

THE PAWLING FREE LIBRARY
BOARD OF TRUSTEES
BYLAWS

APPROVED AS AMENDED ON: APRIL 8, 2021

MISSION STATEMENT

The Pawling Free Library seeks to serve the greater Pawling community. The library provides high quality materials free of charge, for the purpose of personal enjoyment, self-improvement or academic inquiry. By meeting the community member's personal needs, we encourage enthusiastic readers of all ages. The Pawling Library is a community center, dedicated to enrichment, learning, and growth.

PURPOSE

The PAWLING FREE LIBRARY is a public institution, chartered by the University of the State of New York – The State Education Department, dedicated to the continuing education and cultural development of all members of the community. The purpose of the institution is to provide superior library service to the residents, adults and children, of the Pawling community.

BYLAWS

1. **GOVERNANCE**

- a. This organization shall be called The Board of Trustees of the Pawling Free Library of Pawling, New York. By virtue of the provisions of the Education Law of the State of New York, the Board of Trustees shall exercise the powers, authority and assume the responsibilities and duties delegated to it under the said statute and duties as further defined hereunder in these bylaws. Each Board appointee will be given a copy of the By-laws and Policies by the Board President.
- ~~b.~~ Trustees shall be adults working, residing, or owning property within the geographical limits of the library district's chartered service area, who shall hold a term of five years or, any part thereof if the trustee was welcomed at any time other than the annual meeting. Trustees welcomed onto the board at any meeting other than the annual meeting will serve the

remainder of the year, plus four years. Trustees filling a vacancy will serve the remainder of the term of the open seat. These individuals shall demonstrate an investment in and a commitment to the Pawling community.

- c. The Board of Trustees may appoint as many Special Advisors to the Board as it deems appropriate. Special Advisors to the Board may not vote on board business, but may participate in discussions and serve as committee members. The Board of Trustees may appoint any individual as a Special Advisor to the Board, regardless of whether that individual meets the eligibility requirements to serve as a trustee.
- d. Whereas the charter of the Pawling Free Library permits a board consisting of no fewer than seven members and no more than fifteen, the Board of Trustees will set the exact number of its Trustees, which falls within this range at its annual meeting. This number may be amended at any time by a 2/3rds vote of the Pawling Library Board of Trustees. This amendment shall be noted in the minutes of the meeting.
- e. Any vacancies on the Board shall be filled by application and review by the present Board members submitted through the Nominating Committee. The candidate's approval will be voted upon by the membership. New members will be welcomed onto the Board at an Annual Meeting. A member may be brought onto the Board of Trustees at another time under the following circumstances:
 - To fill a vacancy due to resignation or removal. In this case, the Member will complete the remainder of the 5 year term of the resigned or removed trustee.
 - The Board has a vacancy due to increasing the exact number of trustees.
- f. Reappointment of Trustees shall be considered by the remaining Board members one month prior to the expiration of their term. There shall be no term limits for Trustees.

2. THE BOARD OF TRUSTEES' RESPONSIBILITIES

- a. Determine the policies of the library and support the highest possible degree of operating efficiency in library service.
- b. Select, appoint and support a competent Director, who will attend and participate in board meetings.
- c. Conduct whatever business is required for the provision of adequate and proper library services to the residents of the Village and Town of Pawling.

3. DUTIES OF TRUSTEES

- a. Trustees are obligated to attend all meetings as defined in these bylaws; to serve on appointed committees, attend meetings of said committees and to otherwise conduct the business and policies of the library.
- b. Reasonable expenses for attendance at meetings or seminars related to library business, approved by the board, shall be paid for or reimbursed to attendees by the Library.
- c. Trustees are appointed on the basis of their volunteering to serve the needs of the Library, and therefore will not receive any compensation for services or programs performed for the library.
- d. To the fullest extent permitted by law, if a Trustee is acting in good faith in what is considered to be the best interests of the Library, and there is no reasonable cause to believe that the action is illegal, each Trustee shall be indemnified and held harmless by the Library against all liabilities, costs and expenses, including reasonable attorney's fees, arising out of or relating to any claim or proceeding against the library or such Trustee in his or her capacity as a Trustee of the Library.
- e. In consideration of Article 3 (d) of the by-laws of the Pawling Free Library, the following pertains to any conflict of interest, which may be defined as a situation wherein any Trustee or staff member in an advisory or administrative capacity might have an interest or stand to gain an advantage, fiduciary or otherwise, direct or indirect, from any undertaking by the Library. Appropriate, ethical and professional good faith dictates that such a trustee or staff member declare the existence of a conflict and exclude themselves from discussion on the issue, and recuse themselves from any vote on the issue in question. The Board member will not be counted, for such an issue, to determine the existence of a quorum to validate the vote, and all the foregoing will be included in the minutes of such meeting. Any Board member found not to be in conformance with this clause will be brought before the board for appropriate action, including dismissal. Any Board member not in conformance will be subject to disciplinary action by the Director, including reprimand on record or dismissal.
- f. It is understood that the Board of Trustees functions as a whole, therefore no member of the Board shall have power or discretion to make statements or act in the name of the board unless authorized by the Board to perform a specific action or act on their behalf.

