

DARWIN R. BARKER LIBRARY and MUSEUM ASSOCIATION BYLAWS

7 Day Street

Fredonia, NY 14063

Approved by Board of Trustees

February 16, 2022

ARTICLE I – Name: Darwin R. Barker Library and Museum Association of Fredonia, NY

ARTICLE II – Principal Office: Principal office of this Association shall be 7 Day Street, Fredonia, New York.

ARTICLE III – Purpose: To maintain and direct a public library and historical museum in accordance with the powers vested in it by law and its charter for the use and benefit of the inhabitants of the Village of Fredonia and the town of Pomfret, New York.

ARTICLE IV – Board of Directors: The Board of Directors shall be vested with the management of this Association and shall have all the powers granted to it by the laws of the State of New York and its charter.

The Board of Directors shall consist of nine members (trustees) all of whom must be residents of the Village of Fredonia or the Town of Pomfret. The trustees are issued a copy of the HANDBOOK FOR LIBRARY TRUSTEES IN NEW YORK STATE and are required to maintain an overall general awareness of its contents.

TRUSTEE DUTIES AND RESPONSIBILITIES

A trustee is a person to whom property is legally committed in trust. A library/museum trustee's commitment is to both the physical property and resources of the library/museum and the services it provides. The board has the final responsibility to see that the library provides the best possible service to its community.

The New York State Board of Regents, the institution responsible for the chartering and oversight of education corporations in New York describes the duties of trustees as those of "*Care, Loyalty and Obedience.*" All actions must be taken with these principles in mind.

Duty of Care:

A trustee or board member must act in good faith and exercise the degree of diligence, care and skill that an ordinary prudent individual would use under similar circumstances in a like position.

November 12, 2024

Duty of Loyalty/Conflict of Interest:

Trustees/board members owe allegiance to the institution and must act in good faith with the best interest of the organization in mind. The conduct of a trustee/board member must, at all times, further the institution's goals and not the member's personal or business interests...A trustee/board member should avoid even the appearance of impropriety...Acts of self-dealing constitute a breach of fiduciary responsibility that could result in personal liability and removal from the board.

Duty of Obedience:

A trustee/board member has a responsibility to insure that the institution's resources are dedicated to the fulfillment of its mission. The member also has a duty to ensure that the institution complies with all applicable laws and does not engage in any unauthorized activities. In addition, the Regents charges the trustee to "ensure that financial resources are being used efficiently and effectively toward meeting the institution's goals.

Trustee Responsibilities:

- Create and develop the mission of the library/museum.
- Regularly plan and evaluate a qualified library director and museum curator.
- Secure fiduciary responsibility for the use of public and private funds.
- Adopt policies and rules regarding library/museum governance and use.
- Maintain a facility that meets the library/museum and community needs.
- Promote the library/museum in the local community and in society in general.
- Conduct the business of the library/museum in an open and ethical manner in compliance with all applicable laws and regulations and with respect for the institution, staff and public.

Every trustee makes a personal commitment to contribute the time and energy to faithfully carry out these duties.

The initial Board of Directors shall consist of those board members serving as of the date of the passage of these bylaws. At each annual meeting of the Board of Directors, the board shall elect three members to serve for a full term of three years and at each successive meeting thereof as the term of each director expires, a director shall be elected by the remaining board for a full three year term of office.

Upon the resignation or removal of a member of the Board of Directors, the majority of the board shall appoint a new member to serve the unexpired term of said board member.

The Board of Directors may, in its discretion, appoint honorary members of the board as it sees fit to maintain and further the tradition of excellence in library and museum service, but said honorary members shall have no voting or management rights.

The Board of Directors may remove a member from the board by majority vote for any reason.

The Board of Directors may, by resolution, establish rules and regulations for required attendance at meetings, removal from office and may, by such resolution, change the terms of office or rules regarding re-election.

ARTICLE V – Meetings:

ANNUAL MEETING:

The annual meeting of the Board of Directors shall be held on the third Wednesday of October of each year at which time directors and officers shall be elected according to these bylaws. At least nine days written notice shall be given to all board members as to the time and place of the annual meeting.

