laws

- The purpose of executive session is to allow frank discussion among board members of the specified subject matter. It is NOT a means to avoid public discussion of controversial issues, or hiding conflicts among members.
- No action by formal vote shall be taken to appropriate public moneys.
- Recording Secretary will record in the minutes only proposals which result in a formal vote and a summary of the final determination of said proposal (it is understood that it is not necessary for this summary to include any matter that is not required to be made public by the Freedom of Information Law).

§105. Conduct of executive sessions

1. Upon a majority vote of its total membership, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, a public body may conduct an executive session for the below enumerated purposes only, provided, however, that no action by formal vote shall be taken to appropriate public moneys:
 - a. matters which will imperil the public safety if disclosed;
 - b. any matter which may disclose the identity of a law enforcement agent or informer;
 - c. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
 - d. discussions regarding proposed, pending or current litigation;
 - e. collective negotiations pursuant to ARTICLE fourteen of the civil service law;
 - f. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
 - g. the preparation, grading or administration of examinations; and h. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.

Removal of previous **Section 2. Associate Trustees** approved 07/10/2017

Article IV - Officers

Section 1. Officers

The officers of the Board shall be President, Vice-President, Treasurer, Recording Secretary and Corresponding Secretary.

Section 2. President

- A. Chair all regular and special meetings of the Board.

Monroe Free Library: By-Laws

- B. Execute all documents authorized by the Board
- C. Provide an agenda for all Board meetings.
- D. Authorize call for any special meeting as directed by the by-laws.
- E. Appoint Trustees to standing committees coinciding with the calendar year.
The appointments should be available at the beginning of the regular January meeting.
- F. Ex-officio member of all standing committees.

Section 3. Vice-President

- A. Perform presidential functions when the President is unavailable.
- B. Assume presidency if President is unable to complete her/his term. The Board will then immediately elect a new Vice-President.
- C. Co-ordinate peer mentoring for all new trustees.
- D. If the Secretary is absent, the Vice President will record minutes for that meeting.

Revision Approved 02/2010

Section 4. Treasurer

- A. Work closely with the Director in all fiscal matters.
- B. Oversee receipt of annual funds from town clerk for taxes collected on behalf of the library.
- C. Present monthly budget and net worth reports to the full board.
- D. Supervise cash flow.
- E. Chair Finance Committee

Revision Approved 01/2010

Section 5. Recording Secretary

- A. Record minutes at regular and special meetings and distribute copies of said minutes to the Trustees before the next scheduled meeting. The original should be given to the Director for permanent file.
- B. Maintain on permanent file in the library, a copy of minutes, correspondence, librarian's reports or any other pertinent correspondence or report relevant to the Board of Trustees or the Monroe Free Library.
- C. Any official documents calling for the signature of the Secretary of the Monroe Free Library Board will be signed by the Recording Secretary.

Revision Approved 02/2010

Monroe Free Library: By-Laws

Section 6. Corresponding Secretary

- A. Provide necessary correspondence and/or signatures as directed by the Board.
- B. As soon as possible after each regular meeting of the Board of Trustees, provide by email to all trustees a summary of the meeting. This will not replace the official minutes, but rather provide information to members who did not attend and reminders to all.
- C. In the absence of the Recording Secretary, record minutes at regular and special meetings and distribute copies of said minutes to the Trustees before the next scheduled meeting. The original should be given to the Director for permanent file.
- D. If there is no Corresponding Secretary, the duties of the Corresponding Secretary may be combined with the duties of the Recording Secretary.

Revision Approved 02/2010

Section 7. Election

The executive officers shall be elected from among the Board of Trustees at the first regular meeting in each calendar year and shall remain in office until their successors are elected.

Section 8. Term

The term of office for executive officers shall be for one year, coinciding with the calendar year.

