

**EAST FISHKILL PUBLIC LIBRARY DISTRICT  
BY-LAWS**

**1. NAME OF ORGANIZATION**

The name of the organization shall be the East Fishkill Public Library District, hereinafter referred to as the District.

**2. AUTHORITY**

A. The District derives its authority from Chapter 498 of the 2006 Laws of the State of New York.

B. The District shall follow all applicable local, state and federal regulations and laws.

**3. PURPOSE OF THE DISTRICT**

The purpose of the District is to provide library services to the residents of the community of East Fishkill.

**4. FISCAL YEAR**

The fiscal year of the District shall be the calendar year.

**5. GOVERNANCE**

A. Board of Trustees

1. The District shall be governed by a Board of Trustees hereinafter referred to as the Board. The Board shall consist of 9 members, elected for terms of 3 years each. The trustees shall take office on the first day of the month following their election.
2. The purpose of the Board is to manage the resources of the District. Responsibilities include:
  - a. Create and develop the mission of the library, select and hire a qualified library director and secure adequate funding for the library's service program.
  - b. Adopt policies and rules regarding library governance and use.
  - c. Regularly plan and evaluate the library's service program.
  - d. Maintain a facility that meets the library's and community's needs.
  - e. Promote the library in the local community and in society in general.
  - f. Conduct the business of the library in an open and ethical manner in compliance with all applicable laws and regulations.
  - g. Manage all District assets with care and good judgment.
  - h. Approve an annual budget for each upcoming fiscal year.
3. Trustees are elected by public vote in the special district election and must be permanent residents of East Fishkill. Only qualified voters of the district shall be eligible for election to the Board.

4. If any trustee fails to attend three consecutive meetings without excuse accepted as satisfactory by the trustees, they shall be deemed to have resigned. The trustees shall appoint a replacement. The appointed trustee shall hold office until the next annual election of trustees.
5. When there is a vacancy on the Board, the vacancy shall be filled at the next duly scheduled election. The Board may appoint an interim trustee to serve until the next annual election, at which time the remainder of the term shall be filled by a candidate duly elected at such election. Interim trustee selection will be by simple majority vote.
6. No vacancy of the Board shall be considered a separate specific office.
7. Each trustee shall have one vote, irrespective of office held.
8. A trustee must be present at a meeting to have their vote counted.
9. 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 office shall exercise any administrative responsibility with respect to the District nor, as an individual, command the services of any District employee.
10. Trustees are required to act in the best interest of the District and to avoid conflicts of interest should a situation arise that has a potential benefit to the individual.
11. Library Trustees, as fiduciaries of the District, are required to act responsibly, with knowledge and expertise, in good faith and with honesty.
12. Trustees of the District have the responsibility of managing all District assets with care and good judgment.

#### B. Board Meetings

1. A minimum of six meetings shall be held each year, the date and hour to be set by the Board. Written notice of all meetings shall be sent by the Secretary to each member at least five days before the meeting.
2. A special meeting of the Board for a specific purpose may be called at any time by the President or upon the request of three members. No business may be transacted at such special meeting except the stated business.
3. The Annual Meeting shall be held in the first month following the annual election. The business transacted at this meeting shall include the election of officers.
4. The current operating and financial reports shall be presented and reviewed at each regular meeting.
5. The final budget for the subsequent calendar year shall be presented for approval at the regular meeting in December.
6. A majority of the full 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.

7. The order of business for regular meetings shall include but not be limited to the following items:
  - a. Roll call of trustees and guests
  - b. Disposition of minutes of previous regular meeting and any intervening special meetings
  - c. Treasurer's report
  - d. Director's report
  - e. Committee reports
  - f. Communications
  - g. Unfinished business
  - h. New business
  - i. Open discussion
  - j. Adjournment
8. All procedures not specified herein shall be in accord with Robert's Rules of Order, Revised.
9. All meetings will be held and conducted in accordance with the Open Meetings law of NYS.

#### C. Board Officers

1. 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.
2. The duties of such officers shall be as follows:
  - a. 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.
  - b. 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.
  - c. The **Secretary** shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meeting and shall perform such other duties as are generally associated with that office. The writing and distribution of Board minutes may be delegated to a non-board member with a simple majority vote of the Board.
  - d. The **Treasurer** shall be the disbursing officer of the Board and shall perform such duties as generally devolve upon the office. In the absence or inability of the Treasurer his duties shall be performed by such other members of the Board as the Board may designate.

#### D. Board Committees

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

#### 6. Director

1. The Board shall appoint a qualified Director who shall be the executive officer of the policies of the Board and shall have charge of the administration of the District under the direction and review of the Board.
2. 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 District's service to the public; and for the operation of the District under the financial conditions contained in the annual budget.
3. The Director shall render and 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.
4. The Director shall attend all Board meetings.

#### 7. 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 at least two-thirds of the members of the Board shall be present and at least two-thirds of those present shall so approve.

## **8. INDEMNIFICATION**

The East Fishkill Public Library District will defend, indemnify and hold harmless any one or all of the Trustees of the District and the Director for any mistake of judgment or other action taken in good faith by the Trustees and the Director in performance of their statutory duties, unless resulting from willful negligence or bad faith. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Trustee and Director may be entitled.

The Board, at its discretion, may authorize the purchase of a policy or policies of insurance against liability of the Board, and its employees to indemnify any person pursuant to this By-law, which shall contain such terms, and conditions as the Board may deem appropriate to the extent and in the manner permitted by law.