

# PATTERSON LIBRARY BYLAWS

Adopted--July 9, 1944

Amended--July 8, 1979; July 11, 1981; July 8, 1989; July 11, 1992; July 14, 2001; July 12, 2003; July 10, 2004; July 14, 2007; July 9, 2011; July 13, 2013; July 8, 2017; July 14, 2018; November 15, 2018;

Amended-- January, 11, 2024

## ARTICLE I--PURPOSE

The Purpose of the Patterson Library is to provide free open public access to the services of a library to the community of, and areas surrounding, the Town of Westfield, Chautauqua County, New York. The Patterson Library is a nonprofit corporation organized and operated in accordance with Section 501(c) (3) of the Internal Revenue Code.

## ARTICLE II--REGISTERED OFFICE

The registered office of the Corporation shall be at the Patterson Library in the Village of Westfield, Chautauqua County, New York.

## ARTICLE III--GOVERNANCE

**Section 1.** Legal Status: The Patterson Library has legal being as a Corporation under the provisions of the Laws of the State of New York. The Patterson Library was originally incorporated August 27, 1895 under the provisions of Chapter 315 of the Laws of 1875 of the State of New York, entitled "An act for the incorporation of Library Societies."

The Patterson Library, authorized by the March 19, 1896 Charter by the University of the State of New York, incorporated George W. Patterson, Frances D. Patterson, Frank W. Crandall, Catherine L. Crandall, George W. Patterson, Jr., Hannah W. Forbes, Francis T. Faust, William H. Faust, Margaret G. McNeill, Merib R. Patterson, and Harry F. Forbes and their successors under the corporate name of the Patterson Library with all powers, privileges, and duties, and subject to all the limitations and restrictions prescribed for such corporations by law or by the ordinances of the University of the State of New York. The first trustees of said corporation shall be the seven incorporators first above named and their successors shall be elected by the Corporation. Amendment of Charter was granted on October 18, 2011 and February 11, 2020.

**Section 2.** The Board of Trustees shall be responsible for the development and maintenance of governing policies for all aspects of the Corporation's operations. In addition, it shall be responsible for executive evaluation, financial and asset stewardship, fund development, strategic direction of the Corporation, and guardianship of the historic building.

**Section 3.** The Board of Trustees shall appoint a Director of the Library. The Director is charged with the day-to-day management of the Library and Staff. Acting within the bounds of the approved annual budget, funding plans, and operating plans of the Library, the Director has responsibility to manage the Library's expenditures and negotiate any normal operating or maintenance contracts. The Director is responsible to manage day-to-day employee issues and to prepare and maintain the various employee policies as required by local, state and federal authorities. The Director also has responsibility to seek out and apply for funding by public and private sources to support operational, project and endowment needs of the Library. The Director will be involved, in some capacity, with all fundraising events throughout the year, in concert with trustees and volunteers.

## ARTICLE IV--MISSION

The mission of the Patterson Library is to advance the quality of life in the community of Westfield by providing unrestricted access to information and by offering materials geared to user wants and needs. The library provides collections, services and programs that support the development of an individual's full potential and assists users of all ages in the pursuit of knowledge and cultural experiences. Patterson Library is committed to maintaining the historical integrity and beauty of the building while adapting it to evolving needs.

## ARTICLE V--BOARD OF TRUSTEES

**Section 1.** The Board of Trustees shall be fourteen in number. The Trustees to be elected each year, as hereinafter provided, shall be nominated by the Nominating Committee. Any trustee who does not attend three meetings either in person, by phone, or other active conference media without just cause shall be presumed to have resigned and shall cease to be a trustee as of the date of the next annual meeting. All Trustees will serve voluntarily without financial compensation.

**Section 2.** Trustees shall be elected to hold office for a term of five years. The Trustees are not restricted in the number of terms to which each may be elected.

**Section 3.** The Trustees shall hold meetings at such place within the State of New York as shall be specified in the notice of the meeting. This meeting information will be publicly posted. Meetings of the Trustees may be called at any time either by the President or Vice President or by any two Trustees. Written notice of the time and place of all such meetings shall be sent to each member of the Board of Trustees by mail or electronic transmission. A majority of the Trustees, two of whom must be officers, shall constitute a quorum, and must be present in person for the transaction of any business. (Unless following ***Procedures for Member Videoconferencing*** pursuant Public Officers Law § 103-a.)

**Section 4.** The Board of Trustees, at its annual organizational meeting, to be held in May, shall elect a President, a Vice President, a Secretary, a Treasurer, and other officers or agents as the Board of Trustees may, in its discretion, from time to time determine.

**Section 5.** Any vacancy occurring in the Board of Trustees, whether due to death, resignation, or otherwise shall be filled or left vacant for the unexpired term by vote of the majority of the remaining members of the Board of Trustees.

