

BY-LAWS

1. NAME

The name of the organization shall be the Kinderhook Memorial Library.

The Kinderhook Memorial Library (hereinafter designated as the "Library") was granted an absolute charter by the Board of Regents, State of New York, on December 21, 1951. It had been granted a provisional charter on June 18, 1934, at which time its name was changed from Kinderhook Free Library to the present one. The Library's Board of Trustees shall be governed by the laws of New York State, the regulations of the Commissioner of Education, and the following By-Laws.

2. MISSION

The Kinderhook Memorial Library serves to enrich the quality of life for a diverse and growing constituency of all ages by providing resources and services which contribute to individual literacy, education and entertainment. The Library is dedicated to encouraging children and adults in a love of reading and an appreciation for libraries. Resources and services are provided free or at a nominal cost to patrons.

By its charter, the Library's service area is defined as follows: the town of Stuyvesant in totality and the town of Kinderhook except for the village of Valatie, the hamlet of Niverville, and the area to the east of and including County Route 28B and Plum Tree Drive.

3. FISCAL

The fiscal year of the Kinderhook Memorial Library shall align with the calendar year, i.e., January 1 through December 31.

4. BOARD OF TRUSTEES

The organization shall be governed by a Board of Trustees consisting of fifteen members, each of whom shall be elected for a term of three years. Five Trustees shall be elected each year at the annual meeting and take office upon adjournment of the meeting.

- a. Eligibility for membership on the Board shall be limited to adults residing or owning property within the towns of Kinderhook and Stuyvesant. Exceptions may be made for adults who reside in areas of Columbia County not served by a library and who use the Kinderhook Memorial Library as their primary library. If a Trustee's residency or property ownership changes, thereby making them ineligible for Board membership, they may complete their existing term, if they so choose, but shall not be eligible for subsequent Board membership.
- b. No Trustee shall serve for more than three consecutive terms, including partial and full terms. Upon completion of a third consecutive term, a Trustee shall not be eligible to serve on the Board for one year.
- c. Any vacancy occurring during an uncompleted term of office shall be filled by special election by the remaining Trustees for the remainder of the unexpired term. The Nominating Committee shall make a recommendation to the Board which will subsequently vote on the appointment at the next regular meeting. Regardless of the length of time remaining, such a partial term shall constitute the Trustee's first term.
- d. Absence without prior notification from (i) three consecutive regular Board meetings, or (ii) more than one-quarter of the total regular and special Board meetings in a calendar year, shall constitute cause for dismissal from the Board, unless the Board defers dismissal by a two-thirds majority vote of the sitting

elected Trustees. The President shall inform the absent Trustee in writing that they are no longer on the Board. If dismissal is deferred by Board action, the President shall inform the absent Trustee in writing the conditions of the deferral.

- e. Trustees must adhere to the Kinderhook Memorial Library Trustee Code of Ethics Policy. Under Education Law 226, subdivision 8, the Board may remove a Trustee for misconduct, incapacity, neglect of duty, or refusal to carry into effect the Library's mission. Removal shall require a two-thirds majority vote of the sitting elected Trustees when, in their judgment, the best interest of the Library will be served by such removal.
- f. All Trustees shall participate in a minimum of two hours of training or education annually, offered through the Mid-Hudson Library System or equivalent. This requirement shall be in addition to the required yearly sexual harassment prevention training required of Trustees by New York State Law.
- g. All actions of the Board shall be of the Board as a unit. No Trustee shall act on behalf of the Board, on any matter, without prior approval of the Board. No Trustee, 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.

5. OFFICERS

The Officers of the Board shall be President, Vice President, Secretary, and Treasurer. The Board shall elect the Officers from among the sitting Trustees annually at the January meeting. Each Officer shall serve for a term of one year and may serve consecutive terms upon Board vote. The duties of the Officers shall be as follows:

- a. The **President** shall prepare agendas for Board meetings in coordination with the Director, preside at all Board meetings, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as ex-officio member on all committees except the Nominating Committee, 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 ensure that a true and accurate record of all meetings of the Board is kept, that meeting minutes are posted to the public in a timely manner, and that public notice is issued for all regular and special meetings, and shall perform such other duties as are generally associated with that office.
- d. The **Treasurer** shall be the disbursing Officer of the Board and 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 Trustee(s) as the Board may designate.

6. DIRECTOR

The Board shall appoint a qualified Director who shall be the Chief Executive Officer of the Library and have charge of the administration of the Library under the direction and review of the Board. The Director shall perform the duties outlined in the job description provided by the Board, including the following: the care of the building, equipment and grounds; the employment and direction of the staff; the efficiency and quality of the Library's services to the public; and the operation of the Library under the financial conditions contained in the annual budget.

