

# **PUTNAM VALLEY FREE LIBRARY BY-LAWS**

## **ARTICLE I – GENERAL**

1. This organization is, and shall be known as, the Putnam Valley Free Library (hereinafter referred to as the Library) existing by virtue of Charter Number 9821 granted by the Regents of the University of the State of New York on November 22, 1968 and exercising the powers and authority and assuming the responsibilities delegated to it under the said Charter.
2. The Library is, and shall be, a non-partisan and non-profit organization having as its purpose the provision to its Members and the general public services of a civic, educational and cultural nature. The Putnam Valley Library exists to provide quality service to the residents of Putnam Valley, New York in an open and non-judgmental environment with free access to Library materials in a variety of formats.
3. The business year of the Library shall be the calendar year from January 1 to December 31.

## **ARTICLE II - MEMBERSHIP**

1. Membership of the Library Board shall consist of all persons who have been issued Library cards, and who are a minimum of 18 years old. The following persons shall be eligible to receive Library cards:
  - A. Residents of the Town of Putnam Valley
  - B. Residents of the Putnam Valley School District
  - C. Persons who work in the Town of Putnam Valley
  - D. Taxpayers of the Town of Putnam Valley
  - E. All residents of any other town declared by the Board of Trustees to be a Contributor to or Advocate for the Library. Those who are given Contributor or Advocate membership will be eligible to use the Library's services but not eligible to vote in Trustee or Budget elections, unless they are qualified to vote as enumerated in Article III, Section 6.
2. Persons other than those specified in “1” above shall be eligible to receive Library cards and thus, become Members of the Library upon contribution to the Library of an amount to be specified by the Board of Trustees.

### **ARTICLE III – BOARD OF TRUSTEES**

1. The business and affairs of the Library shall be conducted by a Board of Trustees consisting of not more than nine (9) members, hereinafter referred to as the Board.
2. All trustees must be members of the Library in good standing. A member in good standing must have an active Library card. Only those who meet the requirements of Article II, Section 1, Subsections A, B, or D shall be qualified to serve on the Board of Trustees.
3. Members of the Board shall be elected to vacancies at the Annual Meeting, to be held in October, for terms of service of five (5) years, and to take office on the next January 1<sup>st</sup>. Any person who is eighteen (18) years of age or older, and whose Library card has been issued sixty (60) days or more before the date of the Annual Meeting, is a member in good standing, who meets the requirements in Section II, above, and who is not a paid employee of the Library or part of their immediate family shall be entitled to stand for election to the Board.
4. No person shall be eligible for election to the Board who has been a Member of the Board for two (2) consecutive terms of office unless a period of one (1) year or more has elapsed since the termination of his or her membership on the Board. However, the term of a Member may be extended for an additional term of five (5) years upon the approval of a majority of the Trustees in attendance and voting at the Annual Meeting.
5. The Board of Trustees shall possess the authority to fill any vacancy on the Board by a vote of a majority of sitting Trustees, until the next annual election at which time the seat will be subject to election.
6. Persons are eligible to vote to elect Board of Trustees members during the Annual Meeting of the Library are:
  - A. At least eighteen (18) years of age; and
  - B. A Library cardholder in good standing; and
  - C. A resident of Putnam Valley or the Putnam Valley School District; or
  - D. A registered voter in the Town of Putnam Valley; or
  - E. A residential taxpayer in the Town of Putnam Valley
7. The Board of Trustees may remove a Trustee for misconduct, incapacity, neglect of duty or refusal to carry into effect the Library's educational purpose as provided in Education Law 226; subdivision 8.