**Section 6.** The Board of Trustees is charged with setting the policies of the Library (including, but not limited to, the mission, the objectives, and a formal written long range plan of service); overseeing the operating conditions of the Library (including expenditures; borrowing money; budgeting and compliance with the budget; endowment funds or assets; management, including purchase, sale, or lease, of the Library's real and personal property; maintenance; and development and expansions); supporting the financial success of the Library. The Board of Trustees will receive and review, amend, and approve an annual operating and expenditure plan to be executed by the Director of the Library.

**Section 7.** The Board of Trustees is charged with evaluating and selecting an independent financial adviser to manage the endowment, based on the recommendation of the Finance Committee.

**Section 8.** The Board of Trustees is charged to support solicitations for and contributions to the operating needs and endowment needs of the Library.

## ARTICLE VI--OFFICERS OF THE BOARD OF TRUSTEES

**Section 1.** The Officers shall consist of a President, a Vice-president, a Secretary, a Treasurer, and such other subordinate officers and agents, as the Board of Trustees may deem necessary and elect. They shall perform the duties hereinafter respectively prescribed for each. Unless sooner removed by the Board of Trustees, all such officers shall hold office for the period from their election until the next annual meeting of the Trustees and until their successors shall have been elected. All vacancies in office shall be filled by the Board of Trustees and the Board of Trustees shall have power to define the duties of all officers and agents and remove any officer or agent.

**Section 2.** President: The President shall preside at all meetings of the Board of Trustees at which they are present. They shall be a voting member of all standing committees. They shall perform all the usual duties incident to the office of the President of a Board of Trustees.

**Section 3.** Vice President: In the event of absence or disability of the President, their duties shall be performed by the Vice President.

**Section 4.** Secretary: The Secretary of the Board of Trustees shall attend the meetings of the Board of Trustees and keep minutes thereof in suitable books. They shall have custody of all other documents and records of the Board of Trustees. They shall perform all the usual duties incident to the office of the Secretary of a Board of Trustees. The Secretary shall maintain a duplicate set of records in a secure location off site of the registered office of the Corporation.

**Section 5.** Treasurer: The Treasurer shall cause to be kept accurate accounts of all monies received by the Library and all payments made. They shall assure and monitor the deposit and disbursement of all Library funds, in the name and to the credit of the Library, in such bank or other place or places of deposit as the Board of Trustees shall designate (See ***Financial Controls Policy*** for more details). The Treasurer shall prepare and report bi-monthly to the Board of Trustees on the operating budget and expenditures of the Library. The Treasurer shall assure that any necessary filings to maintain tax-exempt status of the Library are completed on an annual basis. They shall perform all the usual duties incident to the office of Treasurer of this Board of Trustees, including serving as chair of the Finance Committee.

**Section 6.** No person may hold more than one position as an officer of the Board of Trustees concurrently.

**Section 7.** A Trustee may hold the same office on the Board of Trustees for up to three consecutive years.

## Article VII–Standing Committees

**Section 1.** The President, at the annual meeting of the Board of Trustees, or as soon

thereafter as is practical, shall appoint the following standing committees: Buildings & Grounds, Executive, Finance, Forward Planning, Fundraising, Nominating, Personnel, and Policy. All shall consist of not fewer than three trustees. The terms of office for members of said committees shall extend from the date of appointment to the next annual meeting of the trustees and until successors have been appointed and have qualified.

**Section 2.** Building and Grounds: This committee shall monitor the condition of the real property, recommending appropriate maintenance and upgrading in consultation with the Director of the Library. They shall create a list of projects to be included in the library's Long Range Plan and make regular reports to the Board of Trustees and the Director of the Library.

**Section 3.** Executive: This committee shall have and exercise all the authority of the Board of Trustees in the management of the business of the Corporation between meetings of the Board. A majority of the members of the Executive Committee shall constitute a quorum and shall have power to act. All actions shall be reported to the Board of Trustees at their next meeting. Any vacancy occurring in said committee shall be filled by presidential appointment.

**Section 4.** Finance: These trustees shall oversee the expenditures of the current operating budget and work with the Director of the Library to prepare each successive year's operating budget for presentation to the entire board. They also will review financial operations and recommend corporate finance policy. They will oversee budget preparation and monitor the financing of any capital projects for the library. They must be ever cognizant of the need to enrich, protect and preserve the Patterson endowment. A majority of the members of this committee shall constitute a quorum and shall recommend actions to the full board at their next meeting.

**Section 5.** Forward Planning: This committee is responsible for establishing and defining goals and objectives for the strategic Long Range Plan. This committee shall meet at least once per year with the Library Director to assess and adapt the Long Range Plan.

**Section 6.** Fundraising: The members, which shall include the Patterson Society President and Library Director, shall plan and execute all fundraising events, which supplement income outside of grants, the endowment and municipal funding.

