

## **Pember Library and Museum of Natural History**

### **By-Laws**

1. **NAME** The name of this Corporation is the "PEMBER LIBRARY AND MUSEUM", chartered as a free public library by the Regents of the University of the State of New York on April 1, 1909.
2. **PURPOSE** The purpose of this Corporation is the maintenance and operation of a free public library and museum and the furnishing of library and museum services to the inhabitants of the Village and Town of Granville, New York and surrounding communities.
3. **BOARD OF TRUSTEES** The Board of Trustees of the Pember Library and Museum (hereafter designated as the "Board") shall consist of nine members, of whom at least three shall be women and at least three shall be men.
4. **APPOINTMENT OF TRUSTEES** Pursuant to a certain deed and the agreement therein contained, made between F. T. Pember and Ellen J. L. W. Pember, parties of the first part, and the Village of Granville, New York, party of the second part, dated May 1, 1909 and recorded October 2, 1909 in the Washington County Clerk's Office in Liber 148 of Deeds at page 559, the Board of Trustees of the Village of Granville, New York, on the first Monday of July of each year shall appoint three trustees to the Board for terms of three years, commencing on such first Monday in July.
5. **QUALIFICATIONS OF TRUSTEES** Each trustee shall be at least twenty-one years of age and shall be a resident of the Town of Granville, New York, provided, however, that at least three of such trustees reside within the incorporated Village of Granville, New York. No person otherwise qualified shall be barred from membership on the Board by reason of sex, race, color, religion or place of national origin, except that each trustee shall be a citizen of the United States of America.
6. **VACANCIES** A vacancy in the office of trustee occurring by reason of death, resignation, non-residency, or in any other manner other than by expiration of term shall be filled by majority vote of the entire number of remaining trustees, such appointee to serve for the remainder of the term in which the vacancy occurred.
7. **REMOVAL FROM OFFICE** A member of the Board may be removed from office by the Board of Trustees of the Village of Granville, New York, for due cause shown, but only upon the recommendation of the Board of Trustees of the Pember Library and Museum, adopted by at least a two-thirds vote of the entire membership thereof.
8. **RESIGNATION** A trustee may resign by filing with the Clerk/Treasurer of the Village of Granville, New York, and with the President of the Board, a signed statement to that effect, such resignation to take effect on a date stated within, which date may not be more than thirty days after the date of such filing. In the event that such statement shall fail to state an effective date, it shall be effective immediately upon such filing.
9. **OFFICERS** The officers of the Board shall be elected at the annual meeting of the Board, held as herein below provided, for one-year terms, by majority vote of the whole membership. The Clerk/Treasurer of the Village of Granville, New York shall act as Treasurer of the Board.
10. **DUTIES OF OFFICERS** The President shall be the chief administrative officer of the Board. He or she shall appoint all committees and perform such other duties as may be useful and consistent with said office. The Vice-President shall act in the place and stead of the President whenever the President shall be absent or unable to act. The Secretary shall record the minutes of each regular and special meeting of the Board, such minutes to be available for public inspection in the Pember Library and Museum, and shall conduct all correspondence and shall have custody of all official books, records,

documents and other papers except the financial records and those on file in the library and museum building.

The Treasurer shall have custody of all financial records of the Board, shall receive and disburse the moneys of the Board after proper audit, shall keep detailed and accurate books of account and shall prepare and submit financial statements for each monthly meeting.

**11. MEETINGS** A quorum for the transaction of business at any regular or special meeting of the Board shall consist of a majority of the members of the full Board or, in the absence of one or more Board members due to unfilled vacancies, a majority of those Board members presently holding office.

The regular monthly meetings of the Board shall normally be held on the second Tuesday of each month, at 7:00 P.M. at the Pember building on West Main Street, Granville, New York. The annual meeting of the Board shall be held on the second Tuesday of the month of July at the same time and place as the regular July meeting, following the appointment by the Board of Trustees of the Village of Granville at its July meeting of three trustees to the serve three-year terms each, recommendations for such appointments to be made to the Village Board by the Pember Board subsequent to its June meeting. Regular meetings of the Board shall be open to the public.

The election of officers for the ensuing year shall be the first order of business at the annual meeting and the newly elected officers shall be installed forthwith. The incumbent President shall act as chairperson of the election and the incumbent Secretary shall act as clerk thereof. The directors of the library and the museum shall attend all regular meetings of the Board other than designated executive sessions as requested by the President or other presiding officer.