## **ARTICLE IV – MEETINGS**

1. The Board shall hold Regular monthly meetings at a time and place decided by it. A majority of the entire Board of Trustees shall constitute a quorum; a quorum shall be necessary to constitute an official meeting of the Board. A majority vote of the entire Board is necessary to carry a resolution.
2. Special meetings may be called by the Secretary at the direction of the President, or at the request of at least one-third of the Trustees, with a minimum of twenty-four (24) hours notice, for the transaction of business as stated in the call for the special meeting.
3. All meetings of the Board, except executive sessions, are subject to the New York State Open Meetings Law and are open to the public.
4. A Trustee must be present at a meeting to have his/her vote counted.
5. A Board Member who is absent from three (3) Board meetings, or three (3) meetings of a committee of which he or she is a Member in any calendar year shall be deemed to have resigned from the Board and that seat shall be vacant unless the Board decides otherwise.
6. Any vacancy may be filled by appointment by the remaining members of the Board until the next Annual Board meeting and election.
7. 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.
8. Prior to the end of each Library business year, the Board shall adopt a budget for the following year, indicating the expected revenues and approving amounts to be expended. The Board shall establish rates of compensation for the Library Director and for other employees of the Library.

## **ARTICLE V – ANNUAL MEETING**

1. An Annual Meeting of the Library shall be held each year at such time and place as the Board of Trustees shall designate. Written notice of the time and place of the Annual Meeting shall be given by the Board of Trustees not less than ten (10) days before the scheduled date to each Trustee and to the Librarian. Notice shall be given at the same time to Members of the Library by posting on the Library bulletin board, posting on the Library's social media accounts, posting on the Library's website, and by sending notice to all Library Members who have provided e-mail addresses.
2. The business of the Annual Meeting shall be to hear the Annual Reports of the President and of the Librarian, to elect Trustees and such other business as may be placed before it by the Board of Trustees.

3. If there is to be a vote during the Annual meeting, any person who is eighteen (18) years of age or older and is a member in good standing shall be entitled to vote at the Annual Meeting, subject to the limitations enumerated in Article III, Sec. 2 and Sec. 6.
4. At the Annual Meeting the Board shall present nominations of as many persons as there are vacancies on the Board to be filled in accordance with such procedures as the Board may adopt.
5. Two (2) months prior to the Annual Meeting, at a Regular monthly meeting, a Nominating Committee shall be formed from Members of the Board. The Nominating Committee shall be charged with presenting, one (1) month hence, nominations of as many persons or more as there are vacancies on the Board to be filled.
6. Nominations may also be made by any Member of the Library entitled to vote at the Annual Meeting. Such nomination shall be in writing and delivered to the Nominating Committee no later than the Regular Meeting of the Board which immediately precedes the Annual Meeting. Notice of the nominating procedure shall be given to the Members of the Library by posting on the Library bulletin board and by publication online via the Library website and social media at the time the Nominating Committee is formed. The Nominating Committee shall present all nominations and may make specific endorsements of candidates at the regular meeting of the Board which immediately precedes the Annual Meeting.
7. At the Annual Meeting, the Board shall present names of all persons nominated and eligible for election along with the Board's recommendations, if any. At this time any candidate may speak on his or her behalf or may designate any other Member of the Library present to so speak. No more than one endorsement speech may be made on behalf of any single nominee.
8. If more nominations are made than there are vacancies to be filled, the election will be by secret ballot with each voting member entitled to vote for as many persons as there are vacancies to be filled and the persons receiving the largest number of votes up to the number of vacancies being elected. If the number of nominations made does not exceed the number of vacancies, the persons nominated shall be declared elected.

## **ARTICLE VI – OFFICERS**

1. The Officers of the Library shall be President, Vice President, Treasurer, and Secretary. The Officers shall be elected for terms of one (1) year by the Board from among its Members at the first regular meeting of the Board after the Annual Meeting and shall take office on January 1 of the year for which they are elected. Any Member of the Board shall be eligible to be elected to any office except that no Member shall be elected President who has served two (2) consecutive terms as President unless a period of at least one (1) year has passed since the Member ceased to be President, unless the Board of Trustees deems otherwise by a majority vote.
2. In addition to such additional powers or duties as may be conferred upon them by the Board, the Officers shall have the following specific powers and duties:

A. The President shall preside at the Annual Meeting on the progress of the Library during the President's term of office. The President shall preside at Regular and Special Meetings of the Board and shall perform such other duties as assigned by the Board.

