

Suffern Free Library – By-Laws

*Approved by Suffern Free Library Board of Trustees on
November 23, 2021, amended December 20, 2022*

This policy supersedes all prior policies and practices relative to this subject.

MISSION STATEMENT

The Suffern Free Library, a primary information hub for the community, provides diverse resources, innovative services and programs that enrich the lives of the residents of the Suffern Central School District.

PREAMBLE

The Board of Trustees (hereinafter designated as the "Board") of the Suffern Free Library ("Library"), chartered by the Board of Regents of the State of New York, June 24, 1926, as an Association Library, shall be governed by the laws of New York State, the Regulations of the Commissioner of Education and by the following by-laws. The Board shall be responsible for the management and control of all activities conducted on Library property or in the name of the Library.

Article 1- NAME AND PLACE

The name of the organization shall be the Suffern Free Library ("Library") located at 210 Lafayette Avenue, Suffern, Rockland County, New York.

Article 2 - OBJECTIVES OF THE LIBRARY

The principal objective of the Library shall be to provide free library service to residents of the Suffern Central School District ("School District"). In addition, it shall be the objective of the Library, through a Board of Trustees elected from the membership of the Association, to provide for the proper management and organization of the Library and for the rendering of library service.

Article 3- ORGANIZATIONALSTRUCTURE AND CHARTERED SERVICE AREA

- a) **Structure.** Notwithstanding any other provisions of these By-Laws, the organization is organized exclusively for one or more purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 and shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under said Section or corresponding provisions of any governing subsequent tax law or regulation.
- b) **Service Area.** The Library shall maintain a free association library known within the area designated as Suffern Central School District, Town of Ramapo, County of

Rockland, and State of New York.

Article 4- ASSOCIATION MEMBERSHIP

- a) **Membership.** Membership in the Association of the Suffern Free Library shall consist of all residents of the Suffern Central School District who have been residents for at least 30 days and who are eighteen years of age or over.
- b) **Voting Rights.** All Members shall be eligible to vote at the Annual Meeting of the Association, at any special meetings, and are eligible to vote for Trustees of the Association.
- c) **Termination of Membership.** Membership in the Association is automatically terminated when a person is no longer a resident in the School District.
- d) **Non-Resident Card Holders.** Non-Resident card holders are not Members of the Association and do not have voting rights.

Article 5 - BOARD OF TRUSTEES

- a) **Eligibility.** Trustees must be members of the Association and Suffern Free Library card holders at the time of their election or appointment and during their term of office. No employee of the Suffern Free Library may serve as Trustee.
- b) **Election and Term.** The Suffern Free Library shall be governed by a Board of Trustees consisting of nine members. A term of membership on the Board shall be three (3) years. Each year, three of the nine trustee seats will expire and be subject to open elections from the Association's Members at the Annual Meeting. The annual election of three of the nine seats shall reflect the original sequence established for the expiration date of those seats. A seat that is up for election, having become vacant with an unexpired term, will be filled for the balance of that term thus resuming the original sequence established for the seat. Newly elected members will take office at the first meeting following the Annual Meeting.
- c) **Powers and Duties.** All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. 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 shall administer the funds of the Library and shall supervise and control the appropriation and disbursement thereof, shall make hiring and termination decisions, shall determine the terms and conditions of employment, and shall make determinations on entering into contracts, shall establish the strategic and long term planning of the Library, and do those other things, which by law and regulation are ordinarily the responsibility of the trustees of a Free Library Association.
- d) **Votes.** Each Trustee shall have one vote, irrespective of office held. A Trustee must be present at a meeting to have his/her vote counted.
- e) **Removal.** A Trustee may only be removed for cause by a vote of 2/3 of the Board of Trustees. In the event that a Trustee is unable to attend any regular meeting, circumstances reasonably permitting, he/she shall seek to be excused by notifying the President of the Board or the library Director prior to the meeting. A Trustee who is absent from three (3) successive regular monthly meetings or four (4) non-consecutive

regular meetings within one year without an acceptable excuse shall in the judgment of the Board as a whole recorded by virtue of a Board Resolution be deemed to have resigned. The President shall inform the absent Board Member in writing that he/she is no longer on the Board.

- f) **Resignation.** Any Trustee resigning from the Board prior to term expiration should provide the Board President with a letter of resignation. When any vacancy occurs, whether by resignation or other circumstances, the Nominating Committee shall submit to the Board the name(s) of eligible members of the Association from which the Board shall elect one Trustee to act until the next Annual Meeting at which time the membership shall elect a Trustee to fill the unexpired term.
- g) **Indemnification.** The Library shall provide Director and Officer Insurance in an amount as determined to be justified and appropriate to protect the Trustees from liability from actions performed in good faith in furtherance of Library business that results in a claim against the Trustee or the Board taken as a whole.

