



**Minerva Free Library
Board Bylaws
116 Miller Street
Sherman, NY 14781**

Organization Name: Minerva Free Library, Sherman, NY 14781

Our Mission Statement: Minerva Free Library will enrich our community through shared experiences and providing resources to enhance people's lives.

Our Motto: "Libraries Change Lives"

Our fiscal year: January to December of each year.

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

BOARD OF TRUSTEES

- A. The library shall be governed by a Board of Trustees. The Board shall consist of seven to nine (7-9) members, elected for terms of three (3) years each. Newly elected members will take office at the first meeting following the annual meeting or at the next meeting of the Board.
- B. Absence for three (3) consecutive meetings without notice to the President, 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 this deferral.
- C. There shall be no limit on the number of consecutive three-year terms a member may serve.
 - a. 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.
- 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. Each Trustee shall have one vote, irrespective of office held. Each Trustee must be present at a meeting to have his/her vote counted
- F. A majority of the whole Board is required for any motion to pass.

Amended February 1, 2022

- G. All actions of the Board shall be of the Board as a unit. No Trustee shall act on behalf of the Board, on any financial or administrative 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.
- H. All library communication or absences from meetings shall be reported to the President. Board members should report all agenda items to the President.

ARTICLE 1

Officers:

The Officers of this Board shall be a President, Vice-President, Treasurer and Secretary, who shall be elected annually by the Board from their own number. The duties of such officer shall be as follows:

1. The President shall preside at all meetings of the Board, authorize calls for any special meetings, appoint and preside over all committees, execute all documents authorized by the Board, serve as ex-officio voting member of all committees, works with the Director to create monthly agendas for follow up by the Board, and generally perform all duties associated with that office.
2. 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.
3. The Secretary shall keep a true and accurate record of all meetings of the Board, shall record all official acts of the Board, and maintain its official books, records and documents. These documents will be kept at the library.
4. The Treasurer will work with the Director to prepare annual reports, the yearly budget and oversee annual audit process and results; will ensure monthly financial reports are provided for the Board; will ensure reconciliation of the monthly bank statement with the checkbook balance.

ARTICLE II

Section I - Meetings

The regular meeting of the Trustees shall be on the first Tuesday of every other month at 6:00 p.m. unless re-scheduled due to inclement weather, sickness/health, emergency, board members availability, etc. The meeting shall be held at the library. Notification of special meetings or changes in meetings will be communicated five (5) days prior to the meeting by the President.

- a. The rough draft of the bimonthly meeting minutes will be emailed by the Secretary to each Board member within ten (10) calendar days after the meeting.
- b. Each board member will review, make any corrections, suggestions, etc to the rough draft and return it to the Secretary within seven (7) calendar days.
- c. The Secretary will then finalize the minutes and send back the finished version back to the Board members. This draft version will then be emailed to the director for posting on the library's webpage within two weeks after the meeting. Minutes should be approved at the next board meeting.
- d. Minutes of the executive sessions are required if the board took formal action. They must provide a record or summary of the final determination of the action the board took in the session. Approved minutes are kept on file in perpetuity and must be available for public inspection within two weeks.

The Preliminary budget and final budget for the subsequent calendar year shall be presented at the regular meeting in November and must be approved by December 31st in that same year.

The yearly operating and financial reports for the previous year shall be presented at the regular meeting in February of the new year.

A simple majority of the Board shall constitute a quorum for the conducting of all business. A majority of the whole Board is required for any motion to pass. 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. In an executive session, if an even quorum is present or where a conflict of interest occurs, one trustee can excuse him/herself from voting to make for an odd number. Otherwise, a tie is decided by the President.

The order of business for regular meetings shall include, but not be limited to, the following items, which shall be covered in the sequence shown unless circumstances make an altered order more efficient:

1. Call to Order and roll call of members
2. Pledge of Allegiance
3. Adoption of Agenda
4. Approval of prior month's meeting minutes
5. Period for public expression
6. Treasurer's Report of receipts and disbursement; warrants and presentation of project cash flow
7. Director's Report
 - a. Personnel Action Report
 - b. Communications
8. Committee Reports
9. Dates of future board meetings
10. Other business
11. Adjournment

Section II – Annual Meeting

The annual meeting of the library board shall be held during the February meeting or the first meeting of the year. The business transacted at this meeting shall include the election of new trustees and/or new officers and accepting the final operating and financial reports from the previous year. The Oath of Office will be delivered by the president of the Board.

Section III – Special Meeting

Special meetings may be called by the President, or upon the request of any two (2) trustees but only business stated in the call can be transacted.

Section IV – Open Meeting Laws

Regular meetings of the Board of Trustees are subject to Open Meeting Laws. Everyone is welcomed to the meetings, and he/she can address the Board for a period of 3 to 5 minutes.

Section V – Emergency Procedures

In the event of a national or local emergency, the Library will follow all local, state and federal guidelines issued for that particular emergency. In the event of another Pandemic or similar emergency, the Library will follow the health and safety guidelines set forth in NY HERO Act. These guidelines are located at the library and on the website.

ARTICLE III

Section I - Committees

- 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.
- All committee shall make progress report to the Board at each of its meetings.
- No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.
- The President shall be, ex officio, a member of all committees.

Section II – Finance

The Treasurer Trustee is responsible for both short-term and long-term fiscal health of the library. Managing Endowments will still be in the hands of our Financial Advisors. The assigned board member should be the point person; however, this is the responsibility of the board as a whole. This includes ensuring endowments and financial investments are sound and budget management discipline is maintained. The Director will ensure the annual audit is conducted every three years per New York State guidelines and that the Board is provided a monthly financial update with awareness of current financial health.

Section III - Buildings and Grounds

The Buildings and Grounds Trustee is responsible for the integrity and reliability of the physical assets including shelving, infrastructure, buildings and grounds, utilities, etc. The Buildings and Grounds Trustee shall work with the Director to oversee janitorial services; maintenance services; and renovation or modernization efforts. The Buildings and Grounds Trustee is responsible to ensure utilities (electric, heat, water) and buildings/grounds are maintained in a safe condition to ensure the safety and reliability of the library services are maintained.

ARTICLE IV

Section I - Director

- The Board shall appoint a Director who shall be the chief executive officer of the library 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.
- The Director shall submit to the Board reports and recommendation 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.

ARTICLE V

Section II - Amendments

These by-laws may be amended at any stated meeting of the Board of Trustees by a two-thirds vote of those present, provided that the amendment was presented in writing, and read at the previous meeting. These by-laws are to be reviewed every three (3) years.

- a. Written notice of the proposed amendment or amendments shall be sent to all absent members at least ten (10) days prior to the voting session.

- 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 shall be present and approve it.
- c. These By-laws can also be amended to bring them up to date any time before the three-year review.

Amended By-Laws Approved by the Minerva Library Board of Trustees

President, Beth Armes

Date