- g. A Trustee who fails to meet the obligations of the appointed position or does not attend three consecutive meetings will result in automatic dismissal from the Board, unless dismissal is deferred by a majority vote of the Board. The President shall inform the absent Board member in writing of an automatic dismissal or deferred dismissal. In the case of a deferred dismissal, the President will also inform the absent Board member of any conditions on the deferral.
- h. Any Trustee may be removed or suspended for cause at any meeting of the Board by a two-thirds (2/3) vote of the remaining Trustees.
- i. The liability of Trustees, whether joint or several, shall be as set forth in Section 719 of the New York Not-For-Profit Corporation (the “N-PCL”) and shall be subject to indemnification by the Library.
- j. The Library shall purchase Directors and Officers Insurance at the cost of the Library.
- k. Each Trustee shall have one vote, regardless of any office held.
- l. A Trustee may participate remotely or cast votes via the use of appropriate technology whenever permitted by law.

4. OFFICERS

- a. The Trustees shall elect to the following offices for a two year term: a President, Vice-President, Treasurer and Secretary.
- b. There is no limit on the number of consecutive terms an officer may serve.
- c. Elections of officers shall take place at the last meeting of the year, and all new officers shall take their positions beginning January 1.
- d. Prior to the expiration of the officers’ terms, at the last meeting of the year, nominations will be made to the Board to be voted on.
- e. The President shall preside at all meetings of the Board, appoint committee chairmen, name committee members, execute all documents authorized by the Board, serve as ex-officio member of all committees, and perform all duties associated with that office as authorized by the Trustees or stipulated in the laws of the State of New York..
- f. The Vice-President shall assist the President, and in the event of the absence of the President, the Vice-President shall assume and perform the above duties.
- g. The Secretary shall record the attendance at all meetings and the minutes of the proceedings at all meetings. The Secretary shall also notify the Trustees of the time and

place of meetings no fewer than ten days prior to the meeting, and be responsible for all Library Board correspondence.

- h. The Treasurer shall perform the duties associated with that office, and give detailed reports of all expenditures and financial transactions. In the absence or inability of the Treasurer, his/her duties shall be performed by such other member or members of the Board as the Board may designate.
- i. All books of account maintained by the Treasurer shall be audited by a certified public accountant or firm of such accountants to be designated by the Board. Such audits shall be made biennially, or more frequently as necessary.
- j. Vacancies of any of the offices may be filled for the balance of the term by the board at any regular meeting or special meeting called for that purpose.

5. DIRECTORS

- a. 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 responsible for the care of the buildings and equipment; for the employment and direction of the staff; for the efficient provision of the Library's service to the public; and for the operation of the Library under the financial conditions contained in the annual budget.
- b. The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of Library service. The Director shall attend all Board meetings except for those portions of meetings when the Director's actions, job performance, or compensation are discussed in executive session.
- c. The Director shall be an ex-officio member of the Board of Trustees with the same rights as other members of the Board including debate, but will not have the right to make motions or to vote.

6. STANDING COMMITTEES

- a. Committees are formed by the Board of Trustees to fulfill specific functions. Their role is to conduct research and make recommendations for action by the Board in the specific area of their inquiry. The committees shall have no other than advisory powers, unless granted

specific power to act by the Board. Each committee will have a chairperson appointed by the President and approved by a majority of the committee members.

