

## **PREAMBLE**

The Board of Trustees (hereinafter designated as the Board) of the Palisades Free Library, a corporation created under a charter granted under Section 253 of the New York State Education Law by the Board of Regents (or Secretary of State) of New York, dated October 21, 1949, shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following by-laws.

## **BY-LAWS**

### **1. NAME OF ORGANIZATION**

- a. The name of the organization shall be the Palisades Free Library.

### **2. PURPOSE AND MEMBERSHIP**

- a. The Palisades Free Library exists to provide quality service to the residents of Palisades and vicinity in an open and non-judgmental environment with free access to library materials in a variety of formats.
- b. Any resident of the Town of Orangetown residing east or south of Sparkill Creek and the village of Piermont, 18 or more years of age may become a member without payment of dues. Other adults residing outside the Ramapo Catskill Library System service area shall be eligible for membership upon payment of such dues and meeting of such qualifications as the Association or the Board of Trustees of the Library may from time to time establish by resolution.

### **3. BOARD OF TRUSTEES**

- a. The library shall be governed by a Board of Trustees. The Board shall consist of seven to eleven members, elected for terms of five years each and shall serve until their successors are elected and duly qualified. Newly elected members will take office at the first meeting following the annual meeting.
- b. Eligibility for office shall be limited to adults 21 years or older residing or owning property within the geographical limits of the library district.
- c. No member shall serve for more than two consecutive five-year terms.
- d. Any vacancy shall be filled by special election by the remaining members of the Board for the remainder of the term of that particular position. The president shall appoint a nominating committee who presents a candidate to the board.
- e. Each Trustee shall have one vote.

- f. A Trustee must be present or participate as permitted by New York State law at a meeting to have his/her vote counted.
- g. 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.

#### 4. OFFICERS

- a. The officers of the Board shall be the President, Vice-President, Secretary and Treasurer, elected annually by the Board at the first meeting following the annual meeting. These officers shall serve for a period of one year and may be reelected to serve another year.
- b. The duties of such officers shall be as follows:
  - i. The **President** shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.
  - ii. The **Vice-President**, in the event of the absence or disability of the President, or a vacancy in that office, shall assume and perform the duties and functions of the President.
  - iii. The **Secretary** shall review minutes prior to the presentation to the board of all meetings of the Board and ensure they are a true and accurate record; shall issue notice of all regular and special meetings; and shall perform such other duties as are generally associated with that office.
  - iv. The **Treasurer** shall be the disbursing officer of the Board and shall perform such duties as generally associated with the office. In the absence or inability of the Treasurer, his/her duties shall be performed by such other members of the Board as the Board may designate.

#### 5. DIRECTOR

- a. The Board shall appoint a Director who shall execute 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 oversee the care of the buildings and equipment; the employment and direction of the staff; the efficiency of the library's service to the public; and the operation of the library under the financial conditions contained in the annual budget. 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 the portion of the meeting

at which the director's appointment or salary is to be discussed or decided, but shall not have the right to vote.

## **6. COMMITTEES**

- a. A nominating committee, appointed by the President three months prior to the Annual Meeting, will present names of candidates for new trustees. Additional nominations may be made from the floor, at the annual meeting.
- b. Committees for specific purposes may be appointed by the President. Such committees shall serve until the completion of the work for which they were appointed. The Board may establish standing committees, such as the Historic Committee.
- c. All committees shall make a progress report to the Board at each of its meetings.
- d. No committee will have other than advisory powers unless, by action of the Board, it is granted specific power to act.
- e. The President shall be, ex officio, a member of all committees.

## **7. MEETINGS**

- a. The Board will set the date for meetings. Trustees will be notified at least five days before the meeting. There shall be a minimum of 6 meetings a year.
- b. A special meeting of the Board may be called at any time by the President or upon the request of three members for a specific purpose. No business may be transacted at such special meeting except the stated business.
- c. The final budget for the subsequent calendar year shall be presented for approval by the Trustees at the regular meeting in December.
- d. The Annual Meeting shall be held in January of each year. The business transacted at this meeting shall include the election of new trustees. A quorum of 12 Association members is required.
- e. The operating and financial reports for the previous year shall be presented at the annual meeting in January.
- f. A simple majority of the existing Board shall constitute a quorum for the conducting of all business. If a quorum is not present at a regular meeting, the attending members may set a date for another meeting to be held within one week, and the presiding officer shall notify the absent members of this specially called meeting. The president is a voting member of the board for all motions and resolutions.
- g. The order of business for regular meetings shall include, but not be limited to, the following items:
  - i. Roll call of members
  - ii. Disposition of minutes of previous regular meeting and any intervening special meetings
  - iii. Treasurer's report and action on warrants

- iv. Director's report
  - v. Committee reports
  - vi. Communications
  - vii. Unfinished business
  - viii. New business
  - ix. Period for Public Expression
  - x. Adjournment
- h. Trustees may participate in meetings as permitted by the New York State Open Meetings Law guidelines.

**8. REMOVAL AND SUSPENSION**

Unless restricted by law, a Trustee may be removed for cause by a vote of two-thirds of the Board, Causes for removal include, but are not limited to:

- a) Breach or refusal to carry out the duties of the office;
- b) Failure to attend three consecutive regularly scheduled Board of Trustee meetings;
- c) Incapacity
- d) Violation of a Library Policy and;
- e) Residing outside of the Library service area

**9. AMENDMENTS**

To repeal, amend or add to the Bylaws, the Board must:

- a. Present, in writing, the substance of the proposed repeal, amendment, or addition at a regular or special meeting.
- b. Notice of a meeting to hold a vote must be given 5 days in advance.
- c. Passage or rejection is by majority of the whole Board, not by the majority of those present.

Attest:

Adopted by the  
Palisades Free Library Association  
Date: October 14, 2015



Michele Kalotkin, President



Mary Ann Brueckner, Secretary