ROSE MEMORIAL LIBRARY ASSOCIATION

Stony Point, New York

BY-LAWS

PREAMBLE

The Rose Memorial Library Association is a not-for-profit corporation that derives its authority from an absolute charter granted by the Board of Regents of the University of the State of New York on December 19, 1952 and amended on May 22, 2007. The governance of the Rose Memorial Library Association and the Rose Memorial Library is vested in a Board of Trustees which functions pursuant to the laws of New York State, the rules of the Board of Regents, the regulations of the Commissioner of Education and these By-laws.

ARTICLE I NAME, LOCATION & SERVICE AREA

Section 1 The name of this organization shall be the Rose Memorial Library Association, hereafter referred to as the Association.

Section 2 The Association is located at 79 East Main Street, Stony Point, NY 10980.

Section 3 As defined in the charter, the area served is the Town of Stony Point.

ARTICLE II PURPOSE

The Association, through the Rose Memorial Library, will provide free library service to the residents of the Town of Stony Point, New York.

ARTICLE III ASSOCIATION MEMBERSHIP

Section 1 Any resident of the Town of Stony Point or the owner/operator of a business concern in the Town who is 18 years of age or older may become a member of the Association.

Section 2 A member may vote at the Annual Meeting of the Association providing that he or she is a registered voter with the Rockland County Board of Elections.

ARTICLE IV BOARD OF TRUSTEES

Section 1 A Board of Trustees consisting of seven members shall be elected by and from the Association membership at the annual meeting. A petition signed by fifteen Association members who are registered voters shall be required to place a name of an individual on the ballot. Petitions should be submitted to the Library Director or the Board Secretary at least two weeks prior to the Annual Meeting in December. Should an incumbent Board member be seeking reelection, the petition shall not be required.

Section 2 Notice of pending Board vacancies shall be published at least three weeks before the Annual Meeting.

Section 3 A Board member may not be an employee of the Library, a person residing in an employee’s home, or a member of an employee’s immediate family. “Immediate family” refers to spouse, parent, sibling, child, or domestic partner.

Section 4 Board members who are elected at the Annual Meeting shall be seated at the January Board meeting.

Section 5 A Board member shall serve for a term of three years. An election and/or an appointment to fill a vacancy of two years or less shall not be considered a term.

Section 6 Any Board Member who resigned from the Board before the expiration of his or her term shall provide the President with a letter of resignation.

Section 7 A vacancy due to resignation or other causes shall be filled by a majority vote of the remaining Board members until the next Annual Meeting. At that time a replacement shall be elected to complete the unexpired term.

Section 8 As the Trustees of the Library are responsible for the governance of the Library and its work, they are expected to actively participate in all meetings of the Trustees. While such attendance should be in person, it is the policy of the Library that any Trustee may attend or participate in an open or closed meeting from a remote location provided that such participation is in compliance with this policy and any other applicable laws.

Any Trustee may attend a meeting from a remote location provided that a quorum of the Board is physically present at the meeting and a majority of that quorum of the Board votes to approve remote attendance.

Not less than twenty-four (24) hours prior to any meeting the Trustee who seeks to attend a meeting remotely should notify the President or Secretary so that necessary communications equipment can be arranged. It is necessary that the means of contemporaneous interactive communication allow the absent member to hear and be heard by their fellow Trustees and the general public in attendance. In the absence of appropriate technical arrangements, remote attendance may be denied.

After it is determined that a quorum of the Board is physically present any member present may request that another Trustee be permitted to participate remotely. All members physically present are permitted to vote on whether remote attendance will be allowed.

If remote attendance is approved, the remote member shall participate and may vote on any motion made in the meeting as if physically present. All meeting minutes should reflect whether a Trustee was physically present or by what means they attended.

Section 9 A Board member may be removed for cause by a two-thirds vote of the entire Board. “Cause” refers to misconduct, incapacity, or neglect of duty.

Section 10 In addition to its legal duties and responsibilities, the Board of Trustees shall establish policies and guidelines for the operation of the Library and for the rendering of effective Library service to its patrons.

ARTICLE V OFFICERS OF THE BOARD AND THEIR DUTIES

Section 1 The officers of the Board of Trustees shall be a President, Vice President, Secretary and Treasurer. They shall be elected by a majority of the full Board to serve for a period of one year. Officers shall be elected at the regular Board meeting held in December and shall be seated at the January meeting.

Section 2 The President of the Board of Trustees shall preside at all meetings, appoint and be an ex-officio member of all committees, authorize calls for special meetings, and, in general, perform the duties of a presiding officer. The President shall have discretionary power to act on behalf of the Board in what may appear as an emergency, reporting any action so taken to the Board at its next meeting. The President shall act for the Board of Trustees when so directed and with its consent sign all contracts and agreements in the name of the Association.

Section 3 The Vice President, in the absence or disability of the President or upon the President’s resignation, shall assume and perform the duties and functions of the President. The Vice President shall also carry out those duties that may be assigned by the President or Board.

Section 4 The Secretary shall keep an accurate written record of all proceedings of each Board meeting and of the Annual Meeting of the Association. He or she shall ensure that the current fiscal year’s minutes are on file in the Library and that those of past fiscal years have been properly stored. The Secretary shall also perform any other duties that may be assigned by the Board.

