

BY-LAWS

Of the Pember Library and Museum

- I. **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.
- II. **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.
- III. **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. The Board shall be governed by the appropriate rules and regulations of the New York State Board of Regents.
- IV. **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.
- V. **DUTIES OF TRUSTEES:** The New York Board of Regents describes the duties of Trustees as those of care, loyalty, and obedience. All actions of Trustees must be taken with these principles in mind:
 - (1) **Duty of Care:** A Trustee 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.
 - (2) **Duty of Loyalty:** A Trustee 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 must, at all times, further the institution’s goals and not the member’s personal or business interests. A Trustee 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.
 - (3) **Duty of Obedience:** A Trustee has a responsibility to ensure that the institution’s resources are dedicated to the fulfillment of its mission. A Trustee also has a duty to ensure that the institution complies with all applicable laws and does not engage in any unauthorized activities.

- VI. **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. Recommendations for such appointments shall be made to the Village Board by the Pember Board subsequent to its June meeting.
- VII. **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.
- VIII. **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 two-thirds vote of the entire membership thereof.
- IX. **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 therein, 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.
- X. **OFFICERS:** The officers of the Board shall be (1) President; (2) Vice President; (3) Secretary; (4) Treasurer; (5) Representative to the Village Board. These officers 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.
- XI. **DUTIES OF OFFICERS:**
- (1) The **President** shall be the chief administrative officer of the Board; shall appoint all committees; and shall perform such other duties as may be useful and consistent with said office.
 - (2) The **Vice-President** shall act in the place and stead of the President whenever the President shall be absent or unable to act.
 - (3) 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; 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 Pember Library and Museum building.

- (4) 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.
- (5) The **Representative to the Village Board** shall attend meetings of the Board of Trustees of the Village of Granville. The Representative will share information and matters of importance with the Village Board.

XII. MEETINGS: The regular monthly meetings of the Board shall normally be held on the third Thursday of each month, at 6:00 P. M. at the Pember building on West Main Street, Granville, New York.

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 officers.

All meetings of the Board shall be conducted according to the Open Meetings Law of New York State.

Special meetings of the Board may be called by the President, or, in the case of the President's 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 or matters to be acted upon thereat. Only matters stated in the notice of the special meeting may be acted upon.

XIII. ATTENDANCE AT MEETINGS: Trustees are expected to attend all meetings of the Board. Trustees should notify the President and/or the Secretary if attendance is not possible. If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Board, said Trustee shall be deemed to have resigned. A satisfactory excuse may be a health concern, an unavoidable personal or business conflict, or any other such matter acceptable to the Board.

XIV. QUORUM: 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 members due to unfilled vacancies, a majority of those Board members presently holding office.

XV. ORDER OF BUSINESS: The order of business at 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, the most current edition of *Robert's Rules of Order* shall govern the proceedings.

XVI. ANNUAL MEETING: The regular meeting of the Board in the month of July of each year shall be designated as the Annual Meeting, following the appointment of three trustees to serve three-year terms each by the Board of Trustees of the Village of Granville at its July meeting.

The election of officers for the ensuing year shall be the first order of business of 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.

XVII. COMMITTEES: The standing committees shall be:

- a. Finance and Fundraising
- b. Building and Grounds
- c. Policies and Personnel
- d. Library
- e. Museum
- f. Events and Public Relations

Each committee shall be chaired by a member of the Board. Committee chairs shall be appointed by the President at the Annual Meeting, and will serve for one year, or until their successors are appointed.

Committees shall normally consist of a minimum of three members. Committee members may be from the community. All of the members of the Policies and Personnel Committee shall be Board members. The President shall be an ex-officio member of each committee. When necessary, the President may remove committee members.

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 required.

XVIII. DUTIES OF COMMITTEES

- a. **Finance and Fundraising:** 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. This committee shall be responsible for developing and implementing ongoing, capital, and special fundraising projects, other than those generated by or with the Library or Museum Committees.
- b. **Building and Grounds:** This committee shall have the control and supervision of the Library and Museum building, the Hebron Nature Preserve, 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.

- c. **Policies and Personnel:** This committee shall be responsible for the Pember Library and Museum By-Laws and their regular revision; for proposing policies and procedures, as needed by the Board; and, for regularly reviewing and updating all policies and procedures. This committee shall recommend the establishment of staff positions, salary schedules, benefits, and conditions of employment. This committee shall adjudicate, when necessary, any formal grievance brought to the Board by any staff member, reporting the matter and the Committee's recommendations to the Board at its next meeting.
 - d. **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 library director to promote and facilitate Library functions and goals. This committee shall propose to the Board goals and objectives for the Library and shall assist the Board in identifying appropriate resources necessary for achieving these goals and objectives. In conjunction with the Library director, this committee shall control and supervise the selection, buying, exchange, and selling of books, exhibits, and other library 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. This committee shall exercise all administrative responsibilities not specifically assigned to another committee or acted upon by the Board regarding the Library.
 - e. **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 museum director to promote and facilitate Museum functions and goals. This committee shall propose to the Board goals and objectives for the Museum and shall assist the Board in identifying appropriate resources necessary for achieving these goals and objectives. In conjunction with the Museum director, this committee shall control and supervise the selection, buying, exchange, and selling of books, exhibits, and other 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. This committee shall exercise all administrative responsibilities not specifically assigned to another committee or acted upon by the Board regarding the Museum.
 - f. **Events and Public Relations:** This committee shall propose, plan, and coordinate all special events at the Pember. This committee shall oversee all public relations on behalf of the Pember.
- XIX. **EMPLOYEES:** The Board shall employ all such persons necessary for the fulfillment of the institution's mission. There shall be a director of the Library and a director of

- the Museum. All employees shall be governed by the employment policy adopted by the Board.
- XX. CONFLICT OF INTEREST: No trustee or Pember employee, or their immediate family members, 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.
- XXI. 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 of May in the following year.
- XXII. 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.
- XXIII. REPEAL: All previously adopted By-Laws of the Corporation, including all amendments and revisions thereof, are hereby repealed and superseded.
- XXIV. EFFECTIVE DATE: These By-Laws shall take effect immediately upon their adoption by the Board.

Date of Adoption: October 15, 2020