

William B. Ogden Free Library
BY-LAWS

Mission Statement

The mission of the William B. Ogden Free Library is to enrich the literary and cultural lives of our community members, and to preserve the integrity of the historic structure of the library building.

By-Laws

1. Name

The name of this Association shall be the William B. Ogden Free Library.

2. Place of Business

The Association shall be located at 42 Gardiner Place, Walton, Delaware County, New York 13856.

3. Fiscal

- a. The fiscal year of the library shall be the calendar year.
- b. The William B. Ogden Free library is a 501-C3 organization as granted by the Internal Revenue Service as granted November 1943 pursuant to section 509 (a) (1) and 170(b) (1) (A) (vi) of the Internal Revenue Code.

4. Board of Trustees

The Trustees shall oversee the general management of the library and its property. They shall provide ways and means for the maintenance and endowment, suitable rooms, furnishings, books, newspapers, periodicals, and equipment. They shall appoint and fix the salary of the Library Director, needed assistants, and other employees. They shall make by-laws and have such powers and duties as are prescribed for trustees of Association Libraries by state law.

- a. The full Board of Trustees shall consist of eleven members, elected for terms of four years each. Terms expire the day before the annual meeting.
- b. Eligibility for office shall be limited to adults aged 18 or older. A candidate must reside, own property or own a business with a Walton address.
- c. As terms expire, a successor may be elected by majority vote of the Board members at the annual meeting. Vacancies due to causes other than expiration of term shall be filled for the balance of the unexpired term, at the next regular board meeting.
- d. Each Trustee shall have one vote. A trustee must be present at a meeting to have their vote count.

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- e. 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 member by virtue of their office shall exercise any administrative responsibility with respect to the library, nor as an individual, command the services of any library employee.
- f. Each member of the board of trustees shall be required to complete a minimum of two hours of trustee education annually as required by Education Law 260. In addition, each board member must complete an annual sexual harassment training as required by New York State.
- g. The Board shall have the power to remove Officers and Directors for cause.
- h. All resignations from the Board shall be made in writing and addressed to the President. Such resignations shall be effective upon receipt unless another date is specified therein. Any resignation from an office of the Board shall not be construed as a resignation from the board unless so specified in the letter of resignation.

5. Officers

At the January meeting, the officers shall be elected from among the Board membership. The officers of the Board shall be the President, Vice-President, Secretary, and Finance Officer. The duties of such officers shall be as follows:

- a. The **President** shall preside at all meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the board, serve as ex-officio voting member of all committees, and generally perform all the 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. The Vice President shall ensure that Board meetings are conducted in compliance with these by-laws and accepted meeting procedures.
- c. The **Secretary** shall keep a true and accurate record of all meetings of the Board, issue notice of all regular and special meetings, maintain a record of trustee term ending dates, and perform such duties as are generally associated with that office including Board correspondence. If another person has been designated by the board to take the minutes, they shall submit the minutes to the Secretary for review. Minutes shall be posted on the library's website in unapproved form within two weeks of the meeting. Once approved by the Board, the document shall be updated on the library's website.
- d. The **Finance Officer** shall review accounting entries and bank reconciliations on a monthly basis. They shall review all library financial statements and expenditures prior to Board Meetings. They shall oversee the regular audit claims and chair the finance committee.

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6. Director

- a. The Board shall appoint a qualified Director who shall be the chief executive officer of the policies of the Board and shall have charge of the administration of the library under the direction and review of the Board. The Director shall be authorized to act on behalf of the Library within the Board approved budgetary and policy guidelines.
- b. The Director shall be bonded and be responsible for the proper direction and supervision of the Library staff, for the care and maintenance of the Library property, for the selection of materials, for high quality service to the public and for the preparation of the Library annual budget in accordance with the approved policy of the Board.
- c. The Director shall submit to the Board all reports requested by the Board including an Annual Report and all New York and local required reports indicating the status and progress of the Library and such recommendations for its future as are necessary and pertinent.
- d. The Director shall render and submit any recommendations of such policies and procedures which, in the opinion of the Director, will improve the efficiency and quality of library service.
- e. 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. The Director shall be an ex-officio member of all committees and shall actively assist the Board and its committees in the planning and execution of their responsibilities.

7. Business Manager

- a. The Business Manager shall be bonded and shall receive, hold, and pay out funds under the direction of the Trustees.
- b. The Business Manager shall submit bi-monthly and annual reports to the Board regarding receipts, expenditures, assets, and liabilities.
- c. The Business Manager shall work with the Director to create an annual budget
- d. The Business Manager shall be responsible for assuring compliance with all applicable federal and state financial reporting requirements.
- e. The Business Manager shall attend Board meetings and be an ex-officio member of the Finance Committee with no voting privileges.

