

Claverack Free Library and Reading Room Association

By-Laws

Approved August 17, 2004

Amended: April 17, 2018; May 21, 2019; July 16, 2019

By-Laws of the Claverack Free Library and Reading Room Association

Article I Name and Mission

This library shall be known as the Claverack Free Library and Reading Room Association, Inc., located in Claverack, Columbia County, New York. The library was originally organized as the Claverack Library Society in 1829, incorporated by Special Act of the Legislature [pursuant to the provisions of Chapter 319 of the laws of 1848], and admitted to the University of New York on June 5, 1894. The library's charter was amended by the Board of Regents, on behalf of the Education Department of the State of New York, on September 20 in 1996 to serve the town of Claverack exclusive of the incorporated village of Philmont.

The mission of the Claverack Free Library is to provide resources to the community to encourage critical readers, thinkers and information users and to connect to our community with each other and the world.

Article II Membership

Any person, regardless of age, may become a borrower by signing a library card registration form or by presenting a Mid-Hudson Library System card.

Article III Fiscal

The fiscal year of the library will be the calendar year. Initial financial reports for the previous year are provided to the Board in January. The budget for the subsequent calendar year will be presented to the Board for review at the regular meeting in November and for approval at the regular meeting in December.

The President, Vice-President and Treasurer can sign checks issued by the library. Generally, the Treasurer shall sign checks related to payroll. At least two individuals must sign any check greater than \$5,000.

Article IV Library Trustees

1. The library will be governed by a Board of Trustees. There shall be no less than 9 but not more than 11 trustees, each elected for a 3-year term. Newly elected members will take office, to begin a 3-year term, at the first meeting following the meeting which approved their application.
2. No person may serve as a trustee for more than three consecutive 3-year terms. After a lapse of one year, however, each person will then again become eligible for election to the Board.
3. Any vacancy or office on the Board of Trustees shall be filled by a majority vote of the remaining trustees, per recommendation of the Nominating Committee.
4. Trustees are expected to attend all regular and special meetings as well as work actively on the committees to which they serve.
5. A Trustee who misses four (4) consecutive Board meetings shall be subject to removal.
6. Each Trustee will have one vote, irrespective of office held.
7. All actions of the Board will be of the Board as a unit. No Board member will act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of his/her office will exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

Article V Officers

1. The officers of the Board of Trustees shall be a president, a vice-president, a secretary and a fiscal officer. All officers shall be members of the Board of Trustees.
2. A nominating committee shall present a slate of officers at the meeting one-month prior to the annual meeting, at which time officers are elected. Officers shall be elected from that slate for a term of one year.
3. The duties of such officers are as follows:
 - i. The President presides at all meetings of the Board, authorizes

calls for any special meetings, may serve on all committees, executes all documents authorized by the Board, and generally performs all duties associated with that office.

- ii. The Vice President assumes and performs the duties and functions of the President in the event of the absence or disability of the President.
- iii. The Secretary keeps a true and accurate record of all meetings of the Board, issues notice of all regular and special meetings, prepares minutes for distribution within one week of such meeting, maintains a record book consisting of the minutes of all past meetings, and performs such other duties as are generally associated with that office.
- iv. The Fiscal Officer oversees maintenance of all financial records of the library, ensures payment of all bills incurred by the library from Library Funds, reports monthly to the Board, in writing, of the financial status of the library, presents an annual audited/review financial report at the annual meeting of the Board, and performs such duties as generally devolve upon the office. In the absence or inability of the Fiscal Officer, his/her duties will be performed by such other members of the Board as the Board may designate.

The Fiscal Officer works closely with the Treasurer. The Treasurer, who does not need to be a Board member, is responsible for monthly financial reports, supervises the development of the annual audited financial report, assists in the creation of the annual budget and is present when the Fiscal Officer presents the annual budget and audited financial report to the Board.

The Fiscal Officer and Treasurer may be the same person.

- v. It is preferable, but not required, for a Board member whose term expires before the next annual meeting to not be considered as an officer.
4. No Board member shall hold more than one office at a time.

