

Greenwich Free Library
148 Main Street
Greenwich, NY 12834

BY-LAWS

(Adopted May 2011: Amended May 2022)

The Greenwich Free Library is operated under the jurisdiction of its Board of Trustees, hereafter referred to as the Board. The Greenwich Free Library is a member of the Southern Adirondack Library system (SALS) and participates in reciprocal borrowing with SALS and its member libraries.

OBJECTIVES: The purpose of the Greenwich Free Library is to assemble, preserve, and provide printed and other materials that will meet the day-to-day educational, informational, cultural and recreational interest and needs of the community in compliance with local, state, and federal laws.

BOARD OF TRUSTEES: The Board is the governing body of the Greenwich Free Library whose organization and general duties described herein shall provide the means necessary to meet the objectives of the Library. The Board will hold a minimum of ten (10) monthly meetings per year in addition to the annual meeting, at which time an annual report and budget shall be presented.

Membership: The Board shall consist of at least eight (8) members, but no more than eleven (11) board members. The terms of office begin upon nomination and a majority vote of the entire number of remaining trustees during a regular or annual meeting. The term shall be for five (5) years and they may serve as many consecutive terms as is needed. The new term will start at the reappointment and vote of the full board. The Board shall have the authority, by majority vote, to dismiss any Trustee whose continued absence at Board meetings is deemed to have a detrimental effect on the operation and function of the Board. Newly elected Trustees shall be provided with appropriate orientation and shall be given access to a copy of Library by-laws and policy and a copy of the Handbook for Library Trustees in New York State which outlines the basic information needed to perform satisfactorily as a Board member.

OFFICERS: The officers of the Board shall be elected at the first meeting following the annual meeting of the Library. Officers shall be as follows: President, Vice-President, Secretary, and Treasurer. These officers shall be elected for a one-year term. The President shall serve no more than four (4) consecutive terms. Each of the other officers may serve as long as they have the majority vote of support from the other Board members.

The **President** shall preside at meetings of the Board and of the Library, appoint committees, call for special meetings, sign financial items in the absence of the Treasurer, and generally perform duties of a presiding officer. The Board President and the Director are responsible for developing the agenda. The agenda will be publicly posted a minimum of 24

hours prior to a meeting. The President or other designated Board member shall attend the SALS annual meeting.

The **Vice-President** shall perform the duties of the President in the absence of the President. In case both President and Vice-President are absent from a meeting, either officer may select another Board member to act as chairperson pro-tem.

The **Secretary** shall have charge of the records of the Board and shall keep the minutes of its meetings. A copy of the minutes will be made available by request within fifteen (15) days of the meeting date. The Secretary shall also provide the necessary notifications of the annual meeting of the Greenwich Free Library at least 7 (seven) days prior to the meeting.

The **Treasurer** shall attend to the fiscal affairs of the Library. The Treasurer shall disburse funds, keep accurate and current records of all money received and disbursed, and shall provide to the Board monthly reports concerning the financial status of the Library. The Treasurer will request funds from the Village, Town, and School in a timely manner and provide necessary information and reports to any governmental authority as required by law.

COMMITTEES: The Board may consider and act on any matter before it with or without recommendations from a committee. Committees are selected to provide direction and recommendations concerning the best operating procedures for the Library. Committees shall consist of trustees. Interested members of the public may also participate in committees in non-fiduciary roles and must receive a majority vote of the Board to participate. The number of persons on each committee may vary from year to year. The following standing committee members serve one (1) year terms and may serve as many consecutive terms as needed.

Finance Committee:

This committee will be chaired by the Board Treasurer and shall control and supervise all Library funds, income and expenditures, and all real or personal property not specifically assigned to another committee or acted upon by the full Board. Among its various duties: to write and propose the annual budget, evaluate and advise the Board on endowment, memorial, and other gifts, supervise savings and financial plans, seek and receive public funds on an on-going and regular basis, and support programs and proposals submitted by other committees deemed to be in the best interest of the Library.

Personnel Committee:

This Director, with the assistance of the personnel committee, if desired, will recruit, interview, recommend and present to the Board final candidates for any open position in the Library. The Director shall evaluate the performance of all employees annually and may request the input of the Personnel Committee or the Board of Trustees. The Director may act as an intermediary between the employees and the Committee in any and all general grievance matters and proceed in accordance with the Grievance Policy in the Employee

Handbook. The committee may bring any grievances to the Board of Trustees

Board Recruitment Committee:

This committee will recruit, evaluate, and recommend candidates for election to the Board of Trustees. This committee is also responsible for a slate of officers at the annual meeting.

Audit Committee:

This committee will be chaired by the Board member appointed by the President. It will be charged with the oversight of the financial reporting process, selection of an independent auditor when necessary, and receipt and implementation of audit results both internal and external. An institutional audit is to be conducted at least every five (5) years.

Facilities Committee:

This committee is charged with the supervision, operation, and maintenance of all land, building, facilities and equipment owned by the Library. The committee will make recommendations to the Board about the purchase of new items and the renovation of existing structures and have the authority to determine where and if gifts of artwork or memorabilia will be displayed and named. The gardens may also fall under the oversight of this committee.

Events Committee:

This committee is charged with the organization and execution of special events with the goal of ensuring the visibility of the organization to the public in multiple forms.

Other Committees:

The President shall have the authority to appoint other committees for special purposes.

MEETINGS: Meeting dates of the Board shall be set at the annual meeting and such meetings will take place at the Library in conformity with and pursuant to section 260-a of the New York Education Law and the provisions of Article seven (7) of the New York Public Officers Law, notice to be posted at least seven (7) days prior to the meeting. An officer of the Friends of the Library is invited and encouraged to attend Board meetings to provide an avenue of communication between the Board and the Friends. This representative shall have no vote. The President has the right to cancel or reschedule a meeting should circumstances warrant. A quorum shall consist of a majority of the full Board. Meetings shall be conducted according to Robert's Rules of Order. The annual meeting of the Board will take place in January and notice of such meeting must be made pursuant to the New York Education Law, at least 7 (seven) days prior to the meeting .

AMENDMENTS: Amendments to the by-laws may be proposed at any regular meeting of the Board or at a special meeting called for that purpose but shall become effective after an

affirmative two-thirds (2/3) vote of the members of the full Board. By-laws shall be reviewed for amendment purposes as needed.

INDEMNIFICATION: In discharging their duties, Trustees each shall be indemnified by the Library to the fullest extent authorized by New York Law, including but not limited to Section 721 of the New York Not-for-Profit Corporations Law (N-PCL) as it may be amended. Specifically, such Trustees shall be indemnified by the Library in all instances and the extent described in Sections 722 and 723(a) of the N-PCL, as they may be amended, and may be indemnified in any specific case permitted by statute, upon the opinion in writing of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct prescribed by law has been met by such Trustee.

The Library may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by Sections 721 of the N-PCL an any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a Trustee, employee or agent of the Library, against any judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

Signature_____

Date_____

Approved by the Greenwich Free Library Board of Trustees on _____