

BYLAWS OF STARR LIBRARY

Starr Library Mission Statement

Starr Library provides access to the highest quality library services and programming enriching our lives and building community.

Preamble

The Board of Trustees (hereinafter designated as the "Board") of The Starr Institute, d/b/a/ Starr Library, a corporation created under a charter granted under Section 223 of the New York State Education Law by the Board of Regents of the State of New York, dated September 12, 2023, shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following bylaws.

Bylaws

I. NAME OF ORGANIZATION

The name of the organization shall be the Starr Institute, d/b/a Starr Library.

II. PURPOSE

The purpose of the organization is to provide superior library service to the community of Rhinebeck.

III. FISCAL

The fiscal year of the library shall be the calendar year.

IV. BOARD OF TRUSTEES

The library shall be governed by a Board of Trustees. The Board shall consist of 9 members, elected for terms of three years each. Newly elected members will take office at the January meeting.

A. Eligibility for office shall be those adults residing, owning property or working within the geographical limits of the town or those adults with skills competencies or knowledge of value to the library.

B. Absence from three consecutive meetings (without written approval by the Board President) shall constitute automatic removal from the Board. The President shall inform the absent Board Member in writing that he/she is no longer on the Board.

C. 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. The Board may remove a Trustee for misconduct, incapacity, neglect of duty or refusal to carry into effect the library's educational purpose as provided in Education Law 226; subdivision 8.

D. Each Trustee shall have one vote, irrespective of office held.

E. A Trustee must be present at a meeting to have his/her vote counted.

F. All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of his/her office, shall exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

V. OFFICERS

A. The officers of the Board shall be the President, Vice President, Secretary and Treasurer, elected annually by the Board at the December 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:

1. 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. The President shall submit an annual report of the previous year to the Board at the January meeting.

2. 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.

3. 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.

4. The Treasurer shall be the disbursing officer of the Board and shall perform such duties as are generally associated with that office. In the absence or inability of the Treasurer, his/her duties shall be performed by such other members of the Board as the Board may designate. The Treasurer shall submit a year-end financial report. The Assistant Treasurer, a staff member, will prepare materials as required by the Treasurer and have other duties as necessary for the financial aspects of the library's operations.

VI. 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.

B. The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of library service. The Director shall attend all Board meetings except the portion of the meeting at which the Director's appointment or compensation is to be discussed or decided.

C. The Director is an ex officio member of all committees. The Director will recuse herself/himself when the Board deliberates his/her evaluation and/or compensation and the nominating committee discusses potential trustee appointments.

VII. ELECTIONS

A. At the regular November board meeting the Nominating Committee shall present a slate of trustees including new members and those whose terms expire at end of year for election at the December meeting. Nominations may be made from the floor. Newly elected trustees shall take office at the Annual Meeting in January.

B. Trustee terms shall be staggered so that each year approximately one-third of the trustees shall be elected for a three-year term. No elected trustee shall be eligible for more than two consecutive terms, except after an elapsed interval of at least one year. At any meeting, the Board shall have the power to fill a vacancy. A trustee so elected or appointed shall be eligible, at the end of that year, for election to two three-year terms.

C. At the December Meeting, the Nominating Committee shall present a slate of officers for election at that meeting. Nominations may be made from the floor. Acceptance by a majority of the Board shall be required for election.

VIII. COMMITTEES

The President and the Director shall be, ex officio, members of all committees (with the exception vide supra). Unless otherwise specified, committees shall consist of three or more trustees, appointed by the President. All committee chairs shall be Board members.

A. Committees of the Board.

Committee Members will be appointed at the February meeting. Committee chairs shall present annual reports at the December meeting or as needed. Community members other than trustees may be members of any committee other than the Executive Committee or the Nominating Committee.

1. Executive Committee: This committee shall consist of the four officers plus the director ex officio. The committee shall have oversight of the Bylaws, Policies, and Strategic Plan, as well as the expectations for trustees with regard to duties and training. The committee works with the Director as appropriate to advise the Board on personnel policy as it affects the budget, including but not limited to: appointment, reappointment or dismissal, salary, and benefits. The committee will meet as called upon by the President. The committee shall be empowered to make interim decisions, but shall be limited to expenditures of \$1000 . Any interim decision shall be submitted to the Board for ratification at its next regular meeting.

2. Building and Grounds Committee: This committee shall maintain the building (interior and exterior), grounds, lighting, Heating/cooling, plumbing and security. The committee shall have the authority to make emergency expenditures not to exceed \$1000 .

3. Public Relations Committee: This committee shall work with the Director

to coordinate the dissemination of all appropriate information relating to library activities to the public and the media on a regular basis.

4. Nominating Committee: This committee shall consist of three (3) Board members whose duties are described in Section 7 sections (a) and (c).

5. Fund-Raising Committee: This committee shall coordinate the annual fund drive and any other fund-raising activities as approved by the Board.

6. Finance Committee: This committee shall keep the Board advised of the financial status of the library and prepare a budget for review at the Annual Meeting. The committee shall make investment decisions for the endowment and restricted funds based on the Investment policy and the bylaws and shall report quarterly for ratification by the Board.

B. Committees of the Corporation.

Committees of the Corporation may be established by the Board as deemed necessary. Unless otherwise specified: the President shall appoint all committee members; committee chairs shall be Board members; and other committee members need not be Board members.

