

**OGDEN FARMERS' LIBRARY**  
**Board of Trustees BY-LAWS**  
**REVISED, March 2024**

**MISSION STATEMENT:**

The Ogden Farmers' Library creates daily opportunities for lifelong learning by providing quality materials, services, and information-seeking tools. We intend the library to be a place for personal interactions that enrich the lives of patrons and reflect the values of the Ogden community.

The Board of Trustees (hereinafter designated as the "Board") of the Ogden Farmers' Library, a corporation 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 March 31, 1910 shall be governed by the laws of New York State, the regulation of the commissioner of Education and by the following By-Laws.

**BY-LAWS**

**A. Name of Organization**

- a. The name of the organization shall be the Ogden Farmers' Library.

**B. Purpose**

- a. The purpose of the organization is to provide superior library service to the residents of the communities of the Town of Ogden and the Village of Spencerport.

**C. Fiscal**

- a. The fiscal year of the library shall be the calendar year.

**D. Board of Trustees**

- a. The library shall be governed by a Board of Trustees. The Board shall consist of 9 members, serving for terms of three years each. Board elections are held at the Annual Board Meeting typically held in November of each year. The electors shall be the current members of the Board.
- b. Eligibility for office shall be limited to adults 18 or older residing within the Town of Ogden.
- c. Unexcused Absence from three consecutive 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.
- d. Any vacancy shall be filled by special election by the remaining members of the Board for the remainder of the term of that particular position.
- e. Each trustee shall have one vote, irrespective of office held.
- f. A Trustee must be present at a meeting to have their vote counted.

- g. All actions of the Board shall be of the Board as a unit. No Board Member shall act on behalf of the Board, in any manner, without prior approval of the Board. No Board 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.
- h. The Trustees shall have the general management of the library and its property. They shall provide ways and means for its maintenance and endowment, suitable rooms, furniture, books and serials for its equipment and make rules for its convenient and free use by the public. They shall appoint and fix the salary of the competent librarian and of needed assistants and other employees. They shall make By-laws, appoint needed committees and have such other powers and duties as are prescribed for Trustees of public libraries by state law, and shall keep a record of all library meetings and of all official action of the Trustees. The Treasurer shall receive, hold and pay out the funds of the library under direction of the trustees and shall furnish such bonds as they require.
- i. No member of the Board of Trustees shall be an officer of the Friends of the Ogden Farmers' Library.

#### E. OFFICERS

- a. The officers of the Board shall be the President, Vice-President, Secretary, and Treasurer, elected annually by the Board at the Annual Meeting for the following year. These officers shall serve for a period of one year, or until resignation within their term, or until their successors shall have been duly elected.
- b. Should an officer resign before their term has expired, a replacement will be elected by the board at the next board meeting.
- c. The duties of such officers shall be as follows:
  - i. 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.
  - ii. 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.
  - iii. The Secretary shall keep a true and accurate record of all meetings of the Board, shall *ensure* issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.
  - iv. The Treasurer shall be the disbursing officer of the Board and shall perform such duties as generally associated with that 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. An Audit shall be done annually and at any other time the Board desires it.

## F. DIRECTOR

- a. The Board shall appoint a Director who shall be the 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 responsible for the care of the buildings and equipment; for the employment and direction of the staff; for the efficiency of the library's service to the public; and for the operation of the library under the financial conditions contained 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. The Director shall attend all Board meetings but may be asked to leave by the board when the board enters executive session. The director will be asked to leave for any executive session where their performance is reviewed or their salary is discussed or decided.

## G. COMMITTEES

- a. Committees for specific purposes may be appointed by the President. Such committees shall serve until the completion of the work for which they were appointed.
- b. All committees shall make a progress report to the Board at each of its meetings.
- c. No committee will have other than advisory powers unless, by suitable action by the Board, it is granted specific power to act.
- d. The President shall be, ex officio, a member of all committees.

## H. MEETINGS

- a. Meetings shall be held at least 10 times a year barring exigent circumstances; the date and hour to be set by the board.
- b. A special Meeting of the Board may be called at any time by the President or upon the request of two members for a specific purpose. No business may be transacted at such special meetings except the stated business.
- c. The Annual Meeting shall be held in November of each year. The business transacted at this meeting shall include the election of new officers.
- d. The preliminary budget for the subsequent calendar year, required for submission to the Town of Ogden shall be presented at a regular meeting in August or September.
- e. The final budget for the subsequent calendar year shall be presented for approval at the regular meeting in November.
- f. A simple majority of all the existing 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.

- g. The order of business for regular meetings shall include but not limited to, the following items which shall be covered in the sequence shown unless circumstances make an altered order more efficient.
  - i. Call to order
  - ii. Disposition of minutes of previous meeting and any intervening special meetings
  - iii. Communications
  - iv. Treasurer's report and action on warrants
  - v. Director's report
  - vi. Committee reports
  - vii. Unfinished business
  - viii. New business
  - ix. Period for public expression
  - x. Adjournment

#### I. AMENDMENTS

- a. Amendments to these By-Laws 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 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 By-Laws 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 two-thirds of the members of the Board shall be present and two-thirds of those present shall so approve.

#### J. PROCEDURE

- a. All procedures not specified herein shall be in accord with Robert's Rules of Order, Revised.

#### K. INDEMNIFICATION

- a. Indemnification of Trustees: To the full extent authorized or permitted by law, other than by Certificate of Incorporation or bylaws, provision, resolution or agreement as provided in Section 2 below, the Library shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that she or he or her or his testator or intestate is or was a trustee of the library, or serves or served in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise at the request of the Library. This provision shall be in addition to the Library's By-laws (including without limitation Section b below) or any agreement or resolution providing for indemnification and permitted by law as in Section b.
- b. Resolution and Agreements: To the full extent permitted by law and authorized or permitted by any provision of (i) the Library's Trustees, or (ii) a resolution of Trustees, or (iii) an agreement providing for such

indemnification, the Library shall indemnify (including advancement of expenses) any person made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she or his or her testator or intestate is or was a Trustee of the Library or served, in any capacity, any other corporation, partnership, joint venture, trust, employee benefit plan, or any other enterprise at the request of the Library. The Library is hereby authorized to enter into agreements regarding such indemnity and expenses.

Approved by The Ogden Farmers' Library Board of Trustees

September 2023