ARTICLE V - COMMITTEES

Section 1. Committees

Board committees manage a specific function or have a finite set of tasks to address. Committees defined further in this ARTICLE are standing committees and have been formed to handle ongoing, major activities within the Library. For short-term projects, the board may establish an ad hoc committee. Committee chairs should report on their committee's work at every board meeting and must submit an annual summary at the Annual Meeting in January of each year.

Revision Approved 05/2011

Section 2. Term

There shall be standing committees, appointed by the President for one (1) year, coinciding with the calendar year. Each standing committee will be headed by a

Monroe Free Library: By-Laws

chairperson whose normal length of service in that capacity will be one (1) full year subject to renewal at the beginning of the following year.

Revision approved 05/2010

Section 3. Responsibility

The committees shall report at the regular monthly meetings on each principal area of responsibility.

Section 4. Co-Chair

Each chairperson will be required to name a co-chair who will serve as chair if for any reason the chair is unable or cannot fulfill their duties.

Revision approved 05/2010

Section 5. Executive Committee

There will be an Executive Committee that will consist of the officers. The executive committee has the authority to handle any situation with urgent circumstances or transact any emergency business within the lawful authority of the Board. The Executive Committee must report any business transacted or decisions made in the absence of the full board to the full board at the next regularly scheduled meeting, or as soon as possible if circumstances warrant.

Revision approved 12/2010

Section 6. Library Operating Committee

- A. Define and supervise library operations, personnel policy and procedures.
- B. Maintain an efficient physical layout.
- C. Develop and research more efficient means of conducting library operations.
- D. Review tentative budget with the Finance Committee and the Library Director; presentation to full board will follow for final budget approval.
- E. Conduct an annual performance review of the Library Director.

Revision approved 01/2010

Section 7. Finance Committee

- A. Review and evaluate annual budget. Any reproduction, republication, or other use of all or any part of the Annual Report must be reviewed and approved by the finance committee and reported at the next regular board meeting to be reflected in the minutes.

Monroe Free Library: By-Laws

- B. Review tentative budget with the Library Operating Committee and the Library Director; presentation to full board will follow for final budget approval.
- C. Consult with Director to review investments quarterly.
- D. Review external audit.

Revision approved 03/2011

Section 8. Public Relations Committee

- A. Inform governmental agencies and special interest groups of library services, objectives, etc. via personal appearances at meetings and functions.
- B. Work with appropriate Library staff and/or outside consultants to promote and publicize the Library.
- C. Obtain citizen support for library development. Interface with Long Range Planning Committee and Fund Raising Committees.

Section 9. Building and Grounds Committee

- A. Supervise maintenance and cleaning of building and building equipment.
- B. Monitor building operations, heat, air conditioning, lighting and other building services.
- C. Oversee landscaping and care of grounds.

Section 10. Fund Raising Committee

- A. Explore and encourage sources of funding, private, local, state, federal.
- B. Participate in all fund-raising activity as appropriate. Coordinate these efforts with other adjunct library organizations, e.g. "Friends of the Library" when necessary.
- C. Spearhead and implement library endowment programs .
- D. Coordinate and implement Annual Fund Raising Activities.
- E. Coordinate the annual budget petition drive.

Revision approved 07/10/2017.

Section 11. Grants Committee

Research and apply for funding and other services through grants from government, business, and private sources.

Monroe Free Library: By-Laws

Section 12. Long Range Planning

Committee Develop and implement plans for the physical growth of the Library and its impact on the community, environment, and budgetary resources.

Section 13. Nominating Committee

The nominating committee shall consist of no less than three (3) Trustees and will be appointed by the President in October of each year.

- A. Develop criteria for qualification s of Trustees considering the candidates' broad diversity of personal expelience and business acumen.
- B. Propose candidates to fill vacated or expired terms as needed.
- C. Submit at November meeting a proposed slate of candidates for Trustees and Officers for discussion and for approval at December meeting. Present slate at annual meeting. Additional nominations may be made from the floor at that time.
- D. Rep01t monthly those Trustees who have unexcused absences recorded for three meetings during a twelve month period. The Nominating Committee shall contact the Trustee and inquire as to his/her continuing interest in serving the Library. Continuing absence at this point will result in forfeiture of the Trusteeship.