- b. The following committees, in addition to others as deemed necessary, will be appointed by the Board: (i) Finance, (ii) Public Relations, (iii) Personnel, (iv) Building and Grounds, (v) Library Policies, (vi) Nominating Committee and (vii) Pawling Library Ambassadors.
- c. Special committees shall be appointed by the President as needed.
- d. The President shall be an ex-officio member of all committees with full membership rights.
- e. All committees shall make progress reports to the Board at each Board meeting as needed.

7. MEETINGS

- a. There shall be regular meetings of the Board of Trustees with the day and time to be determined by the Trustees. There shall be no fewer than nine Board meetings a year.
- b. The Board shall hold an annual meeting each January. At this meeting, the board will recap the year, onboard new trustees, approve the policy book, and any other business the board deems necessary. If the January meeting cannot be held due to inclement weather or other circumstance the annual meeting will be held in February.
- c. All general meetings of the Board shall be open to the public, except that an executive session of the Board may be called and business discussed in accordance with Public Officers Law, sect. 105. Public notice of the time and place of a meeting shall be given to the news media and shall be conspicuously posted at the library at least one week prior to such meeting. When meetings are scheduled or rescheduled on an emergency basis, notice shall be given as soon as possible.
- d. A majority of members of the Board of Trustees will constitute a quorum for the transaction of business, but a vote equivalent to a majority of the whole will be required for the approval of any action. The results of any vote taken during a meeting at which a quorum has been declared will be considered proper, binding, and constituting action by the Board as a whole.
- e. A special meeting of the Board may be called at any time by the President or upon the request of at least three Trustees for a specific purpose. No other business may be conducted at such special meeting except the stated business.
- f. A majority of members of the Board of Trustees will constitute a quorum, but no action can be approved without an affirmative vote equivalent to a majority of the whole for the transaction of business at any meeting of the board.

- g. The final budget for each subsequent calendar year shall be presented for approval at the final Board meeting of the fiscal year.
- h. The order of business for regular meetings shall include, but is not limited to ,the following items which shall be covered in the sequence shown unless circumstances arise that make an altered schedule more efficient:
 - i. Role call of members;
 - ii. Disposition of minutes of previous regular meeting and any intervening Special Meetings;
 - iii. Director's report;
 - iv. Treasurer's report;
 - v. Committee reports;
 - vi. Unfinished business from prior meetings;
 - vii. New business;
 - viii. Adjournment.
 - ix. Period for Public Expression;
- i. Proxies submitted directly to the Secretary of the Board via electronic or surface mail will be permitted. If the Secretary is unavailable, the proxy should be sent to the President or the Vice-President, in that order. The purpose is to facilitate the board's functions and actions. Verbal proxies or handwritten notes will not be accepted as a valid vote or for discussion. Proxies may not be used to support a quorum as they will be limited to a vote on a specific agenda item. No other delegation is implied or valid.
- j. At the President's request or upon a majority vote of a quorum taken in an open meeting, pursuant to a motion which identifies the general area or areas of the subject or subjects to be considered in executive session, the Board may conduct an executive session for any of the purposes set forth in Section 105 of the Public Officers Law. The executive session will not constitute a quorum, may only be attended by the Board of Trustees and any other person specifically authorized to be present by the Board of Trustees. Minutes shall only be taken if there is a vote which takes place during executive session. The session shall be closed with a return to the general meeting.
- k. Fiscal year shall be January 1 to December 31.

8. AMENDMENTS

Amendments to the Bylaws of all or part of the Bylaws may be proposed at any regular meeting of the Board of Trustees to be reviewed by the Bylaws Committee. Said amendments shall become effective upon the vote of not less than 2/3 of the current membership of the board at the regular meeting following the proposal.

9. POLICIES

- a. The Trustees shall adopt policies from time to time which shall set forth in specific detail the management of the library.
- b. Policies are to be administered by the Director.
- c. Policies shall be set forth in a separate text.
- d. Policies may be adopted, after formulation, at any trustee meeting by a majority vote of those present.

10. FUNDS

All funds received for the operation of the Library shall be deposited to the account of the Pawling Free Library and administered by the Director. All gifts shall be kept or sold at the discretion of the Board of Trustees unless otherwise specified by the donor.

These bylaws amend and supersede any and all bylaws previously promulgated by the Pawling Free Library Board of Trustees. These bylaws are hereby ratified and agreed to by a ruling vote of the Trustees of the Pawling Free Library this 8th day of April, 2021.