Special meetings of the Board may be called by the President or, in the case of his/her absence or inability to act, by the Vice-President. The President or the Vice-President, as the case may be, shall call a special meeting upon the request of two members of the Board. Notice of such special meeting must state the time and place thereof, a brief description of the purpose of the same and the matter to be acted upon thereat.

**12. COMMITTEES** Each committee shall consist of three members to be appointed by the President at the annual meeting, to serve for one year or until their successors are appointed. The President shall be an ex-officio member of each committee. The President at his/her discretion may remove committee members.

The standing committees shall be:

1. Budget and Finance
2. Building and Grounds
3. Personnel
4. Acquisitions
5. Museum
6. Library
7. Fundraising
8. Policy and By-Laws

Other ad hoc committees may be established from time to time as determined by the Board. Committees shall act under the direction of the Board, shall make recommendations to the Board, and shall report to the Board as requested.

### **13. DUTIES OF COMMITTEES**

1. Budget and Finance - This committee shall have general oversight of the financial affairs of the Board, shall be charged with the responsibility of preparing the annual budget and with the auditing of bills and claims, and shall report to the Board as to the financial condition of the Corporation from time to time as required by the Board.
2. Building and Grounds- This committee shall have the control and supervision of the library and museum building, the Hebron Nature Preserve, at the Pember grounds and any other property, shall be authorized to make recommendations in all matters relating to repair and maintenance of the building and its contents.

3. Personnel- This committee shall recommend to the Board concerning the establishment of staff positions, salary schedules, benefits and conditions of employment. It shall adjudicate if necessary any formal grievance brought to the Board by a staff member, reporting the matter and the Committee's recommendations to the Board at its next meeting.
  4. Acquisitions- In conjunction with the librarian or the museum director, as the case may be, shall control and supervise the selection, buying, exchange and selling of books, exhibits and other library and museum materials. It shall consider and recommend action to the Board in the case of a proposed gift or loan of books, exhibits, materials and historical items. It shall exercise all other administrative responsibilities not specifically assigned to another committee or acted upon by the Board.
  5. Library- This committee shall be responsible for oversight of and long range planning for the library. Duties shall include reviewing programming, granting, and library policy, and working with the director to promote and facilitate library functions and goals. As primary liaison between the library and the Board, this committee shall report library objectives to the Board in an effort to identify appropriate resources and coordinate those goals with others of the institution.
  6. Museum- This committee shall be responsible for oversight of and long range planning for the museum. Duties shall include reviewing programming, granting, and museum policy, and working with the director to promote and facilitate museum functions and goals. As primary liaison between the museum and the Board, this committee shall report museum objectives to the Board in an effort to identify appropriate resources and coordinate those goals with others of the institution.
  7. Fundraising- This committee shall be responsible for developing and implementing ongoing, capital and special fundraising projects, other than those efforts generated by or with the Museum or Library committees.
  8. Policy and By-Laws- This committee shall revise the Pember Library and Museum By-Laws and policies as needed by the Board, and shall also coordinate normally scheduled reviews of these documents as provided for in the By-Laws.
14. CONFLICT OF INTEREST No trustee, neither director of the library or museum, nor any staff member, nor any member of their immediate families, shall personally benefit financially from any transaction made by or on behalf of the Pember Library and Museum beyond the normal issuance of payroll and benefits provided by the Board to Pember Library and Museum employees.
15. FISCAL YEAR The fiscal year of the Corporation shall commence on the first day of June in each year and terminate on the thirty-first day of May in the following year.
16. ORDER OF BUSINESS The order of business at the regular meetings shall include approval of the minutes of the previous meeting(s), approval of bills, reports of the directors and of the standing committees, and any unfinished or new business. Except as otherwise provided in the by-laws, Roberts' Rules of Order shall govern the proceedings.
17. AMENDMENT OF BY-LAWS These by-laws may be amended by the Board by a two-thirds vote of the entire membership of nine, computed without regard to any vacancies which may exist. In any event, these by-laws shall be updated every three years and submitted to the Board for approval.
18. REPEAL All previously adopted by-laws of the Corporation, including all amendments and revisions thereof, are hereby repealed and superseded.
19. EFFECTIVE DATE These by-laws shall take effect immediately upon their adoption by the Board.

December 9, 1998