Revision approved 07/10/2017

Section 14. By-Laws Committee

- A. Maintain and review by-laws annually.
- B. Keep current information on any changes and/or additions in law that might affect the library's operation.
- C. Develop or maintain statements on censorship and "Freedom to Read".

Section 15. Audit Committee

The library's accounts shall be audited annually by a certified public accountant to be designated by the Board of Trustees. The President will annually appoint up to five (5) individuals to serve on an Audit Committee. The audit committee shall be responsible for:

- A. Ensure the auditing firm has the requisite skills and experience to carry out the auditing function for the organization and that its performance is carefully reviewed.

Monroe Free Library: By-Laws

- B. Meet with the auditor, review the annual audit and recommend its approval or modification to the full board.
- C. The audit committee shall review the annual Report before it is submitted to RCLS and New York State. The full board should review the annual audit and the audit committee's report and recommendations. The full board should also desire to meet with the audit before formally accepting or rejecting the audit.

Revision approved 04/ 2011

Article VI - Director and Staff

Section 1. Appointment of Library Director

The Director shall be appointed by the Board and shall be the executive director of all policies adopted by the Board. The duties and responsibilities of the Director shall be as stated in the cmTent job description approved by the Board of Trustees.

Article VII - Meetings

Section 1. Annual Meeting

The annual meeting shall be held the second Monday in January at 8:00 p.m. in the Library during which officers and trustees for the ensuing year shall be elected. Each trustee of the Monroe Free Library shall have one vote for each vacancy. Additionally, annual reports by the chair or co-chair of each committee shall be rendered.

Revision approved 12/2010

Section 2. Regular Meeting

Regular meetings shall be held on the second Monday of each calendar month at 8:00 p.m. in the Library. If said second Monday of the month falls on a legal or religious holiday, the meeting will be held on the third Monday of the month, or at such other time and place as the Board may determine.

Revision approved 10/2010

Section 3. Special Meeting

Special meetings may be held at any time at the call of the President or Vice-President or at the call of any three trustees of the Board provided that notice thereof be given to all Trustees at least twenty-four hours in advance of the special meeting.

Monroe Free Library: By-Laws

Section 4. Minutes

The minutes of all regular, committee, annual or special meetings called by the Board shall reflect Board member attendance. The absence; i.e., excused absence or non-excused absence, shall be noted in the attendance section of the minutes of all Board meetings.

Revision approved 06/2010

Section 5. Quorum

A meeting shall not be called to order unless there is a quorum. A quorum shall consist of seven (7) Trustees.

Section 6. Parliamentary Procedure

Robert's Rules of Order shall govern the parliamentary procedure of the Board.

Section 7. Order of Business

Section 1. Annual Meeting

The order of business at all annual meetings of the Board shall be as follows:

Call to Order and Pledge of Allegiance

Adoption of Agenda

Disposition of Minutes of Previous Annual Meeting

Presentment of Slate of Trustees and Election

Presentment of Slate of Officers and Election

Annual Summary Reports of Standing Committees

Section 2. Regular Meetings

The order of business at all regular meetings of the Board shall be as follows:

Call to Order and Pledge of Allegiance

Adoption of Agenda

Disposition of Minutes of Previous Meeting Communications

Public Comment (limited to three (3) minutes)

Report of Director

Report of Treasurer

Reports of Standing Committees and Friends

Organization Reports of Special Committees

Old Business

Monroe Free Library: By-Laws

New Business

Good and Welfare

Call for Adjournment

Revision Approved 08/2017

Article VIII - Amending The By-Laws

Section 1. Presentation and Approvals

Amendments to the By-Laws are proposed at a Regular Meeting of the Board of Trustees and become effective after a large majority (2/3) vote at that meeting.