Section 5 The Treasurer shall ensure that all deposits made in the name of the Association are placed in financial institutions approved by the Board of Trustees and that all disbursements made from Library funds have been approved by the Board and the Director and are accompanied by proper documentation. The Treasurer shall ensure that financial reports have been prepared for each monthly Board meeting, for the Annual Meeting, and for such times required by the Board. He or she shall ensure that all external financial reporting requirements have been fulfilled and that all financial records are properly filed and stored. The Treasurer shall serve on the Finance Committee and shall work closely with the Director regarding all financial matters. The Treasurer shall also perform any other duties that may be assigned by the Board.

ARTICLE VI BOARD COMMITTEES

Section 1 The standing committees shall be Finance & Budget, Facilities & Capital Projects, Policy, Planning, and Technology. The Library Director shall attend committee meetings.

Section 2 Committees shall have advisory powers only unless the Board has decided otherwise.

Section 3 Each Committee shall elect a chairperson who shall report to the Board at its monthly meetings.

Section 4 The President, with Board approval, may appoint special committees. A special committee shall be discharged when its assigned task has been completed.

ARTICLE VII MEETINGS

Section 1 Meetings will take place in the Library, unless otherwise announced.

Section 2 The Annual Meeting of the Association shall be held on the third Wednesday in December.

Section 3 Regular monthly meetings of the Board of Trustees shall be held the third Wednesday of each month.

Section 4 A special meeting of the Board shall be called by the President upon written request of three Board members for the purpose of conducting the business stated in the call of the meeting.

Section 5 All meetings shall be held in conformity with the current New York State Open Meeting Law.

ARTICLE VIII QUORUM

Section 1 A quorum for the Annual Meeting of the Association membership shall be those members attending.

Section 2 A quorum for a regular or special meeting of the Board of Trustees shall be a majority of the Board.

ARTICLE IX CONDUCT OF MEETINGS

The President shall act as parliamentarian and all meetings, including the Annual Meeting, shall be conducted according to the current edition of *Robert’s Rules of Order,* except where inconsistent with these By-Laws. At regular or special meetings of the Board of Trustees, affirmative votes of at least four Board members shall be required for all motions to pass.

ARTICLE X LIBRARY DIRECTOR

Section 1 The Board shall appoint a certified Library Director who shall be the executive and administrative officer of the Library operating on behalf of the Board and under its review and direction. The Library Director shall recommend to the Board the appointment and specific duties of other employees and shall be held responsible for the proper direction and supervision of the staff. The Director shall also be responsible for the care and administration of Library property, for maintaining an adequate and proper collection in keeping with the policy of the Board, for efficient Library service to the public, and for the financial operation of the Library within the limitations of the budget. In the case of part-time or temporary employees, the Director shall have the interim authority to appoint without prior approval of the Board until its next regular meeting.

Section 2 The Director shall attend all Board meetings, participate in deliberations, but shall have no vote.

ARTICLE XI FINANCIAL

Section 1 Seven trustees have signatory authority over the financial accounts of the Library.

Section 2 The Finance & Budget Committee, in conjunction with the Director, shall present a proposed budget for the next fiscal year no later than the December Board meeting. The fiscal year is from January 1 to December 31.

ARTICLE XII DEFENSE AND INDEMNIFICATION

The provisions of Article 2 of the Public Officers Law of the State of New York, Subdivision 18, concerning the defense and indemnification of officers, employees, and volunteers of public entities is to be applied, available to, and conferred upon all officers, remunerated or compensated employees, and volunteers of the Rose Memorial Library Association who provide any services to the Association. All provisions concerning the defense and indemnification of officers, employees, and volunteers as may be set forth or available under Public Officers Law Section 18 are to be and are hereby conferred upon all Library officers, employees, and volunteers. Accordingly, the Association hereby declares that it shall indemnify any officer, employee, or volunteer from liability for any debt and other financial obligation of the Library. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Library may look only to such contract or claim for any payment of any debt, damages, judgement, or decree, or to any money that may otherwise become due or payable to them by the Library. Indemnification shall extend to all damages and claims, including civil rights claims, attorneys’ fees, litigation costs and expenses, instituted under either federal or state law with regard to all actions of officers, employees, and volunteers, which are carried out within the scope of their duties or otherwise undertaken on behalf of the Rose Memorial Library Association.

ARTICLE XIII AMENDMENTS

Amendments to these By-Laws may be made at any regular meeting of the Board of Trustees by a two-thirds affirmative vote of the entire Board, provided the proposed amendment has been distributed and discussed at a prior meeting and that notification of the voting to be held has been indicated in the call to the meeting. Board members shall receive a copy of the proposed changes at least five days prior to the meeting at which the vote is to be taken.

ARTICLE XIV SUSPENSION

Any rule or resolution of the Board, whether contained in these By-Laws or otherwise, may be suspended temporarily in connection with the business at hand, but such suspension to be valid must be approved by the majority of the entire Board.

Approved by the Board of Trustees in 1998

Revised and Board Approved in January 2000

Revised and Board Approved on July 22, 2008

Revised and Board Approved on May 16, 2012

Revised and Board Approved on March 19, 2014

Revised and Board Approved on May 17, 2017

Revised and Board Approved in January 2022