1. Friends of the Library:

The Friends of the Library is a unique committee organized to actively and financially support the activities of Starr Library in cooperation with the Board of Trustees. This committee will elect its own officers and develop its own operating procedures, consistent with the Bylaws and the policies of the Board. Committee membership is open to the public, not appointed by the President. The relationship with the Corporation shall be pursuant to a Memorandum of Understanding approved the Board on May 23, 2024 and ratified by The Friends on July 17, 2024.

- a. Financial support by the Friends will be used, with their consent, for items proposed by the Director which are in support of patron activities, patron services, or patrons of the Library, generally. The Friends shall adhere to the Library's fiscal policies and keep regular and transparent accounts of income and expenses, which will be reported to the Board and the Director. The Friends shall maintain a bank account dedicated to the fundraising efforts of the Friends which will be kept distinct from other Library funds. The Library Board's President and Treasurer shall be account custodians. The Friends' President and Treasurer shall be the account signatories. After consultation with the officers of the Friends, the Library Board may institute other requirements over the finances of the Friends as may be considered reasonable and appropriate by the Library Board.

- b. The Friends' President shall act as a Liaison between the Board and the Friends, providing information to the Friends regarding the Board's vision, and shall report to the Board monthly regarding the Friends' activities and finances.
 - c. A Trustee shall be designated as Liaison between the Friends and the Board, attending meetings of the Friends and providing perspectives of the Board as requested.
2. The Concert Committee:
- The Concert Committee (the "CC") will be a committee of the Corporation to organize and create a diverse music series of concerts for the community which could be offered rain or shine and free to the public. The CC will elect its own officers and develop its own operating procedures, consistent with the Bylaws and policies of the Board. The CC relationship with the Corporation shall be pursuant to an Memorandum of Understanding adopted by the Board on June 27, 2024 and approved by the Roger Phillips Community Concert Committee (the predecessor to the CC) on June 13, 2024 .
- a. A member of the Board (the Trustee Liaison), subject to availability, and the Director will attend the Concert Committee's regularly scheduled meetings (based on a schedule determined by the Concert Committee with the goal that such meetings will be held after the business day).
 - b. The CC will Prepare an annual budget with projected revenue and expenditures to be shared with the Board. The Concert Committee will also be responsible for raising funds for the Concert series, including through Sponsors (individual and business who contribute \$250 or more), foundation grants, donations collected at the concerts, and any other methods approved be the Board via its representative on the Concert Committee.
 - c. The CC will adhere to the Library's fiscal policies and keep regular and transparent accounts of income and expenses, which will be reported monthly to the Library's Treasurer and Director.
 - d. The Library and Concert Committee shall create a separate bank account that will be dedicated to the fundraising income, expenses, and other efforts of the Concert Committee. The Board President and Treasurer will be named as signatories on such account in addition to two signatories from the Concert Committee. The funds in such account will be kept distinct from other Library funds. The funds in such account will be Starr Library funds but allocated to support the activities and mission of the Concert Committee.

IX. MEETINGS

Meetings shall be held each month, the date and hour to be set by the Board. Written notice of all meetings shall be transmitted to each member at least five days before the meeting.

- A. A special meeting of the Board may be called at any time by the President or upon the request of three members for a specific purpose. No business may be transacted at such special meeting except the stated business.
- B. The Annual Meeting shall be held in January of each year.
- C. The operating and financial reports for the previous year shall be presented at the meeting in January.
- D. The preliminary budget for the subsequent calendar year shall be presented at the regular meeting in October.
- E. The final budget for the subsequent calendar year shall be presented for approval at the regular meeting in December.
- F. A simple majority of the existing Board shall constitute a quorum for the conducting of all business. If a quorum is not present at a regular meeting, the attending members may set a date for another meeting to be held within one week, and the presiding officer shall notify the absent members of this specially called meeting.
- G. Ex officio members may be invited to participate in executive sessions at the discretion of the Board President.
- 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:
1. Call to Order and roll call of members
 2. Adoption of Agenda
 3. Approval of Prior Meeting Minutes
 4. Period for Public Expression
 5. Personnel Actions Report
 6. Treasurer's report
 7. Report of receipts and disbursements
 8. Warrants and claims
 9. Director's Report
 10. Committee Reports
 11. Old Business
 12. New Business
 13. Period for public expression

14. Dates of future board meetings
15. Correspondence
16. Executive session (if needed)
17. Adjournment

X. ENDOWMENT FUND

A. The Board shall deposit in the Endowment Fund ten percent (10%) of the funds received from the Annual Fund Drive.

B. The Board will annually allocate 4% (the "Endowment Spending Rate") of its endowment for use in the annual operations of the Library. To insulate against market fluctuations, the actual dollar amount to be spent each year will be computed by taking 4% of the arithmetic average of the endowment on the last day of the last three fiscal (ending December 31) years. By 2/3 vote, the board may withdraw endowment funds for extraordinary, non-recurring expenditures.

XI. AMENDMENTS

Amendments to these Bylaws 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. A majority of the current Board is necessary for adoption of an amendment.

Any rule or resolution of the Board, whether contained in these Bylaws 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 a majority of the Board present shall so approve.

XII. PROCEDURE

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

Adopted by The Starr Library Board of Trustees

Revisions approved: 06/22/2023, 07/25/2024