BYLAWS OF
THE ROSWELL P. FLOWER MEMORIAL LIBRARY

1. NAME AND AUTHORITY

The Roswell P. Flower Memorial Library was incorporated by a Special Act of the New York State Legislature in 1901. The name of this board is the Board of Trustees of the Roswell P. Flower Memorial Library.

2. BOARD COMPOSITION

The Board is comprised of eleven trustees all of whom must reside within the Library's chartered service area.

2.1. Term of Service:

The term of a trustee is eleven years. Board trustees may not serve more than two consecutive terms.

3. RESIGNATIONS, REMOVALS, ABSENCES, AND VACANCIES

3.1. Resignations:

Any trustee may resign at any time upon written notice or by electronic transmission to the Board. Resignation is effective immediately upon receipt of such notice.

3.2. Removals:

Any trustee duly elected or appointed may be removed on examination and due proof of the truth of a written complaint by any trustee, of misconduct, incapacity or neglect of duty; provided, that at least one week's previous notice of the proposed action shall have been given to the accused and to each trustee. [NY State Education law 226.8]

3.3. Attendance at Meetings:

Any trustee who fails to attend three consecutive meetings without satisfactory excuse shall be deemed to have resigned; such resignation shall be noted in the minutes and the Board shall elect a replacement to fill the vacancy for the remainder of the term. [NY State Education Law 226.4., and Chapter 620 Laws of 1901]

3.4. Vacancies:

The Library Board reviews potential candidates to fill vacancies and then makes recommendations to the City Mayor. The Mayor, by and with a majority vote of the full Common Council, appoints the trustee.

4. MEETINGS

Regular meetings of the Board shall be established by a resolution by the Board and posted on the library website. The date and time may be changed by the President in order to ensure a quorum or to meet special situations, but as required by the Education Law, notice shall be sent to trustees no less than five days and no more than ten days before a meeting. Public notice is given of every meeting of the Board in accordance to New York State Open Meetings Law and Education Law 260-a. A staff member designated by the Director will assist the Secretary with generating the minutes.

4.1. Special Meetings:

Special meetings of the Board may be called by the President of the Board or upon written request by five or more trustees of the Board. Notice of the time and place of a special meeting shall be telephoned or emailed to each trustee, sent to the media, posted in the library, and published on the library website.

4.2. Open Meetings:

All meetings of the Board, including Special Meetings, are subject to the New York State Open Meetings Law.

4.3. Quorum:

Six trustees of the Board constitute a quorum at each Board meeting. When a quorum is present at any meeting, unless otherwise required by law, the vote of a majority of the trustees in attendance will decide any question brought before such meeting.

4.4. Rules of Order:

The latest revision of Robert's Rules of Order shall be used to conduct Board meetings, however unless the Board votes to so annul an action, failure to use such procedure shall not void action by the Board.

5. OFFICERS

Officers of The Board are President, Vice-President, Secretary, Treasurer, and Assistant Treasurer.

5.1. Election of Officers:

The President shall hold office for no more than two consecutive years. The election of officers will be every two years.

5.2. Duties of President:

The President presides at all Board meetings and appoints committees, except the Executive Committee, the members of which shall be confirmed by a resolution.

5.3. Duties of Vice-President:

The Vice-President presides over meetings in the absence of the President and shall become President should a vacancy occur in that office between elections.

5.4. Duties of Treasurer:

The Treasurer signs all documents requiring the Treasurer's signature, monitors the budget, financial records, reports, audits, and investments.

5.5. Duties of Assistant Treasurer:

The Assistant Treasurer will assist the Treasurer and perform the Treasurer's duties in the absence of the Treasurer.

5.6. ***Duties of Secretary:***

The Secretary shall ensure the minutes are taken; shall ensure that board packets, draft minutes, and approved minutes are posted as required by the Open Meetings Law; shall note excused and unexcused absences in the minutes; shall note the determination of disclosures and recusals per the Conflict of Interest Policy; and shall certify board records as needed.

6. COMMITTEES.

Advisory committees are appointed as needed by the President. Advisory committees include, but are not limited to, Officers Committee, Buildings & Grounds, Finance/Investment, and Policy.

The Board may elect and empower by resolution, from time to time, an Executive Committee of not less than five trustees who between meetings may take such action as set forth in the resolution.

7. FINANCES.

The Board has all financial powers and responsibilities as provided by statute, establishes funds for the safekeeping of the Library's finances, and invests the Library's funds in accordance with New York State law and regulations.

8. LIBRARY DIRECTOR

The Board shall select, appoint, evaluate, and terminate a properly certified library director.

9. ORDER OF BUSINESS.

The President, in consultation with the Officers, shall set forth the order of business in the agenda prepared for a regular meeting.

10. AMENDMENTS

These bylaws may be amended by a majority vote of the trustees of the Board at any regular meeting, providing that notice of the amendment was given at the preceding regular meeting of the Board.