

Bylaws of The Field Library Board of Trustees

Mission Statement

The Mission of The Field Library is to inspire lifelong learning, advance knowledge, and strengthen the City of Peekskill and Town of Cortlandt community by offering free and open access to library services.

Preamble

The Board of Trustees (hereinafter designated as the “Board”) of The Field Library (hereinafter designated as the “Library”), a corporation created under a charter granted under Section 253 of the New York State Education Law by the Board of Regents (or the Secretary of State) of the State of New York, dated April 11, 1887, shall be governed by the laws of New York State, the regulation of the Commissioner of Education, and by the following Bylaws:

Bylaws

I. Name of the Organization

- a. The Name of the Organization shall be The Field Library.

II. Purpose

- a. The purpose of The Field Library is to provide superior library and information services primarily to the people who live, work, or study in the City of Peekskill and the Town of Cortlandt.

III. Fiscal Year

- a. The fiscal year of the Library shall be January 1 – December 31 year.

IV. Board of Trustees

- a. The Library shall be governed by a Board of Trustees functioning pursuant to the provisions of the Education Law and the Not for Profit Corporation Law of the State of New York. The number and composition of board members shall be determined by the absolute Charter granted by the Board of Regents of the State of New York.
- b. Trustees may resign by notice in writing to the Secretary and such resignation shall become effective upon receipt thereof by the Secretary.
- c. An unexcused absence from three consecutive board meetings shall constitute automatic dismissal from the Board unless the Board defers this dismissal by

majority vote. The President shall inform the absent Board member in writing that he/she is no longer on the Board. If dismissal is deferred by Board action the President shall inform the absent Board member in writing the conditions of the deferral.

- 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.
- e. The Board 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.
- f. Each Trustee shall have one vote, irrespective of office held.
- g. A Trustee must be in attendance at a meeting to have his/her vote counted. Attendance shall include remote attendance via electronic conferencing, which meets the requirements of the Open Meeting Law of New York State.
- h. 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.

V. Officers

- a. The officers of the Board shall be the President, Vice-President, Secretary and Treasurer, elected annually by the Board at the annual meeting. These officers shall serve for a period of one year or until their successors shall have been duly elected.
- b. The duties of the 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 of a vacancy in that office, shall assume and perform the duties and functions of the President.
 - iii. The **Secretary** shall keep a true and accurate record of all meetings of the Board, 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 exercise close fiscal oversight of the Library, ensure that the Library keeps and maintains adequate and appropriate financial records, review the monthly budget to actual financial results, make recommendations on modifications to the approved budget, and shall chair the Finance Committee. 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.

VI. Director

- a. The Board shall appoint a Library Director (hereinafter designated as the “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 efficiency 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 the portion of the meeting at which the director's appointment or salary is to be discussed or decided.

VII. Committees

- a. There shall be Standing Committees as follows:
 - i. The **Governance Committee** shall be responsible for reviewing, drafting, and submitting for approval the Mission Statement, Bylaws, Conflict of Interest Policy, Ethics Policy, and Library policies.
 - ii. The **Nominating Committee** shall be responsible for preparing and submitting to the Board a slate of candidates for the election of officers.
 - iii. The **Finance Committee** shall be responsible for reviewing and submitting for approval the annual budget proposal, reviewing the Library's investment portfolio, making recommendations to the Board on Library investments, and reviewing the Library's investment in physical space and property improvements.
 - iv. The **Audit Committee** shall be comprised of three members and shall be responsible for ensuring an audit of the Library's financial statements is conducted timely and that the requisite federal and state filings are completed timely. The Treasurer shall not be a member of the Audit Committee. One of the members of the Audit Committee shall be designated as a financial expert and does not have to be a voting member of the Board.
- b. Ad hoc committees may be appointed by the President to carry out specific purposes.
- 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 suitable action of the Board, it is granted specific power to act.
- e. The President shall be an *ex-officio* member of all committees.

VIII. Meetings

- a. Meetings shall be held each month, except July and August, the date and hour to be set by the Board. Written notice of all meetings shall be mailed by the Secretary to each member at least five days before the meeting.
- 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 Annual Meeting shall be held in October of each year. The business transacted at this meeting shall include the election of new trustees and new officers.
- d. The operating and financial reports for the previous year shall be presented at the regular meeting in January.
- e. The preliminary budget for the subsequent calendar year, required for submission to the voters, shall be presented at the regular meeting in April.
- f. The final budget for the subsequent calendar year shall be presented for approval at the regular meeting in November.
- g. 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.

IX. Amendments

- a. Amendments to these Bylaws may be proposed at any regular meeting and shall be voted upon at the next regular meeting. Written notice of the proposed amendment or amendments shall be sent to all absent members at least ten days prior to the voting session. A simple majority of the Board shall be sufficient for adoption of an amendment.
- b. Any rule or resolution of the Board, whether contained in these Bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of the members of the Board shall be present and two-thirds of those present shall so approve.

X. Procedure

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

*Approved by The Field Library Board of Trustees
Dated: May 11, 2017*