B. The Vice President shall, in the absence of the President, preside and perform the duties of the President. In the event the Office of President becomes vacant before the end of the term, the Vice President shall become President.

C. The Treasurer shall have charge of the funds of the Library and shall approve the payment of all bills and sign all contracts as approved by the Board with checks being signed by the Treasurer. The Treasurer shall keep accurate books of account and shall make monthly reports to the Board and such other reports as may be required from time to time. In the absence of the Treasurer checks may be signed by either the President or the Vice President.

D. The Secretary shall keep the Minutes of all meetings of the Board and of the Annual Meeting as required by the Open Meetings Law of New York State. The Secretary shall have charge of the Records of the Board or may charge the Director to maintain and secure all records.

The Open Meetings Law, §106. Minutes:

“1. Minutes shall be taken at all open meetings of a public body which shall consist of a record or summary of all motions, proposals, resolutions and any other matter formally voted upon and the vote thereon.

2. Minutes shall be taken at executive sessions of any action that is taken by formal vote which shall consist of a record or summary of the final determination of such action, and the date and vote thereon; provided, however, that such summary need not include any matter which is not required to be made public by the freedom of information law as added by article six of this chapter.

3. Minutes of meetings of all public bodies shall be available to the public in accordance with the provisions of the Freedom of Information Law.”

E. The Secretary shall conduct correspondence as directed by the Board and shall read important correspondence or the summary of it at meetings.

F. The President, Vice President and Treasurer shall be bonded as may be required by the Board.

3. In the event a vacancy occurs in any of the offices described in this Article prior to the regular expiration of such officer's term of office, the Board shall choose a person from among the Board Members to fill the balance of the term.

## **ARTICLE VI - COMMITTEES**

1. Standing Committees and Special Committees shall be established by the Board. Chairpersons and members of the Committees shall be appointed by the President from among Members of the Board. With the concurrence of the Board, the President may also appoint persons other than Members of the Board to Standing and Special Committees.

The terms of office of Chairpersons and members of Committees shall not extend beyond the end of the term of office of the President who appointed them.

2. Committees shall meet at the call of their Chairperson and shall report to the Board monthly or as otherwise directed by the Board.

## **ARTICLE VII – LIBRARY DIRECTOR**

1. The Board shall appoint a Library Director who shall be the chief administrative officer of the Library, performing such duties which are usually required of Library Directors and such other duties as the Board may direct.

2. The Library Director shall attend all meetings of the Board except when the Library Director's compensation and performance or other special item may be under discussion. The Library Director shall participate in the Board's deliberations but shall have no vote.

3. The Library Director shall submit an Annual Report to the Board on the progress and condition of the Library during the year, as well as other reports as the Board may require.

4. The Library Director shall represent the Library in a professional capacity before the public and Town authorities and in Library organizations.

5. The Library Director shall appoint and discharge employees of the Library according to the Personnel Policies of the Library as adopted by the Board of Trustees. The Library Director shall exercise supervision and control over all employees.

6. The Library Director may make expenditures up to and including a sum determined by the Board of Trustees at the beginning of each fiscal year without first gaining approval by the Board of Trustees.

## **ARTICLE VIII – INDEMNIFICATION CLAUSE**

1. Each person acting within the scope of his or her authority as a Trustee or Officer of the Board of Trustees shall be indemnified by the Library against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made party by reason of having been a Trustee or Officer of the Library in the performance of his or her duties.

**ARTICLE IX – POLICY MANUAL**

1. Proper implementation of the By-Laws and the day-to-day administration of the Library shall be guided by a statement of policy approved by the Board of Trustees and set forth in the Policy Manual of the Putnam Valley Free Library.
2. Deletions, additions or other amendments in policy as set forth in the Policy Manual may be made by the Board at any Regular Meeting of the Board in accordance with the usual voting procedures.

**ARTICLE X – AMENDMENT OF THE BY-LAWS**

These by-laws may be amended by a two-thirds vote of the Members of the Board at any regular meeting, providing that notice of the amendment was given at the preceding regular meeting of the Board. A copy of the proposed amendment shall be provided at that meeting or by mail or email.

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