Article 6 - TRUSTEE ELECTION PROCEDURE

- a) **Petitions.** Thirty days prior to the Annual Meeting, an announcement shall be posted within the Library, and in designated print services and on the Library website, soliciting petitions for library trustee seats that may be vacant and/or will be up for election at the upcoming Annual Meeting. The announcement shall specify that to place the name of a candidate on a ballot for the annual election all petitions must be signed by at least fifteen (15) Members and submitted to the Director at least fifteen (15) days prior to the Annual Meeting. Said petition shall specify the Trustee seat for which the candidate is nominated. All valid petitions received shall be placed on the ballot at the Annual Meeting. Candidates are also strongly encouraged to submit a resume and letter of intent to the Director, with the completed petition, to be posted at the library prior to the election and available upon request by Members.
- b) **Notice.** Notice, including the names of the candidates, shall be published, posted, and generally circulated, no later than ten (10) days before the Annual Meeting. Prior notice of the Annual Meeting shall also be given pursuant to Article 10(c).
- c) **Contested Election Procedure.** On the day established for the Annual Meeting, an election by secret ballot will be conducted at the Library during normal operating hours until 8:00 p.m., the time designated by the Board for voting to close and stated in the required prior public notices.
 - 1. An election committee appointed by the Trustees shall check those persons appearing to vote and shall determine by checking against the records, who are Members. Records necessary to determine the eligible voters shall be available at the time of the election.
 - 2. Voting shall be in person only. There will be no absentee voting.
 - 3. Voting shall be by closed paper ballot. Those persons determined to be Members shall sign the voter registration list, including listing their address, and shall be given the ballot.
 - 4. Voters shall complete the paper ballot, shall fold same preferably into fours, and shall deposit it in the ballot box. Each Association member shall have one vote for each seat up for election on the Board which shall be cast on the single paper ballot.

5. Should a voter challenge a determination that he or she is not a Member, that voter shall be allowed to vote after signing an appropriate affidavit on a ballot envelope, and such shall not be counted unless the number of sealed ballots could change the results of the vote. In such event the Chair shall investigate and shall determine whether to count the sealed ballot(s). That determination must be made before any sealed ballot(s) is (are) opened and counted.
 6. The Chair shall declare the meeting closed at the designated time for voting to close. Those Members in line at that time shall be eligible to vote.
 7. The Chair and the Committee shall count the ballots and tabulate the vote including the names of the candidates in a written report signed by all such persons, which shall be handed to the Board which shall then vote in public to accept said vote.
 8. In the event of a challenge or the need for a recount for any reason, the entire Board, exclusive of those then running, shall oversee the process of counting the ballots and declaring a final result under the tutelage of the Chair.
 9. In the event of a tie, a runoff shall be held forthwith at the Annual Meeting by virtue of paper ballot following the above procedures.
- d) ***Uncontested Election Procedure.*** If there is no contest for any of the three seats up for election in a given year, voting for candidates shall be conducted at the Annual Meeting. Upon affirmative oral vote of those Association Members present at the Annual Meeting the candidates shall be declared elected.

Article 7 - OFFICERS OF THE BOARD

The officers of the Board shall be President, Vice-President, Secretary and Treasurer. They shall be elected to serve by a majority of the Board of Trustees for a period of one (1) year or until their successors are chosen at the first monthly meeting of the Board after the Annual Meeting. Only officers of the Board are authorized to execute long term contracts after Board approval. Such contracts shall be signed on behalf of the Library by the Officers.

Article 8 - DUTIES OF OFFICERS

President. The President shall

- preside at all meetings of the Board and the Association membership;
- authorize calls for special meetings;
- be an ex-officio member of all committees;
- have discretionary power to act on behalf of the Board in what to him or her appears as an emergency and reporting any action so taken to the Board at its next meeting;
- act for the Board of Trustees when so directed and with its consent make and sign all contracts and agreements in the name of the Library;
- see that the required books, reports, statements and certificates are properly kept, made and filed according to law;
- act as a spokesperson for the Board on issues of library policy in the Board's communications with the Director, the public and government agencies;
- and in general, perform the duties of a presiding officer.

Vice-President. The Vice-President shall

- act as aide to the President and

- in the event of the absence or disability of the President, or of a vacancy in that office, assume and perform the duties and functions of the President.

Treasurer. The Treasurer shall

- be responsible for the care, custody and control of all the funds, securities, title deeds, mortgages and like documents relating to the real and personal property of the Library;
- ensure that all disbursements of the Library including checks, drafts, warrants and orders for the payment of money or authorizations for payment from Library funds are properly approved by management or the Board and are accompanied by proper documentation. Such disbursements shall be signed by the Treasurer or other officer of the Board. For amounts of \$25,000 or greater, two officers must sign. Ensure that the funds of the Library shall be deposited in the name of the Library in such banks or institutions as the Board shall have authorized;
- make the books of the Library available to the President, the Board of Trustees or their designee(s.) The Treasurer shall render a statement of the condition of the finances of the Library (including receipts, disbursements, budget status, investments and any significant financial issues) at each regular meeting of the Board of Trustees, at the Annual Meeting of the Association, and at such other times as shall be required by the Board. At the Annual Meeting the audited financial report shall be made available to any attendees upon request.
- during the absence or inability of the Treasurer to render or perform the duties or exercise the powers herein, the same shall be performed and exercised by an officer of the Board;
- with concurrence of the Finance Committee, review and provide comments on the Annual Budget and recommend its adoption by the Board;
- arrange for an annual audit of the Library's books of account by an independent accounting firm approved by the Board of Trustees, review the audit, audit report and the auditors' comments and with concurrence of the Finance Committee, shall recommend acceptance by the Board;
- review the tax returns prepared by the CPA; and
- ensure that financial policies established by the Board are followed by Library management