**Section 7.** Nominating: Throughout the year, this committee will be aware of possible future trustees and of Board members who may serve as officers. They will meet midyear to discuss progress and before the Annual Meeting in May to nominate persons eligible for open trustee or officer positions. At the time of the Annual Meeting, nominations may also be received from the floor.

**Section 8.** Personnel: This committee annually shall be responsible for recommending Library Director candidates to the board. Initially, the committee shall evaluate the director for permanent appointment, and thereafter, shall establish annual goals with and for the Library Director. Further, they shall work with the Library Director to develop the Personnel Policy.

**Section 9.** Policy: This committee shall review and revise general library policies when needed. They will formulate new policies as necessitated by state law or at the direction of the board.

## Article VIII — Trustee Code of Ethics

In accordance with the official statement from United for Libraries, a division of ALA, and HANDBOOK FOR LIBRARY TRUSTEES OF NEW YORK STATE, 2018 Edition, Library Trustees are accountable for the resources of the library as well as to see that the library provides the best possible service to its community. Every Trustee makes a personal commitment to faithfully carry out their duties and responsibilities effectively and with absolute truth, honor and integrity.

- Trustees shall respect the opinions of their colleagues and not be critical or disrespectful when they disagree with or oppose a viewpoint different from theirs.
- Trustees shall comply with all laws, rules and regulations that apply to them and their library.
- Trustees, in fulfilling their responsibilities, shall not be swayed by partisan interests, public pressure or fear of criticism.
- Trustees shall not engage in discrimination of any kind and shall uphold library patrons' right to privacy in the use of library resources.
- Trustees must distinguish clearly, in their actions and statements, between their personal philosophies and attitudes and those of the library, acknowledging and supporting the formal position of the Board even if they disagree.
- Trustees must respect the confidential nature of library business and not disclose such information to anyone. Trustees must also be aware of and in compliance with Freedom of Information Law and Open Meetings Law. As an Association Library we are not bound to comply but will strive for transparency.
- Trustees must avoid situations in which personal interests might be served or financial benefits gained as a result of their position or access to privileged library information for either themselves or others.
- A Trustee shall immediately recuse themselves whenever the appearance of a conflict of interest exists.
- Trustees shall not use their position to gain unwarranted privileges or advantages for themselves or others from the library or from those who do business with the library.
- Trustees shall not interfere with the management responsibilities of the director or the supervision of library staff.
- Trustees shall support the efforts of librarians in resisting censorship of library materials by groups or individuals.
- Trustees must commit to securing adequate funding for maintaining a facility and program which meet their community's needs.

## Article IX - Board Meeting Order of Business

The Board is scheduled to meet on the second Thursday of January, March, May, July, September and November. The May meeting is designated the Annual Meeting. Between those meetings, the Director will keep the Board informed with regular updates. The fiscal year runs from January 1<sup>st</sup> through December 31<sup>st</sup>, with the budget's passage scheduled for the November meeting.

Agendas will be posted on our website, with a reminder to the public that meetings are open to their attendance and two time periods in the agenda will be designated for public expression.

A typical agenda for board meetings should include:

- Call to Order
- Minutes of the previous meeting
- Period for public expression
- Treasurer's report
- Director's report
- Committee reports
- Ongoing business
- New business
- Period for public expression
- Executive session if needed
- Adjournment

## Article X – Trustee Obligations

Trustees are mandated to attest annually to:

- 1) Conflicts of Interest per the Not-for-Profit Corporation Law §715-a (*See **Conflict of Interest Policy***).
- 2) Sexual Harassment Prevention Training pursuant to Labor Law §201-g (*See **Sexual Harassment Prevention Policy***)
- 3) Trustee Education pursuant to Education Law §260-d (*See **Trustee Education Policy***)

Recognizing the value of continuing education and fulfilling the requirement of the NY State Education Department, beginning January 1, 2023, all trustees will complete a minimum of two hours of trustee education annually. Trustees have a responsibility to encourage continuing education for the Director and staff as well. In addition to the annual Staff Training and Development Day, which falls on the third Monday of each October, other learning

opportunities should be encouraged. The Handbook for Library Trustees of NY (2018) recommends investing at least 1% of the library's operating budget in the education of trustees and staff. "A good library never stops learning."

## Article XI--Corporate Seal

The corporate seal shall consist of an outer circle within which shall be inscribed the words, "Patterson Library, Westfield, N.Y."

## Article XII--Amendments

These by-laws may be altered or amended, in whole, or in part, at any meeting of the Board of Trustees by a two-thirds majority of the Board of Trustees. A written notice of the proposed change or amendment must be sent to each Trustee at least twenty days prior to the meeting at which the action is to be taken.

## Article XIII—Parliamentary Authority

The rules contained in the current edition of ROBERT'S RULES OF ORDER NEWLY REVISED shall govern the proceedings of this association in all cases to which they are applicable and in which they are not inconsistent with the bylaws of Patterson Library, these bylaws, any special rules of order the association may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.