- a. 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 the efficiency and quality of the Library's services.

- b. The Director shall attend all meetings of the Board, except the portion of meetings at which the Director's appointment or salary is to be discussed or decided. The Director may also attend committee meetings, except for meetings of the Executive Committee, at the Director's discretion. The Director may speak on all matters but may not vote.

7. COMMITTEES

The Officers of the Board and an additional sitting Trustee, appointed by the President with the approval of the Board annually at the January meeting who shall serve a term of one year as a member of the Executive Committee and may serve consecutive terms, shall constitute the totality of the Executive Committee. Members and Chairs of all other committees shall be appointed by the President.

- a. In addition to the Executive Committee, standing committees of the Board shall be the following: Audit; Building and Grounds; Finance; Fundraising; Nominating; Operations and Long-Range Planning; and Sustainability.
- b. The Nominating Committee shall be comprised of the following: one Officer of the Board who is not the President; four sitting Trustees; and one representative of the Friends of the Kinderhook Memorial Library who shall serve as a non-voting member of the committee.
- c. With approval of the President, committee Chairs may invite community members to serve on committees.
- d. New standing committees may be formed or existing committees eliminated by Board vote.
- e. Ad hoc committees (i.e., committees for specific purposes) may be appointed by the President with Board vote. Such committees shall serve until the completion of the work for which they were appointed.
- f. All committees shall report to the Board at each of its regular meetings.
- g. A committee shall have only advisory powers unless Board action grants it specific powers to act.
- h. Notwithstanding paragraph g of this Article, between regular meetings, where urgent circumstances or an emergency requires action that could not otherwise be taken by the Board at its annual meeting or at a regular or special meeting, the Executive Committee is authorized to act on behalf of the Board in all matters except as to the following: (i) the removal of any officer or Trustee, or the filling of any vacancy in the Board; (ii) the amendment or repeal of the By-Laws or adoption of new By-Laws; (iii) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; or (iv) as otherwise limited by law, the organization's charter, these By-Laws or the specific direction of the Board. Any such actions taken pursuant to this paragraph shall be recorded in writing, and shall be reported to the Board as soon as possible but in no event, no later than at its next regular meeting or annual meeting, whichever comes first.

8. MEETINGS

Regular meetings of the Board shall be held monthly, with the exception of August, at a date and time set by the Board. Written notice of all meetings and relevant materials shall be provided by the Director to each Trustee at least five days before the meeting.

- a. The annual meeting shall be held at the regular March Board meeting. The Board may change the date and/or time of the annual meeting by vote. All Trustees shall be notified in writing of the change in schedule.

- b. A special meeting of the Board may be called at any time by the President, or upon the request of three Trustees, for a specific purpose. No business shall be transacted at a special meeting except the stated business for which the meeting was called.
- c. The draft budget for the subsequent calendar year, shall be presented at the regular meeting in November. The final budget shall be presented for Board approval at the regular meeting in January.
- d. A simple majority of the whole Board, including vacancies, shall constitute a quorum for the conducting of all business. If a quorum is not present at a regular meeting, the attending Trustees may set a date and time for another meeting to be held within one week, and the presiding Officer shall notify absent members in writing of the specially called meeting.
- e. A simple majority of the whole Board, including vacancies, shall be required for any motion to pass unless otherwise specified in these By-Laws.
- f. A Trustee must be present at a meeting to have their vote counted.
- g. Each Trustee shall have one vote, irrespective of office held.
- h. 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 unless circumstances require a different order for efficiency:

Call to Order
 Public Comment Time
 Approval of Prior Meeting Minutes
 Friends of the Library Announcements
 Director's Report
 Treasurer's Report
 Committee Reports
 Old Business
 New Business
 The Good of the Order
 Adjournment

9. AMENDMENTS

Amendments to these By-Laws may be proposed at any regular Board meeting and shall be voted upon at the next regular meeting. Written notice of the proposed amendment(s) shall be sent to all absent Trustees at least five days prior to the voting session. A simple majority of the whole Board, including vacancies, shall be sufficient for adoption of an amendment.

10. PROCEDURES

All procedures not specified herein shall be in accord with Robert's Rules of Order, Revised, except when superseded by New York State law.

Revised and Approved April 3, 2006
Revised and Approved September 14, 2009
Revised and Approved September 12, 2011
Revised and Approved May 11, 2015
Revised and Approved May 14, 2018
Revised and Approved September 14, 2020

Revised and Approved October 13, 2021
Revised and Approved May 17, 2022
Revised and Approved May 16, 2023
Revised and Approved October 17, 2023