

# GARDINER LIBRARY BOARD OF TRUSTEES BYLAWS

Adopted November 30, 2000

Revised November 16, 2023

ARTICLE I *Name:* Gardiner Library Board of Trustees

ARTICLE II *Purpose:*

- A. To provide free accessibility to books and other media for the residents of the Town of Gardiner.
- B. To provide services and resources that are of value to the residents of the Town of Gardiner and encourage use of those services and resources; and
- C. To create a cultural hub for the community.

ARTICLE III *Membership*

- A. An appointed eleven-member Board of Trustees will conduct and manage the business and affairs of the Gardiner Library. Members will be interviewed and appointed to three-year terms by the Library Board of Trustees.
- B. Eligibility for office shall be limited to adults residing or owning property within the geographic limits of the Town of Gardiner, and must be a member in good standing of the Ramapo Catskill Library System (RCLS).
- C. Vacancies that occur on the Board of Trustees for reasons other than expiration of term may be filled at the next regular Library Board Meeting by appointment of the Library Board of Trustees. Trustees appointed in this manner will serve until the end of the term they are filling.
- D. Board applicants will be interviewed at the regular meeting of the Library Board of trustees and a recommendation for appointment will be made based on a majority vote of the Board of Trustees.

ARTICLE IV *Attendance*

- A. A Trustee must be present at a meeting (as defined by NYS Open Meetings Law) to have his/her vote counted. Proxy voting is disallowed.
- B. A majority of the whole Board in attendance is required for any motion to pass, unless that requirement is otherwise amended in these Bylaws.
- C. Any member of the Board of Trustees who fails to attend three consecutive regular monthly meetings without being excused by the majority of the Board shall be deemed to have resigned from the Board. The Secretary will inform the Trustees of the vacancy to be filled at the next regular meeting of the Board of Trustees. The procedure described in Article III for filling vacancies will be used to make the new appointment. The Secretary will inform the delinquent Trustee(s), in writing, of the action of the Board.

ARTICLE V *Duties and Responsibilities of the Gardiner Library Board of Trustees*

- A. It will be the duty of the Board of Trustees to:
  - 1. Follow the laws of the New York State Department of Education and the policies of the Ramapo Catskill Library System.
  - 2. Manage the budget and funds, approve the purchase of furnishings, equipment, and supplies, and supervise the maintenance of services and facilities at the Gardiner Library.
  - 3. Determine policies for the Gardiner Library.
  - 4. Assist the Director with advertising, promotional, and community outreach activities.
  - 5. Provide a healthy, safe, supportive environment for the Gardiner Library staff and communicate with the staff on a regular basis.
  - 6. Hold regular monthly meetings and elect officers on a timely basis.
  - 7. Maintain accurate records of meetings and financial information.
  - 8. Engage professional assistance to provide counsel and advice when necessary.

- B. The Board of Trustees will have full executive power in any matter concerning the administration and management of the Gardiner Library. Under no circumstances will the Board of Trustees relinquish its discretion and/or authority in the discharge of its responsibilities.
- C. Board members will not represent the Board or make commitments on behalf of the Board without prior Board approval. Board directives to individual Board members will be reflected in the minutes of the meeting in which the action was discussed.

ARTICLE VI A. *Officers*

The officers of the Board of Trustees will include a President, Vice President, Recording Secretary, Corresponding Secretary, and Financial Officer. The officers will be chosen from and elected by, the Library Board of Trustees for a one-year term of office at its annual reorganizational meeting, held in August. All officers, except the Recording Secretary and the Financial Officer, will be limited to two consecutive terms in the same office. This rule will not preclude any officer being elected at a future date to an office previously held.

B. *Duties of Officers:*

1. *President:* The President will preside over and call all meetings of the Board of Trustees. The President will prepare all agendas. The President will maintain a general overview and knowledge of all services and responsibilities of the Gardiner Library and all matters before the Board, and will supervise the disposition of those matters in the interest and welfare of the Gardiner Library.
2. *Vice President:* The Vice President will preside over Board of Trustees meetings in the absence of the President and will assist the President in the disposition of all matters before the Board.
3. *Recording Secretary:* The Recording Secretary will keep an accurate written record of the proceedings of each meeting of the Board of Trustees. The Recording Secretary will keep accurate records of votes taken at meetings. All written records will be maintained electronically, as well as in a book or file to be maintained at the Gardiner Library.
4. *Corresponding Secretary:* The Corresponding Secretary will attend to all correspondence of the Board of Trustees and will give notice of all its

meetings in a timely manner. The Corresponding Secretary will place copies of all correspondence in a file to be maintained at the Gardiner Library.

