



## **MISSION STATEMENT**

*Adopted 6/16/92, Revised 12/20/2010, Revised 11/14/2016*

The mission of the Cutchogue New Suffolk Free Library is to promote lifelong learning through the acquisition, organization and preservation of information, and through offering services in an environment that will support the community's educational, cultural, recreational, and professional interests.

## **BY-LAWS**

*Adopted 8/22/89, Revised 9/17/2012, Revised 2/9/2015, Revised 5/11/2015, Revised 10/19/2015, Revised 11/9/2015, Revised 1/9/2017*

### **1. NAME OF ORGANIZATION**

- a. The name of the organization shall be Cutchogue New Suffolk Free Library.

### **2. PURPOSE**

- a. The purpose of the organization is to provide superior library service to the residents, adults and children of the communities of Cutchogue and New Suffolk.

### **3. BOARD OF TRUSTEES**

- a. The library shall be governed by a Board of Trustees. The Board shall consist of nine members, elected for terms of three years each. The length of the initial term of a new Trustee may be adjusted so that no more than three Trustees will be elected or reelected in any given year. Newly elected members will take office at the first meeting following their election.
- b. Eligibility for office as a Trustee shall be limited to adults residing or owning property within the geographical limits of the library district and who are cardholders in good standing of the Library.
- c. Trustees are elected because their backgrounds and experience make their insight valuable to the decision-making process. Trustees who cannot attend a Board meeting in person are expected to participate by telephone or other electronic means unless it is not feasible given their particular circumstances. Absence from three meetings within a 12-month period without reasonable cause shall constitute automatic dismissal from the Board unless the Board waives this dismissal by majority vote. If dismissed, the President shall inform the absent Trustee in writing that he/she is no longer on the Board. If the dismissal is waived by Board action, the President shall inform the absent Trustee in writing of the conditions set by the Board for this waiver.
- d. No member shall serve for more than two consecutive three-year terms. A Trustee must notify the nominating committee six months prior to the expiration of the Trustee's term if he/she would like to be nominated for re-election.
- e. 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.
- f. Only current members of the Board may vote in any election of its members or officers or on any business transacted.

#### 4. 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. These officers shall serve for a period of one year or until their successors shall have been duly elected.
- b. 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 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 devolve upon the office. In the absence or inability of the Treasurer, his duties shall be performed by such other members of the Board as the Board may designate.

#### 5. 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. The Director shall attend all Board meetings except the portion of the meeting at which the director's appointment or salary is to be discussed or decided.

#### 6. COMMITTEES *revisions made & Executive Committee added November 19, 2018*

- a. The Board of Trustees shall establish an Executive Committee composed of the President, Vice President, Secretary and Treasurer.
  - i. The Executive Committee serves the Board of Trustees and does not take significant action in lieu of the Board except when authorized under this section. The Executive Committee's function is to provide the Board and the President with direction and assistance in making decisions consistent with the organization's Vision, Mission and Guiding Principles.
  - ii. The Executive Committee is charged with:
    1. reconciling urgent matters requiring immediate action that arise in intervals between regular Board meetings;
    2. providing assistance to the Board of Trustees in the assessment of the Library Director's appointment, and the annual review and evaluation of the Director's and compensation; and
    3. assisting the President with overseeing the implementation of the strategic plan, setting priorities, deadlines and making recommendations to the Board regarding any revisions that may be needed.
  - iii. The Executive Committee shall meet whenever the President finds it necessary for the transaction of any business matters delegated to it by the Board. Members may appear by video conference or telephone. The Executive Committee may transact business providing a majority of the officers are present. If the Library Director perceives a need for guidance in situations requiring emergency decision-making, the highest-ranking, available member of the Executive Committee should be contacted. The officer contacted will convene the Executive Committee, if appropriate, and determine the time and place of the meeting.

- iv. The Executive Committee may make a written record of all its transactions and submit it to the Board at its next regular meeting,
- b. The Board of Trustees shall create three permanent standing committees which shall meet regularly on an ongoing basis.
  - i. Nominating Committee – seeks candidates with the skills identified by the Board, interviews potential Board members, prepares a slate of candidates for nomination when vacancies exist, orients new Trustees, and throughout the year cultivates candidates to take on future leadership roles.
  - ii. Policy Committee – regularly reviews policies in the Library Operations and Employee Handbooks, suggests updates to existing policies, monitors developments in the law that affect the Library and develops new policies when appropriate.
  - iii. Budget & Finance – assists Director in developing the annual budget, explores investment opportunities, ensures accurate tracking and accountability for funds, and that financial controls are in place, ensures adequate insurance is carried, monitors and gives a monthly report on the Library’s investment returns and reports on any other developments or changes.
- c. The Board of Trustees may create and dissolve additional temporary committees for specific purposes. The Board shall define each temporary committee’s purpose, responsibilities, scope of authority and duration.
- d. Each Trustee shall serve on at least one committee. The President shall designate which Trustees will serve on the Board’s committees and select someone to serve as Chair.
- e. All committees shall make a written progress report at the Board’s monthly meetings.
- f. No committee will have other than advisory powers unless, by stipulation of the Board, it is granted specific powers to act.
- g. The President shall be, *ex officio*, a member of all committees.
- h. The Vice President shall oversee all of the Boards committees

## 7. MEETINGS

- a. Meetings shall be held each month, the date and hour to be set by the Board. Written notice of all meetings shall be mailed or emailed by the Secretary to each member at least five days before the meeting.
- b. A special meeting of the Board may be called at any time by the President or upon the request of a simple majority of the existing Board for a specific purpose. No business may be transacted at such special meeting except the stated business.
- c. The Annual Meeting shall be held in June of each year. The business transacted at this meeting shall include the election of new trustees and new officers.
- d. The operating and financial reports for the previous year shall be presented at the regular meeting in September.
- e. The preliminary budget for the subsequent calendar year, required for submission to the school district voters, shall be presented at the regular meeting in January.
- f. The final budget for the subsequent calendar year shall be presented for approval at the regular meeting in February.
- g. A simple majority of the existing Board (present in person) shall constitute a quorum for the conducting of all business. If a quorum is not present at a regular meeting, the President shall set another meeting date within the same month and notify the Board members. For members who cannot attend the meeting, the CNSFL’s proxy form may be submitted for specific issues to be voted upon. Proxies will not be counted for the purpose of determining a quorum.
- h. The order of business for regular meetings shall include, but not be 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. Public Expression
  - iii. Disposition of minutes of previous regular meeting and any intervening special meetings

- iv. Treasurer's report and action on warrants
- v. Director's report
- vi. Committee reports
- vii. Unfinished business
- viii. New business
- ix. Public Expression
- x. Adjournment

## **8. 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 the voting session. Two-thirds of the existing Board (present in person) shall be required to vote on any amendments to the By-Laws. Approval of two-thirds of the Board members, present in person or by proxy, shall be required for the 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.

## **9. PROCEDURE**

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

Board of Trustees (updated July 2018):

President:	Richard Jordan
Vice President:	Hon. Paula J. Hepner
Secretary:	Barbara Best
Treasurer:	Sara Campbell
	Donna Mayne
	Shannon Simon
	Wendy Reeve
	Allegra Borghese
Library Director:	Rosemary Martilotta