Revision approved 07/10/2017

Monroe Free Library: By-Laws

Appendix

Section A – Approved Changes by Year

Calendar Year 2017 Approved Changes

The list below provides all approved changes for the 2017 calendar year.

June, 2017

Article VII - Amending The By-Laws

Section 1. Presentation and Approvals

- Changed heading number to reflect Article VIII, since there were two Article VII's.

Approved 06/2017

Article VIII - Amending The By-Laws

Section 1. Presentation and Approvals

- Changed the verbiage to reflect immediate voting capabilities, unless otherwise tabled, at the same regular Board meeting when the change is proposed by the ByLaws Committee.

Approved 06/2017

July, 2017

Article III – The Board of Trustees

Section 2. Associate Trustees

- Removed entire Section 2
- Renumbered the remaining section of Article III so it follows uninterrupted numerical order
- Deleted all additional references to **Associate Trustee** from the remainder of the ByLaws, pursuant to the RCLS Trustees Handbook (there is no such thing as an Associate Trustee).

Approved 07/2017

Article V – Committees

Section 13. Nominating Committee

Subtopic E

- Removed entire Section 13. Nominating Committees and added to Article V – Committees, Section 10. Fundraising, Subtopic E.

Approved 07/2017

Monroe Free Library: By-Laws

August, 2017

Article III – The Board of Trustees

Section 1. Trustees

- Changed voting member total from 12 to 11, provided the election cycle to support the three year term, and removed out of town eligibility to be a trustee.

Approved 08/2017

Article III – The Board of Trustees

Section 5. Removal of Trustees

- Added **consecutive** after the designation three (3) to coincide with RCLS Trustee Handbook.

Approved 08/2017

Article VII – Meetings

- Added Section 1. Annual Meetings
- Added Section 2. Regular Meetings
- Added vote for Adoption of Agenda to coincide with Robert's Rules and the RCLS Trustee Handbook.

Approved 08/2017

September, 2017

Article III – The Board of Trustees

Section 1. Trustees

- Added conduct statement from RCLS Trustee Handbook.

Approved 09/2017

Article III – The Board of Trustees

Section 5. Removal of Trustees

- Rewrite of items 1 and 2 to mirror RCLS Trustee Handbook.
- Deleted item 3 and 4.
- Added the NY State Education Law Section 226 to the Appendix (Appendix B) of the By Laws.

Approved 09/2017

Article III – The Board of Trustees

Monroe Free Library: By-Laws

Section 3. Absenteeism

- Removed this entire section
- Renumbered the remaining items of Article III – The Board of Trustees.

Approved 09/2017

Monroe Free Library: By-Laws

Section B – Supporting Documentation

NY State Education Law Section 226

§ 226. Powers of trustees of institutions.

The trustees of every corporation created by the regents, unless otherwise provided by law or by its charter, may:

1. **Number and quorum.** Fix the term of office and number of trustees, which shall not exceed twenty-five, nor be less than five. If any institution has more than five trustees, the body that elects, by a two-thirds vote after notice of the proposed action in the call for a meeting, may reduce the number to not less than five by abolishing the office of any trustee which is vacant and filing in the regents' office a certified copy of the action. A majority of the whole number shall be a quorum.
2. **Executive committee.** Elect an executive committee of not less than five, who, in intervals between meetings of the trustees, may transact such business of the corporation as the trustees may authorize, except to grant degrees or to make removals from office.
3. **Meetings and seniority.** Meet on their own adjournment or when required by their bylaws, and as often as they shall be summoned by their chairman, or in his absence by the senior trustees, on written request of three trustees. Seniority shall be according to the order in which the trustees are named in the charter or subsequently elected. Notice of the time and place of every meeting shall be mailed not less than five nor more than ten days before the meeting to the usual address of every trustee.
4. **Vacancies and elections; removals by board of regents.** Fill any vacancy occurring in the office of any trustee by electing another for the unexpired term; provided, however, that where trustees are elected by the legal voters the person so appointed to fill any such vacancy shall hold office until the next annual election of trustees. The office of any trustee shall become vacant on his death, resignation, refusal to act, removal from office, expiration of his term, or any other cause specified in the charter. If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the trustees, he shall be deemed to have resigned, and the vacancy shall be filled. Any vacancy in the office of trustee continuing for more than one year, or any vacancy reducing the number of trustees to less than two-thirds of the full number may be filled by the regents. The regents may remove any trustee of a corporation created by them for misconduct, incapacity, neglect of duty, or where it appears to the satisfaction of the regents that the corporation has failed to or refuses to carry into effect its educational purposes. A hearing in the proceeding for the removal of such trustees shall be had before the board