5. *Financial Officer*: The Financial Officer will receive and keep accurate records of all funds received. The Financial Officer will make bank deposits in a timely manner and will provide written reports of all financial activities and matters at each monthly Board meeting or whenever called upon to do so. The Financial Officer will distribute funds only as directed by a majority of the Board of Trustees.

## ARTICLE VII *Meetings*

- A. *Regular Meetings*. Regular meetings of the Board of Trustees will be held monthly to conduct the business of the Gardiner Library. All meetings will comply with the requirements of the New York State Open Meetings Law and will be conducted in accordance with *Robert's Rules of Order*, a copy of which will be maintained at the Gardiner Library.
- B. *Annual Reorganizational Meeting*. The August meeting will be designated the Annual Meeting and will include the election of new Board members and officers and all other items to be voted on by the full membership.
- C. *Special Meetings*. A special meeting of the Board of Trustees may be called by the President or by the Vice President in the President's absence. Board members must receive notice of the special meeting not less than three (3) days prior to holding said meeting.
- D. *Meeting notices*. Notice of meetings must be provided to Trustees either by regular mail sent at least five (5) days in advance of the meeting, in person, or by email using the email address provided by the member for receipt of notices. Notices of meetings will also be posted on the Gardiner Library website.
- E. *Patron Attendance at Meetings*. All patrons of the Gardiner Library will be encouraged to attend the regular monthly meetings of the Board of Trustees.
- F. *Agenda*. The following shall be the order of business for the monthly meetings of the Board of Trustees.
  1. Call to order
  2. Minutes of the previous meeting; review and acceptance or record of revisions
  3. Financial Officer's Report
  4. Director's Report
  5. Calendar of Events

6. Communications and Correspondence
7. Committee Reports
8. Ongoing Matters
9. New Matters
10. Adjournment

G. *Quorum.* More than one-half of Board will constitute a quorum necessary to conduct and transact the business of the Gardiner Library at a regular meeting. No action will be taken in the absence of a quorum, except that the Trustees present will be entitled to call a Special Meeting on a subsequent date.

ARTICLE VIII *Committees*

- A. The Executive Committee shall be composed of the officers and shall transact such business as may be necessary between meetings of the Board of Trustees. Meetings of the Executive Committee may be called at the discretion of the President.
- B. A nominating committee will be appointed by the President two months prior to the election of officers. Nomination of candidates by the committee does not preclude nomination of candidates from the floor.
- C. The President will appoint standing committees and such other committees as the business of the Board of Trustees and the Gardiner Library may require from time to time. All committees will serve at the discretion of the President.

ARTICLE IX *Fiscal Year.* The fiscal year shall be from January 1 through December 31.

ARTICLE X *Indemnification*

The Gardiner Library shall, to the extent legally permissible, defend and indemnify each person who serves as a Trustee or employee of the Library in accordance with Public Officers Law section 18, against all expenses and liabilities reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, claim or proceeding in which he or she may become involved by reason of his or her service to the Gardiner Library, provided the Gardiner Library is put on notice in writing by the Trustee or employee who seeks to invoke this clause, as soon as practicable after such individual learns of an actual or potential action, claim or proceeding against him or her. This clause shall not apply where such person is

determined by a final adjudication to not to have acted in good faith, or lacking a reasonable belief that his or her action was in the best interests of the Gardiner Library, or where prohibited pursuant to Public Officers Law Section 18.. Gardiner Library will only assume responsibility for any compromise or settlement payment that is approved by a majority vote of the entire Board of Trustees who are not at that time parties to the action or proceeding.

ARTICLE XI *Records.* A hard copy of the official records of the Gardiner Library Board of Trustees (Bylaws, Minutes, financial reports, correspondence, etc.) shall be stored permanently at the Gardiner Library, and the Board shall also maintain records electronically.

ARTICLE XII *Amendments:* These Bylaws may be amended by a two-thirds vote of the Board of Trustees, provided that a written notice of the proposed amendment was contained in the Meeting Notice. Said Notice will be given to all Trustees in accordance with Article VII herein.