

# WOODWARD MEMORIAL LIBRARY

## BYLAWS

### Article I – Name

This organization shall be called “The Board of Trustees of the Woodward Memorial Library” existing by virtue of the provisions of absolute charter granted by the Board of Regents of the University of New York for and on behalf of the Education Department of The State of New York, and exercising the powers and authority and assuming the responsibilities delegated to it under the charter.

### Article II – Officers

1. The officers shall be a president, a vice president, a secretary, and a treasurer, elected from among or appointed by the trustees at the annual meeting of the Board.
2. A nominating committee shall be appointed by the president two months prior to the annual meeting of the Board who shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor.
3. Officers shall serve a term of one year from the annual meeting at which they were elected and until their successors are duly elected.
4. The President shall preside at all meetings of the board, authorize calls for any special meetings, 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.
5. 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.
6. 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.
7. The treasurer shall be the disbursing officer of the board, may co-sign all checks, and shall perform such duties as generally devolve upon the office. He/She shall be bonded in an amount as may be required by a resolution of the board. In the absence or inability of the treasurer, the duties shall be performed by such other members of the board as the board may designate.

### Article III – Meetings

1. The regular meetings shall be held each month, the date and hour to be set by the board at its annual meeting.

2. The annual meeting, which shall be for the purpose of the election of officers and the adoption of the annual report, shall be held at the time of the regular meeting in July of each year.
3. 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 as far as circumstances shall permit:
  - (a) Roll call of members
  - (b) Disposition of minutes of previous regular meeting and any intervening special meeting
  - (c) Financial Report and Approval of Expenditures
  - (d) Director's report
  - (e) Action on bills
  - (f) Committee reports
  - (g) Communications & Correspondence
  - (h) Unfinished business
  - (i) New business
  - (j) Public presentation to or discussion with the board
  - (k) Adjournment
4. Special meetings may be called by the secretary at the direction of the president, or at the request of three members, for the transaction of business as stated in the call for the meeting.
5. A quorum for the transaction of business at any meeting shall consist of three members of the board present in person.
6. Conduct of meetings: Proceedings of all meetings shall be governed by *Robert's Rules of Order*.
7. Vacancies among the officers shall be filled at an election at a regular meeting, and a majority vote of the Trustees shall be necessary to an election.

#### Article IV: Library Director and Staff

1. The board shall appoint a qualified library director who shall be the executive and administrative officer of the library on behalf of the board and under its review and direction. The director shall recommend to the board the appointment and specify the duties of other public library employees and shall be held responsible for the proper direction and supervision of the staff, for the care and maintenance of library property, for adequate and proper selection of books and other library material in keeping with the stated policy of the board, for the efficiency of library service to the public, and for its financial operation within the limitations of the budgeted appropriation. In the case of part-time or temporary employees, the director shall have interim authority to appoint, without prior approval of the board, provided that any such appointment shall be reported to the board at its next regular meeting.

2. It shall be the duty of the Director to attend all meetings of the Board, including budget meetings, or public meetings where action may be taken affecting the interests of the Library. The Director shall have the right to speak on all matters under discussion at Board meetings, but shall not have the right to vote thereon.

#### Article V – Committees

1. The president shall appoint committees of one or more members of each for such specific purposes as the business of the board may require from time to time. The committee shall be considered to be discharged upon completion of the purpose for which it was appointed and after the final report is made to the board.
2. All committees shall make a progress report to the library board at each of its meetings.
3. No committee shall have other than advisory powers unless, by suitable action of the board, it is granted specific power to act.

#### Article VI – General

1. An affirmative vote of the majority of all members of the board present at the time shall be necessary to approve any action before the board. The president may vote upon and may move and second a proposal before the board.
2. Any unexpired term vacancy shall be filled at a regularly scheduled meeting of the Board of Trustees by a special election with the participation of the remaining members of the Board. The term of office for the new trustee will be for the remainder of the term of the vacated seat.
3. The bylaws may be amended, appealed, or added to by the majority vote of all members of the board at a regular meeting provided written notice of the proposed amendment shall have been mailed to all members at least ten days prior to the meeting at which such action is proposed to be taken. Such action may be taken, however, only after substance of the proposed repeal, amendment, or addition has been presented in writing at a prior regular or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be considered.
4. 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 (2/3) of the members of the board shall be present and two-thirds (2/3) of those present shall so approve.

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