Article VI

Meetings

1. All meetings shall be conducted in compliance with the New York Open Meetings Law.
2. Regular meetings shall be held at least ten times per year, the date and hour to be set by the Board at its annual meeting. If there is a change in the schedule of regular meetings, there shall be posted, within three (3) days after the meeting at which the change is made, a public notice stating the new dates, times, and places of its regular meetings.
3. The President, or any three (3) Trustees, may call a special meeting of the Library Board at any time. No business may be transacted at such special meeting except the stated business.
4. All meetings, votes, and deliberations of the Library Board shall be open to the public, unless otherwise provided by the New York Open Meetings Law. All proceedings and records, including meeting minutes taken at each Library Board meeting will be recorded and made available to the public unless otherwise provided by the New York Open Meetings Law.
5. Votes on motions shall be recorded in the minutes as approved or disapproved, by voice vote or by roll call, when requested by a Trustee. All Trustees may vote on motions.
6. A majority of the designated number of the Board shall constitute a Quorum. Proxy votes will not be allowed.
7. Requirements for adoption of a motion: (1) a quorum is required; (2) a majority vote of those present is required. Tie votes defeat the motion.
8. The Secretary of the Board shall notify the Trustees and the public of the time and place of every meeting. The proposed agenda shall be distributed by the Secretary, or Secretary's designee, to all members at least five (5) days before the meeting.
9. Any Trustee wishing to place an item on the agenda must submit the item to the Secretary, in writing, 10 days prior to the meeting.
10. The Annual Meeting will be held each June. Candidates for officers and treasurer will be voted for at this meeting. Newly elected officers and treasurer will take office at the following meeting.
11. There will be an agenda item at each Library Board meeting for public comments to the Library Board. Those wishing to address the Library Board must sign on the form provided at the door. Those who fail to sign up, or arrive late, may, at the discretion of the

meeting chairperson, be allowed to address the Library Board. Speaking time may be limited, with the consent of the Library Trustees, to ensure the most effective conduct of the meeting. The opportunity to address the Library Board does not include a question and answer session or response. Additionally, the Library Board does not respond to anonymous questions or comments. If questions are submitted in writing a response may be provided, in writing, at the Board's discretion.

12. The order of business shall be as follows:
 - a. Review of minutes of previous meeting.
 - b. Fiscal Officer's Report
 - c. Library Director's Report
 - d. Public Comments
 - e. Friends Group
 - f. Committee Reports
 - g. Old Business
 - h. New business
 - i. Adjournment
13. The Library Board may cancel a regular meeting if no pressing issues warrant a meeting, or in the event of an unforeseen circumstance.

Article VII Committees

1. The following will be standing committees: Building and Grounds, Budget and Finance, Nominating, Communications, Programming, Technology, and Personnel.
2. The president of the Board shall appoint all committee members, with their agreement. Non-Board members may be appointed to such committees to bring talent or expertise to the committee.
3. Ad hoc committees may be appointed by the president with the approval of the Board. Non-Board members may be appointed to such committees to bring talent or expertise to the committee.
4. All committee actions are subject to approval by the Board.
5. All committees will submit a written report to the secretary for distribution to all trustees prior to each Board meeting.
6. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

7. Committees will submit annual reports reflecting accomplishments of the prior year one month following the Organizational Meeting.
8. The President shall appoint a Friends of the Library liaison each year at the annual meeting. The President shall provide specific purposes, duties and assignments to the liaison.

Article VIII Library Director

1. The Board shall appoint a qualified librarian as Library Director, who shall be the executive and administrative officer of the library.
2. The Library Director shall be held responsible for carrying out the policies adopted by the Board and for the proper performance of duties as spelled out in the job description provided by the Board.
3. It shall be the duty of the Library Director to attend meetings of the Board, including budget meetings or public meetings where action may be taken affecting the interests of the library. The lone exception is that portion of the meeting at which the director's appointment, appraisal or salary is to be discussed or decided. The Library Director shall have the right to speak on all matters under discussion at Board meetings, but shall not have the right to vote thereon.
4. The Library Director job description is defined in a separate document. Job description language cannot supersede the following Library Director responsibilities:
 - i The Library's service to the community;
 - ii Overseeing the care of the building and equipment;
 - iii The employment, development, and direction of the staff;
 - iv The annual preparation and submission of a budget proposal;
 - v The operation of the Library under the financial conditions set forth in the budget approved by the Board;
 - vi The written annual report of the library, including the financial statements to Mid-Hudson Library System;

Article IX Record Keeping and Financial Accounting

All records of The Claverack Free Library and Reading Room Association shall be maintained by the Library Director or the Director's designee.

An audit or review of The Claverack Free Library and Reading Room Association records shall be performed each year by a qualified Independent Certified Public Accountant or firm of Certified Public Accountants licensed to practice public accounting in the State of New York. A copy of the audit or review shall be made available to the general public.

Article X Amendments

Amendments to the by-laws may be proposed at any regular meeting of the Board of Trustees, but shall become effective only after a vote at a subsequent meeting. Written notice of a proposed amendment or amendments will be sent to all members at least ten days prior to the voting session.

Article XI Procedure

All procedures not specified herein will be in accord with Robert's Rules of Order, Revised.