Secretary. The Secretary shall

- take or cause to be taken the minutes of the meetings of the Board of Trustees and shall preserve them and the minutes of the meetings of the Library in a permanent file;
- be the custodian of the seal and affix it when required;
- shall give and serve all notices of the Board; and
- shall perform such other duties as are generally associated with that office.

Article 9– COMMITTEES

- a) ***Appointment.*** Committees may be appointed by the President or the Board of Trustees for such special tasks or duties as are warranted. Each committee shall adopt its own rules of procedure and be subject to review by the Board of Trustees.
- b) ***Progress Report.*** All committees shall make a progress report to the Board at each of its

- meetings.
- c) **Powers.** No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.
 - d) **Nominating Committee.** The President shall appoint the Nominating Committee from the Board to serve for one year or until their successors are elected. The Nominating Committee will present a slate of officers at the meeting following the Annual Meeting.
 - e) **Finance Committee.** The Finance Committee works with the Treasurer to research and recommend investments in compliance with the Library's Finance Policy, review and provide recommendations on the Annual Budget and review the annual audit report, auditor's comments, and annual tax return.
 - f) **Personnel Committee.** The Personnel Committee prepares the annual performance evaluation of the Library Director, works with the Director in drafting and recommending to the board personnel policies & procedures, and addresses other personnel issues as presented to the committee by the board, staff and/or the Director.

Article 10- MEETINGS

- a) **Regular Monthly Meetings.** Regular monthly meetings of the Board of Trustees shall be held the fourth Tuesday of each month at 7:30 p.m. at the Library unless changed to another day of the month and/or time by Resolution of the Board of Trustees, giving at least one month's advance notice of the change to the public.
- b) **Annual Meeting.** An Annual Meeting of the Association shall be held the Fourth Tuesday in February at 8 p.m. at the Library before the regular meeting, written notice having been given thirty
- c) (30) days prior to both meetings, such notice to include the statement that the Annual Meeting to elect Trustees is to be held, the positions to be filled and duration of same, and setting forth the requirements to nominate candidates by petition.
- d) **Special Meetings.** Special Meetings of the Board may be called at any time by the President for a specific purpose. The notice of a Special Meeting shall contain a short description of the subjects to be considered. No business may be transacted at such Special Meeting except the stated business.
- e) **Open Meetings Law.** All meetings of the Board shall be held in conformity with the current New York State Open Meetings Law. Notice for Board Meetings will be properly posted and advertised, and all meetings will be open to the public. In addition, working sessions of the board must be advertised and open if a quorum of the board is expected to attend. An executive session may be convened only as part of a public board meeting and for a specific purpose for which Executive sessions are permitted. At any meeting, if the public is permitted to speak, the President may announce and enforce an overall time limit for public comments, and a specific time limit for individual speakers as announced in advance by the chair.

Article 11- QUORUM

A quorum of the Board is the minimum number of trustees required in attendance necessary to conduct business. In accordance with New York State Law, all actions must be approved with a "majority of the whole".

1. **Annual Meeting.** A quorum for the Annual Meeting of the Association membership shall be those members attending.
2. **Regular Meetings.** A quorum for regular and special meetings of the Board of Trustees shall be a majority of the Board. A quorum shall consist of five (5) Trustees. An affirmative vote of five (5) trustees is always required for a motion to pass, regardless of the number of trustees in attendance, except to adjourn or close a meeting in the absence of a quorum in which case a majority present shall control. Tie votes defeat the motion.

Article 12- PARLIAMENTARY AUTHORITY

All meetings including the Annual Meeting shall be conducted under Robert's Rules of Order, newly revised.

Article 13- DIRECTOR

The Board shall appoint a Director who shall be the executive officer of the policies of the Board and shall have charge of the administration of the Library under the direction and review of the Board.

The Director shall

- Be the executive officer of the policies of the Board
- Have charge of the administration of the Library under the direction and review of the Board
- Possess a MLS (Master of Library Science), and a valid NYS Public Librarian Certificate
- Attend meetings or designate a substitute
- Supervise the activities and funds in Suffern Free Library banking accounts
- Receive and disburse state funds, library materials, operations, and any available state, federal or private grants

Article 14 - AMENDMENTS

Amendments to the By-Laws may be made at any regular meeting of the Board by a two-thirds affirmative vote provided the amendment has been discussed at a prior meeting and notification of the voting to be held indicated on the call of the meeting.