

GARDINER LIBRARY BOARD OF TRUSTEES BYLAWS

Adopted November 30, 2000
Revised November 16, 2023; May 21, 2026

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 Gardiner Library Board of Trustees.
- B. Eligibility for office shall be limited to adults residing in 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 Gardiner Library Board of Trustees for reasons other than expiration of term may be filled at the next regular Board of Trustees meeting by appointment of the Gardiner 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 Gardiner Library Board of Trustees and a recommendation for appointment will be made based on a majority vote of the Gardiner Library 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. A Trustee may attend and participate in a meeting of the Board by videoconference or other electronic means, to the extent permitted by and in accordance with the NYS Open Meetings Law.
- D. Any member of the Gardiner Library 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 President will inform the Trustees of the vacancy to be filled at the next regular meeting of the Gardiner Library 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 Gardiner Library 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 and Gardiner Library.
 - 2. Provide oversight of the Gardiner Library's budget and financial resources consistent with adopted financial policies and controls; and ensure the maintenance and effectiveness of library services and facilities.
 - 3. Determine policies for the Gardiner Library and update as required.
 - 4. Assist the Library Director with advocacy 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.
 - 9. Secure adequate, sustainable funding, as needed.
- B. The Gardiner Library 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 Gardiner Library 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 *Officers*

A. *Titles, Election, and Term of Office:*

The officers of the Gardiner Library Board of Trustees will include a President, Vice President, Secretary, and Financial Officer. The officers will be chosen from and elected by the Gardiner Library Board of Trustees for a one-year term of office at its annual reorganizational meeting, held in August. All officers, except the 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 Gardiner Library Board of Trustees. The President will prepare all agendas and distribute to Trustees no less than one week before the meeting date. 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 Gardiner Library 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. *Secretary:* The Secretary will keep accurate minutes of the proceedings of each meeting of the Gardiner Library Board of Trustees, including a record or summary of all motions, proposals, resolutions, and any other matter formally voted upon and the vote thereon. All records will be maintained in non-editable electronic format and be available to Gardiner residents upon request to the Library Director.
4. *Financial Officer:* The Financial Officer will provide oversight of Gardiner Library finances including review of monthly financial reports. The Financial Officer will assist with creating and updating policies relating to financial operations, as required.

ARTICLE VII *Library Director*

- A. The Gardiner Library Board of Trustees shall appoint a Library Director who shall have charge of the administration of the Gardiner Library under the direction and review of the Board.

- B. The Library Director shall be responsible for the care of the building, grounds and equipment; for the selection and management of the staff; and for the efficiency of the library's service to the public.
- C. The Library Director shall render and submit to the Gardiner Library Board of Trustees reports and recommendations of such policies and procedures, which, in the opinion of the Library Director, will improve efficiency and quality of library service. The Library Director shall attend all Board meetings except the portion of the meeting at which the director's appointment, salary, or performance is to be discussed or decided.
- D. The Library Director shall prepare and submit an annual budget to the Gardiner Library Board of Trustees for review and approval and shall administer the operations of the Library in accordance with the financial limitations and authorizations set forth in the approved budget.

ARTICLE VIII *Independent Treasurer*

- A. The Gardiner Library Board of Trustees shall appoint an Independent Treasurer who shall be responsible for oversight of the financial affairs of the Gardiner Library and shall report to the Board.
- B. The Independent Treasurer shall oversee the Gardiner Library's system of financial accounts; supervise the Bookkeeper; ensure that bank and credit card accounts are reconciled; maintain the chart of accounts; present regular financial reports to the Board; explain financial information as requested by the Board; coordinate with the Library's certified public accountant in connection with financial review and year-end closing; and assist in preparation of the annual budget.

ARTICLE IX *Meetings*

- A. *Regular Meetings.* Regular meetings of the Gardiner Library 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 Gardiner Library 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 days prior to holding said meeting.

- D. *Meeting notices.* Notice of meetings and applicable documents (e.g., meeting agenda, draft minutes of the previous meeting, financial reports, the Library Director's report) must be provided to Trustees either by regular mail sent no less than one week 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 and applicable documents will also be posted on the Gardiner Library website at least 24 hours in advance of the meeting.
- E. *Public Attendance at Meetings.* All patrons of the Gardiner Library will be encouraged to attend the regular monthly meetings of the Gardiner Library Board of Trustees.
- F. *Agenda.* The following shall be the order of business for the monthly meetings of the Gardiner Library Board of Trustees.
 - 1. Call to order and roll call of members
 - 2. Adoption of agenda
 - 3. Minutes of the previous meeting; review and acceptance or record of revisions
 - 4. President's Report
 - 5. Finance Report
 - 6. Director's Report
 - 7. Committee Reports
 - 8. Ongoing Business
 - 9. New Business
 - 10. Public Comment
 - 11. Announcement of next meeting and adjournment
- G. *Quorum.* More than one half of Board present 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 X *Committees*

- A. The Executive Committee shall be composed of the officers and shall transact such business as may be necessary between meetings of the Gardiner Library 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 Gardiner Library Board of Trustees and the Gardiner Library may require from time to time. All committees will serve at the discretion of the President.

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

ARTICLE XII *Indemnification.*

- A. 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.
- B. The Treasurer of the Board of Trustees shall be bonded, at Library expense, in an amount determined by the Board, to protect the Gardiner Library against loss resulting from fraudulent or dishonest acts, fiscal malfeasance, or failure to faithfully perform the duties of the office. Such bonding shall be maintained as long as the Treasurer has custody of or responsibility for Library funds and financial accounts.
- C. Gardiner Library will only assume responsibility for any compromise or settlement payment that is approved by a majority vote of the entire Gardiner Library Board of Trustees who are not at that time parties to the action or proceeding.

ARTICLE XIII *Records.* The official records of the Gardiner Library Board of Trustees (e.g., Bylaws, Minutes, financial reports, correspondence) shall be maintained in non-editable electronic format in accordance with the New York State Archives *Retention and*

Disposition Schedule for New York Local Government Records (LGS-1) and must be accessible, secure, and preserved for the full retention period..

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