8. Committees

At the annual meeting, the President shall appoint standing committees entitled: Finance, Building and Grounds, Administration, and Nominating. Each committee will consist of at least two board members and up to one community member to serve one-year terms.

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They shall act under the direction of the Board of Trustees and shall report to the Board as required.

Chairs of standing committees shall be current members of the Board. Non-Board members are eligible to serve on committees. Non-Board Members will participate in an advisory and non-voting capacity.

- a. **Finance:** The Finance Committee shall, with the assistance of the Director and Business Manager, prepare and present a budget for the coming year and shall, throughout the year, render such additional reports and recommendations as may be deemed necessary to keep the Board informed on such financial matters as may arise. The Finance Committee shall have the oversight of all library funds, income, investments, expenditures, and budgeting. It shall determine the needs of the library and make recommendations for fund raising. They shall examine the contents of the safe deposit box and the financial reports of all accounts and holdings prior to the Annual Meeting. The books of the Business Manager shall be audited and the securities for the Association shall be examined by private auditor at the discretion of the Board before the Annual Meeting. Federal tax report 990 shall be completed by an independent, qualified individual. The Finance Committee shall, with the assistance of the Director, recommend utilization of all undesignated monetary gifts in accordance with the objectives of the Library.
- b. **Building and Grounds:** The Building and Grounds Committee shall, with the assistance of the Director, make recommendations on all matters relating to the use and occupation of the building and grounds and shall prepare budgetary recommendation for the Finance Committee relating to the repair, alteration, safety, furnishing, heating, lighting, equipment, sanitation, required inspections, and all general maintenance of the building and grounds.
- c. **Administration:** The Administration Committee shall, with the assistance of the Director, annually review the basic policies and procedures of the Library as well as review staff job descriptions and rates of pay. The Administration Committee shall prepare budgetary recommendations for the Finance Committee relating to rates of pay/bonuses. The Administration Committee shall be responsible for interviewing and recommending to the Board candidates for the position of Director. They are responsible for annually evaluating the job performance of the Director, including a written review. They shall provide advice to the Director in areas of employee relations, recruitment, and retention as needed. The Administration Committee shall also make recommendation regarding changes in the Constitution and By-Laws of the Library.
- d. **Nominating:** The Nominating Committee shall propose names of community members to fill expired terms and vacated terms of trustees (four-year terms) and propose a slate of officers at the annual meeting (one-year terms). Also, it shall

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acquaint new and proposed members with the library policies and procedures as well as trustee responsibilities.

- e. All committee chairs shall make a written progress report to the Board at each of its meetings.
- f. Committees shall have advisory powers only, unless the Board delegates specific authority to a committee to act on the Board's behalf.

9. Meetings

- a. The regular meetings shall be held on the fourth Tuesday of alternate months beginning in January, immediately following the annual meeting. Notice of all regular meetings will be sent to the news media, noted on the Library's website, and posted in the Library.
- b. Special meetings may be called by the President or by any two Trustees. The agenda of a special meeting shall be limited to the specific items as set forth in the notice for the meeting.
- c. The Annual Meeting shall be held on the fourth Tuesday in January or at a date specified by the Board of Trustees. A legal notice of this meeting shall appear twice prior to the meeting date.
- d. Education Law § 226 (1) states that a "majority of the whole number [of trustees, regardless of vacancies] shall be a quorum." If a quorum is not present, the meeting shall adjourn to a date to be determined by the President and communicated to the members of the Board.
- e. Meetings shall comply with the Open Meeting law of the State of New York.
- f. Absence from three consecutive Board meetings 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 they are 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.
- g. The order of business for regular meetings shall include, but not be limited to the following:
 - Roll Call of Members
 - Time of Public Comment
 - Approval of Previous Minutes
 - Business Manager's Report
 - Committee Reports
 - Director's Report
 - Unfinished Business
 - New Business
 - Adjournment
- h. The Director shall attend all meetings, may participate in the discussion, and may offer professional advice, but may not vote.

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10. Amendments:

- a. The By-Laws may be amended by a two-thirds majority vote of the Trustees at any Annual Meeting if notice was contained in the call for the meeting. Proposed amendments will be available two weeks prior to the Annual Meeting.

11. Procedure:

- a. All procedures not specified herein shall be in accord with *Robert's Rules of Order*.
- b. In providing public library service, the Trustees of the William B. Ogden Free Library are guided by the following ALA statements on access to information:
 - Library Bill of Rights
 - The Freedom to Read Statement
 - The Freedom to View Statement
 - Interpretations of the Library Bill of Rights:
 - Access to Libraries Resources and Services for Minors
 - Access to Digital Resources and Services

Revised July 2010
Revised January 2020
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