REGULAR MEETINGS:

Regular meetings of the Board of Directors shall be set by the board by resolution to be held on the 3rd Wednesday of each month. Meetings are scheduled to begin at 4 PM sharp.

Regular attendance at board meetings is essential. The board President must be notified in advance if attendance is not possible. Education Law 226 (4) declares that “If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the trustees, he shall be deemed to have resigned...” For the purpose of this board, an excused absence is defined as one being for a medical or family emergency. Obviously, life can interfere with the best of plans however it is the expectation that board members be present for a minimum of EIGHT monthly meetings. If greater than 4 unexcused absences should occur with the calendar year, the trustee in violation shall be requested to resign their board position.

A successful board needs every trustee at every meeting. A trustee who difficulty in regularly attending meetings may wish to seek other opportunities to help the library or museum rather than serving on the board.

SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called at any time by the President, or in his or her absence or refusal to act, by the Vice President, or a request of a majority of the whole membership of the Board of Directors; written notice of such special meeting shall be mailed by the Secretary, or in his or her absence, by any other officer of the corporation, specifying the time and place of the meeting and purpose and the business for which it is being called; such notice shall be mailed not less than three nor more than ten days prior to the time fixed for such a meeting.

Notwithstanding any provision contained herein providing for a notice of meetings, a meeting of the Board of Directors may be held at any time and at any place for the purpose of considering and acting upon any business if notice of meeting and business to be considered be waived in writing by each director then in office.

ARTICLE VI – Quorum: The presence of at least five directors at any meeting shall constitute a quorum for the transaction of business.

Roberts Rules of Order shall govern the conduct of the affairs of this Association and the procedure at its meetings.

ARTICLE VII – Officers: The Officers of the Association shall consist of a President, Vice President, Secretary, and Treasurer.

Duties of the officers are as follows:

President: The President shall preside at all meetings of the Board of Directors and act as the chief executive officer in the administration of library and museum affairs. He or she shall perform all duties as is usual to his or her office or may be assigned by the Board of Directors. He or she shall appoint committee members. The President shall oversee the duties of the Library Director and Museum Curator and the performance of their duties in conduct of library and museum affairs, including public relations; programming; choice, care, and circulation of all library and museum materials; and scheduling and appointment of employees.

Vice President: The Vice President shall assume the duties of the President in his or her absence or disability.

Secretary: The Secretary shall keep an accurate record of the proceedings of the Association and shall be the custodian of all its legal and other papers and documents

Treasurer: The treasurer shall assist the Library Director and Museum Curator in maintaining accurate books and accounts, present annual and monthly financial reports as required by the Board of Directors at its meetings, shall assist the Library Director and the Museum Curator in preparing and presenting their annual budgets to the Board of Directors. The Treasurer shall present budgetary information to the Village of Fredonia and Town of Pomfret upon request from these governments and with the approval of the Board of Directors, and shall perform such other duties as may be assigned by the Board of Directors.

ARTICLE VIII – Library Director: The Board of Directors shall hire a Library Director on the recommendation of the Search Committee. The President shall acquaint the Director with his or her duties upon appointment. The board shall prescribe the duties of the Director, make all necessary rules and regulations for the proper circulation of books and for the government of the Directors, its employees and patrons.

Article IX- Museum Curator—The Board of Directors shall hire a Museum Curator on the recommendation of the Search Committee. The President shall acquaint the Curator with their duties upon appointment. The Board shall prescribe the duties of the Curator, make all necessary rules and regulations for the proper exhibition of Museum contents, and for government of the Curator’s employees and patrons.

ARTICLE X – Committees: The President may, at any time, appoint a committee or committees to perform such duties as he or she may assign. A Nominating Committee is appointed each year for the purpose of recommending a slate of officers to the Board of Directors at its annual meeting in October, and a Search Committee is appointed for the purpose of recommending a Library Director or Museum Curator in the case of a vacancy in those positions.

ARTICLE XI– Amendments: These bylaws may be amended or changed only by a majority vote of the members of the Board of Directors at any regular or special meeting after due notice to all members of the board mailed at least 24 hours prior to the holding of such meeting and specifying the amendment or change proposed.

REVISION HISTORY:

10/20/2020 – Duties of Treasurer

02/16/2022 – added more detail for trustee responsibilities and meeting attendance.