



## Warner Library By-Laws

The Warner Library is dedicated to serving the residents of the Tarrytown and Sleepy Hollow communities.

In addition to providing free and easy access to a wide range of both traditional library materials and the technological resources necessary in the 21st Century, Warner Library serves as a dynamic hub, offering quality programming, concerts, lectures, exhibits, and public space to all members of the community.

Warner Library promotes the joy of reading and the lifelong pursuit of learning in a safe, comfortable, and welcoming environment, and fosters the spirit of community stewardship while striving to meet the educational, informational, and recreational needs of our patrons.

The Board of Trustees (hereafter designated as the “Board”) of The Warner Library, an organization created under a charter granted under section 253 of the New York State Education Law by the Board of Regents of the State of New York, dated 1/15/1929, shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following bylaws.

### Bylaws

- 1) Name of the Organization
  - a) The name of the Organization shall be the Warner Library
- 2) Fiscal
  - a) The fiscal year of the library shall be June-May
- 3) Board of Trustees
  - a) The library shall be governed by a Board. The Board shall consist of seven members, elected for terms of five years each. These trustees will be appointed by the elected Village Trustees of the appropriate village, dependent on the current agreements between the Villages of Tarrytown and Sleepy Hollow.
  - b) Absence from three consecutive board meetings without a submitted excuse shall be considered a resignation from the board. The President shall confirm with the absent Trustee in writing that they have resigned from their position, dated to the final missed meeting.

- c) The terms of each Trustee shall be five years. Trustees may be reappointed to serve one additional five-year term once their first five-year term expires. A trustee who fulfills an unexpired term of less than five years can be appointed to additional five-year terms but should not exceed a total of 12 years of service.
- d) In the event that a Trustee resigns or is unable, for any reason, to carry out the duties of a Trustee for a period of four successive months, the Board may request the appropriate Village Trustees to appoint a replacement.
- e) The Board may remove a Trustee for misconduct, incapacity, neglect of duty or refusal or carry into effect the library's educational purpose as provided in Education Law 226; subdivision 8. The Board can remove such a Trustee via a majority vote at any regular board meeting. The Trustee subject to such a vote does not have to be in attendance for such a vote to be valid. If the board is considering removal of a trustee the board should make the effort to notify the board member at issue prior to taking action to remove the trustee.
- f) Each Trustee shall have one vote on all issues presented to the board, regardless of office held.
- g) A Trustee must be present at a meeting (as defined by NYS Open Meetings Law) to have his/her vote counted. Proxy voting is disallowed.
- h) A majority of the whole board is required for any motion to pass.
- i) 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 their office shall exercise any individual administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

#### 4) Officers

- a) The officers of the Board shall be the Chairperson, Vice-Chairperson, Treasurer, and Secretary. These officers shall be elected annually by the Board at the annual Board meeting. These officers shall serve for a period of one year until their successors assume the office.
- b) Any sitting Board member can nominate any sitting board member to any officer position, including self-nominations and board members who are absent from the nominating meeting.
- c) The duties of such officers shall be as follows:
  - i) The Chairperson shall preside at all meeting of the board, authorize calls for any additional 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.

- ii) The Vice-Chair, the event of the absence of the Chairperson, or of a vacancy of that office, shall assume and perform the duties and functions of the Chairperson.
- iii) The Secretary shall oversee a true and accurate record of all meetings of the Board, shall approve of the issuances of notice of all regular and special meetings in conjunction with library staff, and shall author any publication that the Board wishes to distribute, or appoint a staff member to do so with the approval of the board.
- iv) 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, their duties shall be performed by such other members of the Board as the Board may designate.
- d) If an officer is felt to not be fulfilling their office, they will be notified of such concerns at least 10 days before a motion to remove is made by the board. Any officer can be removed from that office at any regular board meeting by a majority vote of the board.
- e) An officer can also resign their office at any regular board meeting, and should submit such a resignation to the Chairperson (or the Vice Chairperson if such a resignation is from the Chairperson) in writing.
- f) Resignation or removal from office would not disallow the Trustee to continue as a regular voting Board Member. Nominations and a vote to fulfill the newly vacant officer position shall be held at the next regular board meeting.

5) Director

- a) The Board shall appoint a Director who shall be the chief executive officer of the library organization and shall have the charge of the administration of the library under the direction and review of the Board. The Director shall be responsible for the care of the building and equipment; and for the operation of the library under the financial conditions set forth in the annual budget.
- b) The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of library service. It should be a primary duty of the Director to attend all Board meetings as is feasible and appropriate.

6) Committees

- a) Committees for specific purposes may be appointed by the Chairperson. Such committees shall serve until the completion of the work for which they were appointed, or until disbanded by the Chairperson.

- b) All committees shall make progress reports to the board at the next regular board meeting after the committee meets, or when any new information presents itself irrespective of the committee officially meeting.
- c) No committee will have other than advisory powers.

7) Meetings

- a) All board meetings shall be run, advertised, and managed in compliance with New York State's Open Meetings Law.
- b) The Board shall meet at least nine times each year on dates and times that are approved by the board at the annual meeting.
- c) The annual meeting shall be held in January of each year. The business transacted at this meeting shall include the election of new officers, and appointment of committees.
- d) A simple majority of the whole Board (including vacancies) shall constitute a quorum for the conducting of all business, provided that at least one trustee representing each village is present. A majority of the whole Board is required for any motion to pass. 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.
- e) The order or business for regular meeting shall include, but not be limited to, the following items which shall be covered in the sequence shown unless an adjustment to the agenda is approved by the Board at the meeting.
  - i) Call to order
  - ii) Adoption/review of the agenda
  - iii) Approval of prior Meeting Minutes
  - iv) Public Comment Period
    - (1) Public Correspondence
  - v) Personnel Report (if necessary)
  - vi) Approval of monthly vouchers
  - vii) Review of annual YTD budget
  - viii) Director's Report
    - (1) Department Head reports (if necessary)
  - ix) Committee Reports
  - x) Old Business
  - xi) New Business
  - xii) Dates of Future Board Meeting

xiii)    Adjournment

8) Amendments

- a) Amendments to these Bylaws may be proposed at any regular meeting and shall be voted upon at the next regular meeting. Any absent members of the Board shall receive a digital or paper copy of the proposed amendments at least ten days prior to the voting session. A simple majority of the whole Board shall be sufficient for adoption of an amendment.

9) Procedure

The Warner Library Board will follow the agreed upon Board Procedures document for procedures in any board meetings.

Approved by the Warner Library Board of Trustees on October 14, 2021