Monroe Free Library: By-Laws

of regents or a committee thereof and the trustees shall be given at least ten days' notice of the time and place of such hearing. In case of removal the regents may appoint successors to the trustees so removed. The provisions of this section as to removal and filling of vacancies in trustees shall not apply to corporations now or hereafter established and maintained by a religious denomination, order or sect. No person shall be ineligible as a trustee by reason of sex.

5. **Property holding.** Take and hold by gift, grant, devise or bequest in their own right or in trust for any purpose comprised in the objects of the corporation, such additional real and personal property, beyond such as shall be authorized by their charter or by special or general statute, as the regents shall authorize within one year after the delivery of the instrument or probate of the will, giving, granting, devising or bequeathing such property, and such authority given by the regents shall make any such gift, grant, devise or bequest operative and valid in law. Any grant, devise or bequest shall be equally valid whether made in the corporate name or to the trustees of a corporation, and powers given to the trustees shall be powers of the corporation.
6. **Control of property.**
 - a. Buy, sell, mortgage, let and otherwise use and dispose of its property as they shall deem for the best interests of the institution; and also to lend or deposit, or to receive as a gift, or on loan or deposit, literary, scientific or other articles, collections, or property pertaining to their work; and such gifts, loans or deposits may be made to or with the university or any of its institutions by any person, or by legal vote of any board of trustees, corporation, association or school district, and any such transfer of property, if approved by the regents, shall during its continuance, transfer responsibility therefor to the institution receiving it, which shall also be entitled to receive any money, books or other property from the state or other sources to which said corporation, association or district would have been entitled but for such transfer.
 - b. Notwithstanding any other provision of law, prior to the discarding of used or surplus books or other such reading materials by trustees of a chartered public or free association library which receives over ten thousand dollars in state aid, such trustees shall offer to donate such books or materials to a not-for-profit corporation or political subdivision located within the area of the library system or offer to sell such books or materials to the general public. The trustees shall retain any proceeds received from the sale of such books and materials for the purpose of maintaining and improving library service within the system.

Monroe Free Library: By-Laws

7. **Officers and employees.** Appoint and fix the salaries of such officers and employees as they shall deem necessary who, unless employed under special contract, shall hold their offices during the pleasure of the trustees; but no trustee shall receive compensation as such. The president or chief executive officer of an association library corporation shall be elected by the trustees from their own number and shall be the chairman of the board.
8. **Removals and suspensions.** Remove or suspend from office by vote of a majority of the entire board any trustee, officer or employee engaged under special contract, on examination and due proof of the truth of a written complaint by any trustee, of misconduct, incapacity or neglect of duty; provided, that at least one week's previous notice of the proposed action shall have been given to the accused and to each trustee.
9. **Degrees and credentials.** Grant such degrees and honors as are specifically authorized by their charter, and in testimony thereof give suitable certificates and diplomas under their seal; and every certificate and diploma so granted shall entitle the conferee to all privileges and immunities which by usage or statute are allowed for similar diplomas of corresponding grade granted by any institution of learning.
10. **Rules.** Make all bylaws and rules necessary and proper for the purposes of the institution and not inconsistent with law or any rule of the university; but no rule by which more than a majority vote shall be required for any specified action by the trustees shall be amended, suspended or repealed by a smaller vote than that required for action thereunder.